

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

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

U70100WB1986GOI041286

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT9760B

(ii) (a) Name of the company

THE BRAITHWAITE BURN AND

(b) Registered office address

27, R. N. Mukherjee Road
Modi Building
Kolkata
Kolkata
West Bengal
700001

(c) *e-mail ID of the company

nkmishra@bbjconst.com

(d) *Telephone number with STD code

03322485841

(e) Website

https://www.bbjconst.com

(iii) Date of Incorporation

17/09/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

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[Signature]

नवीन कुमार मिश्रा / Navin Kumar Mishra
कंपनी सचिव / Company Secretary
दि ब्रेथवेट बर्न एण्ड जेसप कंस्ट्रक्शन कंपनी लिमिटेड
The Braithwaite Burn and Jessop Construction Co. Ltd.
27, आर. एन. मुखर्जी रोड, कोलकाता - 700 001
27, R. N. Mukherjee Road, Kolkata- 700 001

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/09/2019

(b) Due date of AGM 30/09/2019

(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	F	Construction	F2	Roads, railways, Utility projects	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	3,481,000	1,208,605	1,208,605	1,208,605
Total amount of equity shares (in Rupees)	3,481,000,000	1,208,605,000	1,208,605,000	1,208,605,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	3,481,000	1,208,605	1,208,605	1,208,605

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Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of equity shares (in rupees)	3,481,000,000	1,208,605,000	1,208,605,000	1,208,605,000

(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	1,208,605	1,208,605,000	1,208,605,000	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0

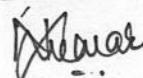
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viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	1,208,605	1,208,605,000	1,208,605,000	
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	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	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

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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

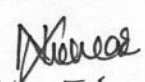
Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

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

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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

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(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	61,462	1000	61,462,000
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			4,060,591,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			4,122,053,000

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	66,462,000	0	5,000,000	61,462,000
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

1,196,555,000

(ii) Net worth of the Company

2,176,758,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	1,208,603	100	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)	0	0	0	
10.	Others	0	0	0	
	Total	1,208,605	100	0	0

Total number of shareholders (promoters)

3

(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	

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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)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

3

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	3	3
Members (other than promoters)	0	0
Debenture holders	1	1

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

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A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	2	3	2	3	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	2	3	2	3	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	3	2	3	0	0

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

7

(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)
SUNDAR BANERJEE	06862063	Managing Director	0	
RITENDRA KUMAR MI	02616837	Director	0	
SUNIL KUMAR SINGH	08043768	Director	0	
BELA BANERJEE	07047271	Director	0	03/06/2019
TAPAS KUMAR CHATT	07578870	Director	0	03/06/2019
GORACHAND JASH	AERPJ3103L	CFO	0	
NAVIN KUMAR MISHR.	AIQPM3388P	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)
SADHAN KUMAR BHA	AEEP2966G	Company Secretar	31/01/2019	CESSATION
NAVIN KUMAR MISHR.	AIQPM3388P	Company Secretar	01/02/2019	APPOINTMENT

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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	25/09/2018	3	2	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/06/2018	5	5	100
2	01/09/2018	5	5	100
3	25/09/2018	5	5	100
4	21/12/2018	5	5	100
5	15/03/2019	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

10

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	26/06/2018	4	4	100
2	AUDIT COMM	01/09/2018	4	4	100
3	AUDIT COMM	25/09/2018	4	4	100
4	AUDIT COMM	21/12/2018	4	4	100
5	AUDIT COMM	15/03/2019	4	4	100
6	REMUNERAT	26/06/2018	3	3	100
7	REMUNERAT	01/09/2018	3	3	100

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[Signature]

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
8	REMUNERAT	25/09/2018	3	3	100
9	CSR COMMIT	21/12/2018	3	3	100
10	CSR COMMIT	15/03/2019	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	30/09/2019
								(Y/N/NA)
1	SUNDAR BAN	5	5	100	3	3	100	Yes
2	RITENDRA KI	5	5	100	10	10	100	Yes
3	SUNIL KUMAI	5	5	100	8	8	100	Yes
4	BELA BANER	5	5	100	10	10	100	No
5	TAPAS KUMA	5	5	100	10	10	100	No

