

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 (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

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 NA
GUWAHATI
Assam
781005
India

(c) *e-mail ID of the company

Z_*****CO.IN

(d) *Telephone number with STD code

03*****60

(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 date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/08/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	OIL INDIA LIMITED	L11101AS1959GOI001148	Holding	69.63
2	DNP LIMITED	U51410AS2007SGC008410	Joint Venture	26
3	BRAHMAPUTRA CRACKER AND	U11101AS2007GOI008290	Associate	10
4	ASSAM BIO REFINERY PRIVATE	U74999AS2018PTC018547	Joint Venture	50
5	INDRADHANUSH GAS GRID LIM	U40300AS2018GOI018660	Joint Venture	20

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	5,000,000,000	1,758,990,361	1,758,990,361	1,758,990,361
Total amount of equity shares (in Rupees)	50,000,000,000	17,589,903,610	17,589,903,610	16,151,267,245

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	5,000,000,000	1,758,990,361	1,758,990,361	1,758,990,361
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000,000	17,589,903,610	17,589,903,610	16,151,267,245

(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	90,821,351	1,380,441,7	1471263088	14,712,630,	14,712,630,	

Increase during the year	74,809,091	212,918,182	287727273	2,877,272,7	1,438,636,	14,386,363,0
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	74,809,091	212,918,182	287727273	2,877,272,7	1,438,636,	14,386,363,0
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 						
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 						
At the end of the year	165,630,442	1,593,359,9	1758990361	17,589,903,	16,151,267	
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

INE152D01015

(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			
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

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) *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

Particulars	Number of units	Nominal value per unit	Total value
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)

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

237,303,897,840.54

(ii) Net worth of the Company

139,260,225,651.97

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	0	0	0	
	(ii) State Government	457,337,481	26	0	
	(iii) Government companies	1,224,785,313	69.63	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	1,682,122,794	95.63	0	0

Total number of shareholders (promoters)

2

(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	76,867,541	4.37	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 - Nominee of Promoters	26	0	0	
	Total	76,867,567	4.37	0	0

Total number of shareholders (other than promoters)

8

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

10

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	2	2
Members (other than promoters)	8	8
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	4	0	0
(i) Non-Independent	2	1	2	2	0	0
(ii) Independent	0	2	0	2	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	6	0	0

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

10

(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)
RANJIT RATH	08275277	Director	0	
BHASKAR JYOTI PHU	07721895	Managing Director	0	
SANJAY CHOUDHURI	09085139	Director	0	
RAVI KOTA	07090704	Nominee director	0	
AMIT BANSAL	10372580	Additional director	0	10/05/2024
ANAND KUMAR JHA	09027552	Director	0	
SUDIP PRADHAN	09399509	Director	0	
PRIYAMBADA KUMAR	09406006	Director	0	
SANJAY CHOUDHURI	ABSPC1198A	CFO	0	
CHIRANJEEB SHARMA	AGZPS0901P	Company Secretary	0	

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

7

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)
ANAND KUMAR JHA	09027552	Additional director	16/05/2023	Appointment
SANJAY CHOUDHURI	09085139	Director	19/08/2023	Change in designation
ANAND KUMAR JHA	09027552	Director	19/08/2023	Change in designation
RAJENDRA KUMAR	05149486	Director	01/10/2023	Cessation
AMIT BANSAL	10372580	Additional director	02/11/2023	Appointment
SUBRAMONEY LAKSHMI	09009335	Director	07/11/2023	Cessation
RAVI KOTA	07090704	Nominee director	07/11/2023	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
30th Annual General Meeting	19/08/2023	10	7	100
Extra-Ordinary General Meeting	12/02/2024	10	8	100

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2023	8	6	75
2	14/07/2023	8	6	75
3	03/08/2023	8	7	87.5
4	28/08/2023	8	6	75
5	16/10/2023	7	6	85.71
6	07/11/2023	8	8	100
7	20/12/2023	8	8	100
8	30/01/2024	8	6	75
9	12/02/2024	8	7	87.5
10	04/03/2024	8	8	100
11	28/03/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

18

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	24/04/2023	3	3	100
2	Audit Committee	19/05/2023	3	3	100
3	Audit Committee	14/07/2023	3	3	100
4	Audit Committee	03/08/2023	3	3	100
5	Audit Committee	16/10/2023	3	3	100
6	Audit Committee	07/11/2023	3	3	100
7	Audit Committee	30/01/2024	3	3	100
8	Audit Committee	12/02/2024	3	3	100
9	Audit Committee	27/03/2024	3	3	100
10	Nomination and Remuneration Committee	03/08/2023	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	30/08/2024
								(Y/N/NA)
1	RANJIT RATH	11	11	100	0	0	0	Yes
2	BHASKAR JY	11	11	100	15	15	100	Yes
3	SANJAY CHO	11	11	100	6	6	100	Yes
4	RAVI KOTA	6	4	66.67	0	0	0	No
5	AMIT BANSAL	6	5	83.33	0	0	0	Not Applicable
6	ANAND KUMAR	11	9	81.82	3	3	100	No
7	SUDIP PRADHAN	11	11	100	18	18	100	Yes
8	PRIYAMBADA	11	11	100	18	18	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	BHASKAR JYOTI P	Managing Direct	8,459,006.78	0	0	0	8,459,006.78
2	SANJAY CHOUDHI	Director Finance	6,331,732.82	0	0	0	6,331,732.82
	Total		14,790,739.6	0	0	0	14,790,739.6

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	CHIRANJEEB SHA	Company Secre	6,126,727.32	0	0	0	6,126,727.32
	Total		6,126,727.32	0	0	0	6,126,727.32

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDIP PRADHAN	Independent Dir	0	0	0	1,460,000	1,460,000
2	PRIYAMBADA KUM	Independent Dir	0	0	0	1,440,000	1,440,000
	Total		0	0	0	2,900,000	2,900,000

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

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 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:

- 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

Digitally signed by
Bhaskar Jyoti Phukan
Date: 2024.08.13
11:04:46 +05'30'

DIN of the director

07*1*9*

To be digitally signed by

Digitally signed by
Chiranjeeb Sharma
Date: 2024.08.13
11:05:20 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

7*5*

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

NRL_Shareholding_31-03-2024.pdf

MGT-8_23-24.pdf

Details of Committee Meetings.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