

MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R.7****SRN :** F74761198**Service Request Date :** 29/10/2023**Payment made into :** HDFC Bank**Received From :**

Name : CS DEEPAK SWAIN
Address : 7A, BENTINCK STREET
ROOM NO-302 THIRD FLOOR
KOLKATA, West Bengal
IN - 700001

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 2023	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - HDFC 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 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]



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

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
1	BSE LIMITED	1
2	NSE LIMITED (Under permitted category)	1,024

(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 (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	A	Agriculture, forestry, fishing	A1	Production of crops and animals	57
2	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	43

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	YULE ENGINEERING LIMITED	U29299WB2007PLC118032	Subsidiary	100

2	YULE ELECTRICAL LIMITED	U40101WB2007PLC118031	Subsidiary	100
3	TIDE WATER OIL CO INDIA LTD	L23209WB1921PLC004357	Associate	26.23

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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	570,940	488,380,038	488950978	977,901,956	977,901,956	
Increase during the year	0	366,634	366634	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		366,634	366634			
Demat of shares						
Decrease during the year	366,634	0	366634	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	366,634		366634			
Demat of shares						
At the end of the year	204,306	488,746,672	488950978	977,901,956	977,901,956	
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

INE449C01025

(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	
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Date of registration of transfer (Date Month Year)		10/05/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		0003324	
Transferor's Name	AGGARWAL	C	VIDYAVATI
	Surname	middle name	first name
Ledger Folio of Transferee		0024666	
Transferee's Name	AGGARWAL	CHHOTELAL	AJAY
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		25/08/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	500	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		0003066	
Transferor's Name	NARANG	RAM	JIWANDA
	Surname	middle name	first name
Ledger Folio of Transferee		A024666	
Transferee's Name	MAGOO		KAMLESH
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		31/08/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	125	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		0010529	
Transferor's Name	KANT	SAMIR	MR
	Surname	middle name	first name
Ledger Folio of Transferee		0024667	
Transferee's Name	KANT		SAMIR
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		31/08/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	40	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		0011462	
Transferor's Name	ASHOK	S	MR A V
	Surname	middle name	first name
Ledger Folio of Transferee		0024668	
Transferee's Name	ASHOK	S	A V
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		10/11/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	3,799	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		0012413	
Transferor's Name	GAZDAR	FRAMROZE	ADI
	Surname	middle name	first name
Ledger Folio of Transferee		0024669	
Transferee's Name	MORARJI		AVANTIKA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		15/02/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		0006305	
Transferor's Name	DOSHI	RAMNIKLAL	ANUPAMA
	Surname	middle name	first name
Ledger Folio of Transferee		0024670	
Transferee's Name	DOSHI	RAMNIKLAL	ANUPAMA
	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
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)

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

3,740,360,108

(ii) Net worth of the Company

1,866,053,807.82

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
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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	39,902,966	8.16	0	
	(ii) Non-resident Indian (NRI)	382,865	0.08	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	50	0	0	
4.	Banks	17,849	0	0	
5.	Financial institutions	10,765,076	2.2	0	
6.	Foreign institutional investors	77,085	0.02	0	
7.	Mutual funds	350	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,430,107	0.29	0	
10.	Others		0	0	
	Total	52,576,348	10.75	0	0

Total number of shareholders (other than promoters)

37,959

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

37,960

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., INC	21/01/2021	GB	77,085	0.02

**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)	41,582	37,959
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	2	0	2	0	0
B. Non-Promoter	2	6	3	3	0	0
(i) Non-Independent	2	0	3	0	0	0
(ii) Independent	0	6	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	8	3	5	0	0

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

11

(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)
SANJOY BHATTCHARJ	07674268	Managing Director	0	
K MOHAN	08385809	Whole-time director	0	
RAJINDER SINGH MAN	09706881	Whole-time director	0	
VIJAY MITTAL	09548096	Nominee director	0	
ADITYA KUMAR GHOS	09222808	Nominee director	0	
OM PRAKASH MITTAL	00512243	Director	0	
SUNDER PAL SINGH	09438081	Director	0	
NAMITA DEVI	07436235	Director	0	
SANJOY BHATTACHARJ	07674268	CEO	0	
RAJINDER SINGH MAN	09706881	CFO	0	
SUCHARITA DAS	AGSPD1209Q	Company Secretary	0	

