FORM NO. MGT-7

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

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

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: L35921TN1960PLC004175 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAACW0315K

(ii) (a) Name of the company: WHEELS INDIA LIMITED

(b) Registered office address

21, PATTULOS ROADCHENNAI TAMILNADU NA
TAMILNADU
Tamil Nadu
600002
India

(c) *e-mail ID of the company: LA**********IA.COM

(d) *Telephone number with STD code: 04*******11

(e) Website:

(iii) Date of Incorporation: 13/06/1960

(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	National Stock Exchange of India Limited	1,024

(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 date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 17/07/2024

(b) Due date of AGM 30/09/2024

(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	C7	Metal and metal products	100

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

*No. of Companies for which information is to be given 2 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AXLES INDIA LIMITED	U27209TN1981PLC008630	Associate	9.51
2	WIL CAR WHEELS LIMITED	U35999TN2017PLC116976	Subsidiary	74

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	96,500,000	24,433,012	24,433,012	24,433,012
Total amount of equity shares (in Rupees)	965,000,000	244,330,120	244,330,120	244,330,120

Number of classes: 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	96,500,000	24,433,012	24,433,012	24,433,012
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	965,000,000	244,330,120	244,330,120	244,330,120

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	700,000	0	0	0
Total amount of preference shares (in rupees)	70,000,000	0	0	0

Number of classes: 1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	700,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	70,000,000	0	0	0

(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	Physical	DEMAT	Total			

At the beginning of the year	175,182	23,889,376	24064558	240,645,58(	240,645,58	
Increase during the year	0	390,033	390033	3,684,540	3,684,540	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify additional 21579 shares were dematted during the	0	390,033	390033	3,684,540	3,684,540	
Decrease during the year	21,579	0	21579	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Due to demat of shares	21,579		21579			
At the end of the year	153,603	24,279,409	24433012	244,330,12(	244,330,12	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

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

ISIN of the equity shares of the company INE715A01015

(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 the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *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

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

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					

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

(i) Turnover 46,071,085,605

(ii) Net worth of the Company 7,940,116,826

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	0	0	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)	14,246,536	58.31	0	
10.	Others	0	0	0	
	Total	14,246,536	58.31	0	0

Total number of shareholders (promoters) 3

(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	4,949,918	20.26	0	
	(ii) Non-resident Indian (NRI)	162,880	0.67	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	350,740	1.44	0	
4.	Banks	0	0	0	
5.	Financial institutions	44,798	0.18	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	2,812,551	11.51	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,754,826	7.18	0	
10.	Others FPI, Clearing members, IEPF	110,763	0.45	0	
	Total	10,186,476	41.69	0	0

Total number of shareholders (other than promoters) 21,380

Total number of shareholders (Promoters+Public/ Other than promoters) 21,383

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	15,584	21,380
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**	0	0	0	0	0	0
B. Non-Promoter	1	7	1	7	0.46	0.21
(i) Non-Independent	1	2	1	2	0.46	0.2
(ii) Independent	0	5	0	5	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & 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	7	0.46	0.21

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANTHANAM RAM	00018309	Director	49,595	
SRIVATS RAM	00063415	Managing Director	111,876	
SREENIVASAN PRAS	00063667	Director	3,200	
SANTHANAM VIJI	00139043	Director	539	
RAGHAVENDRA RAG	00146230	Director	0	
AROON RAMAN	00201205	Director	0	
SUMITHRA GOMATAN	07262602	Director	0	
RISHIKESHA T KRISH	00064067	Director	0	
PITCHAI RAMESH	ACWPR3410K	CFO	0	
LAKSHMI VISWANATH	AKSPK8194K	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 0

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)

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

A. MEMBERS/CLASS /REQUISITIONED/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 attended	% of total shareholding
Annual General Meeting	19/07/2023	16,390	104	84.18

B. BOARD MEETINGS

*Number of meetings held 8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2023	8	8	100
2	01/08/2023	8	6	75
3	23/08/2023	8	6	75
4	14/09/2023	8	8	100
5	01/11/2023	8	7	87.5
6	30/01/2024	8	8	100
7	26/02/2024	8	7	87.5
8	28/03/2024	8	7	87.5

