

# 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

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

L26941GJ1956PLC000840

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAHF55211J

(ii) (a) Name of the company

SAURASHTRA CEMENT LIMITED

(b) Registered office address

NR RAILWAY STATIONRANAVAV  
RANAVAV  
Gujarat  
360560  
India

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

scl-mum@mehtagroup.com

(d) \*Telephone number with STD code

02266365444

(e) Website

www.saurashtracementlimited.com

(iii) Date of Incorporation

11/06/1956

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2018

(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

7

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	PRANAY HOLDINGS LIMITED	U67120GJ1992PLC098525	Subsidiary	100
2	PRACHIT HOLDINGS LIMITED	U67120GJ1992PLC098469	Subsidiary	100

3	RIA HOLDINGS LIMITED	U67120GJ1992PLC098470	Subsidiary	100
4	REETI INVESTMENTS PRIVATE L +	U65990GJ1992PLC098526	Subsidiary	100
5	AGRIMA CONSULTANTS INTER +	U74210MH1988PLC047543	Subsidiary	100
6	GUJARAT SIDHEE CEMENT LIM +	L26940GJ1973PLC002245	Associate	20.46
7	VILLA TRADING COMPANY PRI +	U51900MH1994PTC076992	Associate	20.46

#### 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	195,000,000	69,206,334	69,191,065	69,191,065
Total amount of equity shares (in Rupees)	1,950,000,000	692,063,340	691,910,650	691,910,650

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	195,000,000	69,206,334	69,191,065	69,191,065
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,950,000,000	692,063,340	691,910,650	691,910,650

###### (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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	69,191,065	691,910,650	691,910,650	
<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	69,191,065	691,910,650	691,910,650	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	

<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	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	
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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

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
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			171,529,234
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			<b>171,529,234</b>

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
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

5,920,070,627

(ii) Net worth of the Company

3,286,375,223

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	4,787,748	6.91960443	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)	46,297,653	66.91276251	0	
10.	Others	0	0	0	
	<b>Total</b>	51,085,401	73.83	0	0

**Total number of shareholders (promoters)**

30

**(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	11,102,537	16.04620047	0	
	(ii) Non-resident Indian (NRI)	238,881	0.34524834	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	191,337	0.27653426	0	
4.	Banks	151,650	0.2191757	0	
5.	Financial institutions	272,737	0.39417951	0	
6.	Foreign institutional investors	51,810	0.07487961	0	
7.	Mutual funds	1,250	0.00180659	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,095,462	8.80960858	0	
10.	Others	0	0	0	
	<b>Total</b>	18,105,664	26.17	0	0

**Total number of shareholders (other than promoters)**

12,505

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

12,535

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

5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Capston Capital Partners	4th Floor, 19 Bank Street Cybercity			50,000	0.07
Buchanan Partners Limited	Citi Bank N.A. Sultanally's Business I			1,660	0
Fledgeling Nominees	Citi Bank N.A. Sultanally's Business I			50	0
Morgan Stanley Asset	C/o Stock Holdings Corp. of India I			50	0
Morgan Stanley Asset	C/o Stock Holdings Corp. of India I			50	0

**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	30	30
Members (other than promoters)	11,440	12,505
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>	1	3	1	3	0.02	0.12
<b>B. Non-Promoter</b>	1	8	1	8	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	8	0	8	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>	<b>2</b>	<b>11</b>	<b>2</b>	<b>11</b>	<b>0.02</b>	<b>0.12</b>

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

15

**(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)
Mahendra Nanjibhai Me	00632865	Director	28,480	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Jay Mahendra Mehta	00152072	Managing Director	14,630	
Hemang Dharendra Meh	00146580	Director	51,534	
Hemnabh Ranvir Khata	02390064	Director	0	
M. N. Rao	00027131	Director	0	
S. V. S. Raghavan	00111019	Director	0	
B. P. Deshmukh	00002357	Director	0	
K. N. Bhandari	00026078	Director	0	
Jayant N Godbole	00056830	Director	0	
Bimal R Thakkar	00087404	Director	0	
P. K. Behl	00653859	Director	0	
Bhagyam Ramani	00107097	Director	0	
M. S. Gilotra	00152190	Managing Director	0	
Rakesh Mehta	ACEPM7900P	CFO	0	
Sonali Sanas	AZKPS6776Q	Company Secretar	0	

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

0

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)

**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
AGM	26/07/2017	11,301	53	77.37

**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	23/05/2017	13	12	92.30769231
2	13/09/2017	13	13	100
3	09/11/2017	13	12	92.30769231
4	08/02/2018	13	13	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	23/05/2017	4	4	100
2	Audit Committee	13/09/2017	4	3	75
3	Audit Committee	09/11/2017	4	3	75
4	Audit Committee	08/02/2018	4	4	100
5	Stakeholders Forum	10/05/2017	3	3	100
6	Stakeholders Forum	21/08/2017	3	3	100
7	Stakeholders Forum	09/11/2017	3	3	100
8	Stakeholders Forum	08/02/2018	3	3	100
9	Nomination & Remuneration	23/05/2017	3	3	100
10	Nomination & Remuneration	08/02/2018	4	4	100

**D. ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on  (Y/N/NA)
		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	Mahendra Nar	4	4	100	0	0	0	
2	Jay Mahendra	4	4	100	5	5	100	
3	Hemang Dhire	4	4	100	0	0	0	
4	Hemnabh Rar	4	4	100	0	0	0	
5	M. N. Rao	4	4	100	6	6	100	
6	S. V. S. Ragh	4	3	75	6	5	83.33333333	
7	B. P. Deshmul	4	4	100	0	0	0	
8	K. N. Bhandar	4	4	100	5	4	80	
9	Jayant N Godl	4	4	100	1	1	100	
10	Bimal R Thakk	4	4	100	7	6	85.71428571	
11	P. K. Behl	4	4	100	0	0	0	
12	Bhagyam Ran	4	4	100	0	0	0	
13	M. S. Gilotra	4	4	100	9	9	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	Jay Mahendra Mehl	Executive Vice C	227.51				227.51
2	M. S. Gilotra	Managing Direct	221.96				221.96
	Total		449.47	0		0	449.47

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	Rakesh Mehta	CFO	74.66				74.66
2	Sonali Sanas	V.P. (Legal) & C	47.85				47.85
	Total		122.51			0	122.51

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

Ragini Chokshi

Whether associate or fellow

Associate  Fellow

Certificate of practice number

1436

**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

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**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**

