

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

L01409WB1982PLC034590

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACI6487L

(ii) (a) Name of the company

IFB AGRO INDUSTRIES LTD.

(b) Registered office address

PLOT NO -IND-5 SECTOR-1EAST CALCUTTA TOWNSHIP
KOLKATA
West Bengal
700107
India



(c) *e-mail ID of the company

ritesh_agarwal@ifbglobal.com

(d) *Telephone number with STD code

03339849675

(e) Website

www.ifbagro.in

(iii) Date of Incorporation

19/02/1982

(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 (BSE)	1
2	NATIONAL STOCK EXCHANGE (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U74140WB1994PTC062959

Pre-fill

Name of the Registrar and Transfer Agent

CB MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

P-22 BONDAL ROAD.
KOLKATA

(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

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM will be held on 29th July, 2022.

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	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

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	IFB AGRO MARINE (FZE)		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	12,000,000	9,367,111	9,367,111	9,367,111
Total amount of equity shares (in Rupees)	120,000,000	93,671,110	93,671,110	93,671,110

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	12,000,000	9,367,111	9,367,111	9,367,111
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	120,000,000	93,671,110	93,671,110	93,671,110

(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	417,809	8,949,302	9367111	93,671,110	93,671,110	
Increase during the year	0	5,663	5663	0	0	0
i. Pubic 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 Dematerialized during the year	0	5,663	5663			
Decrease during the year	5,663	0	5663	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 Dematerialized during the year	5,663		5663			
At the end of the year	412,146	8,954,965	9367111	93,671,110	93,671,110	
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

(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

06/08/2021

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
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**

22,772,500,000

(ii) Net worth of the Company

5,027,800,000

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	239,824	2.56	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)	5,848,856	62.44	0	
10.	Others	0	0	0	
	Total	6,088,680	65	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	2,268,206	24.21	0	
	(ii) Non-resident Indian (NRI)	75,287	0.8	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	95,850	1.02	0	
7.	Mutual funds	9,000	0.1	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	766,860	8.19	0	
10.	Others Foreign Portfolio Investors, +	63,228	0.68	0	
	Total	3,278,431	35	0	0

Total number of shareholders (other than promoters)

12,064

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

12,073

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

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**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	9	9
Members (other than promoters)	10,906	12,064
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	0.01	2.54
B. Non-Promoter	1	5	2	6	0	0

(i) Non-Independent	1	1	2	1	0	0
(ii) Independent	0	4	0	5	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	3	7	0.01	2.54

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

17

(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)
BIJON BHUSHAN NAG 	00756995	Director	237,509	
BIKRAMJIT NAG	00827155	Whole-time director	1,000	
MANOJ KUMAR VIJAY 	00075792	Director	0	
AMITABHA KUMAR NA 	00117546	Director	0	
HARI RAM AGARWAL 	00256614	Director	0	
ARUP KUMAR BANER. 	00336225	Whole-time director	0	
MALAYKUMAR MOHIN 	00408084	Additional director	0	
AMITABHA MUKHOPA 	01806781	Managing Director	0	
SUDIP KUMAR MUKHE 	02764262	Director	0	
RUNU CHAKRABORTY 	08463092	Director	0	
RAHUL CHOUDHARY 	ACNPC5556A	CFO	0	
RITESH AGARWAL	ACIPA3327Q	Company Secretar	0	
SANTANU GHOSH	ADKPG2089E	CEO	0	
DEBASIS GHOSH	ADUPG4113H	CEO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RANA CHATTERJEE	ABVPC4232G	CFO	0	
SOUMITRA CHAKRABORTY	ACZPC8570E	CEO	0	
SIDDHARTHA BASU	AFMPB4732P	CFO	0	

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

4

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)
MALAYKUMAR MOHIN	00408084	Additional director	30/12/2021	Appointment
AMITABHA MUKHOPADHYAY	01806781	Additional director	01/11/2021	Appointment
ARUP KUMAR BANERJEE	00336225	Whole-time director	01/11/2021	Change in designation
AMITABHA MUKHOPADHYAY	01806781	Managing Director	01/11/2021	Change in designation

