

Form No. MGT-7



Form language

English Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L40100MH1989PLC054580

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ZENITH FIBRES LIMITED	ZENITH FIBRES LIMITED
Registered office address	311 Marol Bhavan Marol Co op Industrial Estate Ltd,M V Road J B Nagar Post Andheri East,Marol Naka,Mumbai,Mumbai,Maharashtra,India,400059	311 Marol Bhavan Marol Co op Industrial Estate Ltd,M V Road J B Nagar Post Andheri East,Marol Naka,Mumbai,Mumbai,Maharashtra,India,400059
Latitude details	19.1125	19.1125
Longitude details	72.8828	72.8828

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

PHOTO.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****6C

(c) *e-mail ID of the company

*****a@zenithfibres.com

(d) *Telephone number with STD code

02*****60

(e) Website

www.zenithfibres.com

iv *Date of Incorporation (DD/MM/YYYY)

12/12/1989

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U99999MH1994PTC076534	BIGSHARE SERVICES PRIVATE LIMITED	Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093	INR000001385

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

26/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

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	13	Manufacture of Textiles	99.5
2	D	Electricity, gas, steam and air condition supply	35	Electric power generation, transmission and distribution	0.5

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

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

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

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	6000000.00	3944136.00	3944136.00	3944136.00
Total amount of equity	60000000.00	39441360.00	39441360.00	39441360.00

shares (in rupees)				
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	6000000	3944136	3944136	3944136
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	60000000.00	39441360.00	39441360	39441360

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	110551	3833585	3944136.00	39441360	39441360	
Increase during the year	0.00	12250.00	12250.00	122500.00	122500.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Increase due to physical shares converted in to Demat	0	12250	12250.00	122500	122500	
Decrease during the year	12250.00	0.00	12250.00	122500.00	122500.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
Decrease due to physical shares converted in to Demat	12250	0	12250.00	122500	122500	
At the end of the year	98301.00	3845835.00	3944136.00	39441360.00	39441360.00	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
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

Number of transfers

66

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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

Total				
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(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

521970086.18

ii * Net worth of the Company

564514393.75

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1029792	26.11	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	818300	20.75	0	0.00
10	Others <input type="text"/>				
	Total	1848092.00	46.86	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1830124	46.40	0	0.00
	(ii) Non-resident Indian (NRI)	52998	1.34	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	4500	0.11	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	69938	1.77	0	0.00
10	Others IEPF Clearing Member	138484	3.51		
	Total	2096044.00	53.13	0.00	0

Total number of shareholders (other than promoters)

5080

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

5087.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	865
2	Individual - Male	2362
3	Individual - Transgender	0
4	Other than individuals	1860
	Total	5087.00

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

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	8	7
Members (other than promoters)	4320	5080
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	0	2	0	0.59	0
B Non-Promoter	0	3	0	2	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	3	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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						
Total	2	3	2	2	0.59	0.00

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

5

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SANJEEV RUNGTA	00053602	Whole-time director	2800	
AMAN SANJEEV RUNGTA	03585306	Whole-time director	20570	
RASHMIBEN SAMIRBHAI DESAI	02281570	Director	0	
VIKRAM KRISHNAKUMAR SOMANI	00054310	Director	0	

DHARATI DARPAN BHAVSAR	CHWPS7563R	Company Secretary	0	
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B (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 (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MUKUND BERIWALA	00053669	Director	28/05/2024	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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2024	4653	27	50.61

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2024	5	5	100
2	10/08/2024	4	4	100
3	09/11/2024	4	4	100
4	28/01/2025	4	4	100
5	27/03/2025	4	4	100

C COMMITTEE MEETINGS

Number of meetings held

10

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	18/05/2024	3	3	100
2	Audit Committee	10/08/2024	3	3	100
3	Audit Committee	09/11/2024	3	3	100
4	Audit Committee	28/01/2025	3	3	100
5	Audit Committee	27/03/2025	3	3	100
6	Nomination and Remuneration Committee	10/08/2024	3	3	100
7	Stakeholders Relationship Committee	18/05/2024	3	3	100
8	Stakeholders Relationship Committee	10/08/2024	3	3	100
9	Stakeholders Relationship Committee	09/11/2024	3	3	100
10	Stakeholders Relationship Committee	28/01/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 26/09/2025 (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	AMAN SANJEEV RUNGTA	5	5	100	4	4	100	Yes
2	RASHMIBEN SAMIRBHAI DESAI	5	5	100	10	10	100	Yes
3	VIKRAM KRISHNAKUMAR SOMANI	5	5	100	10	10	100	Yes
4	SANJEEV RUNGTA	5	5	100	6	6	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

A *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	SANJEEV RUNGTA	Whole-time director	5720000	701621		2895000	9316621.00
2	AMAN SANJEEV RUNGTA	Whole-time director	4050000			1925794	5975794.00
	Total		9770000.00	701621.00	0.00	4820794.00	15292415.00

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

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	DHARATI DARPAN BHAVSAR	Company Secretary	762600				762600.00
	Total		762600.00	0.00	0.00	0.00	762600.00

C *Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	MUKUND BERIWALA	Director	0			10000	10000.00
2	RASHMIBEN SAMIRBHAI DESAI	Director	0			50000	50000.00
3	VIKRAM KRISHNAKUMAR SOMANI	Director	0			50000	50000.00
	Total		0.00	0.00	0.00	110000.00	110000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

5087

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Zenith IEPF Transfer 2024-25.pdf
EXPLANATION LETTER F.pdf
MGT-8-2025.pdf

XV 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.

