

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

SRN : F49383011

Service Request Date : 28/11/2022

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 2022	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 of 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
	BSE LIMITED	1
	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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

29/09/2022

(b) Due date of AGM

30/09/2022

(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	68.55
2	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	31.45

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

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

3

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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	570,940	488,380,038	488950978	977,901,956	977,901,956	
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	570,940	488,380,038	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

30/09/2021

Date of registration of transfer (Date Month Year)				27/08/2021	
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.)		2
Ledger Folio of Transferor		01251			
Transferor's Name	HANNOCK				SAMUEL
	Surname		middle name		first name
Ledger Folio of Transferee		24663			
Transferee's Name	HANNOCK		SAMUEL		ISSAC
	Surname		middle name		first name

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 Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		middle name		first name

(iv) *Debtentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
Total			0

Details of debtentures

Class of debtentures	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 debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

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

4,143,927,689.62

(ii) Net worth of the Company

1,872,092,927.04

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	39,057,545	7.99	0	
	(ii) Non-resident Indian (NRI)	388,688	0.08	0	
	(iii) Foreign national (other than NRI)	22,471	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	18,967	0	0	
5.	Financial institutions	10,765,226	2.2	0	
6.	Foreign institutional investors	344,024	0.07	0	
7.	Mutual funds	950	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,978,477	0.4	0	
10.	Others Indian Public		0	0	
	Total	52,576,348	10.74	0	0

Total number of shareholders (other than promoters)

41,582

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

41,583

(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 Capital Ve	JPMORGAN CHASE BANK N.A. MUI	21/01/2021	GB	344,024	0.07

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)	29,331	41,582
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	3	2	6	0	0

(i) Non-Independent	2	0	2	0	0	0
(ii) Independent	0	3	0	6	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	2	8	0	0

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

13

(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 BHATTACHAIA	07674268	Managing Director	0	
K MOHAN	08385809	Whole-time director	0	
VIJAY MITTAL	09548096	Nominee director	0	
ADITYA KUMAR GHOSH	09222808	Nominee director	0	
VISWANATH GIRIRAJ	01182899	Director	0	
ANIL KUMAR GOYAL	07791721	Director	0	
ANIL KUMAR VERMA	05177972	Director	0	
OM PRAKASH MITTAL	00512243	Director	0	
SUNDER PAL SINGH	09438081	Director	0	
NAMITA DEVI	07436235	Director	0	
SANJOY BHATTACHAIA	07674268	CEO	0	
K MOHAN	08385809	CFO	0	
SUCHARITA DAS	AGSPD1209Q	Company Secretary	0	

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

9

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)
AMIT MEHTA	08859397	Nominee director	16/06/2021	Cessation
RAMA KANTA SINGH	08360278	Nominee director	16/06/2021	Cessation
VIJAY MITTAL	09548096	Nominee director	28/03/2022	Appointment
ADITYA KUMAR GHOSH	09222808	Nominee director	01/07/2021	Appointment
JEETENDRA SINGH	09207792	Nominee director	18/06/2021	Appointment
OM PRAKASH MITTAL	00512243	Additional director	02/11/2021	Appointment
SUNDER PAL SINGH	09438081	Additional director	16/12/2021	Appointment
NAMITA DEVI	07436235	Additional director	02/11/2021	Appointment
JEETENDRA SINGH	09207792	Nominee director	28/03/2022	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	30/09/2021	40,930	43	89.3

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/06/2021	7	7	100
2	23/06/2021	7	7	100
3	13/08/2021	7	6	85.71
4	12/11/2021	7	6	85.71

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	05/01/2022	9	8	88.89
6	14/02/2022	10	9	90
7	30/03/2022	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

30

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	09/04/2021	3	3	100
2	Audit Committee	01/06/2021	3	3	100
3	Audit Committee	22/06/2021	3	3	100
4	Audit Committee	12/08/2021	3	3	100
5	Audit Committee	13/08/2021	3	3	100
6	Audit Committee	27/09/2021	3	3	100
7	Audit Committee	11/11/2021	3	3	100
8	Audit Committee	12/11/2021	3	3	100
9	Audit Committee	04/01/2022	3	3	100
10	Audit Committee	10/02/2022	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	29/09/2022
								(Y/N/NA)
1	SANJOY BHA	7	7	100	14	14	100	Yes
2	K MOHAN	7	7	100	14	14	100	Yes
3	VIJAY MITTAL	1	1	100	0	0	0	No

4	ADITYA KUMAR	5	4	80	3	2	66.67	Yes
5	VISWANATH	7	7	100	18	18	100	Yes
6	ANIL KUMAR	7	7	100	17	17	100	Yes
7	ANIL KUMAR	7	7	100	17	17	100	Yes
8	OM PRAKASH	3	3	100	1	1	100	Yes
9	SUNDER PAL	3	3	100	1	1	100	Yes
10	NAMITA DEVI	1	1	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	SANJOY BHATTACHARYA	Chairman & Managing Director	3,126,139	0	0	1,063,524.41	4,189,663.41
2	K MOHAN	Whole-time Director	3,126,560	0	0	843,977	3,970,537
	Total		6,252,699	0	0	1,907,501.41	8,160,200.41

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	Sucharita Das	Company Secretary	1,565,001	0	0	169,999	1,735,000
	Total		1,565,001	0	0	169,999	1,735,000

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 Director	0	0	0	115,000	115,000
2	Anil Kumar Goyal	Independent Director	0	0	0	113,000	113,000
3	Anil Kumar Verma	Independent Director	0	0	0	113,000	113,000
4	Om Prakash Mittal	Independent Director	0	0	0	32,000	32,000
5	Sunder Pal Singh	Independent Director	0	0	0	32,000	32,000
6	Namita Devi	Independent Director	0	0	0	23,000	23,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	428,000	428,000

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(1)(a) till 01.11.2021
2. The Company was non-compliance of Regulation 17(1)(b) during the period from 01.4.21 till 15.6.21 and 01.7.21 till 01.11.21.

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

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. ... **B-17** dated **12/02/2021**

(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

KOTHENA
TH MOHAN

DIN of the director

08385809

To be digitally signed by

SUCHAR
ITA DAS

- ☒ 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

AYCL - List of shareholders-2022.pdf
AY-MGT-8-2022.pdf
LIST OF COMMITTEE MEETING.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