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	% of attendance
1	Audit Committ	18/05/2023	4	4	100
2	Audit Committ	26/07/2023	4	3	75
3	Audit Committ	01/08/2023	4	3	75
4	Audit Committ	01/11/2023	4	3	75
5	Audit Committ	23/11/2023	4	4	100
6	Audit Committ	30/01/2024	4	4	100
7	Audit Committ	26/02/2024	4	4	100
8	Corporate Soc	05/05/2023	4	3	75

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Corporate Soc	26/07/2023	4	3	75
10	Nomination an	28/04/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 17/07/2024 (Y/N/NA)
		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	
1	SANTHANAM	8	8	100	6	6	100	Yes
2	SRIVATS RAM	8	8	100	4	4	100	Yes
3	SREENIVASA	8	8	100	21	21	100	Yes
4	SANTHANAM	8	8	100	9	9	100	Yes
5	RAGHAVEND	8	7	87.5	13	13	100	Yes
6	AROON RAM	8	5	62.5	13	8	61.54	Yes
7	SUMITHRA G	8	5	62.5	2	1	50	Yes
8	RISHIKESHA	8	8	100	0	0	0	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	SRIVATS RAM	Managing Direct	25,344,000	19,200,000		4,416,000	48,960,000
	Total		25,344,000	19,200,000	0	4,416,000	48,960,000

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	PITCHAI RAMESH	CFO	10,494,199.95			423,454	10,917,653.95

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Lakshmi Viswanath	Company Secre	2,986,749.4			129,612	3,116,361.4
	Total		13,480,949.35			553,066	14,034,015.35

Number of other directors whose remuneration details to be entered 7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANTHANAM RAM	CHAIRMAN & N	0	7,081,000	0	190,000	7,271,000
2	SANTHANAM VIJI	NON EXECUTIV	0	0	0	310,000	310,000
3	SREENIVASAN PR	INDEPENDENT	0	900,000	0	400,000	1,300,000
4	AROON RAMAN	INDEPENDENT	0	600,000	0	230,000	830,000
5	RAGHAVENDRA R	INDEPENDENT	0	600,000	0	340,000	940,000
6	SUMITHRA GOMA	INDEPENDENT	0	300,000	0	134,000	434,000
7	RISHIKESHA T KR	INDEPENDENT	0	300,000	0	188,000	488,000
	Total		0	9,781,000	0	1,792,000	11,573,000

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: Ramanathan N

Whether associate or fellow: ( ) Associate (●) Fellow

Certificate of practice number: 11084

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 all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 68 dated 06/11/2017 (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 compiled 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: RAM SRIVATS — Digitally signed by RAM SRIVATS Date: 2024.09.09 15:56:32 +05'30'

DIN of the director: 0*0*3*1*

To be digitally signed by: LAKSHMI VISWANATHAN KUNISSERY — Digitally signed by LAKSHMI VISWANATHAN KUNISSERY Date: 2024.09.09 15:57:17 +05'30'

◉ Company Secretary

◯ Company secretary in practice

Membership number 1*0*0

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

ShareholderslistMarch2024.pdf
Form MGT-8.pdf
WILsharecontrolothers.pdf
Committee meeting details.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

Telephone Nos. :
Regd. Office : (044) 28522745
Factory : (044) 26234300
(044) 26258511

Telefax : 044 - 26257121
Web : www.wheelsindia.com

WHEELS INDIA LIMITED
Corporate Identity Number : L35921TN1960PLC004175

Registered Office :
21, Patullos Road, Chennai - 600 002.

Factory :
Padi, Chennai - 600 050.

