

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

L17119GJ1945PLC000214

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCS4562M

(ii) (a) Name of the company

SURAT TEXTILE MILLS LIMITED

(b) Registered office address

Tulsi Krupa Arcade, 6th Floor, Near Aai Mata Chowk
Puna-Kumbharia Road, Dumbhal,
SURAT
Surat
Gujarat
395010

(c) *e-mail ID of the company

shareddepartment@stml.in

(d) *Telephone number with STD code

02612311198

(e) Website

http://www.surattextilemillsltc

(iii) Date of Incorporation

29/11/1945

(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	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

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, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

13/09/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

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

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

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

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	750,000,000	222,064,440	222,064,440	222,064,440
Total amount of equity shares (in Rupees)	750,000,000	222,064,440	222,064,440	222,064,440

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	750,000,000	222,064,440	222,064,440	222,064,440
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	750,000,000	222,064,440	222,064,440	222,064,440

(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)	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	2,342,525	219,721,915	222064440	222,064,440	222,064,440	

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 Shares converted into demat.				0	0	
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 Shares converted into demat.				0	0	
At the end of the year	2,342,525	219,721,915	222064440	222,064,440	222,064,440	
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)

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"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor			
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
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

168,743,000

(ii) Net worth of the Company

1,337,212,000

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	67,876,371	30.57	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)	84,128,546	37.88	0	
10.	Others Nil	0	0	0	
	Total	152,004,917	68.45	0	0

Total number of shareholders (promoters)

9

(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	62,270,856	28.04	0	
	(ii) Non-resident Indian (NRI)	575,865	0.26	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	500	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)	6,927,469	3.12	0	
10.	Others Clearing Members	284,833	0.13	0	
	Total	70,059,523	31.55	0	0

Total number of shareholders (other than promoters)

148,970

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

148,979

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	10	9
Members (other than promoters)	49,708	148,970
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	2	3	3	3	0	0
(i) Non-Independent	2	0	3	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	2	3	3	3	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)
Manikant Raichand Mor	00023993	Managing Director	0	28/04/2022
Yogesh Champaklal Pa	00023985	Whole-time directo	0	11/08/2022
PARESH VINAYCHAN	00218632	Whole-time directo	0	
Harischchandra Balvant	00138430	Director	0	
Ketan Arunchandra Jari	02095540	Director	0	
Kruti Ganpat Kothari	08502921	Director	0	
Chinmay Mayankkumar	AYZPM7355H	Company Secretar	0	

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

1

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)
PARESH VINAYCHAN	00218632	Additional director	12/02/2022	Whole-time Director

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
Annual General Meeting	20/07/2021	142,774	38	68.5
Court Convened Extra-ordin	07/10/2021	70,042	45	12.54

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/06/2021	5	5	100
2	16/06/2021	5	5	100
3	13/08/2021	5	5	100
4	01/09/2021	5	5	100
5	27/10/2021	5	5	100
6	12/11/2021	5	5	100
7	26/11/2021	5	5	100
8	01/01/2022	6	6	100
9	06/01/2022	6	6	100
10	11/02/2022	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

8

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	03/06/2021	4	4	100
2	Audit Committee	13/08/2021	4	4	100
3	Audit Committee	12/11/2021	4	4	100
4	Audit Committee	01/01/2022	4	4	100
5	Audit Committee	11/02/2022	4	4	100
6	Stakeholders Forum	03/06/2021	3	3	100
7	Corporate Social Responsibility	31/03/2022	3	3	100
8	Nomination & Remuneration Committee	26/11/2021	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	13/09/2022
								(Y/N/NA)
1	Manikant Raichand	10	10	100	0	0	0	No
2	Yogesh Champakla	10	10	100	7	7	100	No
3	PARESH VINAYCHANDRA	3	3	100	0	0	0	Yes
4	Harischchandra Bal	10	10	100	8	8	100	Yes
5	Ketan Arunchandra	10	10	100	8	8	100	Yes
6	Kruti Ganpat Kulkarni	10	10	100	7	7	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manikant Raichand	Managing Director	840,240	0	0	0	840,240
2	Yogesh Champakla	Wholetime Director	2,871,122	0	0	0	2,871,122
3	PARESH VINAYCHANDRA	Wholetime Director	200,131	0	0	0	200,131
	Total		3,911,493	0	0	0	3,911,493