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

6

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)
RAJINDER SINGH MAN	09706881	Whole-time director	18/08/2022	Appointment
VISWANATH GIRIRAJ	01182899	Director	27/01/2023	Cessation
ANIL KUMAR GOYAL	07791721	Director	27/01/2023	Cessation
ANIL KUMAR VERMA	05177972	Director	27/01/2023	Cessation
RAJINDER SINGH MAN	09706881	CFO	14/02/2023	Appointment
K MOHAN	08385809	CFO	13/02/2023	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	29/09/2022	40,672	54	89.3

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	10	9	90
2	12/08/2022	10	9	90
3	14/11/2022	11	9	81.82
4	14/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

43

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	25/05/2022	5	5	100
2	Audit Committee	30/05/2022	5	5	100
3	Audit Committee	21/07/2022	5	5	100
4	Audit Committee	10/08/2022	5	5	100
5	Audit Committee	12/08/2022	5	5	100
6	Audit Committee	29/09/2022	5	5	100
7	Audit Committee	11/11/2022	5	5	100
8	Audit Committee	14/11/2022	5	5	100
9	Audit Committee	13/02/2023	3	3	100
10	Audit Committee	14/02/2023	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	31/08/2023
								(Y/N/NA)
1	SANJOY BHA	4	4	100	23	23	100	Yes
2	K MOHAN	4	4	100	25	25	100	Yes
3	RAJINDER SI	2	2	100	13	13	100	Yes
4	VIJAY MITTAL	4	1	25	0	0	0	No
5	ADITYA KUM	4	3	75	4	4	100	Yes
6	OM PRAKASH	4	4	100	18	18	100	Yes
7	SUNDER PAL	4	4	100	11	11	100	Yes
8	NAMITA DEVI	4	4	100	16	16	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	SANJOY BHATTAC	Chairman & Mar	3,308,694	0	0	650,368	3,959,062
2	K MOHAN	Whole-time Dire	3,591,462	0	0	809,672	4,401,134
3	RAJINDER SINGH	Whole-time Dire	1,661,364	0	0	456,008	2,117,372
	Total		8,561,520	0	0	1,916,048	10,477,568

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJOY BHATTAC	CEO	0	0	0	0	0
2	RAJINDER SINGH	CFO	0	0	0	0	0
3	SUCHARITA DAS	Company Secre	1,776,551	0	0	699,703	2,476,254
	Total		1,776,551	0	0	699,703	2,476,254

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vishwanath Giriraj	Independent Dir	0	0	0	41,000	41,000
2	Anil Kumar Goyal	Independent Dir	0	0	0	54,000	54,000
3	Anil Kumar Verma	Independent Dir	0	0	0	54,000	54,000
4	Om Prakash Mittal	Independent Dir	0	0	0	76,000	76,000
5	Sunder Pal Singh	Independent Dir	0	0	0	60,000	60,000
6	Namita Devi	Independent Dir	0	0	0	72,000	72,000
	Total		0	0	0	357,000	357,000

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

1. The Company was non-compliance of Regulation 17 of SEBI (LODR) Regulation, 2015
2. The Company was non-compliance of Regulation 33 of SEBI (LODR) Regulation, 2015
3. The Company was non-compliance of Section 152 of the Companies Act, 2013

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

1

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
Andrew Yule & Co	BSE Limited	29/06/2022	Regulation 33 of SE	Rs. 5900/-	Fine paid

(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

DEEPAK SWAIN

Whether associate or fellow

Associate Fellow

Certificate of practice number

9131

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

Digitally signed by
KOTHENA TH MOHAN
Date: 2023.10.29
12:55:16 +05'30'

DIN of the director

08385809

To be digitally signed by

Digitally signed by
SUCHARITA DAS
Date: 2023.10.29
12:55:49 +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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

AY-MGT-8-23.pdf
List of committee meetings 2022-23.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



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

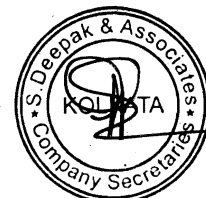
CIN: L63090WB1919GOI003229
Authorized Capital -Rs. 1100000000/-

