

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

L17100WB1923PLC004628

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCK4197J

(ii) (a) Name of the company

GLOSTER LIMITED

(b) Registered office address

21, STRAND ROAD
KOLKATA
Kolkata
West Bengal
700001



(c) *e-mail ID of the company

ajay@glosterjute.com

(d) *Telephone number with STD code

03322309601

(e) Website

www.glosterjute.com

(iii) Date of Incorporation

02/01/1923

(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	1
2	THE CALCUTTA STOCK EXCHANGE LIMITED	3

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(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	C2	Textile, leather and other apparel 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	GLOSTER LIFESTYLE LIMITED	U18100WB2011PLC159678	Subsidiary	100
2	GLOSTER SPECIALITIES LIMITED	U18109WB2011PLC159677	Subsidiary	100

3	GLOSTER NUVO LIMITED	U17299WB2020PLC236120	Subsidiary	100
4	NETWORK INDUSTRIES LIMITED	U70100WB1989PLC046577	Subsidiary	100
5	FORT GLOSTER INDUSTRIES LIMITED	U17232WB1890PLC000627	Subsidiary	100

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	27,500,000	10,943,260	10,943,260	10,943,260
Total amount of equity shares (in Rupees)	275,000,000	109,432,600	109,432,600	109,432,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	27,500,000	10,943,260	10,943,260	10,943,260
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	275,000,000	109,432,600	109,432,600	109,432,600

(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	102,666	5,368,964	5471630	54,716,300	54,716,300	
Increase during the year	99,921	5,377,373	5477294	54,772,940	54,772,940	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	99,921	5,371,709	5471630	54,716,300	54,716,300	
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	5,664	5664	56,640	56,640	
Increase in demat holding						
Decrease during the year	5,664	0	5664	56,640	56,640	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	
iv. Others, specify	5,664	0	5664	56,640	56,640	
Decrease in physical holding						
At the end of the year	196,923	10,746,337	10943260	109,432,600	109,432,600	
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

INE350Z01018

(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)	
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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			
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	Surname	middle name	first name
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Ledger Folio of Transferee	
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Transferee's Name			
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	
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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			
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
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

6,979,558,000

(ii) Net worth of the Company

9,944,628,730

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	4,602,486	42.06	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)	3,345,452	30.57	0	
10.	Others	0	0	0	
	Total	7,947,938	72.63	0	0

Total number of shareholders (promoters)

14

(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	1,088,518	9.95	0	
	(ii) Non-resident Indian (NRI)	14,167	0.13	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	1,594,248	14.57	0	
4.	Banks	13,642	0.12	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)	136,100	1.24	0	
10.	Others IEPF, Unclaimed Shares, Trusts	148,647	1.36	0	
	Total	2,995,322	27.37	0	0

Total number of shareholders (other than promoters)

8,740

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

8,754

**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	14	14
Members (other than promoters)	5,045	8,740
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	1	1	1	1	6.87	14.43
B. Non-Promoter	1	5	1	5	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	4	0	4	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	6	2	6	6.87	14.43

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)
PUSHPA DEVI BANGUR 	00695640	Director	1,579,272	25/04/2023
HEMANT BANGUR	00040903	Managing Director	752,278	
DHARAM CHAND BAHUGUNA 	00040953	Managing Director	0	
PRABIR RAY	00698779	Director	0	
SATYENDRA NATH BHATTACHARYA 	06758088	Director	0	
ROHIT BIHANI	00179927	Director	0	
PRITI PANWAR	08072073	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ISHANI RAY	08800793	Director	0	
AJAY KUMAR AGARWAL	ACLP A0064F	CFO	1,854	
AYAN DATTA	BIAPD7620Q	Company Secretary	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)
AJAY KUMAR AGARWAL	ACLP A0064F	Company Secretary	01/12/2022	Cessation
AYAN DATTA	BIAPD7620Q	Company Secretary	01/12/2022	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

2

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	08/08/2022	5,228	41	16.86
Extra Ordinary General Meeting	02/12/2022	7,343	36	35.15

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	12/05/2022	8	8	100
2	08/08/2022	8	8	100
3	07/11/2022	8	8	100
4	04/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

12

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	12/05/2022	5	5	100
2	Audit Committee	08/08/2022	5	5	100
3	Audit Committee	07/11/2022	5	5	100
4	Audit Committee	04/02/2023	5	5	100
5	Nomination and Remuneration	12/05/2022	4	4	100
6	Nomination and Remuneration	07/11/2022	4	4	100
7	Nomination and Remuneration	04/02/2023	4	4	100
8	Stakeholders Forum	12/05/2022	4	4	100
9	Stakeholders Forum	08/08/2022	4	4	100
10	Stakeholders Forum	07/11/2022	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	
								(Y/N/NA)
1	PUSHPA DEV	4	4	100	1	1	100	
2	HEMANT BAN	4	4	100	11	11	100	
3	DHARAM CHA	4	4	100	1	1	100	
4	PRABIR RAY	4	4	100	11	11	100	
5	SATYENDRA	4	4	100	11	11	100	
6	ROHIT BIHAN	4	4	100	8	8	100	
7	PRITI PANWA	4	4	100	5	5	100	
8	ISHANI RAY	4	4	100	4	4	100	

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	HEMANT BANGUR	EXECUTIVE CH	17,766,000	20,000,000	0	0	37,766,000
2	DHARAM CHAND	MANAGING DIR	25,773,333	15,000,000	0	0	40,773,333
	Total		43,539,333	35,000,000	0	0	78,539,333

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	AJAY KUMAR AGA	CFO	6,505,000	0	0	0	6,505,000
2	AYAN DATTA	COMPANY SEC	480,533	0	0	0	480,533
	Total		6,985,533	0	0	0	6,985,533

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	PUSHPA DEVI BAN	NON EXECUTIV	0	700,000	0	80,000	780,000
2	SATYENDRA NATH	INDEPENDENT	0	700,000	0	190,000	890,000
3	PRABIR RAY	INDEPENDENT	0	700,000	0	190,000	890,000
4	PRITI PANWAR	NON EXECUTIV	0	700,000	0	120,000	820,000
5	ISHANI RAY	INDEPENDENT	0	700,000	0	120,000	820,000
6	ROHIT BIHANI	INDEPENDENT	0	700,000	0	150,000	850,000
	Total		0	4,200,000	0	850,000	5,050,000

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

SWEETY KAPOOR

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5738

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. ...

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dated

07/11/2022

(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

00040953

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

43557

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

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