

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : R24223869

Service Request Date : 16/12/2019

Payment made into : ICICI Bank

Received From :

Name : ATUL KUMAR LABH
Address : A K LABH AND CO
COMPANY SECRETARIES 40 WESTON STREET 3RD FLOOR
KOLKATA, West Bengal
IN - 700013

Entity on whose behalf money is paid

CIN: L63090WB1919GOI003229
Name : ANDREW YULE & CO LTD
Address : 8 DR RAJENDRA PRASAD SARANI
KOLKATA, West Bengal
India - 700001

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2019	Normal	600.00
Total		600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)

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

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

L63090WB1919GOI003229

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCA4245Q

(ii) (a) Name of the company

ANDREW YULE & CO LTD

(b) Registered office address

8 DR RAJENDRA PRASAD SARANI
KOLKATA
West Bengal
700001
India

(c) *e-mail ID of the company

com.sec@andrewyule.com

(d) *Telephone number with STD code

03322428210

(e) Website

www.andrewyule.com

(iii) Date of Incorporation

26/05/1919

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union 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
	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM

18/09/2019

(b) Due date of AGM

30/09/2019

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	A	Agriculture, forestry, fishing	A1	Production of crops and animals	65.14
2	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	20.75

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

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

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HOOGLY PRINTING CO LTD	U22219WB1922SGC004390	Subsidiary	100

2	YULE ENGINEERING LIMITED	U29299WB2007PLC118032	Subsidiary	100
3	YULE ELECTRICAL LIMITED	U40101WB2007PLC118031	Subsidiary	100
4	TIDE WATER OIL CO INDIA LTD	L23209WB1921PLC004357	Associate	26.23
5	KATRAS JHERRIAH COAL CO LT	U10200WB1893PLC000769	Associate	31.67
6	THE NEW BEERBHOOM COAL C	U10200WB1873PLC000262	Associate	32.95

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	550,000,000	488,950,978	488,950,978	488,950,978
Total amount of equity shares (in Rupees)	1,100,000,000	977,901,956	977,901,956	977,901,956

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	550,000,000	488,950,978	488,950,978	488,950,978
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1,100,000,000	977,901,956	977,901,956	977,901,956

(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				
At the beginning of the year	488,950,978	977,901,956	977,901,956	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	488,950,978	977,901,956	977,901,956	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(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

26/09/2018

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) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			512,845,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			18,590,000
Total			531,435,000

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

3,111,560,000

(ii) Net worth of the Company

1,880,219,000

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	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	436,374,630	89.25	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	436,374,630	89.25	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	27,179,460	5.56	0	
	(ii) Non-resident Indian (NRI)	22,471	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	12,479,029	2.55	0	
5.	Financial institutions	10,765,226	2.2	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	950	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,129,212	0.44	0	
10.	Others	0	0	0	
	Total	52,576,348	10.75	0	0

Total number of shareholders (other than promoters)

29,924

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

29,925

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)	29,385	29,924
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	2	2	4	2	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	3	0	3	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	2	5	4	5	0	0

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

9

(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)
Shri Debasis Jana	07046349	Managing Director	0	
Shri Sajoy Bhattacharya	07674268	Whole-time director	0	
Shri Partha Dasgupta	07059472	Whole-time director	0	
Shri K. Mohan	08385809	Whole-time director	0	
Shri Pravin L. Agrawal	05277383	Nominee director	0	04/04/2019
Shri Arvind Kumar	06956955	Nominee director	0	
Dr. Dhanpat Ram Agarwal	00322861	Director	0	04/07/2019
Shri Sudhir Jhunjhunwala	00548176	Director	0	04/07/2019
Smt. Sipra Goon	07743157	Director	0	

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

5

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)
Shri Bhaskar Jyoti Mah	07487571	Nominee director	17/05/2018	Cessation
Shri R. C. Sen	07131320	Whole-time directo	01/07/2018	Cessation
Shri K. Mohan	08385809	Whole-time directo	11/03/2019	Appointment
Shri Praveen L.Agrawal	05277383	Nominee director	17/05/2018	Appointment
Shri Sanjoy Bhattachary	07674268	Whole-time directo	13/04/2018	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	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2018	29,386	40	89

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
1	30/05/2018	8	8	100
2	13/08/2018	8	7	87.5
3	26/09/2018	8	6	75
4	12/11/2018	8	6	75
5	11/02/2019	8	7	87.5
6	12/03/2019	9	7	77.78

C. COMMITTEE MEETINGS

Number of meetings held

47

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	30/05/2018	4	3	75
2	Audit Committee	13/08/2018	3	2	66.67
3	Audit Committee	26/09/2018	3	2	66.67
4	Audit Committee	09/11/2018	3	3	100
5	Audit Committee	11/02/2019	3	3	100
6	Nomination & Remuneration Committee	13/08/2018	4	3	75
7	Nomination & Remuneration Committee	12/03/2019	4	3	75
8	CSR Committee	30/05/2018	4	3	75
9	CSR Committee	11/02/2019	5	5	100
10	Stakeholders Forum	30/05/2018	4	4	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	18/09/2019
								(Y/N/NA)
1	Shri Debasis J	6	6	100	39	39	100	Yes
2	Shri Sajoy Bha	6	6	100	36	36	100	Yes
3	Shri Partha Da	5	5	100	39	39	100	Yes
4	Shri K. Mohan	1	1	100	0	0	0	Yes
5	Shri Pravin L.	6	3	50	0	0	0	No
6	Shri Arvind Ku	6	5	83.33	0	0	0	Yes
7	Dr. Dhanpat R	6	6	100	9	9	100	No
8	Shri Sudhir Jh	6	2	33.33	9	9	100	No
9	Smt. Sipra Go	6	6	100	11	11	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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Debasis Jana	Chairman & Mar	2,411,000	0	0	340,000	2,751,000
2	Shri Sanjoy Bhattach	Whole time Dire	2,027,000	0	0	274,000	2,301,000
3	Shri Partha Dasgup	Whole time Dire	2,091,000	0	0	266,000	2,357,000
4	Shri K. Mohan	Whole time Dire	162,000	0	0	0	162,000
5	Shri R. C. Sen	Whole time Dire	2,100,000	0	0	416,000	2,516,000
	Total		8,791,000	0	0	1,296,000	10,087,000

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	Smt. Sucharita Das	Company Secre	1,099,000	0	0	62,000	1,161,000
2	Shri Kaustuv Roy	Chief General M	938,000	0	0	245,000	1,183,000
	Total		2,037,000	0	0	307,000	2,344,000

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	Dhanpat Ram Agan	Director	0	0	0	102,000	102,000
2	Sudhir Jhunjunwal	Director	0	0	0	35,000	35,000
3	Sipra Goon	Director	0	0	0	110,000	110,000
	Total		0	0	0	247,000	247,000

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

The Company had less number of Independent Directors on its Board
The Company had less number of Rotational Directors
Non Compliance with the provisions of Regulation 18(3) read with part C of the schedule II of the

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

(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

ATUL KUMAR LABH

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3238

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. ...

B-11

dated

09/02/2017

(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

DEBASIS JANA
Digitally signed by
DEBASIS JANA
Date: 2019.12.11
17:29:13 +05'30'

DIN of the director

07046349

To be digitally signed by

SUCHARITA DAS
Digitally signed by
SUCHARITA DAS
Date: 2019.12.11
17:32:50 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

5159

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

Form_MGT_8.pdf
Committee_Meeting_list.pdf
TRANSFER_ANDREW2019.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