# 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 Refer the instruction kit for filing the form.

# I. REGISTRATION AND OTHER DETAILS

) * Corporate Identification Number (CIN) of the company		U02520TZ1990PTC002987 Pre-fill				
Global Location Number (GLN) of	the company					
* Permanent Account Number (PAN) of the company		AABCR0				
(ii) (a) Name of the company						
(b) Registered office address						
RKG INDUSTRIIAL ESTATEGANAPA <sup>-</sup> TAMILNADU Tamil Nadu 641006 India	THY COIMBATORE NA					
(c) *e-mail ID of the company		gs@root	s.co.in			
(d) *Telephone number with STD o	code	04224330330				
(e) Website		www.roo	otsindustries.com			
(iii) Date of Incorporation		27/12/19	990			
(iv) Type of the Company	Category of the Company		Sub-category of the	Company		
Private Company	Company limited by shares		res Indian Non-Government company			
(v) Whether company is having share c	apital	Ves (				

Yes

No

 $(\bullet)$ 

(vi) \*Whether shares listed on recognized Stock Exchange(s) Yes  $\bigcirc$  $( \bullet )$ No

(vii) *Financial year From date	01/04/2023	(DD/MM/YYYY) To date	31/03/2024	(DD/MM/YYYY)
(viii) *Whether Annual general r	meeting (AGM) held	• Yes	No	
(a) If yes, date of AGM				
(b) Due date of AGM	30/09/2024			
(c) Whether any extension	for AGM granted	Yes	No	
II. PRINCIPAL BUSINESS	S ACTIVITIES OF T	HE COMPANY		

\*Number of business activities 1

	Main Activity group code		Business Activity Code		% of turnover of the company
1	С	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	88.57

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

\*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Roots Avtocom LLC, Russia		Joint Venture	50

# **IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY**

# (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,000,000	1,600,000	1,600,000	1,600,000
Total amount of equity shares (in Rupees)	20,000,000	16,000,000	16,000,000	16,000,000
Number of classes		1		

# Number of classes

	Authoricod	capital	Subscribed capital	Paid up capital
Number of equity shares	2,000,000	1,600,000	1,600,000	1,600,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,000,000	16,000,000	16,000,000	16,000,000

## (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

Class of shares	Authorised capital	Icapital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

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	N	umber of sh	ares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	195,700	1,404,300	1600000			
Increase during the year	0	200	200	0	0	0
i. Pubic Issues	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		200	200			
Dematerialisation of physical shares		200	200			
Decrease during the year	200	0	200	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	200		200			
Dematerialisation of Physical Shares	200		200			
At the end of the year	195,500	1,404,500	1600000	0	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

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

Class o	Class of shares		(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	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]	0	Yes	$oldsymbol{O}$	No	0	Not Applicable
Separate sheet attached for details of transfers	$oldsymbol{igodol}$	Yes	0	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							
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 Trans	sferor						
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 transfe	Type of transfer		quity, 2- Preference Sh	nares,3 - Debentures, 4 - Stock			
Number of Shares/ D Units Transferred	Debentures/ Amount per Share/ Debenture/Unit (in Rs.)						
Ledger Folio of Transferor							
Transferor's Name							
	Surnan	ne	middle name	first name			
Ledger Folio of Trans	Ledger Folio of Transferee						
Transferee's Name							
	Surnan	ne	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	-	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)

Type of	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
Securities	Securities	each Unit	Value	each Unit	-
Total					
TOTAL					

0

# V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

# (i) Turnover

4,894,234,000

# (ii) Net worth of the Company

2,543,299,000

# VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,106,730	69.17	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	1,106,730	69.17	0	0

2

# Total number of shareholders (promoters)

# (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	ty	Prefere	ence
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	183,600	11.48	0	
	(ii) Non-resident Indian (NRI)	3,000	0.19	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)	304,170	19.01	0	
10.	Others IEPF	2,500	0.16	0	

	Total	493,270	30.84	0	0
Total nun	nber of shareholders (other than prom	oters) 75			
	ber of shareholders (Promoters+Publi n promoters)	c/ 77			

#### 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)	79	75
Debenture holders	0	0

### VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### (A) \*Composition of Board of Directors

Category		lirectors at the g of the year		rectors at the end ne 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	1	1	1	40.24	28.93
B. Non-Promoter	2	5	2	5	0	1.72
(i) Non-Independent	2	3	2	3	0	1.72
(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	3	6	3	6	40.24	30.65

10

#### (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)
	00034360	Managing Director	643,780	
RAMASWAMY VARUN	00585158	Director	462,950	
CHIDAMBARAM SIVA	00844529	Director	0	
RAJALAKSHMI KAND,	01067950	Director	27,400	
KAVIDASAN	01415169	Director	100	
KARUNAKARAN SAR/	02617400	Whole-time directo	0	
KRISHNA IYER GUHA	03145488	Whole-time directo	0	01/08/2024
VAIDIALINGAM MUTH	08208467	Director	0	
SUNDARA RAJAN SW	00169775	Director	0	
SUDHAKAR	BQMPS3412D	Company Secretar	0	

