

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

U65991TN1925PLC002345

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACS4909F

(ii) (a) Name of the company

SIMPSON AND COMPANY LIM

(b) Registered office address

861/862 ANNA SALAI
CHENNAI
Tamil Nadu
600002
India

(c) *e-mail ID of the company

SE*****CO.IN

(d) *Telephone number with STD code

04*****18

(e) Website

www.simpsons.in

(iii) Date of Incorporation

03/02/1925

(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

U65993TN1994PTC027878

Pre-fill

Name of the Registrar and Transfer Agent

GNSA INFOTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

4th and 5th Floors, F-Block, Nelson Chambers No.115, Nelson
Manickam Road, Aminjikarai, Chennai 600029 Aminjikarai

(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 27/09/2024

(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	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	100

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

*No. of Companies for which information is to be given 30

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AMALGAMATIONS PRIVATE LIM	U35999TN1938PTC000019	Holding	98.19
2	ADDISON & CO. LIMITED	U28939TN1914PLC000008	Subsidiary	100
3	GEORGE OAKES LIMITED	U50300TN1956PLC000758	Subsidiary	100
4	INDIA PISTONS LIMITED	U35999TN1949PLC000951	Subsidiary	100
5	IP RINGS LIMITED	L28920TN1991PLC020232	Subsidiary	48.74
6	SIMPSON & GENERAL FINANCE	U65190TN1938PLC002355	Subsidiary	100
7	SRI RAMA VILAS SERVICE LIMIT	U29214TN1938PLC002346	Subsidiary	100

8	AMCO BATTERIES LIMITED	U31400TN1955PLC080755	Subsidiary	96.89
9	TRACTORS AND FARM EQUIPM	U29129TN1960PLC004337	Subsidiary	79.29
10	TAFE ACCESS LIMITED	U15499TN1992PLC023544	Subsidiary	77.62
11	TAFE REACH LIMITED	U50300TN2003PLC051918	Subsidiary	79.29
12	SOUTHERN TREE FARMS LIMIT	U01132TN1986PLC013469	Subsidiary	79.29
13	TAFE MOTORS AND TRACTORS	U29211TN2005PLC055476	Subsidiary	79.29
14	ALPUMP LIMITED	U27209TN1976PLC007164	Subsidiary	79.29
15	TAFE PROPERTIES LIMITED	U70109TN2017PLC119698	Subsidiary	79.29
16	VIDAGARA TECH PARK PRIVAT	U74999TN2018PTC125504	Subsidiary	79.29
17	TAFE Advanced AG Solutions L		Subsidiary	79.29
18	Precision AG-Tech Technologie		Subsidiary	79.29
19	TAFE International Traktor Ve T		Subsidiary	79.29
20	TAFE Tractors Changshu Comp		Subsidiary	79.29
21	T STANES AND COMPANY LIM	U02421TZ1910PLC000221	Subsidiary	59.89
22	STANES MOTORS SOUTH INDIA	U50101TZ1930PLC000171	Subsidiary	59.89
23	AMALGAMATIONS REPCO LIM	U35999TN1967PLC005566	Subsidiary	68.3
24	STANES AMALGAMATED ESTA	U01132TZ1946PLC000180	Subsidiary	32.61
25	BIMETAL BEARINGS LIMITED	L29130TN1961PLC004466	Associate	49.49
26	L.M.VAN MOPPES DIAMOND T	U28930TN1962PTC004872	Associate	49
27	AMALGAMATIONS VALEO CLU	U29130TN1997PTC037909	Associate	28
28	THE UNITED NILGIRI TEA ESTA	L01132TZ1922PLC000234	Associate	25.76
29	IPL SHAW SOLUTIONS PRIVATE	U29100TN2021PTC144601	Associate	49
30	BBL DAIDO PRIVATE LIMITED	U34300TN2001PTC048109	Joint Venture	30