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

I/ We have examined the registers, records and books and papers of ZENITH FIBRES LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein 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;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/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;
- 8 issue or allotment or transfer or transmission 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 in all instances;
- 9 keeping 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;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 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;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 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 ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by



Name

Upendra Shukla

Date (DD/MM/YYYY)

20/12/2025

Place

Mumbai

Whether associate or fellow:

Associate Fellow

Certificate of practice number

1*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

42398

*(b) Name of the Designated Person

DHARATI DARPAN BHAVSAR

Declaration

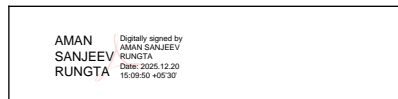
I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

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.

*To be digitally signed by



*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*5*5*0*

***To be digitally signed by**

Dharati
Darpan
Bhavsar

Digitally signed by
Dharati Darpan
Bhavsar
Date: 2025.12.20
15:30:26 +05'30'

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

4*3*8

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB9999275

eForm filing date (DD/MM/YYYY)

20/12/2025

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Form No. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of Zenith Fibres Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the accounting year ended on 31st March, 2025. 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 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 the provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/records and making entries therein 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 *except marginal delay of two days for filing MGT 14 pertaining to passing of resolutions at Board Meeting held on 18/05/2024 and delay of thirteen days for filing CHG-1 pertaining to modification of charge.*
 4. calling/ convening/ holding meetings of the Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including ~~the circular resolutions and resolutions passed by postal ballot, if any,~~ have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members / Security holders, as the case may be;
 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **(Not Applicable)**
 7. contracts/arrangements with related parties as specified in Section 188 of the Act;

...2/-

Date: 17.12.2025

To,
The Registrar of Companies

Subject: Explanation for disclosures made in Form MGT-7

Respected Sir / Madam,

With reference to the filing of **Form MGT-7** for the financial year ended 31.03.2025, we hereby submit the following explanations and clarifications for certain disclosures made in the said form, for your kind consideration:

1. Explanation to Point No. VI – Shareholding Pattern

A. Promoters

1. In the **previous financial year**, the number of promoters was reported after **clubbing PANs of promoter and promoter group shareholders**, in order to ensure consistency with the **shareholding pattern filed with the Stock Exchange**. This was done purely for disclosure alignment purposes and **there was no change in the actual promoter shareholding**.
2. In the **current financial year**, the "Promoters" category has been reported as per the **shareholder list received from the Registrar and Share Transfer Agent ("RTA")**, which has been attached to the **Form MGT-7**.
3. It is further clarified that **ALPHA STITCH-ART PVT. LTD. (PAN: AABC0601J)**, a promoter group of the Company, holds shares through **two separate demat accounts**.
 - Accordingly, while the RTA list reflects **two entries**, the promoter has been **counted only once** for the purpose of determining the total number of promoters.
 - The **aggregate shareholding** of the said promoter across both demat accounts has been **correctly consolidated and reported**.

Hence, while the RTA list reflects **7 promoter entries**, the number of **unique promoters** is **6**, which has been appropriately considered for reporting purposes.

4. Further, certain promoters reflected in the **shareholding pattern filed with the Stock Exchange hold nil shares** as on 31.03.2025.
 - Since the RTA's shareholder list includes **only shareholders with actual holdings**, details of such promoters were **not available in the RTA data**.
 - **Details of all promoters are provided below for completeness**: promoters holding shares are reported as per RTA data, while promoters with nil shareholding are included based on Stock Exchange filings and **excluded from the total promoter count**.



Corporate Office :
103 "Synergy House",
Subhanpura Road,
Vadodara - 390023, Gujarat, (India)
Tele : +91-265-228-3744
E-mail : baroda@zenithfibres.com

Regd. Office :
311, Marol Bhavan,
Marol Co-Op. Ind. Estate Ltd.,
M. V. Road, Andheri (E),
Mumbai - 400059, Maharashtra, (India)
Tele : +91-22-40153860
E-mail : mumbai@zenithfibres.com

Plant :
Block 458, P.O. Tundav,
Taluka : Savli,
District : Vadodara - 391775,
Gujarat, (India)
Tele : +91-8780601186, 8780601179
E-mail : plant@zenithfibres.com

