

FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of 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

U11202AS1993GOI003893

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN6984B

(ii) (a) Name of the company

NUMALIGARH REFINERY LTD

(b) Registered office address

122A, G. S. ROAD
CHRISTIANBASTI
GUWAHATI
Assam
INDIA

(c) *email-ID of the company

z_comsec@nrl.co.in

(d) *Telephone number with STD code

03612203147

(e) Website

www.nrl.co.in

(iii) Date of Incorporation

22/04/1993

(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

(b) CIN of the Registrar and Transfer Agent

U72200TN1973PTC006412

Pre-fill

Name of the Registrar and Transfer Agent

DATA SOFTWARE RESEARCH COMPANY PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

6, SMITH ROAD, MADRAS-26, SMITH ROAD, MADRAS-2
6, SMITH ROAD, MADRAS-2

(vii) *Financial year From (DD/MM/YYYY) To (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	C5	Coke and refined petroleum 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	BHARAT PETROLEUM CORPOR	L23220MH1952GOI008931	Holding	61.65
2	DNP LIMITED	U51410AS2007SGC008410	Associate	26
3	Brahmaputra Cracker and Poly	U11101AS2007GOI008290	Joint Venture	10

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	1,000,000,000	735,631,544	735,631,544	735,631,544
Total amount of equity shares (in rupees)	10,000,000,000	7,356,315,440	7,356,315,440	7,356,315,440

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY				
Number of equity shares	1,000,000,000	735,631,544	735,631,544	735,631,544
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	7,356,315,440	7,356,315,440	7,356,315,440

(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	735,631,544	7,356,315,440	7,356,315,440	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
At the end of the year	735,631,544	7,356,315,440	7,356,315,440	
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	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	

ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	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 Previous AGM	12/09/2014		
Date of Registration of Transfer	16/03/2015		
Type of Transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	8	Amount per Share/ debenture/ unit (in Rs.)	10
Ledger Folio of Transferor	056		

Transferor's Name	Bhattacharya	Baran	Syamal
	Surname	Middle Name	First Name

Ledger Folio of Transferee	057		
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Transferee's Name	Agrawal	Kumar	Shekhar
	Surname	Middle Name	First Name

Date of Registration of Transfer	
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Type of Transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ debenture/ unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
	Surname	Middle Name	First Name

Ledger Folio of Transferee	
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Transferee's Name			
	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			5,280,290,540.28
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,646,776,779.47
Deposit			0
Total	0		6,927,067,319.75

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

108,234,100,000

(ii) Net worth of the Company

33,549,800,000

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	41	0	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	90,821,337	12.35	0	
	(iii) Government companies	453,545,964	61.65	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	544,367,342	74	0	0

Total number of shareholders (promoters)

9

(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	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	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	191,264,202	26	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	191,264,202	26	0	0

Total number of shareholders (other than promoters)

1

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

10

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	1	1
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	3	4	3	4	0	0
(i) Non-Independent	3	1	3	1	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	3	7	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 shares held	Date of cessation (after closure of financial year : If any)
VARADARAJAN SRINI	00052928	Director	0	
PADMANABHAN PUTI	06807565	Managing Director	0	
SONA RAM MEDHI	03641096	Whole-time director	0	
SAUMENDRA KUMAR	06503943	Whole-time director	0	
LAMBOR RYNJAH	06613982	Director	0	
PUNDAREEKA BATTAL	00467226	Director	0	
ALOKE KUMAR GHOS	06614047	Director	0	10/04/2015
RAM TIRATH JINDAL	05292121	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
ALOK TRIPATHI	06668832	Director	0	12/08/2015
SUNIL KUMAR SRIVAS	02809123	Nominee director	0	01/07/2015
HAMONTA KUMAR SA	AEXPS3934A	Company Secretar	0	

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

2

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)
VARADARAJAN SRINI	00052928	Director	12/09/2014	Change in Directorship from Addition
PADMANABHAN PUTI	06807565	Managing Director	01/04/2014	Appointed as Additional director and

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/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 who attended the meeting	% of total shareholding of attended members
ANNUAL GENERAL MEETI	12/09/2014	10	6	99.99

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	24/05/2014	10	6	60
2	22/07/2014	10	8	80
3	07/08/2014	10	9	90
4	12/09/2014	10	9	90
5	11/11/2014	10	7	70
6	19/01/2015	10	8	80
7	10/02/2015	10	5	50

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
8	11/03/2015	10	7	70

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	AUDIT COMM	24/05/2014	3	3	100
2	AUDIT COMM	22/07/2014	3	3	100
3	AUDIT COMM	07/08/2014	3	3	100
4	AUDIT COMM	11/11/2014	3	3	100
5	AUDIT COMM	19/12/2014	3	2	66.67
6	AUDIT COMM	10/02/2015	3	2	66.67

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	04/09/2015
								(Y/N/NA)
1	VARADARAJA	8	8	100	0	0	0	Yes
2	PADMANABH	8	8	100	0	0	0	Yes
3	SONA RAM M	8	8	100	6	6	100	Yes
4	SAUMENDRA	8	8	100	0	0	0	Yes
5	LAMBOR RYN	8	5	62.5	0	0	0	No
6	PUNDAREEK	8	8	100	6	6	100	Yes
7	ALOKE KUMA	8	5	62.5	6	4	66.67	Not Applicable
8	RAM TIRATH	8	2	25	0	0	0	No
9	ALOK TRIPAT	8	4	50	0	0	0	Not Applicable
10	SUNIL KUMAR	8	3	37.5	0	0	0	Not Applicable

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	PADMANABHAN P	Managing Director	2,552,086	0	0	366,307	2,918,393
2	SONA RAM MEDHI	Whole-Time Director	4,052,862	0	0	244,377	4,297,239
3	SAUMENDRA KUMAR	Whole-Time Director	3,968,281	0	0	644,237	4,612,518
	Total		10,573,229	0	0	1,254,921	11,828,150

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	HAMONTA KUMAR	Company Secretary	2,823,679	0	0	278,985	3,102,664
	Total		2,823,679	0	0	278,985	3,102,664

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	LAMBOR RYNJAH	Independent Dir	110,000	0	0	0	110,000
2	PUNDAREEKA BA	Independent Dir	280,000	0	0	0	280,000
3	ALOKE KUMAR GH	Independent Dir	200,000	0	0	0	200,000
	Total		590,000	0	0	0	590,000

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

BIMAN DEBNATH & ASSOCIATES

Whether associate or fellow

Associate Fellow

Certificate of practice number

5857

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 applicable 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
PADMANABHA
N
PUTIYAVEETIL
DN: cn=PADMANABHA
PUTIYAVEETIL,
o=, ou=, email=, c=IN,
date=2015.11.19
18:47:28 +0530

DIN of the director

To be digitally signed by

Digitally signed by
HAMONTA
KUMAR
SARMAH
DN: cn=HAMONTA KUMAR
SARMAH,
o=, ou=, email=, c=IN,
date=2015.11.19
18:48:38 +0530

- 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.

List of attachments

Attach
Attach
Attach
Attach

Shareholding Position and shareholders list MGT-8.pdf
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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