

**MINISTRY OF CORPORATE AFFAIRS****RECEIPT****G.A.R.7****SRN :** F42580274**Service Request Date :** 11/11/2022**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:** U26941KA2007PLC054428**Name :** GULBARGA CEMENT LIMITED**Address :** Adventz Centre, # 28, 2nd & 3rd Floor, Cubbon Road

shivajinagar

bangalore, Karnataka

India - 560001

**Full Particulars of Remittance****Service Type:** eFiling

<b>Service Description</b>	<b>Type of Fee</b>	<b>Amount(Rs.)</b>
Fee for Form MGT-7 for the financial year ending on 2022	Normal	600.00
<b>Total</b>		<b>600.00</b>

**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)

# 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 (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

U26941KA2007PLC054428

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCG9864B

(ii) (a) Name of the company

GULBARGA CEMENT LIMITED

(b) Registered office address

Adventz Centre, # 28, 2nd & 3rd Floor, Cubbon Road  
shivajinagar  
bangalore  
Bangalore  
Karnataka  
560001

(c) \*e-mail ID of the company

arjun.dutta@zcltd.com

(d) \*Telephone number with STD code

01244503795

(e) Website

www.zuaricements.com

(iii) Date of Incorporation

30/10/2007

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

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,	0

## 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
1	ZUARI CEMENT LIMITED	U26942AP2000PLC050415	Holding	21.45

## 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	108,000,000	104,880,532	104,880,532	104,880,532
Total amount of equity shares (in Rupees)	1,080,000,000	1,048,805,320	1,048,805,320	1,048,805,320

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	108,000,000	104,880,532	104,880,532	104,880,532
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,080,000,000	1,048,805,320	1,048,805,320	1,048,805,320

**(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)	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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	82,383,846	22,496,686	104880532	1,048,805,3	1,048,805,	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	82,383,846	22,496,686	104880532	1,048,805,3	1,048,805,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	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		13/09/2021	
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	<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
<b>Total</b>			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

0

(ii) Net worth of the Company

3,275,908,000

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)	104,880,532	100	0	
10.	Others	0	0	0	
	<b>Total</b>	104,880,532	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	

	<b>Total</b>	0	0	0	0
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**Total number of shareholders (other than promoters)**

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

**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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	0	5	0	5	0	0
(i) Non-Independent	0	5	0	5	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	0	5	0	5	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)
JAMSHED NAVAL COC	01527371	Director	0	
KEVIN GERARD GLUS	07413549	Director	0	
JUAN FRANCISCO DE	07318811	Director	0	
SOEK PENG SIM	06958955	Director	0	
SUNDARAM SRINIVAS	07103135	Director	1	18/07/2022
VIMAL KUMAR CHOUH	ACLPC8882D	CFO	0	
SHRINIVAS HARAPAN	ABWPH6667B	Company Secretar	1	04/04/2022
VEMULA SIVAKUMAR	AHRPV3315R	Manager	0	

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

1

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)
SHRINIVAS HARAPAN	ABWPH6667B	Company Secretar	01/04/2021	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

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 MEETI	13/09/2021	7	7	100

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2021	5	5	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	22/07/2021	5	5	100
3	19/10/2021	5	5	100
4	08/02/2022	5	5	100

### C. COMMITTEE MEETINGS

Number of meetings held

0

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					

### 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	JAMSHED NA	4	4	100	0	0	0	Yes
2	KEVIN GERALD	4	4	100	0	0	0	No
3	JUAN FRANCISCO	4	4	100	0	0	0	Yes
4	SOEK PENG	4	4	100	0	0	0	Yes
5	SUNDARAM	4	4	100	0	0	0	Not Applicable

### 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	VEMULA SIVAKUMAR	MANAGER	1,271,162	0	0	55,899	1,327,061
	Total		1,271,162	0	0	55,899	1,327,061

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

0

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

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  Yes  No  
provisions of the Companies Act, 2013 during the year

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

JAMSHED  
NAVAL  
COOPER  
Digitally signed by  
JAMSHED NAVAL  
COOPER  
Date: 2022.11.10  
16:46:07 +05'30'

DIN of the director

#### To be digitally signed by

ARJUN  
DUTTA  
Digitally signed by  
ARJUN DUTTA  
Date: 2022.11.10  
16:46:13 +05'30'

- 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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

