

# 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

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

No. 1/47, M C Road, Kalady Kalady  
Aluva  
Ernakulam  
Kerala  
683574

(c) \*e-mail ID of the company

(d) \*Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(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

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"  
No.1 CLUB HOUSE ROAD

(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	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	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	TOLIN RUBBERS PRIVATE LIMIT	U25199KL1995PTC009211	Subsidiary	100
2	TOLINS TYRES LLC		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	40,000,000	30,659,272	30,659,272	30,659,272
Total amount of equity shares (in Rupees)	200,000,000	153,296,360	153,296,360	153,296,360

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	40,000,000	30,659,272	30,659,272	30,659,272
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	200,000,000	153,296,360	153,296,360	153,296,360

**(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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	500,000	500000	50,000,000	50,000,000	
<b>Increase during the year</b>	0	30,159,272	30159272	103,296,360	103,296,360	526,497,736
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	1,119,415	1119415	5,597,075	5,597,075	126,493,895
iii. Bonus issue	0	800,000	800000	80,000,000	80,000,000	0

iv. Private Placement/ Preferential allotment	0	3,539,857	3539857	17,699,285	17,699,285	400,003,841
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	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	24,700,000	24700000			
Sub-division of paid up share capital						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	30,659,272	30659272	153,296,360	153,296,360	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE0RWQ01014

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

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	1,300,000		
	Face value per share	100		
After split / Consolidation	Number of shares	26,000,000		
	Face value per share	5		

(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		30/09/2023	
Date of registration of transfer (Date Month Year)		31/10/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	774,800	Amount per Share/ Debenture/Unit (in Rs.)	0
Ledger Folio of Transferor	04		
Transferor's Name	Varkey		Annie
	Surname	middle name	first name

Ledger Folio of Transferee		02	
Transferee's Name	TOLIN	VARKEY	KALAMPARAMBIL
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width: 100%;" type="text"/>			
Type of transfer	<input style="width: 50px; height: 20px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px; height: 20px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px; height: 20px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 100px; height: 20px;" type="text"/>	<input style="width: 100px; height: 20px;" type="text"/>	<input style="width: 100px; height: 20px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 100px; height: 20px;" type="text"/>	<input style="width: 100px; height: 20px;" type="text"/>	<input style="width: 100px; height: 20px;" 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
<b>Total</b>			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**

1,574,650,000

**(ii) Net worth of the Company**

880,470,000

**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	25,541,197	83.31	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	
	<b>Total</b>	25,541,197	83.31	0	0

**Total number of shareholders (promoters)**

2

**(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	4,565,486	14.89	0	
	(ii) Non-resident Indian (NRI)	147,335	0.48	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)	405,254	1.32	0	
10.	Others	0	0	0	



	<b>Total</b>	5,118,075	16.69	0	0
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**Total number of shareholders (other than promoters)**

139

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

141

**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	2	2
Members (other than promoters)	1	239
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
<b>A. Promoter</b>	2	0	1	1	44.01	39.3
<b>B. Non-Promoter</b>	0	0	1	3	0.65	0.03
(i) Non-Independent	0	0	1	0	0.65	0
(ii) Independent	0	0	0	3	0	0.03
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	2	0	2	4	44.66	39.33

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

8

**(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)
KALAMPARAMBIL VA	00381218	Managing Director	13,491,834	
SANKARAKRISHNAN	00078459	Whole-time director	200,000	
PALAKADAN MATHAI	10405083	Director	10,000	
SANKAR PARAMESW	10419132	Director	10,000	
CRIS ANNA SOJAN	06420791	Director	10,000	
JERIN TOLIN	00412851	Director	12,049,363	
RAVI SHARMA	BCHPS5604N	CFO	39,480	
MUNIRAJ UMESH	AHFPU1574K	Company Secretar	5,000	

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

8

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)
SANKARAKRISHNA	00078459	Whole-time director	04/09/2023	Appointment
JERIN TOLIN	00412851	Director	04/09/2023	Appointment
RAVI SHARMA	BCHPS5604N	CFO	04/09/2023	Appointment
MUNIRAJ UMESH	AHFPU1574K	Company Secretary	01/10/2023	Appointment
PALAKADAN MATHAI	10405083	Director	17/01/2024	Appointment
SANKAR PARAMESW	10419132	Director	17/01/2024	Appointment
CRIS ANNA SOJAN	06420791	Director	17/01/2024	Appointment
KALAMPARAMBIL \	00381218	Managing Director	31/01/2024	Change on Designation

**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

9

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	04/09/2023	3	3	100
Annual General Meeting	30/09/2023	3	3	100
Extra-Ordinary General Meeting	10/10/2023	3	3	100
Extra-Ordinary General Meeting	13/10/2023	3	3	100
Extra-Ordinary General Meeting	25/11/2023	15	2	98
Extra-Ordinary General Meeting	28/12/2023	151	8	93
Extra-Ordinary General Meeting	01/01/2024	159	7	85.03
Extra-Ordinary General Meeting	17/01/2024	159	9	92.95
Extra-Ordinary General Meeting	31/01/2024	197	9	84.59

## B. BOARD MEETINGS

\*Number of meetings held

32

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2023	2	2	100
2	04/04/2023	2	2	100
3	01/06/2023	2	2	100
4	12/07/2023	2	2	100
5	04/09/2023	2	2	100
6	01/10/2023	3	3	100
7	10/10/2023	3	3	100
8	12/10/2023	3	3	100
9	13/10/2023	3	3	100
10	17/10/2023	3	3	100
11	18/10/2023	3	3	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
12	21/10/2023	3	3	100

### C. COMMITTEE MEETINGS

Number of meetings held

6

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	30/01/2024	3	3	100
2	Nomination and Remuneration Committee	30/01/2024	3	3	100
3	Corporate Social Responsibility Committee	13/03/2024	4	4	100
4	IPO Committee	31/01/2024	3	3	100
5	IPO Committee	16/02/2024	3	3	100
6	IPO Committee	28/03/2024	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	02/09/2024
								(Y/N/NA)
1	KALAMPARAMAN	32	32	100	4	4	100	Yes
2	SANKARAKRISHNAN	27	27	100	4	4	100	Yes
3	PALAKANDAN	5	5	100	6	6	100	Yes
4	SANKAR PARASURAMAN	5	5	100	2	2	100	Yes
5	CRIS ANNA SUNDARAM	5	5	100	4	4	100	Yes
6	JERIN TOLIN	5	5	100	1	1	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	KALAMPARAMBIL	Chairman and M	1,670,000	0	0	0	1,670,000
2	SANKARAKRISHN	Whole-time direc	1,750,000	0	0	0	1,750,000
	Total		3,420,000	0	0	0	3,420,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVI SHARMA	CFO	1,150,000	0	0	0	1,150,000
2	MUNIRAJ UMESH	Company Secre	250,000	0	0	0	250,000
	Total		1,400,000	0	0	0	1,400,000

Number of other directors whose remuneration details to be entered

0

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

#### 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

Pramod S

Whether associate or fellow

Associate  Fellow

Certificate of practice number

13335

**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:

- 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

K V  
TOLIN  
Digitally signed by K V TOLIN  
Date: 2024.10.23  
16:51:03 +05'30'

DIN of the director

0\*3\*1\*1\*

**To be digitally signed by**

Umesh  
M  
Digitally signed by Umesh M  
Date: 2024.10.23  
16:51:56 +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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Shareholders.pdf List of Board Meetings.pdf MGT-8.pdf
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**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

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**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**