) Particulars of chang	e in director(s) a	nd Key managerial p	ersonnel during the year	3
Name	DIN/PAN		IDate of annointment/ change in	Nature of change (Appointment/ Change in designation/ Cessation)
KRISHNASWAMY € ₽	00034360	Managing Director	01/06/2023	Re-appointment
KARUNAKARAN SA	02617400	Whole-time director	01/07/2023	Re-appointment
KRISHNA IYER GUI	03145488	Whole-time director	01/07/2023	Re-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	1			
Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attend	ance
		C C		% of total shareholding
Annual General Meeting	27/09/2023	79	34	90.05

#### **B. BOARD MEETINGS**

*Number of n	neetings held 5			
S. No.	Date of meeting	Total Number of directors associated as on the date of meeting		Attendance
		ormeeting	Number of directors attended	% of attendance
1	24/06/2023	9	8	88.89
2	09/10/2023	9	8	88.89
3	04/12/2023	9	7	77.78
4	24/01/2024	9	8	88.89
5	26/03/2024	9	9	100

# C. COMMITTEE MEETINGS

nber of meeting	gs held		8		
S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Number of members attended	Attendance % of attendance
1	Audit Committe	24/06/2023	3	3	100
2	Audit Committe	09/10/2023	3	3	100
3	Audit Committe	24/01/2024	3	3	100
4	Audit Committe	26/03/2024	3	3	100
5	CSR Committe	24/06/2023	4	4	100
6	CSR Committe	09/10/2023	4	4	100
7	CSR Committe	24/01/2024	4	4	100
8	CSR Committe	26/03/2024	4	4	100

# D. \*ATTENDANCE OF DIRECTORS

		Board Meetings			Committee Meetings			Whether attended AGM
S. No.	of the director		Meetings	% of		Meetings	% of attendance	held on
		entitled to attend	attended		entitled to attend	attended	allondarioo	(Y/N/NA)
1	KRISHNASW	5	5	100	0	0	0	
2	RAMASWAM	5	5	100	0	0	0	

3	CHIDAMBAR/	5	5	100	8	8	100	
4	RAJALAKSHN	5	5	100	0	0	0	
5	KAVIDASAN	5	4	80	4	4	100	
6	KARUNAKAR	5	5	100	8	8	100	
7	KRISHNA IYE	5	1	20	0	0	0	
8	VAIDIALINGA	5	5	100	0	0	0	
9	SUNDARA RA	5	5	100	8	8	100	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KRISHNASWAMY (	Managing Direct <b></b> ∎	15,295,709	0	0	0	15,295,70
2	KARUNAKARAN S/	Wholetime Direc	6,056,838	2,532,290	0	0	8,589,128
3	KRISHNA IYER GU	Wholetime Direc +	3,698,911	779,166	0	0	4,478,07
	Total		25,051,458	3,311,456	0	0	28,362,91
mber c	of CEO, CFO and Comp	bany secretary whos	e remuneration de	etails to be entered	1	1	
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDHAKAR	Company Secre <del>+</del>	1,973,256	0	0	0	1,973,25
	Total		1,973,256	0	0	0	1,973,25

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHIDAMBARAM SI	Director	0	500,000	0	90,000	590,000
2	SUNDARA RAJAN	Director	0	500,000	0	90,000	590,000
3	RAJALAKSHMI KAI	Director	0	0	0	50,000	50,000
	Total		0	1,000,000	0	230,000	1,230,000

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#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable Yes O No provisions of the Companies Act, 2013 during the year
  - B. If No, give reasons/observations

XII. PENALTY AND P			

#### (A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS NI

Name of the		Date of Order			Details of appeal (if any) including present status		
(B) DETAILS OF COMPOUNDING OF OFFENCES NII							

Name of the		leaction under which	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes O 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.

VASUDEVAN GOPU	

Whether associate or fellow

Name

○ Associate ● Fellow

Certificate of practice number

6522	
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#### 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. .. 12

08/08/2024

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 compiled 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.
- 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	00034360			
To be digitally signed by				
<ul> <li>Company Secretary</li> </ul>				
O Company secretary in practice				
Membership number 63224		Certificate of prac	tice number	
Attachments				List of attachments
1. List of share holders, de	benture holders		Attach	
2. Approval letter for exten	sion of AGM;		Attach	
3. Copy of MGT-8;			Attach	
4. Optional Attachement(s)	), if any		Attach	
				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

