

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]

**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

U35999TN1962PTC004928

Pre-fill

Global Location Number (GLN) of the company

Permanent Account Number (PAN) of the company

AAACB2533Q

(ii) (a) Name of the company

BRAKES INDIA PRIVATE LIMITED

(b) Registered office address

NO 21 PATULAS ROADMADRAS-600002,
TAMILNADU
TAMILNADU
Tamil Nadu
600002

(c) *e-mail ID of the company

bisecretarialdept@brakesindia

(d) *Telephone number with STD code

04424346168

(e) Website

www.brakesindia.com

(iii) Date of Incorporation

09/11/1962

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(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

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	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	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	Dunes Oman LLC(FZC)		Subsidiary	51.31
2	SUNDARAM COMPOSITE,STRU	U36100TN2010PTC076378	Subsidiary	51
3	TURBO ENERGY PRIVATE LIMIT	U40107TN1982PTC009363	Associate	32
4	SUNDARAM DYNACAST PRIVA	U28920TN1993PTC025794	Associate	25
5	Showatech Inc., USA		Associate	34
6	Mind s.r.l, Italy		Associate	21.39

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	2,500,000	2,392,000	2,392,000	2,392,000
Total amount of equity shares (in Rupees)	250,000,000	239,200,000	239,200,000	239,200,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,500,000	2,392,000	2,392,000	2,392,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	250,000,000	239,200,000	239,200,000	239,200,000

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	2,392,000	0	2392000	239,200,000	239,200,000	

Increase during the year	0	2,011,290	2011290	201,129,000	201,129,000	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		2,011,290	2011290	201,129,000	201,129,000	
Converted from Physical to DEMAT form						
Decrease during the year	2,011,290	0	2011290	201,129,000	201,129,000	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	2,011,290		2011290	201,129,000	201,129,000	
Converted to DEMAT from Physical form						
At the end of the year	380,710	2,011,290	2392000	239,200,000	239,200,000	
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						
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		06/08/2021	
Date of registration of transfer (Date Month Year)		23/06/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	168,568	Amount per Share/ Debenture/Unit (in Rs.)	18,983

Ledger Folio of Transferor		1	
Transferor's Name			ZF INTERNATIONAL UK LTD
	Surname	middle name	first name
Ledger Folio of Transferee		26	
Transferee's Name			TV SUNDARAM IYENGAR AND S
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		23/06/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	36,874	Amount per Share/ Debenture/Unit (in Rs.)	18,983
Ledger Folio of Transferor		1	
Transferor's Name			ZF INTERNATIONAL UK LTD
	Surname	middle name	first name
Ledger Folio of Transferee		61	
Transferee's Name		LIMITED	INDIA MOTOR PARTS AND ACC
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		23/06/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	184,372	Amount per Share/ Debenture/Unit (in Rs.)	18,983

Ledger Folio of Transferor		1	
Transferor's Name			ZF INTERNATIONAL UK LTD
	Surname	middle name	first name
Ledger Folio of Transferee		69	
Transferee's Name			Sundaram Finance Holdings Lt
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		23/06/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	782,266	Amount per Share/ Debenture/Unit (in Rs.)	18,983
Ledger Folio of Transferor		1	
Transferor's Name			ZF INTERNATIONAL UK LTD
	Surname	middle name	first name
Ledger Folio of Transferee		71	
Transferee's Name			Flometallic India Pvt Ltd
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		31/01/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	313,624	Amount per Share/ Debenture/Unit (in Rs.)	0

Ledger Folio of Transferor		36	
Transferor's Name			SOUTHERN ROADWAYS PVT LT
	Surname	middle name	first name
Ledger Folio of Transferee		26	
Transferee's Name			TV SUNDARAM IYENGAR AND S
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		31/01/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	239,200	Amount per Share/ Debenture/Unit (in Rs.)	0
Ledger Folio of Transferor		31	
Transferor's Name			SUNDARAM INDUSTRIES PVT L
	Surname	middle name	first name
Ledger Folio of Transferee		26	
Transferee's Name			TV SUNDARAM IYENGAR AND S
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		04/02/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1,229,024	Amount per Share/ Debenture/Unit (in Rs.)	0