GCL-List of Shareholders as on 31 March : GCL-MGT-8-21-2022.pdf GCL-Transfer of shares.pdf
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**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**



### XIII. List of Shareholders and Debenture Holders

Gulbarga Cement Limited  
CIN: U26941KA2007PLC054428  
Registered Office  
Adventz Centre, 2<sup>nd</sup> Floor,  
No. 28, Cubbon Road,  
Bengaluru - 560001,  
Karnataka, India  
Tel.: +91 80 41194408  
Fax: +91 80 40302844 / 88  
Website: [www.zuaricements.com](http://www.zuaricements.com)  
Email id: [arjun.dutta@zcltd.com](mailto:arjun.dutta@zcltd.com)

1] Ledger Folio of Share / Debenture Holder / Other Security Holder -

Share / Debenture Holder / Other Security Holder's full Name : **ZUARI CEMENT LIMITED**  
Type of Share / Debenture / other Security : **Equity**  
Number of Shares/ Debentures Held / Other securities held : **22496686**  
Amount per Share : **Rs. 10/-**  
Address : **Adventz Centre**  
Town / City : **2<sup>nd</sup> Floor, No. 28, Cubbon Road**  
District : **Bangalore**  
State : **Karnataka**  
Country : **India**  
Pin Code : **560001**

2] Ledger Folio of Share / Debenture Holder / Other Security Holder -

Share / Debenture Holder / Other Security Holder's full Name : **COMPAGNIE POUR L'INVESTISSEMENT FINANCIER EN INDE**  
Type of Share / Debenture / other Security : **Equity**  
Number of Shares/ Debentures Held / Other securities held : **82383841**  
Amount per Share : **Rs. 10/-**  
Address : **Les Technodes**  
Town / City : **Guerville**  
District :  
State :  
Country : **France**  
Pin Code : **78930**

3] Ledger Folio of Share / Debenture Holder / Other Security Holder -

Share / Debenture Holder / Other Security Holder's full Name : **Zuari Cement Limited  
Jointly with Anil Kumar Sharma**  
Type of Share / Debenture / other Security : **Equity**  
Number of Shares/ Debentures Held / Other securities held : **1**  
Amount per Share : **Rs. 10/-**  
Address : **2<sup>nd</sup> Floor, Plot No. 68,**  
Town / City : **Sector 44**  
District : **Gurugram**  
State : **Haryana**  
Country : **INDIA**  
Pin Code : **122002**





## 4] Ledger Folio of Share / Debenture Holder / Other Security Holder -

Share / Debenture Holder / Other Security Holder's full Name	: Zuari Cement Limited Jointly with Trivikram Dasu
Type of Share / Debenture / other Security	: Equity
Number of Shares/ Debentures Held / Other securities held	: 1
Amount per Share	: Rs. 10/-
Address	: Adventz Centre, 2 <sup>nd</sup> Floor
Town / City	: No. 28, Cubbon Road
District	: Bangalore
State	: Karnataka
Country	: INDIA
Pin Code	: 560001

## 5] Ledger Folio of Share / Debenture Holder / Other Security Holder -

Share / Debenture Holder / Other Security Holder's full Name	: Zuari Cement Limited Jointly with S. Sundaram
Type of Share / Debenture / other Security	: Equity
Number of Shares/ Debentures Held / Other securities held	: 1
Amount per Share	: Rs. 10/-
Address	: Adventz Centre, 2 <sup>nd</sup> Floor
Town / City	: No. 28, Cubbon Road
District	: Bangalore
State	: Karnataka
Country	: INDIA
Pin Code	: 560001

## 6] Ledger Folio of Share / Debenture Holder / Other Security Holder -

Share / Debenture Holder / Other Security Holder's full Name	: Zuari Cement Limited Jointly with Shrinivas Harapanahalli
Type of Share / Debenture / other Security	: Equity
Number of Shares/ Debentures Held / Other securities held	: 1
Amount per Share	: Rs. 10/-
Address	: 2 <sup>nd</sup> Floor, Plot No. 68
Town / City	: Sector - 44
District	: Gurugram
State	: Haryana
Country	: INDIA
Pin Code	: 122002