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	Chinmay Mayankkumar	Company Secretary	443,700	0	0	0	443,700
	Total		443,700	0	0	0	443,700

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Harischchandra Bal	Director	0	0	0	305,000	305,000
2	Ketan Arunchandra	Director	0	0	0	305,000	305,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Kruti Ganpat Kothar	Director	0	0	0	302,500	302,500
	Total		0	0	0	912,500	912,500

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

2

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
Surat Textile Mills	SEBI / BSE	22/11/2021	Regulation 17 (1) of	Fine for Non-comp	NA
Surat Textile Mills	SEBI / BSE	21/02/2022	Regulation 17 (1) of	Fine for Non-comp	NA

(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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

Jigar Kamlesh Vyas

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

14468

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

DIN of the director

To be digitally signed by☒ 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

MGT-8_2022 stml signed.pdf
Note on General Meeting held on 12_02_2

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

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

I have examined the registers, records and books and papers of **SURAT TEXTILE MILLS LIMITED** (**“the Company”**) (CIN: **L17119GJ1945PLC000214**) 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, 2022 (**“Period under Review”**). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the Period under Review, the Company has complied with provisions of the Act and the Rules made thereunder in respect of which I certify that:
1. its status under the Act is a listed Indian Public Company having share capital with Limited Liability under the Act;
 2. the maintenance of the statutory registers/records and making entries therein within the time/beyond prescribed therefore;
 3. the forms and returns as stated in the annual return, filed with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable within the prescribed time and are in compliance with the provision of the Act;
 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 in respect of which, proper notices were given and the proceedings have been properly recorded in the Minute Book/Registers maintained for the purpose of recording the proceedings of the meetings and the same have been duly signed by the Chairman of the meeting within stipulated time. During the year no resolutions were passed by postal ballot or circular resolutions;
 5. The Register of Member was closed during the book closure period from Thursday, 8th September, 2022 to Tuesday, 13th September, 2022 (both days inclusive) for the purpose of Annual General Meeting of the Company for the financial year 2021-22;
 6. During the Period under Review, there were no such transactions for advances/ loans given to its Directors and/or persons or firms or Companies referred in Section 185 of the Act.

Contd ...

7. All the Contracts/arrangements with related parties during the reporting period as specified in Section 188 of the Act were in the ordinary course of business and at arm's length basis and within the limit as approved by the shareholders of the Company;
8. The Company has complied with all the provisions of the Act with respect to transfer/ transmission of shares and issue of certificates in all instances. During the year, there were no event of buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. There were no transactions necessitating the Company to keep 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. The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. The signing of Audited Financial Statement is as per the provisions of Section 134 of the Act and report of Directors is as per sub - Sections (3), (4) and(5) thereof;
12. The appointment/ re-appointments/ retirement/ filling up casual vacancies and disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, is as per the provisions of the Act;
13. the requirement for appointment of auditors for ratification by members at every annual general meeting in accordance with the provisions of Section 139 of the Act is done away by Companies (Amendment) Act, 2017 vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs (MCA);
14. During the Period under Review, the Company has obtained the necessary approvals as required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities, as applicable under the various provisions of the Act;
15. During the Period under Review, the Company has not accepted/ renewed/ repaid any deposits during the financial year ended on 31st March 2022;
16. During the Period under Review, the Company has not borrowed any money from its directors, members, public financial institutions, banks and others during the financial year 2021-22 and there is no creation/ modification/ satisfaction of any charges in that respect;
17. During the Period under Review, the Company has not given any loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

Contd.....

18. During the Period under Review, the Company has not altered its charter documents i.e. Memorandum and/or Articles of Association of the Company.

Place: **SURAT**
Date: 19/10/2022

For, **JIGAR VYAS & ASSOCIATES**
Company Secretaries

JIGAR
KAMLESH
VYAS

Digitally signed by
JIGAR KAMLESH VYAS
Date: 2022.10.19
15:38:35 +05'30'

JIGAR K. VYAS
Proprietor
Membership No. FCS 8019
COP No. 14468
UDIN : F008019D001296471
Peer Review Certificate No. 52015GJ307200