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	SUNDAR BANERJE	Chairman & Mar	2,961,288	0	0	0	2,961,288
2	RITENDRA KUMAR	Director (Financ	2,057,325	0	0	0	2,057,325
	Total		5,018,613	0	0	0	5,018,613

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GORACHAND JAS	CHIEF FINANC	2,536,676	0	0	0	2,536,676
2	SADHAN KUMAR E	COMPANY SEC	3,267,220	0	0	0	3,267,220

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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	NAVIN KUMAR MISHRA	COMPANY SECRETARY	917,711	0	0	0	917,711
	Total		6,721,607	0	0	0	6,721,607

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	BELA BANERJEE	INDEPENDENT	0	0	0	100,000	100,000
2	TAPAS KUMAR CHAKRABORTY	INDEPENDENT	0	0	0	100,000	100,000
	Total		0	0	0	200,000	200,000

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

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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

SUBRAT KUMAR ACHARYA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5903

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.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... B-145.05 dated 30/08/2019

(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

SUNDAR BANERJEE
Digitally signed by SUNDAR BANERJEE
Date: 2019.12.08 16:34:31 +05'30'

DIN of the director

06862063

To be digitally signed by

NAVIN KUMAR MISHRA
Digitally signed by NAVIN KUMAR MISHRA
Date: 2019.12.08 15:28:04 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

13148

Certificate of practice number

Certified Copy

Navin Kumar

नवीन कुमार मिश्रा / Navin Kumar Mishra
कंपनी सचिव / Company Secretary
दि ब्रेथवेट बर्न एण्ड जेसप कंस्ट्रक्शन कंपनी लिमिटेड
The Braithwaite Burn and Jessop Construction Co. Ltd.
27, आर. एन. मुखर्जी रोड, कोलकाता - 700 001
27, R. N. Mukherjee Road, Kolkata- 700 001

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

MGT-8 2018-19.pdf
List of Shareholders 2018-19 Annual Return

Remove attachment

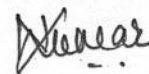
Modify

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

Certified Copy

नवीन कुमार मिश्रा / Navin Kumar Mishra
कंपनी सचिव / Company Secretary
दि ब्रेथवैट बर्न एण्ड जेसप कंस्ट्रक्शन कंपनी लिमिटेड
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दि ब्रेथवेट बर्न एण्ड जेसप कंस्ट्रक्शन कंपनी लिमिटेड
THE BRAITHWAITE BURN AND JESSOP
CONSTRUCTION COMPANY LIMITED
(भारत सरकार का उपक्रम)
(A GOVT. OF INDIA ENTERPRISE)

GRAM : 'BEESEJAY' CAL
PHONE : 2248-5841-44
FAX : 0091-33-22103961
E-MAIL : bbjproj@vsnl.net
info@bbjconst.com
Website : www.bbjconst.com

पंजीकृत कार्यालय 27, राजेन्ध्र नाथ मुखर्जी रोड, कोलकाता - 700 001
Regd. Office : 27, Rajendra Nath Mukherjee Road
P.O. Box No. 264, Kolkata - 700 001
CIN NO. U70100WB1986GO1041286

SHAREHOLDERS' & DEBENTUREHOLDERS' DETAILS (LIST)

(AS ON 31ST MARCH, 2019)

PATTERN OF HOLDING SHARES & DEBENTURES BY THE GOVERNMENT OF INDIA

LIST OF SHAREHOLDERS OF THE BRAITHWAITE BURN AND JESSOP CONSTRUCTION CO. LTD.	
NAME OF THE SHAREHOLDERS	NUMBER OF EQUITY SHARES OF RUPEES 1,000/- EACH
1. THE PRESIDENT OF INDIA	1208603 EQUITY SHARES
2. SOUMYEN NANDI	1 EQUITY SHARE -
3. SWAPAN BANDYOPADHYAY	1 EQUITY SHARE
TOTAL	1208605 EQUITY SHARES