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	44,000	29,479	29,479	29,479
Total amount of equity shares (in Rupees)	110,000,000	73,697,500	73,697,500	73,697,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	44,000	29,479	29,479	29,479
Nominal value per share (in rupees)	2,500	2,500	2,500	2,500
Total amount of equity shares (in rupees)	110,000,000	73,697,500	73,697,500	73,697,500

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	100,000	0	0	0
Total amount of preference shares (in rupees)	10,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	100,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	10,000,000	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	310	29,169	29479	73,697,500	73,697,500	

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 <div></div>						
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 <div></div>						
At the end of the year	310	29,169	29479	73,697,500	73,697,500	
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 <div></div>						
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"/>
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				<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		

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				<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

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

17,804,546,697

(ii) Net worth of the Company

21,652,944,440

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)	28,944	98.19	0	
10.	Others	0	0	0	
	Total	28,944	98.19	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	372	1.26	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	80	0.27	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)	78	0.26	0	
10.	Others Trust to be formed	5	0.02	0	
	Total	535	1.81	0	0

Total number of shareholders (other than promoters)

46

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

47

**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)	49	46
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	2	3	0.35	0
(i) Non-Independent	2	1	2	1	0.35	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	3	2	3	0.35	0

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

6

(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)
A KRISHNAMOORTHY	00001778	Managing Director	103	
P S RAJAMANI	01560303	Whole-time director	0	
R.MAHADEVAN	00001690	Director	0	
R VIJAYARAGHAVAN	00026763	Director	0	
SANDHYA SHEKHAR	06986369	Director	0	23/07/2024
S SRINIVASARAGHAVAN	AAHPS9172Q	Company Secretary	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	28/09/2023	50	10	99

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/06/2023	5	5	100
2	06/07/2023	5	5	100
3	05/09/2023	5	5	100
4	18/12/2023	5	5	100
5	25/01/2024	5	5	100
6	25/03/2024	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

5

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	06/07/2023	3	3	100
2	Audit Committee	18/12/2023	3	3	100
3	Nomination & Remuneration	06/07/2023	3	3	100
4	Nomination & Remuneration	25/01/2024	3	3	100
5	Corporate Social Responsibility	25/03/2024	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	27/09/2024
								(Y/N/NA)
1	A KRISHNAM	6	6	100	3	3	100	Yes
2	P S RAJAMAN	6	6	100	0	0	0	Yes
3	R.MAHADEVA	6	6	100	2	2	100	No
4	R VIJAYARAG	6	6	100	5	5	100	Yes
5	SANDHYA SH	6	6	100	5	5	100	Not Applicable

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	A KRISHNAMOORTHY	Managing Director	0	132,500,000	0	0	132,500,000
2	P S RAJAMANI	Whole-time director	3,264,000	0	0	26,236,000	29,500,000
	Total		3,264,000	132,500,000	0	26,236,000	162,000,000

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	S SRINIVASARAGH	Chief Financial Officer	4,703,309	0	0	11,296,691	16,000,000
	Total		4,703,309	0	0	11,296,691	16,000,000

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	R MAHADEVAN	Director	0	5,000,000	0	80,000	5,080,000
2	VIJAYARAGHAVAN	Director	0	4,000,000	0	110,000	4,110,000
3	SANDHYA SHEKHAR	Director	0	3,000,000	0	110,000	3,110,000
	Total		0	12,000,000	0	300,000	12,300,000

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
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(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

B. Ravi & Associates

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3318

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. ...

9

dated

27/03/2015

(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:

- 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

ANANTHARAMA
KRISHNAN
KRISHNAMOOR
ITHY

Digitally signed by
ANANTHARAMAKRISHNAN
KRISHNAMOORTHY
Date: 2024.11.04
16:01:17 +05'30'

DIN of the director

0*0*1*7*

To be digitally signed by

SRINIVASAR
AGHAVAN
SRIDHARAN

Digitally signed by
SRINIVASARAGHAVAN
AN SRIDHARAN
Date: 2024.11.04
16:03:33 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

1*6*

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

List of shareholders - 31-Mar-24.pdf
Disclosure - Designated Person - Rule 9.pdf
Form MGT-8 31032024.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