7] Ledger Folio of Share / Debenture Holder / Other Security Holder -

Share / Debenture Holder / Other Security Holder's full Name	: Zuari Cement Limited Jointly with Sachindranath V.K.
Type of Share / Debenture / other Security	: Equity
Number of Shares/ Debentures Held / Other securities held	: 1
Amount per Share	: Rs. 10/-
Address	: Adventz Centre, 2 <sup>nd</sup> Floor
Town / City	: No. 28, Cubbon Road
District	: Bangalore
State	: Karnataka
Country	: INDIA
Pin Code	: 560001

for GULBARGA CEMENT LIMITED

*Arjun Dutta*  
*10/11/2022*  
Arjun Dutta (ACS-57728)  
Company Secretary  
Email ID - [arjun.dutta@zcltd.com](mailto:arjun.dutta@zcltd.com)  
Official Address-2nd Floor, Plot No, 68,  
Sector-44, Gurugram, Haryana-122002



**Clarification for Point No “iii” regarding details of shares/debentures transfers since the closure date of last financial year (or in the case of first return at any time since the incorporation of the Company).**

S.No	Name of the Transferor	Ledger folio of Transferor	Name of the Transferee	Ledger folio of Transferee	No of Equity shares	Date of Registration of Transfer
1.	Zuari Cement Limited Jointly with Mr. L.R. Neelakanta	30	Zuari Cement Limited Jointly with Mr. Shrinivas Harapanahalli	41	1	28/05/2021

for **GULBARGA CEMENT LIMITED**

*Arjun Dutta*  
*10/11/2022*  
**Arjun Dutta (ACS-57728)**  
 Company Secretary  
 Email ID - [arjun.dutta@zcltd.com](mailto:arjun.dutta@zcltd.com)  
 Official Address-2nd Floor, Plot No, 68,  
 Sector-44, Gurugram, Haryana-122002



**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**

**Name of the Company** : **GULBARGA CEMENT LIMITED**

**CIN** : **U26941KA2007PLC054428**

**Registered Address of the Company: Adventz Centre, # 28, 2<sup>nd</sup> Floor, Cubbon Road**  
**Shivajinagar, Bangalore KARNATAKA 560001 INDIA**

**AUTHORISED SHARE CAPITAL** : **RS. 1,080,000,000/-**

**PAID UP SHARE CAPITAL** : **RS. 1,048,805,320/-**

I have examined the registers, records and books and papers of **GULBARGA CEMENT LIMITED (the Company CIN-U26941KA2007PLC054428)** as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on 31<sup>st</sup> March 2022. 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:

A. the Annual Return as prepared by the Company in Form MGT-7 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 thereunder in respect of:

1. its status under the Act; The Company is a subsidiary of Zuari Cements Limited, a public unlisted Company incorporated in India vide CIN U26942AP2000PLC050415 dated 16<sup>th</sup> February 2000 and the Company has not commenced any commercial business operations and is in the process of setting up a Greenfield Cement Plant of 3 Mtpa.
2. maintenance of registers / records and making entries therein as and when required within the time prescribed therefor;

The Company has kept and maintained all Registers / Records as stated in Annexure-A to this Certificate, as per the provisions of the Act and all entries therein have been made / recorded within the time prescribed therefor.

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 / beyond the prescribed time:

- (i) The Company is regular in filing forms and returns either with or without additional fees with Registrar of Companies, Karnataka.

There were no occasions or events which require filing Forms /application to the Central Government, the Tribunal, Court or other authorities during the year under review.

- 4. (i) 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, 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;
- (ii) The Company had called / convened and held the Meetings of the Members of the Company as stated in the Annual Return in respect of which Meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed.
- (iii) The Company had not constituted any Committee of the Board of Directors of the Company and hence, calling / convening / holding Meetings of such Committees and recording of proceedings thereto in the Minute Book/Registers does not arise.
- (iii) *The Company has not passed circular resolutions/resolution through postal ballot during the year under review.*

*The Company has not conducted Meetings of Committee of Board of Directors during the year under review and the Company has represented that Amended Sub-rule (2) of Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, exempts unlisted public companies which are joint ventures, wholly owned subsidiaries, and dormant companies from the requirement of appointment of Independent Directors. Similarly, amended Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, exempts unlisted Public Companies from the constitution of Audit Committee and Nomination and Remuneration Committee.*

The Company represented that, constitution of Corporate Social Responsibility Committee is not applicable since the Company has not commenced any commercial production and not generated revenue.