1. COMMITTEE MEETINGS

The e-form MGT-7 accepts only 10 numbers, whereas the Committee Meetings held during the financial year 2023-24 are more than ten. Hence, the Committee meeting details which are not given in main e-form are given below:

Sl. No.	Type of Committee meeting	Date of meeting	Total No. of Members as on the date of the meeting	Attendance	
				No. of members attended	% of total shareholding
1	Nomination & Remuneration Committee	21/08/2023	3	3	100%
2	Nomination & Remuneration Committee	30/01/2024	3	3	100%
3	Nomination & Remuneration Committee	22/03/2024	3	3	100%
4	Stakeholders Relationship Committee	11/04/2023	3	3	100%
5	Stakeholders Relationship Committee	19/06/2023	3	3	100%
6	Stakeholders Relationship Committee	07/07/2023	3	3	100%
7	Stakeholders Relationship Committee	16/08/2024	3	3	100%
8	Stakeholders Relationship Committee	26/09/2024	3	3	100%
9	Stakeholders Relationship Committee	19/02/2024	3	3	100%
10	Risk Management Committee	22/08/2023	5	4	80%
11	Risk Management Committee	12/02/2024	6	6	100%

2. DETAILS OF REMUNERATION PAID TO OTHER DIRECTORS

Mr. S Ram, Non-Executive Chairman and other Non-Executive independent Directors were paid commission in addition to the sitting fees for the financial year March 31, 2024. The details of sitting fee and commission paid to the Chairman and other Non-Executive independent Directors are mentioned in serial no X of the e-form, paid based on the approval of the Shareholders at the AGM held on July 19, 2023.

For Wheels India Limited

K. V. Lakshmi

K V Lakshmi
Company Secretary

Suite No. 103, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
Nungambakkam, Chennai - 600 034
Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
secretarial@csdhanapal.com
website: www.csdhanapal.com

S Dhanapal & Associates LLP

Practising Company Secretaries

LLPIN ACB - 0368
(Regd. with Limited Liability Under the LLP Act, 2008)

Designated Partners :
S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. WHEELS INDIA LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on 31st March, 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return appears to state the facts as at the close of the aforesaid financial year correctly and adequately;

B. during the aforesaid financial year, as per the information made available to us by the Company, the Company has generally complied with provisions of the Act and Rules made there under in respect of the following requirements as per details given below:

1) the Company is a Listed Public Limited Company and there appears no change in its status under the Act during the financial year under review;

2) the maintenance of registers/records of the company as produced to us for our verification, appears to be as prescribed under the Act and the making of entries therein appears to be within the time prescribed thereof;

3) the filing of forms and returns as stated in the Annual Return, records of the Company made available to us and as available on the Web portal of Ministry of Corporate Affairs for public viewing as on 16.08.2024 with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities whether within/beyond the prescribed time provided under the Act is given in **Annexure - A**;

4) the calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the Members of the Company on due dates as stated in the Annual Report and as per records produced to us, in respect of which meetings, proper notices were reported to have been given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been reported to be properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;

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5) Register of Members remained closed from 13.07.2023 to 19.07.2023 (both days inclusive) during the financial year;

6) as per the Audited Financial Statements of the Company as on 31st March, 2024 as adopted by the Members of the Company in the Annual General Meeting held on 17thJuly, 2024 and as produced to us for our verification, the Company has not granted any advances/loans/guarantees/securities falling under the provisions of Section 185 of the Act during the financial year;

7) as per the Audited Financial Statements of the Company as on 31st March, 2024 as adopted by the Members of the Company in the Annual General Meeting held on 17thJuly, 2024 and as produced to us for our verification, there appear contracts/arrangements with related parties during the financial year which the management has confirmed are in the ordinary course of business and undertaken on arm's length basis with requisite approval of audit committee/ Board;

8) based on records of the Company as on 31.03.2024, annual report of the Company for the year ended 31.03.2024 and other records of the Company, produced to us for verification, there appears no issue or allotment or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities, during the year under the review;

9) as per the information provided to us, there are no transaction during the year ended 31st March 2024necessitating the keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

10) as reported to us, there was declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act during the financial year as per details given in **Annexure - B**;

