

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	<input type="text" value="L65921GA1967PLC000157"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AAACZ0306P"/>							
(ii) (a) Name of the company	<input type="text" value="ZUARI INDUSTRIES LIMITED"/>							
(b) Registered office address	<input type="text" value="JAI KISAAN BHAWAN , ZUARINAGAR NA
NA
Goa
403726
India"/>							
(c) *e-mail ID of the company	<input type="text" value="ig.zgl@adventz.com"/>							
(d) *Telephone number with STD code	<input type="text" value="01244827800"/>							
(e) Website	<input type="text" value="www.zuariindustries.in"/>							
(iii) Date of Incorporation	<input type="text" value="12/05/1967"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
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	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	The National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U45400GA2013PLC007383

Pre-fill

Name of the Registrar and Transfer Agent

ZUARI FINSERV LIMITED

Registered office address of the Registrar and Transfer Agents

JAI KISAAN BHAVAN,
ZUARI NAGAR

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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,	79.96
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	3.71
3	L	Real Estate	L1	Real estate activities with own or leased property	16.33

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	ZUARI INFRAWORLD INDIA LIM +	U45309KA2007PLC043161	Subsidiary	100
2	INDIAN FURNITURE PRODUCTS +	U72200TN2000PLC089255	Subsidiary	72.45
3	SIMON INDIA LIMITED	U74899DL1995PLC071074	Subsidiary	100
4	ZUARI MANAGEMENT SERVICE +	U74900GA2006PLC004921	Subsidiary	100
5	ZUARI INTERNATIONAL LIMITE +	U51100GA1995PLC001942	Subsidiary	100
6	ZUARI FINSERV LIMITED	U45400GA2013PLC007383	Subsidiary	100
7	ZUARI INSURANCE BROKERS LI +	U66010GA2003PLC003185	Subsidiary	100
8	FORTE FURNITURE PRODUCTS +	U36999TN2017PTC114302	Joint Venture	50
9	ZUARI ENVIEN BIOENERGY PRIV +	U24290HR2022PTC105523	Joint Venture	50
10	Zuari Infra Middle East Limited +		Subsidiary	0
11	Zuari Infracore SJM propertie +		Subsidiary	0
12	ZUARI AGRO CHEMICALS LIMITE +	L65910GA2009PLC006177	Associate	32.08
13	Burj District Development Limi +		Joint Venture	50
14	TEXMACO INFRASTRUCTURE & +	L70101WB1939PLC009800	Associate	30.83
15	NEW EROS TRADECOM LIMITE +	U51909WB2009PLC139640	Associate	45.05
16	MANGALORE CHEMICALS AND +	L24123KA1966PLC002036	Associate	0.26
17	ZUARI IAV PRIVATE LIMITED	U11202GA2000PTC002869	Joint Venture	50

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	155,000,000	29,789,235	29,789,235	29,781,184
Total amount of equity shares (in Rupees)	1,550,000,000	297,892,350	297,892,350	297,811,840

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Fully Paid Up Equity Shares				
Number of equity shares	155,000,000	29,789,235	29,789,235	29,781,184
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,550,000,000	297,892,350	297,892,350	297,811,840

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	180,750,000	11,774,114	11,774,114	11,774,114
Total amount of preference shares (in rupees)	1,807,500,000	117,741,140	117,741,140	117,741,140

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	180,750,000	11,774,114	11,774,114	11,774,114
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,807,500,000	117,741,140	117,741,140	117,741,140

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	209,360	29,571,824	29781184	297,811,840	297,811,840	
Increase during the year	0	0	0	0	0	0
i. Public 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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	209,360	29,571,824	29781184	297,811,840	297,811,840	
Preference shares						
At the beginning of the year	0	11,774,114	11774114	117,741,140	117,741,140	
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	11,774,114	11774114	117,741,140	117,741,140	

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		<input type="text"/>	
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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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	2,000	1000000	2,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			2,000,000,000

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	2,775,000,000	2,000,000,000	2,775,000,000	2,000,000,000
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