- 5. Closure of Register of Members / Security holders, as the case may be (As per the information provided by the Company, the Company was not required to close the Register of Members).
- 6. The Company has not advanced / loans to its directors and / or persons or firms or companies referred in section 185 of the Act;
- 7. Contracts / arrangements with related parties as specified in section 188 of the Act;

The Company has complied with the provisions of related party transaction as per Section 188 of the Act. The Company has represented that, all the transactions entered into between the Company and related parties for the financial year ended 31<sup>st</sup> March 2022 were in the Ordinary Course Business and on the Arm's length basis. Further details of RPT's transaction are reflected as a part of notes to financial statement for the year ended 31.03.2022. The Company has represented that All the transactions entered into between the Company and its related parties for the financial year ended 31 March 2022 were in the ordinary course of business and on an arms' length basis. During the year under review, the Company has not entered into any related party transaction exceeding the threshold limit provided under the Companies Act, 2013 / Rules made thereunder and details of transactions entered into by the Company with the related parties are given in the notes to the accounts at note no. 26 titled "Related Party disclosure and Related Party Transactions.

8. the Company has not carried out any event / transactions in respect of issue or allotment or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares/ securities and issue of security certificates.
9. the Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend /other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

(As per the information provided by the Company, there has been no transactions / event which calls for compliances)

11. The Company has complied with 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;
12. Constitution / appointment / re-appointments / retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:

There were no changes in constitution of Board of Directors .

Mr. V. Sivakumar was reappointed as the Manager in the 14<sup>th</sup> Annual General Meeting held on 13 September 2021 for a period of 3 years w.e.f. 08 February 2021. Mr. Shrinivas Harapanahalli has resigned from the position of Company Secretary and he was relieved from his service w.e.f. 04 April 2022

The Company has paid remuneration of INR 1,327,061/- to Mr. V Sivakumar, Manager of the Company during the year under review.

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; Not Applicable.

The Company at its 14<sup>th</sup> Annual General Meeting held on 13 September 2021 had appointed M/s S.N Dhawan & Co. LLP, Chartered Accountants as the statutory Auditors to hold the office from the conclusion of 14<sup>th</sup> Annual General Meeting until the conclusion of 19<sup>th</sup> Annual General Meeting (FY 2021—22 to FY 2025-26).

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

There were no occasions or events which require filing Forms/application to the Central Government, the Tribunal, Court or other authorities during the year under review.

15. acceptance/ renewal/ repayment of deposits;(As per the information provided by the Company, there has been no transactions/event which calls for compliances during the year under review).
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; As on 31 March 2022, the aggregate loan amount borrowed by Company and repayable to Zuari Cement Limited was Rs. 13212.92 lakhs comprising principal amount of 7248.69 lakhs and accrued interest of Rs. 5964.23 lakhs (net of TDS).
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;(As per the information provided by the Company, (There has been no transactions/event which calls for compliances during the year under review).
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. (As per the information provided by the Company, there has been no transactions/event which calls for compliances during the year under review).
19. The Company has represented that it has complied with Secretarial Standards as prescribed under Institute of Company Secretaries of India and has Risk Management Policy.

SUDHINDRA  
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KUTISHVARLU SHESHAGIRI  
Date: 2022.11.10 14:41:10 +05'30'

SHESHAGIRI Signature:  
Sudhindra K S  
B.com. FCS, LLB, RP  
FCS 7909, CP No 8190  
UDIN: F007909D001610831

Place: Bengaluru

Date: 10<sup>th</sup> November 2022

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s)

Annexure A:

List of Statutory Registers/Documents maintained by the Company:

SL No	Section	Registers/Documents
1	56	Register of Shares Transfer
2	85	Register of Charges
3	88(1)(a)	Register of Members in Form MGT-1
4	118	Minutes of Board and General Meetings
5	128	Books of Accounts
6	170	Register of Directors and Key Managerial Personnel and their shareholding.
7	186(9)	Register of Loans, guarantee, security and acquisition made by the Company.
8	189(1)	Register of contracts with Related Party and contracts with bodies in which Directors are interested in Form MBP-4.

SUDHINDRA KUTISHVARLU  
SHESHAGIRI  
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SUDHINDRA KUTISHVARLU  
SHESHAGIRI  
Date: 2022.11.10 14:41:29  
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Signature:  
Sudhindra K S  
B.com. FCS, LLB, RP  
FCS 7909, CP No 8190  
UDIN: F007909D001610831

Place: Bengaluru  
Date: 10<sup>th</sup> November 2022