11) as per the Audited Financial Statements of the Company as on 31st March, 2023 as adopted by the Members of the Company in the Annual General Meeting held on 19thJuly, 2023 and as produced to us for our verification, the signing of Audited Financial Statements appears to be as per the provisions of Section 134 of the Act and Report of Board of Directors is largely in compliance thereof;

12) based on the annual report of the Company for the year ended 31.03.2024 and other records of the Company produced to us for our verification, the constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies, as the case may be, the disclosures of interest or concern of the Directors, Key Managerial Personnel and the remuneration paid to them is as given in **Annexure - C;**

13) the filing of return for appointment of auditors as per the provisions of section 139 of the Companies Act 2013 did not arise during the year

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14) based on the annual report of the Company for the year ended 31.03.2024 and other records of the Company produced to us for our verification, no approval appears to have been taken from the Central Government, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the year except scheme of amalgamation of M/s Sundaram Hydraulics Limited with the company with which has been sanctioned by Honourable National Company Law Tribunal, Chennai vide its order dated July 26,2023 read with corrigendum dated August 01, 2023.

15) acceptance/ renewal/ repayment of deposits by the Company as on 31.03.2024 appear to be within the limits prescribed under the Companies Act, 2013 and the Rules framed thereunder;

16) as per the Audited Financial Statements of the Company as on 31st March, 2024 as adopted by the Members of the Company in the Annual General Meeting held on 17th July, 2024 and as produced to us for our verification, the borrowings of the Company from its Banks / financial institutions appear to be within the limits prescribed under the Act and creation/ modification/ satisfaction of charges in that respect, wherever applicable, appears to have been filed with the Registrar of Companies as per details in **Annexure A**;

17) as per the Audited Financial Statements and the Report of Board of Directors of the Company as on 31st March, 2024 as adopted by the Members of the Company in the Annual General Meeting held on 17th July, 2024 and as produced to us for our verification, the loans, investments, guarantees, securities, as the case may be, given by the company appears to be within the limits prescribed under Section 186 of the Act;

18) there appears no alteration of the provisions of the Memorandum and Articles of Association of the Company during the financial year under review except for increase in authorised capital which has been increased pursuant to order sanctioning scheme of amalgamation of M/s Sundaram Hydraulics Limited with the company by Honourable National Company Law Tribunal, Chennai.

For S DHANAPAL & ASSOCIATES LLP
(A Firm of Practicing Company Secretaries)

S DHANAPAL & ASSOCIATES LLP
Practising Company Secretaries
CHENNAI

N.RAMANATHAN
PARTNER
C.P. NO.:11084
MEMBERSHIP NO.:F6665
UDIN: F006665F001126828

PLACE: CHENNAI
DATE: 04/09/2024

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ANNEXURE – A

LIST OF FORMS FILED DURING THE FINANCIAL YEAR FROM 1st APRIL, 2023 TO 31st MARCH, 2024

A.) WITH THE REGISTRAR OF COMPANIES*:

Sl. No.	Form No.	Section under Companies Act, 2013	Description	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional feepaid
1.	CHG-1	Pursuant to sections 77,78 and 79 and pursuant to Section 384 read with 77,78 and 79 of the Companies Act, 2013 and Rule 3(1) and 13 of the Companies (Registration of Charges) Rules 2014	Application for registration of creation, modification of charge (other than those related to debentures) including particulars of modification of charge by Asset Reconstruction Company in terms of Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI)	06.04.2023	No	Yes
2.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	23.05.2023	No	Yes
3.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	31.05.2023	Yes	NA
4.	GNL-2	Pursuant to the rule 12(2) of the Companies (Registration Offices and Fees) Rules,2014	Form for submission of documents with the Registrar	14.06.2023	Yes	NA

