

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]



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

U24249KA1991PLC011880

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCS2549E

(ii) (a) Name of the company

SAMI-SABINSA GROUP LIMITEE

(b) Registered office address

19/1&19/2, PEENYA INDUSTRIALAREA II PHASE
CHOKKASANDRA VILLAGE,
BANGALORE
Karnataka
560058

(c) *e-mail ID of the company

ramana@sami-sabinsagroup.co

(d) *Telephone number with STD code

08028397973

(e) Website

(iii) Date of Incorporation

19/04/1991

(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

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

Pre-fill

(e) Extended due date of AGM after grant of extension

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SAMI NUTRACEUTICALS PRIVA	U15490KA2020PTC133889	Subsidiary	100
2	Hanbury FZE, UAE		Subsidiary	100
3	Sabinsa Japan Corporation, Jap		Subsidiary	100
4	Sabinsa Australia Pty Ltd, Austl		Subsidiary	100
5	Sabinsa Europe GmbH, Germa		Subsidiary	100
6	Sabinsa Corporation, USA		Subsidiary	100

7	Sabinsa Korea Corporation, So		Subsidiary	100
8	M & S Realty, LLC USA		Subsidiary	100
9	Sabinsa Poland Sp. ZOO, Polan		Subsidiary	100
10	Sabinsa Canada Inc., Canada		Subsidiary	100
11	Sabinsa (Nanjing) Biotech Limi		Subsidiary	100
12	SABINSA BRASIL LTDA		Subsidiary	100

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	250,000,000	20,000,000	20,000,000	20,000,000
Total amount of equity shares (in Rupees)	2,500,000,000	200,000,000	200,000,000	200,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
equity				
Number of equity shares	250,000,000	20,000,000	20,000,000	20,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,500,000,000	200,000,000	200,000,000	200,000,000

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	20,000,000	0	20000000	200,000,000	200,000,000	
Increase during the year	0	0	0	0	0	0
i. Public 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						
Decrease during the year	0	0	0	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						
At the end of the year	20,000,000	0	20000000	200,000,000	200,000,000	
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						
	0			0	0	
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

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

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	<input type="text" value="31/12/2020"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="16/09/2020"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="100"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="28"/>
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Transferor's Name	<input type="text" value="LC"/>	<input type="text"/>	<input type="text" value="Mahesh"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="35"/>
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Transferee's Name	<input type="text" value="Shetty"/>	<input type="text"/>	<input type="text" value="Neeraja"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<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"/>		
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	

(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
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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

8,572,300,000

(ii) Net worth of the Company

7,795,500,000

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	19,993,000	99.97	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	19,993,000	99.97	0	0

Total number of shareholders (promoters)

1

(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	7,000	0.04	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	7,000	0.04	0	0

Total number of shareholders (other than promoters)

13

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

14

**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	1	1
Members (other than promoters)	13	13
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	0	1	0	99.96	0
B. Non-Promoter	5	3	5	3	0	0
(i) Non-Independent	5	0	5	0	0	0
(ii) Independent	0	3	0	3	0	0
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	6	3	6	3	99.96	0

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 share(s) held	Date of cessation (after closure of financial year : If any)
Muhammed Majeed	00175696	Managing Director	19,993,000	
Neeraja Shetty	02014107	Whole-time director	100	
Neeraja Shetty	ARGPS7376C	CEO	0	
Anju Majeed	03075339	Director	2,000	
Humayun Dhanrajgir	00004006	Director	0	
Pariyangot Venugopalai	00189956	Director	0	
Madhu Subramanian	06899763	Director	100	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shaheen Majeed	05321106	Director	2,000	
Mohan Damodaranasar	00214824	Director	0	
Venugopalan Nair	01748807	Whole-time director	0	
RAMANA RAO CHEBO	AEEPR8535D	Company Secretary	0	
RAMANA RAO CHEBO	AEEPR8535D	CFO	0	

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

7

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)
BALASUBRAHMANYA	ABGPB7779L	Company Secretary	22/04/2020	cessation
MADHU SUBRAMANIA	06899763	Director	08/04/2020	cessation
RAMANA RAO CHEBO	AEEPR8535D	Company Secretary	27/05/2020	Appointment
RAMANA RAO CHEBO	AEEPR8535D	CFO	27/05/2020	Appointment
MADHU SUBRAMANIA	06899763	Additional director	02/07/2020	Appointment
MADHU SUBRAMANIA	06899763	Director	31/12/2020	Change in designation
PARAMPATH JOY OOM	01525898	Director	23/05/2020	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	06/07/2020	14	9	100
AGM	31/12/2020	14	6	100
EGM	30/03/2021	14	6	100

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/04/2020	9	4	44.44
2	10/04/2020	9	4	44.44
3	22/04/2020	9	4	44.44
4	27/05/2020	8	5	62.5
5	02/07/2020	9	9	100
6	12/08/2020	9	4	44.44
7	16/09/2020	9	4	44.44
8	05/11/2020	9	4	44.44
9	11/11/2020	9	7	77.78
10	31/12/2020	9	7	77.78
11	11/02/2021	9	4	44.44
12	01/03/2021	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

10

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 Committee	02/07/2020	3	3	100
2	Audit Committee	11/11/2020	3	3	100
3	Audit Committee	31/12/2020	3	3	100
4	Audit Committee	01/03/2021	3	3	100
5	Nomination and Remuneration Committee	27/05/2020	5	5	100
6	Nomination and Remuneration Committee	02/07/2020	5	5	100
7	Nomination and Remuneration Committee	01/03/2021	5	5	100
8	CSR Committee	02/07/2020	5	4	80

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	CSR Committee	11/11/2020	5	4	80
10	CSR Committee	01/03/2021	5	4	80

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	30/11/2021
								(Y/N/NA)
1	Muhammed M	12	12	100	6	6	100	Yes
2	Neeraja Shetty	12	12	100	0	0	0	Yes
3	Anju Majeed	12	12	100	0	0	0	Yes
4	Humayun Dha	12	12	100	3	3	100	No
5	Pariyangot Ve	12	4	33.33	10	10	100	Yes
6	Madhu Subrar	8	7	87.5	0	0	0	No
7	Shaheen Maje	12	1	8.33	0	0	0	No
8	Mohan Damoc	12	4	33.33	10	10	100	Yes
9	Venugopalan I	12	6	50	10	10	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	VENUGOPALAN N	Whole Time Dire	5,400,000				5,400,000
2	NEERAJA SHETTY	CEO & Whole T	6,744,828				6,744,828
	Total		12,144,828	0			12,144,828

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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MOHAN DAMODAR	Director	0	520,000			520,000
2	PARIYANGOT VEN	Director	0	520,000			520,000
3	HUMAYUN DHANR	Director	0	520,000			520,000
4	Anju Majeed	Director	133,950	0			133,950
	Total		133,950	1,560,000	0		1,693,950

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

Gopalakrishnaraj H H

Whether associate or fellow

Associate Fellow

Certificate of practice number

4152

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. ... dated

(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

MUHAMMAD MAJEED
Digitally signed by
MUHAMMAD MAJEED
Date: 2022.01.29
12:40:22 +05'30'

DIN of the director

00175696

To be digitally signed by

RAMANA RAO VENKATA CHEBOLU
Digitally signed by
RAMANA RAO VENKATA CHEBOLU
Date: 2022.01.29
12:40:46 +05'30'

Company Secretary

Company secretary in practice

Membership number

21821

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**

List of Shareholders-Sami-Sabinsa Group-
ROC Karnataka AGM extension notification
MGT-8 2021 SSSL.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