LIST OF DEBENTUREHOLDERS OF THE BRAITHWAITE BURN AND JESSOP CONSTRUCTION CO. LTD.	
NAME OF THE DEBENTUREHOLDER	FACE VALUE OF DEBENTURE
1. THE PRESIDENT OF INDIA	ZERO RATE DEBENTURE OF TOTAL VALUE OF RUPEES 6,14,62,000
TOTAL	RUPEES 6,14,62,000

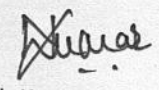
// Certified Copy //

for THE BRAITHWAITE BURN & JESSOP CONSTRUCTION CO. LTD.


(Navin Kumar Mishra)
COMPANY SECRETARY

नवीन कुमार मिश्रा / Navin Kumar Mishra
कंपनी सचिव / Company Secretary
दि ब्रेथवेट बर्न एण्ड जेसप कंस्ट्रक्शन कंपनी लिमिटेड
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नवीन कुमार मिश्रा / Navin Kumar Mishra
कंपनी सचिव / Company Secretary
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AS Acharya S. K. & Associates

COMPANY SECRETARIES

Shree Sati Business Centre, 7/1 A, Grant Lane, 1st Floor, Room No. 17 & 18, Kolkata - 700 012
Ph. : 2225-7760/61/63, Extn. : 252, Mob. : 98307 19480, Fax : 2225-7765. (033) 4008 4631 (Direct)
E-mail: subrat_1232001@yahoo.com/subrat_1232001@rediffmail.com

Form No.MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

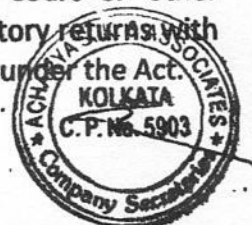
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of M/s. **THE BRAITHWAITE BURN AND JESSOP CONSTRUCTION COMPANY LIMITED (The Company CIN: U70100WB1986GOI041286)** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31/03/2019. It is the responsibility of the Company to prepare and maintain the relevant necessary records under the Companies Act, 2013 and other applicable laws. My responsibility is to carry out an examination, on the basis of my professional judgment so as to award a reasonable assurance of the correctness and completeness of the records for the purpose of this certificate. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Status under the Act-The Company is an Unlisted Private Union Government Company limited by shares.
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore-The company has maintained all the statutory Registers /records and has made all entries therein.
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time-The company has filed all the statutory returns with normal and/or additional fees as applicable which are required to be filed under the Act.

Certified Copy

नवीन कुमार मिश्रा / Navin Kumar Mishra
कंपनी सचिव / Company Secretary
दि ब्रेथवैट बर्न एंड जेसप कंस्ट्रक्शन कंपनी लिमिटेड
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4. Calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. During the year under review there were 5 (Five) Meetings of the Board of Directors respectively held on 29/06/2018, 01/09/2018, 25/09/2018, 21/12/2018 and 15/03/2019 and continued on 16/03/2019. There were 5 meetings of the Audit Committee respectively held on 29/06/2018, 01/09/2018, 25/09/2018, 21/12/2018 and 15/03/2019. Further there were 2 CSR Committee Meetings held on 01/09/2018 and 15/03/2019 and 3 Remuneration Committee meetings held on 29/06/2018, 25/09/2018 and 21/12/2018. In terms of Govt. Order by DHI, Smt Bela Banerjee Former member (Tech) Railway Claims Tribunal and Shri Tapas Kumar Chatterjee Advocate, Hon'ble High Court at Kolkata were appointed as the Independent Directors of the company for the period of 3 years from the date of Govt. Order i.e. 03/06/2017.