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Sl. No.	Form No.	Section under Companies Act, 2013	Description	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional feepaid
5.	MGT-15	Pursuant to section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies (Management and Administration) Rules, 2014	Form for filing Report on Annual General Meeting	01.08.2023	Yes	NA
6.	DPT-3	Pursuant to rule 16 and rule 16A of the Companies (Acceptance of Deposits) Rules, 2014	Return of deposits	04.08.2023	No	Yes
7.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	10.08.2023	Yes	NA
8.	CHG-4	Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) and 13 of the Companies (Registration of charges) Rules 2014	Particulars for satisfaction of charge thereof	11.08.2023	Yes	NA
9.	CHG-4	Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) and 13 of the Companies (Registration of charges) Rules 2014	Particulars for satisfaction of charge thereof	11.08.2023	Yes	NA
10.	AOC-4 (XBRL)	Pursuant to section 137 of the Companies Act, 2013 and rule 12(2) of the Companies (Accounts) Rules,2014	Form for filing XBRL document in respect of financial statement and other documents with the Registrar	16.08.2023	Yes	NA
11.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	20.08.2023	Yes	NA

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Sl. No.	Form No.	Section under Companies Act, 2013	Description	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional feepaid
12.	INC-28	Pursuant to Section 12(6), 13(7), 48(4), 58(5), 87, 111(3), 66(5), 230(8), 232, 233(7), 234, 237, 252(2), 441 and others of the Companies Act, 2013 and Section 17(1), 81(4), 107(3), 167, 186, 391, 394(1), 396, 397, 398, 445, 466, 481, 518, 559, 621A, Amalgamation-Others and others of the Companies Act, 1956 and Section 7, 9, 10, 12A, 22(3), 31, 33, 54, 59(8) and others of the Insolvency and Bankruptcy Code, 2016	Notice of Order of the Court or Tribunal or any other competent authority	01.09.2023	Yes	NA
13.	MR-1	Pursuant to Section 196 read with Section 197 and Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014	Return of appointment of managerial personnel	06.09.2023	Yes	NA
14.	MGT-7	Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014	Annual Return (other than OPCs and Small Companies)	13.09.2023	Yes	NA

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Sl. No.	Form No.	Section under Companies Act, 2013	Description	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional feepaid
15.	CHG-4	Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) and 13 of the Companies (Registration of charges) Rules 2014	Particulars for satisfaction of charge thereof	20.09.2023	Yes	NA
16.	CHG-4	Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) and 13 of the Companies (Registration of charges) Rules 2014	Particulars for satisfaction of charge thereof	25.09.2023	Yes	NA
17.	PAS-3	Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules,2014	Return of Allotment	17.10.2023	Yes	NA
18.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	23.11.2023	Yes	NA
19.	CHG-4	Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) and 13 of the Companies (Registration of charges) Rules 2014	Particulars for satisfaction of charge thereof	06.12.2023	Yes	NA
20.	CHG-4	Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) and 13 of the Companies (Registration of charges) Rules 2014	Particulars for satisfaction of charge thereof	06.12.2023	Yes	NA

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Sl. No.	Form No.	Section under Companies Act, 2013	Description	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional feepaid
21.	CHG-4	Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) and 13 of the Companies (Registration of charges) Rules 2014	Particulars for satisfaction of charge thereof	10.01.2024	Yes	NA
22.	CHG-4	Pursuant to section 82(1) of the Companies Act, 2013 and Rule 8(1) and 13 of the Companies (Registration of charges) Rules 2014	Particulars for satisfaction of charge thereof	01.02.2024	Yes	NA
23.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	22.02.2024	Yes	NA
24.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	22.03.2024	Yes	NA
25.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	22.03.2024	Yes	NA
26.	CSR-2	Pursuant to sub-rule (1B) of Rule 12 of Companies (Accounts) Rules, 2014	Report on Corporate Social Responsibility(CSR)	25.03.2024	NA	NA

* The forms which were filed with the IEPF Authority are provided in Annexure – B to our report.

