

FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17111TZ1976PLC000762

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCK2694Q

(ii) (a) Name of the company

KANDAGIRI SPINNING MILLS LI

(b) Registered office address

POST BOX NO 3,
UDAYAPATTI,
SALEM
Tamil Nadu
INDIA
636140

(c) *email-ID of the company

sales@kandagirimills.com

(d) *Telephone number with STD code

04272244400

(e) Website

www.kandagirimills.com

(iii) Date of Incorporation

05/05/1976

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1
2		

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From 01/04/2014 (DD/MM/YYYY) To 31/03/2015 (DD/MM/YYYY)

(viii) *Whether Annual General Meeting (AGM) held Yes No

(a) If yes, date of AGM 27/09/2015

(b) Due date of AGM 30/09/2015

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	SPMM HEATHCARE SERVICES P	U85110TZ2003PTC010761	Associate	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	5,000,000	3,865,650	3,865,650	3,849,250
Total amount of equity shares (in rupees)	50,000,000	38,656,500	38,656,500	38,492,500

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	5,000,000	3,865,650	3,865,650	3,849,250
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000	38,656,500	38,656,500	38,492,500

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	3,849,250	38,492,500	38,492,500	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify 0	0	0	0	
At the end of the year	3,849,250	38,492,500	38,492,500	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	

ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify 0	0	0	0	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM		<input type="text"/>	
Date of Registration of Transfer		<input type="text"/>	
Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Date of Registration of Transfer	<input type="text"/>
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Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			775,848,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			69,863,000
Deposit			25,587,000
Total	0		871,298,000

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total			0		

V. * Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,893,617,431

(ii) Net worth of the Company

301,152,332

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,638,452	68.54	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	2,638,452	68.54	0	0

Total number of shareholders (promoters)

39

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,064,424	27.65	0	

	(ii) Non-resident Indian (NRI)	1,115	0.03	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	145,159	3.77	0	
10.	Others CLEARING MEMBERS	100	0	0	
	Total	1,210,798	31.46	0	0

Total number of shareholders (other than promoters)

3,013

Total number of shareholders (Promoters+Public/Other than promoters)

3,052

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	41	39
Members (other than promoters)	3,094	3,013
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	3	1	4	20.23	17.59
B. Non-Promoter	0	4	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	9	20.23	17.59

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
R SELVARAJAN	00001703	Managing Director	778,730	
S VIJAY SHANKAR	00001711	Director	409,582	
S DEVARAJAN	00001910	Director	92,227	
M RAJAMANI	00001930	Director	122,067	
A SARAYU	06953362	Director	53,090	
V. GOPALAN	00018602	Director	0	
P.S. ANANTHANARAYA	00001759	Director	0	
N. ASOKA	00127155	Director	0	

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
S. GNANASEKHARAN	06796817	Director	0	
KAMESHWAR M. BHAT	06951906	Director	0	
S VIJAY SHANKAR	AAZPV9181G	CFO	409,582	
J ASIFA	ALNPA4417D	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KAMESHWAR M. BHAT	06951906	Director	28/09/2014	APPOINTED AS INDEPENDENT DIR
S. SIVAKUMAR	00002099	Director	28/09/2014	RETIRED AT THE AGM HELD ON 2
M RAJAMANI	00001930	Director	28/09/2014	APPOINTED AS NON-EXECUTIVE D
A SARAYU	06953362	Director	28/09/2014	APPOINTED AS NON-EXECUTIVE D
S VIJAY SHANKAR	AAZPV9181G	CFO	01/04/2014	CHANGE IN DESIGNATION AS NON

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members
Annual General Meeting [AG	28/09/2014	3,079	439	54.92

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	01/04/2014	8	7	87.5
2	09/05/2014	8	7	87.5
3	30/05/2014	8	8	100

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
4	13/08/2014	8	7	87.5
5	06/11/2014	10	10	100
6	06/02/2015	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	AUDIT COMM	01/04/2014	5	5	100
2	AUDIT COMM	09/05/2014	5	5	100
3	AUDIT COMM	29/05/2014	5	5	100
4	AUDIT COMM	12/08/2014	5	4	80
5	AUDIT COMM	05/11/2014	5	5	100
6	AUDIT COMM	06/02/2015	6	6	100
7	NOMINATION	01/04/2014	3	3	100
8	NOMINATION	13/08/2014	3	2	66.67
9	STAKEHOLDER	30/05/2014	3	3	100
10	STAKEHOLDER	13/08/2014	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2015
								(Y/N/NA)
1	R SELVARAJA	6	6	100	13	13	100	Yes
2	S VIJAY SHAN	6	6	100	13	13	100	Yes
3	S DEVARAJA	6	6	100	15	15	100	Yes
4	M RAJAMANI	2	2	100	0	0	0	Yes
5	A SARAYU	2	2	100	0	0	0	Yes
6	V. GOPALAN	6	6	100	9	9	100	Yes
7	P.S. ANANTH	6	6	100	8	8	100	Yes
8	N. ASOKA	6	5	83.33	12	11	91.67	Yes
9	S. GNANASEK	6	6	100	6	6	100	Yes
10	KAMESHWAR	2	2	100	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R. SELVARAJAN	CHAIRMAN AND	3,600,000	0	0	0	3,600,000
	Total		3,600,000	0	0	0	3,600,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S. VIJAY SHANKAR	CHIEF FINANCIAL	3,000,000	0	0	0	3,000,000
2	J. ASIFA	COMPANY SECRETARY	301,200	0	0	0	301,200
	Total		3,301,200	0	0	0	3,301,200

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S VIJAY SHANKAR	NON-EXECUTIV	0	0	0	0	0
2	S DEVARAJAN	NON-EXECUTIV	0	0	0	0	0
3	M RAJAMANI	NON-EXECUTIV	0	0	0	0	0
4	A SARAYU	NON-EXECUTIV	0	0	0	0	0
5	V. GOPALAN	INDEPENDENT	0	0	0	0	0
6	P.S. ANANTHANAR	INDEPENDENT	0	0	0	0	0
7	N. ASOKA	INDEPENDENT	0	0	0	0	0
8	S. GNANASEKHAR	INDEPENDENT	0	0	0	0	0
9	KAMESHWAR M. B	INDEPENDENT	0	0	0	0	0
10	S. SIVAKUMAR	INDEPENDENT	0	0	0	0	0
	Total		0	0	0	0	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013

during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

B. KALYANASUNDARAM

Whether associate or fellow

Associate Fellow

Certificate of practice number

2209

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

Declaration

I am authorised by the Board of Directors of the company vide resolution no. 04 dated 01/04/2014

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00001703

To be digitally signed by

Company Secretary

Company Secretary in Practice

Membership number

35000

Certificate of practice number

Attachments

1. list of share holders, debenture holders;
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any.

Attach
Attach
Attach
Attach

List of attachments

KSL SHARE TRANSFER.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company