Ledger Folio of Transferor		26	
Transferor's Name			TV SUNDARAM IYENGAR AND S
	Surname	middle name	first name
Ledger Folio of Transferee		73	
Transferee's Name		FAMILY PVT LTD	TRICHUR SUNDARAM SANTHA
	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

Particulars	Number of units	Nominal value per unit	Total value
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

48,220,926,217

(ii) Net worth of the Company

29,273,430,746

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	4	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)	1,572,856	65.75	0	
10.	Others	0	0	0	
	Total	1,572,860	65.75	0	0

Total number of shareholders (promoters)

4

(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	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)	819,140	34.24	0	
10.	Others	0	0	0	
	Total	819,140	34.24	0	0

Total number of shareholders (other than promoters)

2

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

6

**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	7	4
Members (other than promoters)	0	2
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	4	3	4	2	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	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	4	3	4	2	0	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)
RAGAVACHARY RAMA	00365735	Whole-time director	2	
SANTHANAM VIJI	00139043	Managing Director	2	
RAMANUJAM SRIKAN	00272553	Managing Director	0	
THIRUVALLUR THATT	00018247	Director	0	
SRIRAM VIJI	03630636	Managing Director	0	
SAMPATH RAMESH	01646975	Additional director	0	
T.NARAYANAN	AABPN1218N	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 3

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)
NAVIN PAUL	00424944	Director	22/06/2021	Resignation
VINOD KUMAR THAMA	07853907	Director	22/06/2021	Resignation
SAMPATH RAMESH	01646975	Additional director	10/11/2021	Appointment

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
EXTRA-ORDINARY GENERAL MEETING	09/07/2021	8	8	100
ANNUAL GENERAL MEETING	06/08/2021	8	8	100
EXTRA-ORDINARY GENERAL MEETING	04/03/2022	6	6	100

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2021	7	7	100
2	21/05/2021	7	7	100
3	11/06/2021	7	7	100
4	22/06/2021	5	5	100
5	23/06/2021	5	5	100
6	19/07/2021	5	5	100
7	20/09/2021	5	5	100
8	10/11/2021	6	6	100
9	31/01/2022	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

3

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	CSR COMMITTEE	22/04/2021	3	3	100
2	CSR COMMITTEE	10/11/2021	3	3	100
3	CSR COMMITTEE	29/01/2022	3	3	100

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	08/08/2022
								(Y/N/NA)
1	RAGAVACHA	9	9	100	0	0	0	Yes
2	SANTHANAM	9	9	100	3	3	100	Yes
3	RAMANUJAM	9	9	100	3	3	100	No
4	THIRUVALLU	9	9	100	3	3	100	Yes
5	SRIRAM VIJI	9	9	100	0	0	0	Yes
6	SAMPATH RA	2	2	100	0	0	0	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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAGAVACHARY R	Whole-time direc	16,320,000	22,500,000	0	3,049,789	41,869,789
2	SANTHANAM VIJI	Managing Direct	15,360,000	22,500,000	0	2,080,514	39,940,514
3	RAMANUJAM SRIK	Managing Direct	13,920,000	8,000,000	0	2,819,691	24,739,691
4	SRIRAM VIJI	Managing Direct	12,672,000	30,000,000	0	2,460,092	45,132,092
	Total		58,272,000	83,000,000	0	10,410,086	151,682,086

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	T.NARAYANAN	VICE PRESIDEI	5,661,310	0	0	443,894	6,105,204
	Total		5,661,310	0	0	443,894	6,105,204

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	THIRUVALLUR TH	DIRECTOR	0	1,000,000	0	180,000	1,180,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	NAVIN PAUL	DIRECTOR	0	0	0	30,000	30,000
3	VINOD KUMAR TH.	DIRECTOR	0	0	0	30,000	30,000
4	SAMPATH RAMES	ADDITIONAL DI	0	0	0	20,000	20,000
	Total		0	1,000,000	0	260,000	1,260,000

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

T.P.SHRIDAR

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4530

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.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 13 dated 22/03/2006

(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.

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

SANTHA Digitally signed by
SANTHANAM VIJ
Date: 2022.10.06
17:23:16 +05'30'

DIN of the director

00139043

To be digitally signed by

THIRUMAZHI Digitally signed by
SAI PUTTAM
SHRIDAR Date: 2022.10.06
17:23:58 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number

7389

Certificate of practice number

4530

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.pdf
MGT-8.pdf
mgt-7-UDIN.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