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B.) FORMS FILED WITH REGIONAL DIRECTOR,CENTRAL GOVERNMENT, THE TRIBUNAL, COURT OR OTHER AUTHORITIES

S. No.	Form No.	Under Section	Description	Authority	Date of filing	Whether filed within prescribed time
1.	CRA-2	Pursuant to section 148(3) of Companies Act, 2013 and rule 6(2) & 6(3A) of the Companies (Cost Records and Audit) Rules, 2014	Form of intimation of appointment of cost auditor by the company to Central Government	Central Government	31.05.2023	Yes
2.	CRA-4	Pursuant to section 148(6) of Companies Act, 2013 and rule 6(6)of the Companies (cost records and audit) Rules, 2014	Form for filing Cost Audit Report with the Central Government.	Central Government	29.08.2023	Yes

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ANNEXURE B

DETAILS OF DIVIDEND PAID DURING THE FINANCIAL YEAR FROM 1ST APRIL, 2023 TO 31ST MARCH, 2024

Date of Declaration	Amount	Date of transfer to separate bank account	Due date of Payment	Actual date of payment
19.07.2023	Rs.9,55,36,295.26- Rs.3.97 per equity shares of Rs.10/- each as Dividend for the FY2022-2023	24.07.2023	23.08.2023	07.08.2023

AMOUNT TRANSFERRED TO IEPF DURING THE FINANCIAL YEAR (FORM IEPF-1)

Sl. No	DATE OF TRANSFERT O UNPAID DIVIDEND ACCOUNT	AMOUNT TRANSFERRED TO IEPF AUTHROITY DURING THE FY 2023-24(Rs.)	RELATING TO DIVIDEND / DEPOSITS	DATE OF FILING OF FORM	SRN FOR TRANSFER OF AMOUNT	SRN OF FORM IEPF-1 FILED
1.	15.09.2016	259,919.00	Final Dividend of FY 2015-2016	22.09.2023	X53675260	F64808827
2.	17.03.2017	276,070.00	Transfer of unclaimed / unpaid Interim dividend FY2016-17 amount to IEPF	22.03.2024	X70671961	F93701811
Deposit						
3.	31.03.2016	1,163.75 (rounded off to 1,164.00)	Transfer of unclaimed interest on matured depositsto IEPF Authority	27.04.2023	X41211251	F60808094
4.	30.06.2016	1025.00	Transfer of unclaimed interest on matured deposits to IEPF Authority	20.07.2023	X47568969	F62591045

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Sl. No	DATE OF TRANSFERT O UNPAID DIVIDEND ACCOUNT	AMOUNT TRANSFERRED TO IEPF AUTHROITY DURING THE FY 2023-24(Rs.)	RELATING TO DIVIDEND / DEPOSITS	DATE OF FILING OF FORM	SRN FOR TRANSFER OF AMOUNT	SRN OF FORM IEPF-1 FILED
5.	07.08.2015	21000.00	Transfer of unclaimed interest on matured deposits to IEPF Authority	28.07.2023	X48476915	F62748421
6.	20.08.2016	50000.00	Transfer of unclaimed matured deposit amount to IEPF Authority	22.08.2023	X50784016	F63375992
7.	02.08.2016	8,996.00	Transfer of unclaimed interest amount to IEPF Authority	24.08.2023	X50987908	F63438352
8.	02.08.2016	26,000.00	Transfer of unclaimed matured deposit amount to IEPF Authority	22.08.2023	X50782333	F63378905
9.	29.11.2016	50,000.00	Transfer of matured deposit amount to IEPF	08.12.2023	X60723996	F87186672
10.	03.11.2016	181.00	Amount transfer to IEPF1	15.12.2023	X61322046	F87840112
11.	30.09.2016	42,000.00	Transfer of matured deposits to IEPF Authority	12.10.2023	X55698351	F67164442
12.	30.09.2016	1,163.75	Transfer of interest amount to IEPF Authority	16.10.2023	X56028848	F68565530

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Sl. No	DATE OF TRANSFERT O UNPAID DIVIDEND ACCOUNT	AMOUNT TRANSFERRED TO IEPF AUTHROITY DURING THE FY 2023-24(Rs.)	RELATING TO DIVIDEND / DEPOSITS	DATE OF FILING OF FORM	SRN FOR TRANSFER OF AMOUNT	SRN OF FORM IEPF-1 FILED
13.	19.09.2016	42,000.00	Transfer of matured deposits to IEPF Authority	12.10.2023	X55698823	F67167973
14.	23.02.2017	25,000.00	Transfer of matured deposit amount to IEPF	13.03.2024	X69862373	F93366086
15.	17.11.2016	650.00	Interest amount transfer to IEPF	14.12.2023	X61225801	F87728622
16.	24.09.2016	25,000.00	Transfer of Matured deposits to IEPF Authority	12.10.2023	X55698369	F67191924

