

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : G90130360

Service Request Date : 21/06/2018

Payment made into : ICICI Bank

Received From :

Name : Manjunatha Reddy M
Address : LegalMonk Advisors Private Limited
No 9, Manjushree, 3rd Floor, West Link Road Malleshwaram
Bangalore, Karnataka
India - 560003

Entity on whose behalf money is paid

CIN: U26942AP2000PLC050415
Name : ZUARI CEMENT LIMITED
Address : Krishna Nagar
Yerragutla, Andhra Pradesh
YERRAGUNTLA, Andhra Pradesh
India - 516311

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2017	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - ICICI Bank

Received Payment Rupees: Six Hundred Only

Note --The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

ZCL MGT-7 - Annual Returns

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

U26942AP2000PLC050415

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACZ1270E

(ii) (a) Name of the company

ZUARI CEMENT LIMITED

(b) Registered office address

Krishna Nagar
Yerragutla, Andhra Pradesh
YERRAGUNTLA
Andhra Pradesh
516311

(c) *e-mail ID of the company

lrneelakanta@zcltd.com

(d) *Telephone number with STD code

08041194408

(e) Website

www.zuaricements.com

(iii) Date of Incorporation

16/02/2000

(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

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date 01/01/2017 (DD/MM/YYYY) To date 31/12/2017 (DD/MM/YYYY)

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

(a) If yes, date of AGM 14/05/2018

(b) Due date of AGM 30/06/2018

(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	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

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

*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Ciments Francais		Holding	96.91
2	Gulbarga Cement Limited	U26941KA2007PLC054428	Subsidiary	21
3	Sitapuram Power Limited	U40109TG2005PLC046893	Subsidiary	51

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	300,000,000	274,961,400	274,961,400	274,961,400
Total amount of equity shares (in Rupees)	3,000,000,000	2,749,614,000	2,749,614,000	2,749,614,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	300,000,000	274,961,400	274,961,400	274,961,400
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,000,000,000	2,749,614,000	2,749,614,000	2,749,614,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	140,000,000	0	0	0
Total amount of preference shares (in rupees)	1,400,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	140,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,400,000,000	0	0	0

(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	274,961,400	2,749,614,000	2,749,614,000	

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
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	
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	274,961,400	2,749,614,000	2,749,614,000	
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

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	<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) *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			1,524,420,956
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			5,190,519,662
Deposit			0
Total			6,714,940,618

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

20,331,384,000

(ii) Net worth of the Company

14,854,441,000

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	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	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)	274,961,400	100	0	
10.	Others	0	0	0	
	Total	274,961,400	100	0	0

Total number of shareholders (promoters)

7

(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	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)**

7

**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	7	7
Members (other than promoters)	0	0
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	2	3	1	4	0	0
B. Non-Promoter	0	2	0	2	0	0
(i) Non-Independent	0	0	0	0	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	1	6	0	0

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

(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)
KEVIN GERARD GLUS	07413549	Director	0	
AKILA KRISHNAKUMA	06629992	Director	0	
RAMAKRISHNAN RAM	00680202	Director	0	
JUAN FRANCISCO DE	07318811	Director	0	
SOEK PENG SIM	06958955	Director	0	
JAMSHED NAVAL COC	01527371	Managing Director	0	
SUSHIL KUMAR TIWARI	03265246	Additional director	0	
LAGADAMANE RAMAK	AAPPN7565C	Company Secretary	0	
KALEPALLI VARAPRASAD	AHLPK0690E	CFO	0	02/04/2018

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

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)
KRISHNA SRIVASTAV	03159151	Whole-time director	29/07/2017	Cessation
SUSHIL KUMAR TIWARI	03265246	Additional director	28/07/2017	Appointment
KEVIN GERARD GLUS	07413549	Additional director	15/05/2017	Change in designation
JUAN FRANCISCO DE	07318811	Additional director	15/05/2017	Change in designation
SOEK PENG SIM	06958955	Additional director	15/05/2017	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	15/05/2017	7	7	100

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/01/2017	7	6	85.71428571
2	09/02/2017	7	7	100
3	25/05/2017	7	6	85.71428571
4	28/07/2017	8	5	62.5
5	27/10/2017	7	6	85.71428571
6	21/12/2017	7	4	57.14285714

C. COMMITTEE MEETINGS

Number of meetings held

7

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	09/02/2017	3	3	100
2	AUDIT COMM	25/05/2017	3	3	100
3	AUDIT COMM	28/07/2017	3	2	66.66666667
4	AUDIT COMM	27/10/2017	3	3	100
5	CORPORATE	09/02/2017	4	4	100
6	CORPROATE	28/07/2017	4	3	75
7	NOMINATION	28/07/2017	3	2	66.66666667

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	
1	KEVIN GERALD	6	4	66.66666667	7	5	71.42857143	No
2	AKILA KRISHNA	6	5	83.33333333	7	4	57.14285714	No
3	RAMAKRISHNA	6	6	100	7	7	100	No
4	JUAN FRANCISCO	6	4	66.66666667	0	0	0	No
5	SOEK PENG	6	4	66.66666667	0	0	0	No
6	JAMSHED NARAYAN	6	6	100	2	2	100	Yes
7	SUSHIL KUMAR	3	2	66.66666667	0	0	0	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KRISHNA SRIVASTAVA	WHOLE TIME DIRECTOR	7,283,000	0	0	0	7,283,000
	Total		7,283,000	0	0	0	7,283,000

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	KALEPALLI VARAF	CHIEF FINANC	6,992,000	0	0	0	6,992,000
2	L.R. NEELAKANTA	COMPANY SEC	5,286,000	0	0	0	5,286,000
	Total		12,278,000	0	0	0	12,278,000

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	AKILA KRISHNAKL	DIRECTOR	0	0	0	900,000	900,000
2	RAMAKRISHNAN F	DIRECTOR	0	0	0	1,300,000	1,300,000
	Total		0	0	0	2,200,000	2,200,000

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

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

Sudhindra K.S.

Whether associate or fellow

Associate Fellow

Certificate of practice number

8190

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

JAMSHED
NAVAL
COOPER

DIN of the director

01527371

To be digitally signed by

LAGADAMANE
RAMAKRISHNA
BHAT
NEELAKANTA

Company Secretary

Company secretary in practice

Membership number

7674

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

Attach
Attach
Attach
Attach

List of attachments

LIST OF SHAREHOLDERS.pdf MGT 8 ZCL 2017.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