We have examined the registers, records and books and papers of **M/s Andrew Yule & Co Ltd ("the Company")** 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, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with the provisions of the Act & Rules made thereunder in respect of:
 1. Its status under the Act.
 2. During the aforesaid financial year the Company has complied with the provisions of the Act & Rules made thereunder in respect of maintenance of registers and records & making entries therein within the time prescribed therefore.
 3. During the aforesaid financial year the Company has complied with the provisions of the Act & Rules made thereunder in respect of filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time. The Company has paid the fine of Rs 5900/- for Non-Compliance of Regulation 33 of SEBI(LODR) Regulations, 2015
 4. Calling/ Convening/holding meetings of Board of Directors or its Committees and the meeting of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal

ballot, if any, have been properly recorded in the Minutes Book/ Registers maintained for the purpose and the same have been signed.

5. The Company has closed Register of Members
6. During the aforesaid financial year the Company has not required to comply with the provisions of section 185 of the Act & Rules made thereunder as the Company has not advanced any loan or book debt to any of its directors and to persons, firms and companies referred in section 185 of the Act and not given any guarantee or provided any security in connection with any loan taken by him or such other person except the loans provided to its wholly owned subsidiaries to meet the statutory requirements
7. During the aforesaid financial year there were no contracts/arrangements with related parties as specified section 188 of the Act except the transactions in the ordinary course of business and which were at arms length basis
8. During the year, there were transfer & transmission of shares of the Company as required. However, there were no issue, allotment, Buy Back of securities, redemption of preference shares, debentures, alteration, reduction of share capital, conversion of Shares/securities and issue of security certificates during the aforesaid financial year.
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.
10. The Company had declared final dividend of Rs 0.007 (0.35%) per Equity of Rs. 2/- each of the Company for the financial year ended 31st March 2023. and not required to transfer any unpaid / unclaimed dividend / other amounts as applicable to Investor Education and Protection Fund.
11. The Financial Statements and Report of Director of the Company have been signed as per the provisions of section 134 and sub sections (3), (4) and (5) thereof.
12. The Board of Directors of the Company is duly constituted. During the year, (I) Shri Rajinder Singh Manku was appointed as director of the Company w.e.f 18th August, 2022 (II) Shri Viswanath Giriraj, Shri Anil Kumar Goyal and Shri Anil Kumar Verma ceased to be Director of the Company w.r.f close of the business on 27th January, 2023, (iii) Shri Rajinder Singh Manku was appointed as CEO of the Company w.e.f 14th February 2023, (iv) Shri K Mohan resigned from CFO of the Company w.e.f 13th day of February 2023. Further the Company was (i) in non-compliance of Regulation 17 of the Listing Regulations i.e short of one independent director as on 31st March, 2023 (ii) in non-



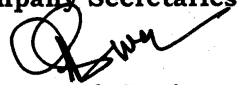
compliance of requirement of rotational directors on its Board pursuant to Section 152 of the Companies Act, 2013

13. In terms of Section 143 (5) of the Act M/s. S. K. Basu & Co, Chartered Accountants, (Firm Registration No: 301026E) were appointed as the statutory auditors of the Company by Comptroller & Auditor General of India for the financial year 2022-23.
14. The company has not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court and/or such authorities prescribed under the various provisions of the Act during the aforesaid financial year.
15. The Company has not accepted / renewed / repaid any deposits during the aforesaid financial year.
16. During the aforesaid financial year the Company has borrowed from banks and created/modified charges on the movable/immovable assets of the Company for the loan taken from Bank during the financial year under review. However, the Company has not borrowed from its directors, members, public financial institutions and others during the financial year.
17. During the year the Company has not given loans, guarantee, made investments in and or purchases securities in respect of which provisions of section 186 of the Act are applicable, except the advance given to its wholly owned subsidiaries.
18. The Company has not altered the provisions Memorandum of Association of the Company during the financial year.

Place : Kolkata
Date:24.10.2023



**For S. Deepak & Associates
Company Secretaries**


**CS Deepak Swain
Proprietor**

**ACS-25625, C. P. No. 9131
UDIN-A025625E001436551**

PR NO 1581/2021