		List of shareholders as on 31.03.2024 Roots Industries India Private Ltd	
		Equity shares Rs.10/- each	
SRNO	FOLIO	NAME	SHARES
1	'000002	VIJAY NARAYANAN	300
2	'000003	K RAMASAMY	200
2	'12010900-		1.00
3	04220677 '12010900-	SELVANAYAGAM CHANDRASEKAR .	100
4	08548898	UMAADHEVI R K .	27400
	'12010900-		
5	08549152	RAMASAMY K.	643580
	'12047200-	INVESTOR EDUCATION AND PROTECTION FUND	
6	13676780	AUTHORITY MINISTRY OF CORPORATE AFFAIRS	2500
	'12047200-		
7	19545118	SHANMUGHAM S P	100
8	'A00001	X ANTONVAZ	100
9	'A00004	K ARUMUGHAM	100
10	'A00016	M/s AMERICAN AUTO SERVICE PVT. LTD	37500
11	'B00008	H BALAKRISHNAN	100
12	'C00005	S CHELLADURAI	100
13	'D00001	R DHAYA	7500
14	'E00005	K ELANGO	100
15	'F00001	J FATHIMA	100
16	'G00003	G D GOPALAKRISHNAN	100
17	'G00006	O GOPALAN	100
18	'100002	S ILANCHEZHIYAN	300
10	'IN300126-		
19	10308173	S GANESH	100
	'IN300214-		
20	27153609	ROOTS AUTO PRODUCTS PRIVATE LIMITED	88890
21	'IN300214-		12222
21	27155657	ROOTS MULTICLEAN LTD	133330
22	'IN300214- 27159870	ROOTS PRECISION PRODUCTS PRIVATE LIMITED	4445(
	'IN300214-		
23	32917479	VARUN KARTHIKEYAN R	462950
	'IN301151-		
24	12149757	SAMIR KUMAR ROY	500
	'IN301313-		
25	20817361	BALCHAND B	300
76	'IN303028-		1.00
26 27	51340971 'IN303028-	MARUDHAKUTTI MOHANASUNDARAM M RANI	100

	72785673		
	'IN303028-		
28	80696238	T BABU	100
	'IN303028-		
29	85614154	BALASUBRAMANIAM O A	100
30	'J00002	A JESUDASS	100
31	'J00008	G JOSEPHINEMARY	100
32	'J00009	V JAYANTHI	500
33	'J00013	B JANAKI	100
34	'K00005	K KANNAN	100
35	'K00015	S KUMAR	100
36	'K00018	G KANIVALAN	100
37	'K00019	S KANNAN	100
38	'K00025	KAVIDASAN	100
39	'M00004	K MARAGATHAMANI	100
40	'M00013	S MUTHUKUMAR	100
41	'N00003	M NAGARAJ	100
42	'N00004	G V NATARAJ	100
43	'P00001	K PONMALAI	3000
44	'P00003	S A PRAGASAM	100
45	'P00007	P P PALANISAMY	100
46	'P00009	K PATRACHALAM	100
47	'P00010	O P PALANISAMY	100
48	'P00011	N PHILOMINA	100
49	'P00012	A PARVATHI	100
50	'P00013	M PALANISAMY	100
51	'P00014	A PALANISWAMY	100
52	'P00019	O R PREGALANAYAKI	300
53	'R00012	S RANGANATHAN	100
54	'R00013	R RAMU	100
55	'R00014	V REVATHY	100
56	'R00015	P RAMESH KUMAR	100
57	'R00019	K RAMACHANDRAN	100
58	'R00024	S RAJESWARI	500
59	'R00028	K RANGARAJU	100
60	'R00031	P RAMASAMY	100
61	'R00039	DRAMU	100
62	'S00002	K SUBHASH CHANDRAN	100
63	'S00008	R D SHOBHANA	100
64	'S00010	D SIVAPRAKASAM	100
65	'S00022	SUBRAMANIA RAMAN	500
66	'S00022	M SIVAPRAKASH	100

67	'S00025	C SOMAN BABU	100
68	'S00030	A SOWRIMUTHU	100
69	'S00034	M SRINIVASA JOSHI	100
70	'S00035	G SHYAMALA	100
71	'S00037	K SIVASHANKAR	500
72	'T00001	V THIAGARAJAN	100
73	'V00004	B VISWANATHAN	100
74	'V00005	S VENKATACHALAM	300
75	'V00010	M VEERAPANDIAN	100
76	'V00011	D VIJAYAKUMAR	100
77	'Y00001	R YOKANAYAKI	139200
		Total	1600000

## **ROOTS INDUSTRIES INDIA PRIVATE LIMITED**

# LIST OF SHARE TRANSFERS TAKEN PLACE DURING THE FINANCIAL YEAR ENDED 31.03.2024

S. No	Date of Transfer	Transferor Transferee		No. of shares transferred		
		F. No/DP No	Name	F. No/DP No	Name	
1	19.04.2023	IN30302833004240	K V Gowris	1201090008549152	K Ramasamy	100
2	28.04.2023	IN30302842068270	R Rajeshwari	1201090008549152	K Ramasamy	100
3	15.11.2023	K00014	V Kannusamy	000003	K Ramasamy	100
4	15.11.2023	K00017	A Kasilingam	000003	K Ramasamy	100
5	02.11.2023	IN30021438363449	D Jabarathinam	1201090008549152	K Ramasamy	100