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	06/08/2021	12,056	58	66

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2021	8	7	87.5
2	17/06/2021	8	7	87.5
3	09/08/2021	8	7	87.5
4	06/10/2021	8	7	87.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	01/11/2021	8	7	87.5
6	17/01/2022	10	10	100
7	31/01/2022	10	9	90
8	31/03/2022	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held

16

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	31/01/2022	3	3	100
2	Audit Committee	17/01/2022	3	3	100
3	Audit Committee	01/11/2021	3	3	100
4	Audit Committee	09/08/2021	3	3	100
5	Audit Committee	17/06/2021	3	3	100
6	Nomination and Remuneration	17/06/2021	3	3	100
7	Nomination and Remuneration	29/10/2021	3	3	100
8	Nomination and Remuneration	30/12/2021	3	3	100
9	Stakeholder Relationship	29/06/2021	3	3	100
10	Stakeholder Relationship	06/08/2021	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	
								(Y/N/NA)
1	BIJON BHUSHAN	8	1	12.5	0	0	0	
2	BIKRAMJIT N.	8	8	100	0	0	0	

3	MANOJ KUMAR	8	8	100	11	11	100	
4	AMITABHA KUMAR	8	8	100	12	12	100	
5	HARI RAM AGARWAL	8	8	100	10	10	100	
6	ARUP KUMAR BANERJEE	8	8	100	4	0	0	
7	MALAYKUMAR MOHANTY	3	3	100	0	0	0	
8	AMITABHA MUKHERJEE	3	3	100	2	1	50	
9	SUDIP KUMAR MUKHERJEE	8	8	100	9	9	100	
10	RUNU CHAKRABORTY	8	8	100	2	2	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

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BIJON BHUSHAN MUKHERJEE	Director	0	0	0	25,000	25,000
2	BIKRAMJIT NAG	Wholetime Director	14,922,031	0	0	0	14,922,031
3	ARUP KUMAR BANERJEE	Wholetime Director	27,847,830	0	0	0	27,847,830
4	AMITABHA MUKHERJEE	Managing Director	6,409,592	0	0	0	6,409,592
5	AMITABHA KUMAR BANERJEE	Director	0	0	0	370,000	370,000
6	HARI RAM AGARWAL	Director	0	0	0	370,000	370,000
7	MANOJ KUMAR VIJAYAN	Director	0	0	0	330,000	330,000
8	SUDIP KUMAR MUKHERJEE	Director	0	0	0	360,000	360,000
9	MALAYKUMAR MOHANTY	Additional Director	0	0	0	95,000	95,000
10	RUNU CHAKRABORTY	Director	0	0	0	240,000	240,000
	Total		49,179,453	0	0	1,790,000	50,969,453

Number of CEO, CFO and Company secretary whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAHUL CHOUDHARY	CFO	8,934,635				8,934,635

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	RITESH AGARWAL	COMPANY SEC	6,186,858				6,186,858
3	SANTANU GHOSH	CEO-DISTILLER	5,492,460				5,492,460
4	DEBASIS GHOSH	CEO-IMIL	5,841,189				5,841,189
5	SOUMITRA CHAKR	CEO-MARINE	4,972,881				4,972,881
6	RANA CHATTERJEE	CFO-ALCOHOL	4,984,486				4,984,486
	Total		36,412,509	0	0		36,412,509

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

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 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

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

C. COMMITTEE MEETINGS

Sl. No.	Type of Meeting	Date of Meeting	Total Number of directors associated as on the date of meeting	Attendance	
				Number of directors	% of attendance
11	Stakeholder Relationship Committee	29-10-2021	3	3	100
12	Stakeholder Relationship Committee	17-01-2022	3	3	100
13	CSR Committee	22-07-2021	3	3	100
14	CSR Committee	31-03-2022	3	3	100
15	Risk Management Committee	06-12-2021	3	3	100
16	Risk Management Committee	22-03-2021	4	4	100

ANNEXURE-II

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

Sl. No	Name of the KMP	Designation	Gross Salary (Rs.)
7.	Siddhartha Basu	CFO- MARINE	46,59,716.