STATEMENT OF UNCLAIMED AND UNPAID AMOUNTS AND DETAILS OF NODAL OFFICER (FORM IEPF-2)

DATE OF FILING OF FORM	PURPOSE OF THE FORM	FY ENDED	SRN
15.09.2023	Statement of unclaimed and unpaid amounts	31.03.2023	F64414410

SHARES TRANSFERRED TO IEPF DURING THE FINANCIAL YEAR (FORM IEPF-4)

DATE OF FILING OF FORM	NO. OF SHARES TRANSFERRED TO IEPF DURING THE FINANCIAL YEAR 2022-23	NOMINALAMOUNTOF SHARES TRANSFERRED TO THE IEPF ACCOUNT (Amount in Rs.)	SRN OF FORM IEPF-1 FILED	SRN OF FORM IEPF-4 FILED
17.10.2023	1,735	17,350	F64808827	F68833896
20.04.2023	2,822	28,220	F59846956	F60599628

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AMOUNT CREDITED TO IEPF ON ACCOUNT OF SHARES TRANSFERRED TO THE FUND DURING THE FINANCIAL YEAR (FORM IEPF-7)

DATE OF TRANSFER	AMOUNT CREDITEDTO IEPF DURING THE FINANCIAL YEAR 2023-24 (RS.)	RELATING TO DIVIDEND / DEPOSITS FOR THE FINANCIAL YEAR 2023-24	DUE DATE FOR TRANSFER OF AMOUNT	DATE OF FILING OF FORM	SRN OF FORM IEPF-7 FILED
07.08.2023	135,520.22	Dividend on shares transferred to IEPF	07.08.2023	28.08.2023	F63593099

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ANNEXURE - C

DETAILS OF BOARD OF DIRECTORS / KEY MANAGERIAL PERSONNEL DURING THE FINANCIAL YEAR FROM 1ST APRIL, 2023 TO 31ST MARCH, 2024

Name	Designation	Date of Appointment	Date of Cessation	Details of Remuneration (including commission)/ Sitting Fees(gross)paid for FY 2023-24 (Rs. in Lakhs)	Date of disclosure of interest
Mr. Santhanam Ram	Chairman & Non-Executive Director	28/05/1974	-	72.71	03.04.2023
Mr. Srivats Ram	Managing Director	01/10/2000	-	489.60	03.04.2023
Mr. Sreenivasan Prasad	Independent Director	22/03/2004	-	13.00	03.04.2023
Mr. Santhanam Viji	Non-Executive Director	31/07/1986	-	3.10	03.04.2023
Mr. Aroon Raman	Independent Director	15/04/2011	-	8.30	03.04.2023
Mr. Raghavendra Raghuttama Rao	Independent Director	13/11/2018	-	9.40	03.04.2023
Ms. SumithraGomatam	Independent Director	24/04/2019	-	4.34	03.04.2023
Dr. Rishikesh T Krishnan	Independent Director	30/07/2020	-	4.88	04.05.2023
Mr. P Ramesh	CFO	01/11/2022	-	109.17	NA
Mrs. K V Lakshmi	Company Secretary	06/11/2017	-	31.16	NA

CHANGE/RE-APPOINTMENT DURING THE FINANCIAL YEAR FROM 1ST APRIL, 2023 TO 31ST MARCH, 2024:

Name of Director	Nature of change / Purpose of approval	Date	Designation
Mr. Santhanam Viji	Director retiring by rotation; re-appointed	19.07.2023	Non-Executive Director
Mr. Srivats Ram	Re-appointment as a Managing Director	01.05.2023	Managing Director
Mr. R Raghuttama Rao	Re-appointment as Independent Director for a second term of five years	19.07.2023	Independent Director

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