

# 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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED/THE CALCUTTA STOCK EXCHANGE LIMITED	4
2	THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U20221WB1982PTC034886

Pre-fill

Name of the Registrar and Transfer Agent

MAHESHWARI DATAMATICS PVT LTD.

Registered office address of the Registrar and Transfer Agents

23, R.N. Mukherjee Road  
5th 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	C	Manufacturing	C1	Food, beverages and tobacco products	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	BORELLI TEA HOLDINGS LIMITED		Subsidiary	100
2	PHU BEN TEA COMPANY LIMITED		Subsidiary	100

3	MCLEOD RUSSEL UGANDA LIM +		Subsidiary	100
4	MCLEOD RUSSEL MIDDLE EAST +		Subsidiary	100
5	MCLEOD RUSSEL AFRICA LIMIT +		Subsidiary	100
6	D1 WILLIAMSON MAGOR BIO F +	U40107WB2006PLC111183	Associate	34.3

#### 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	120,000,000	104,455,735	104,455,735	104,455,735
Total amount of equity shares (in Rupees)	600,000,000	522,278,675	522,278,675	522,278,675

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	120,000,000	104,455,735	104,455,735	104,455,735
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	600,000,000	522,278,675	522,278,675	522,278,675

###### (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>	1,129,004	103,326,731	104455735	522,278,675	522,278,675	
		+		+	+	
<b>Increase during the year</b>	0	139,320	139320	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	0	139,320	139320			
DEMATERIALIZATION						
<b>Decrease during the year</b>	139,320	0	139320	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	139,320	0	139320			
DEMATERIALIZATION						
<b>At the end of the year</b>	989,684	103,466,051	104455735	522,278,675	522,278,675	
<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

INE942G01012

(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	<input type="text"/>
---------------------------------------------	----------------------

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) \*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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

**(i) Turnover**

10,966,966,000

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

-942,335,573

**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	4,157,364	3.98	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)	2,366,086	2.27	0	
10.	Others	0	0	0	
	<b>Total</b>	6,523,450	6.25	0	0

**Total number of shareholders (promoters)**

25

**(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	71,956,707	68.89	0	
	(ii) Non-resident Indian (NRI)	1,306,522	1.25	0	
	(iii) Foreign national (other than NRI)	89,516	0.09	0	
2.	Government				
	(i) Central Government	112	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,502,753	1.44	0	
4.	Banks	39,886	0.04	0	
5.	Financial institutions	166	0	0	
6.	Foreign institutional investors	13,561	0.01	0	
7.	Mutual funds	811	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	20,816,748	19.93	0	
10.	Others NBFCs registered with RBI+ +	2,205,503	2.11	0	
	<b>Total</b>	97,932,285	93.76	0	0

**Total number of shareholders (other than promoters)**

69,699

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

69,724

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

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NAV CAPITAL VCC - N/ +	ICICI BANK LTD, EMPIRE COMPLEX +			8,887	0.01
QUADRATURE CAPITA +	JPMORGAN CHASE BANK MALAD ' +			2,625	0
SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVIC +			2,049	0

**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	24	25
Members (other than promoters)	70,244	69,699
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>	1	1	1	1	0.02	0.01
<b>B. Non-Promoter</b>	1	3	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	4	0	0
<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
Total	2	4	2	5	0.02	0.01

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)
ADITYA KHAITAN	00023788	Managing Director	17,272	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
AZAM MONEM	00023799	Whole-time director	0	01/04/2023
AMRITANSHU KHAITA	00213413	Director	15,000	
SUMAN BHOWMIK	08514585	Director	0	
RAJ VARDHAN	08513917	Director	0	
RUPANJANA DE	01560140	Director	0	
SANJAY GINODIA	07781746	Director	0	
PRADIP BHAR	AEGPB8686K	CFO	0	
ALOK KUMAR SAMAN	AXQPS3281C	Company Secretary	0	

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

3

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)
ARUNDHUTI DHAR	03197285	Director	30/09/2022	CESSATION
SANJAY GINODIA	07781746	Additional director	14/11/2022	APPOINTMENT
RUPANJANA DE	01560140	Additional director	30/12/2022	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

3

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	30/09/2022	69,675	88	6.44
POSTAL BALLOT	28/01/2023	69,783	436	16.8
POSTAL BALLOT	31/03/2023	70,472	468	11.79

**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	30/05/2022	6	5	83.33
2	12/08/2022	6	5	83.33
3	31/08/2022	6	6	100
4	14/11/2022	6	5	83.33
5	30/12/2022	7	5	71.43
6	19/01/2023	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

9

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 COMM	30/05/2022	4	3	75
2	AUDIT COMM	12/08/2022	4	3	75
3	AUDIT COMM	31/08/2022	4	4	100
4	AUDIT COMM	13/11/2022	3	3	100
5	STAKEHOLDER	29/05/2022	3	3	100
6	STAKEHOLDER	13/11/2022	3	3	100
7	NOMINATION	11/08/2022	3	3	100
8	NOMINATION	14/11/2022	3	3	100
9	NOMINATION	30/12/2022	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		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	
1	ADITYA KHAI	6	6	100	4	4	100	

2	AZAM MONEI	6	6	100	2	2	100	
3	AMRITANSHU	6	6	100	3	3	100	
4	SUMAN BHO	6	6	100	9	9	100	
5	RAJ VARDHA	6	4	66.67	7	5	71.43	
6	RUPANJANA	2	0	0	0	0	0	
7	SANJAY GINODIA	3	1	33.33	0	0	0	

**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	ADITYA KHAITAN	MANAGING DIRECTOR	31,020,800	0	0	0	31,020,800
2	AZAM MONEM	WHOLETIME DIRECTOR	14,358,942	0	0	0	14,358,942
	Total		45,379,742	0	0	0	45,379,742

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	PRADIP BHAR	CHIEF FINANCIAL OFFICER	9,002,000	0	0	0	9,002,000
2	ALOK KUMAR SAM	COMPANY SECRETARY	2,214,000	0	0	0	2,214,000
	Total		11,216,000	0	0	0	11,216,000

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	AMRITANSHU KHAITAN	NON EXECUTIVE DIRECTOR	0	0	0	600,000	600,000
2	ARUNDHUTI DHANAN	NON EXECUTIVE DIRECTOR	0	0	0	440,000	440,000
3	SUMAN BHOWMIK	NON EXECUTIVE DIRECTOR	0	0	0	840,000	840,000
4	RAJ VARDHAN	NON EXECUTIVE DIRECTOR	0	0	0	520,000	520,000
5	SANJAY GINODIA	NON EXECUTIVE DIRECTOR	0	0	0	80,000	80,000
6	RUPANJANA DE	NON EXECUTIVE DIRECTOR	0	0	0	0	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	2,480,000	2,480,000

#### 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

#### 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

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. ..  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

DIN of the director

**To be digitally signed by**

- 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

Attach
Attach
Attach
Attach

**List of attachments**

**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**