7,146,480,000

(ii) Net worth of the Company

27,104,681,000

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	1,656,121	5.56	159,680	1.36
	(ii) Non-resident Indian (NRI)	327,402	1.1	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	7,442,806	24.99	5,652,400	48.01
10.	Others Foreign Body Corporate	7,491,750	25.16	0	0
	Total	16,918,079	56.81	5,812,080	49.37

Total number of shareholders (promoters)

19

(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	9,676,212	32.49	0	0
	(ii) Non-resident Indian (NRI)	206,102	0.69	0	0
	(iii) Foreign national (other than NRI)	3	0	0	0
2.	Government				
	(i) Central Government	10,955	0.04	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	2,310	0.01	0	0
5.	Financial institutions	75,150	0.25	0	0
6.	Foreign institutional investors	460,748	1.55	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,610,156	5.41	5,962,034	50.64
10.	Others Trust,LLP, HUF, Clearing Me	821,469	2.76	0	0

	Total	12,863,105	43.2	5,962,034	50.64
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Total number of shareholders (other than promoters)

27,429

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

27,448

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

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GYMKHANA PARTNER	CITIBANK N.A. CUSTODY SERVICES			436,500	

**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	19	19
Members (other than promoters)	27,921	27,429
Debenture holders	23	23

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	1.32
B. Non-Promoter	2	4	2	4	0	0
(i) Non-Independent	2	0	2	0	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	0	1.32

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)
Saroj Kumar Poddar	00008654	Director	1,533,446	
Jyotsna Poddar	00055736	Director	71,621	
Athar Shahab	01824891	Managing Director	0	
Alok Saxena	08640419	Whole-time director	0	
Suneet Shriniwas Mahajan	00420952	Director	0	
Manju Gupta	00124974	Director	0	
Sushil Kumar Roongta	00309302	Director	0	
Vijay Vyankatesh Parashar	00237398	Director	0	
Nishant Dalal	AKEPD3815G	CFO	0	
Rakesh Kumar Singh	AXCPS2654K	Company Secretary	0	

(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)
Laxman Aggarwal	AIGPA8408C	Company Secretary	10/11/2023	Cessation
Rakesh Kumar Singh	AXCPS2654K	Company Secretary	11/11/2023	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

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	28/09/2023	27,494	44	25.08

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	25/05/2023	8	8	100
2	14/08/2023	8	7	87.5
3	26/09/2023	8	8	100
4	10/11/2023	8	7	87.5
5	13/02/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

11

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	25/05/2023	4	4	100
2	Audit Committee	03/07/2023	4	4	100
3	Audit Committee	14/08/2023	4	4	100
4	Audit Committee	10/11/2023	4	3	75
5	Audit Committee	15/01/2024	4	4	100
6	Audit Committee	13/02/2024	4	3	75
7	Stakeholders'	25/05/2023	3	3	100
8	Nomination and	25/05/2023	3	2	66.67
9	Nomination and	14/08/2023	3	3	100
10	Nomination and	10/11/2023	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	
1	Saroj Kumar F	5	5	100	3	2	66.67	
2	Jyotsna Podda	5	5	100	0	0	0	
3	Athar Shahab	5	5	100	8	8	100	
4	Alok Saxena	5	5	100	1	1	100	
5	Suneet Shriv	5	4	80	5	5	100	
6	Manju Gupta	5	3	60	1	1	100	
7	Sushil Kumar	5	5	100	11	11	100	
8	Vijay Vyankate	5	5	100	10	10	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	Athar Shahab	Managing Director	26,271,000	0	0	1,650,000	27,921,000
2	Alok Saxena	Whole-time Director	6,872,000	0	0	545,000	7,417,000
	Total		33,143,000	0	0	2,195,000	35,338,000

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	Nishant Dalal	Chief Financial Officer	4,885,168				4,885,168
2	Laxman Aggarwal	Company Secretary	2,398,898				2,398,898
3	Rakesh Kumar Singh	Company Secretary	2,001,825				2,001,825
	Total		9,285,891	0	0	0	9,285,891

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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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 Attachment(s), if any

List of attachments

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

