

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 LIMITED

(b) Registered office address

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

(c) *e-mail ID of the company

finance@sami-sabinsagroup.cc

(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

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(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

(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

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, Aust		Subsidiary	100
5	Sabinsa Europe GmbH, German		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 BRAZIL LTD		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	250,000,000	250,000,000	250,000,000
Total amount of equity shares (in Rupees)	2,500,000,000	2,500,000,000	2,500,000,000	2,500,000,000

Number of classes

1

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

(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	4,400	19,995,600	20000000	200,000,000	200,000,000	
Increase during the year	0	230,000,000	230000000	2,300,000,000	2,300,000,000	
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	230,000,000	230000000	2,300,000,000	2,300,000,000	
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	
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
NA						
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				0	0	
NA						
At the end of the year	4,400	249,995,600	250000000	2,500,000,0	2,500,000,0	
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

INE04XV01019

(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	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="20/03/2023"/>
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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="1,250"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="NA"/>
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Transferor's Name	<input type="text" value="Subramanian"/>	<input type="text"/>	<input type="text" value="Madhu"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="NA"/>
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Transferee's Name	<input type="text" value="Majeed"/>	<input type="text"/>	<input type="text" value="Anju"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="21/03/2023"/>
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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="1,250"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor		NA	
Transferor's Name			Rajendran R
	Surname	middle name	first name
Ledger Folio of Transferee		NA	
Transferee's Name	Majeed		Anju
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		20/03/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1,250	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		NA	
Transferor's Name			Mahesh L C
	Surname	middle name	first name
Ledger Folio of Transferee		NA	
Transferee's Name	Majeed		Anju
	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
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

7,507,001,452

(ii) Net worth of the Company

11,622,787,215

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	249,912,500	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	249,912,500	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	87,500	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	87,500	0.04	0	0

Total number of shareholders (other than promoters)

10

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

11

**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	10
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	1	4	1	3	0	0
(i) Non-Independent	1	2	1	1	0	0
(ii) Independent	0	2	0	2	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	2	4	2	3	99.96	0

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

7

(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	249,912,500	
ANJU MAJEED	03075339	Director	28,750	
SYED SALEEL	00672419	Whole-time director	0	
KASARAGOD ULLAS K	00506681	Director	0	
KEMAL PASHA BATHIS	09611455	Director	0	
RAMANA RAO CHEBO	AEEPR8535D	CFO	0	
RAMANA RAO CHEBO	AEEPR8535D	Company Secretar	0	29/05/2023

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

10

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)
SUNIL RAMAKANT BH	00177658	Additional director	22/04/2022	Appointment
JOHN JOSEPH	08641139	Director	11/05/2022	Cessation
KEMAL PASHA BATHIS	09611455	Additional director	20/05/2022	Appointment
KASARAGOD ULLAS K	00506681	Additional director	22/06/2022	Appointment
HUMAYUN DHANRAJG	00004006	Director	24/06/2022	Cessation
PARIYANGOT VENUGO	00189956	Director	30/06/2022	Cessation
SUNIL RAMAKANT BH	00177658	Additional director	15/11/2022	Cessation
KEMAL PASHA BATHIS	09611455	Director	30/11/2022	Change in Designation
KASARAGOD ULLAS K	00506681	Director	30/11/2022	Change in Designation
MADHU SUBRAMANIA	06899763	Director	03/03/2023	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	25/10/2022	14	5	100
AGM	30/11/2022	14	6	100

B. BOARD MEETINGS

*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2022	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	20/05/2022	6	6	100
3	22/06/2022	8	8	100
4	12/07/2022	6	3	50
5	21/07/2022	6	4	66.67
6	23/09/2022	6	3	50
7	25/10/2022	6	3	50
8	31/10/2022	6	5	83.33
9	30/11/2022	5	4	80
10	31/01/2023	5	3	60
11	16/02/2023	5	4	80
12	27/02/2023	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

11

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	22/06/2022	4	2	50
2	Audit Committee	31/10/2022	4	3	75
3	Audit Committee	30/11/2022	4	2	50
4	Audit Committee	16/02/2023	4	2	50
5	Nomination and Remuneration Committee	22/04/2022	3	3	100
6	Nomination and Remuneration Committee	20/05/2022	3	3	100
7	Nomination and Remuneration Committee	30/11/2022	4	3	75
8	Nomination and Remuneration Committee	27/02/2023	4	2	50
9	CSR Committee	21/07/2022	4	3	75
10	CSR Committee	30/11/2022	4	3	75

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	13/11/2023
								(Y/N/NA)
1	MUHAMMED	14	14	100	7	7	100	Yes
2	ANJU MAJEE	14	14	100	3	3	100	Yes
3	SYED SALEE	2	2	100	0	0	0	No
4	KASARAGOD	12	2	16.67	8	1	12.5	No
5	KEMAL PASH	12	5	41.67	8	7	87.5	No

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

0

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

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMANA RAO CHE	CFO	5,427,852	0	0	0	5,427,852
	Total		5,427,852	0	0	0	5,427,852

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANJU MAJEED	Director	1,592,952	0	0	0	1,592,952
	Total		1,592,952	0	0	0	1,592,952

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

ANJU MAJEED
Digitally signed by ANJU MAJEED
Date: 2024.01.04 12:55:05 +05'30'

DIN of the director

03075339

To be digitally signed by

DEVENDR A KUMAR GUPTA
Digitally signed by DEVENDR A KUMAR GUPTA
Date: 2024.01.04 12:05:49 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

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

List of attachments

Attach
Attach
Attach
Attach

List of shareholders 22-23.pdf
MGT-8 2023 Sami Sabinsa.pdf
AGM Extn Approval_SSSL.pdf
Details of Board Meetings conducted durin

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