5. Closure of Register of Members- The register of Members and Share Transfer Books of the Company are not required to be closed since the status of the company is private.

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act- Not applicable The Company has not made any advance to its Directors and/or firms or companies under section 185 of the Companies Act, 2013 during the period under review.

7. Contracts/arrangements with related parties as specified in section 188 of the Act- The company has not entered into any contract/arrangement/transaction with related parties during the year under review which could be considered material in accordance with the provisions of related party transaction referred to in section 188(1) of the Companies Act, 2013.

However Routine transactions covered under Related Party as disclosed in the Financial Statement are as under: Remuneration was paid to Mr. Sundar Banerjee, Chairman cum Managing Director, Mr. Ritendra Kumar Mitra, Director (Finance).

8. The Company has not issued or allotted or bought back or redeemed any shares, debentures or other securities during the financial year. Further, there was no alteration or reduction of share capital / conversion of shares / securities and issue of any security certificates during the financial year. However Zero rated debentures are pending for allotment due to non-receipt of terms governing the issue. Company is required to repay the ZRD in equal yearly instalment of Rs. 50 lakh.

Certified Copy
नवीन कुमार मिश्रा / Navin Kumar Mishra
कंपनी सचिव / Company Secretary
दि ब्रेथवैट बर्न एण्ड जेसप कंस्ट्रक्शन कंपनी लिमिटेड
The Braithwaite Burn and Jessop Construction Co. Ltd.
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ACHARYA S. K. & ASSOCIATES

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9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

10. The Company has declared dividend during the year under review and there is no unpaid/ unclaimed dividend/other amounts required to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act.

11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4)and(5) thereof;- The Audited financial statements and the reports of Directors were signed in accordance with provisions of section 134 of the Act.

12. Constitution/appointment/reappointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them - In terms of the sections 2(51) and 203 of the Companies Act, 2013 read with the Companies(Appointment and Remuneration of Managerial Personnel) Rules 2014, Shri Navin Kumar Mishra took charge as the Company Secretary of the company with effect from 01/02/2019 vice Shri Sadhan Kumar Bhattacharya, who superannuated as the Company Secretary on close of the business on 31/01/2019.

13. appointment/reappointment/filling up casual vacancy of auditors as per the provisions of section 139 of the Act: M/s. ARSK & Co. Chartered Accountants, Kolkata were reappointed as the statutory Auditors of the company for the Financial Year 2018-19 as recommended by Comptroller and Auditor General of India (CAG)

14. The Company was not required to obtain any approvals of the Central Government, Tribunal, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.

15. Acceptance/Renewal/Repayment of the Deposits. - Not Applicable.

16. Borrowing from Directors, members, Public Financial Institutions, Banks and Others and Creation/modification/satisfaction of charge in that respect.-The Company has not made borrowings from any Financial Institutions or Banks during the period under review hence the Company has not created /modified/satisfied any charge during the period under review.

17. Loans and Investments or Guarantees given or providing of securities to other body corporate or persons falling under the provisions of section 186 of the Act.-Not Applicable

नवीन कुमार मिश्रा / Navin Kumar Mishra

कंपनी सचिव / Company Secretary

दि ब्रेथवेट बर्न एण्ड जेसप कंस्ट्रक्शन कंपनी लिमिटेड

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18. Alteration of the provisions of the memorandum and/or Articles of Association of the company- The Company has not altered the provisions of its Memorandum and Articles of Association during the year under review.

For ACHARYA S.K. & ASSOCIATES
Company Secretaries



(SUBRAT KUMAR ACHARYA)
Proprietor
FCS 6013 C.P. No. 5903
UDIN NO: F006013A000220370
Place: Kolkata
Date: 08.11.2019



Certified Copy


नवीन कुमार मिश्रा / Navin Kumar Mishra
कंपनी सचिव / Company Secretary
दि ब्रेथवैट बर्न एण्ड जेसप कंस्ट्रक्शन कंपनी लिमिटेड
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