Details of Promoters / Promoter Group Shareholding as on 31.03.2025

Sr No.	Name of Shareholder	Category	Shareholder type	No. Shares	% of Shareholding
1	AARTI B AGGARWAL	Individual	Promoter	2000	0.05
2	SANJEEV RUNGTA	Individual	Promoter	2800	0.07
3	PINKY SANJEEV RUNGTA	Individual	Promoter	1004422	25.47
4	AMAN RUNGTA	Individual	Promoter	20570	0.52
5	ABHISHAKE RUNGTA	Individual	Promoter	0	0.00
6	ASHOK KUMAR RUNGTA HUF	HUF	Promoter	0	0.00
7	MADHURIDEVI RUNGTA	Individual	Promoter	0	0.00
8	PURVI RUNGTA	Individual	Promoter	0	0.00
9	RAJEEV RUNGTA (HUF)	HUF	Promoter	0	0.00
10	RAJEEV RUNGTA	Individual	Promoter	0	0.00
11	VINITA RUNGTA	Individual	Promoter	0	0.00
12	ALPHA STITCH-ART PVT LTD	Body Corporate	Promoter Group	651600	16.52
13	ALPHA OVERSEAS INTERNATIONAL PVT LTD	Body Corporate	Promoter Group	166700	4.23
14	SOUTH PARK PROMOTERS PVT LTD	Body Corporate	Promoter Group	0	0.00
15	CLASSIC STEELS PVT LTD	Body Corporate	Promoter Group	0	0.00
16	GALAXY DEALERS PVT LTD	Body Corporate	Promoter Group	0	0.00
17	VINITA INVESTMENT LTD	Body Corporate	Promoter Group	0	0.00
18	Essare Enterprise Private Limited	Body Corporate	Promoter Group	0	0.00

Total number of shareholders (promoters): 6*

*6 unique promoters (excluding nil shareholding promoters)

B. Public / Other than Promoters

1. In the previous year, the total number of shareholders under this category was reported after clubbing PANs to align with Stock Exchange disclosures.
2. In the current year, the number of shareholders under this category has been reported as per the shareholder list received from the RTA, which is attached to the Form MGT-7.



Breakup of Total Number of Shareholders (Promoters + Other than promoters)

We hereby clarify that the information provided herein is based on the data made available to the Company by its Registrar and Share Transfer Agents ("RTA"), who is responsible for maintaining the Register of Members of the Company. The RTA, being the custodian of the shareholder database, maintains records as per the details furnished by shareholders at the time of allotment or transfer of shares through depositories. The Company has relied on the information available in the Register of Members as maintained by the RTA.

Further, in the **category-wise and gender-wise breakup of shareholders**, where gender-related information was **not available**, such shareholders have been classified under the "**Other than Individuals**" category. Accordingly, this category includes both **body corporates** as well as **individual shareholders for whom gender details are unavailable**.

2. Explanation to Point No. VII – Number of Promoters, Members and Debenture Holders

In the previous year, the total number of promoters and members (other than promoters) was reported after **clubbing the PANs of shareholders** to ensure consistency with the shareholding pattern filed by the Company with the Stock Exchange.

In the current year, the number of promoters and members (other than promoters) have been reported as **per the shareholder list received from the RTA**, which is attached to the Form MGT-7.

3. Explanation to Point No. XVI – Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

We hereby state and clarify that pursuant to the resolution passed by the Board in its meeting held on 09.11.2024, the Company has appointed the following **Designated Persons** under Rule 9(4):

1. **Mrs. Dharati Bhavsar** - Company Secretary
2. **Mr. Aman Rungta** - Whole Time Director Finance

Both the above individuals have been authorised, **jointly and severally**, to act as Designated Persons for the purpose of furnishing and providing information under **Section 89 of the Companies Act, 2013** to the Registrar of Companies or any other authorised authority.

However, the **Form MGT-7** permits the entry of **only one Designated Person** in the relevant fields, namely:

- DIN/PAN/Membership Number of Designated Person
- Name of the Designated Person

Due to this **technical limitation of the form**, the Company has entered the details of **Mrs. Dharati Bhavsar, Company Secretary** in the said fields.



A copy of the said resolution passed by the Board in its meeting held on 09.11.2024 is attached herewith for reference.

We confirm that this is purely a system constraint and that **both individuals have been duly appointed** as Designated Persons by the Board, as recorded in the aforesaid resolution.

Yours faithfully,
For Zenith Fibres Limited



Dharati Bhavsar
Company Secretary



Encl.: As above

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF ZENITH FIBRES LIMITED HELD ON SATURDAY, NOVEMBER 9, 2024 AT 11.30 A.M. AT 28/1 KRISHNA, ARUNODAY SOCIETY, NEAR CROSSWORD, ALKAPURI, VADODARA - 390007, GUJARAT, (INDIA)


Appointment of Designated Person to provide information to the Registrar or any other authorized officer:

"RESOLVED THAT pursuant to Section 89 read with Rule 9 (Declaration in Respect of Beneficial Interest in Any Shares) of the Companies (Management and Administration) Rules, 2014) and Notification issued by the Ministry of Corporate Affairs dated October 27, 2023, either Mr. Aman Rungta, Whole Time Director Finance and/or Mrs. Dharati Bhavsar, Company Secretary of the Company, be and are hereby appointed as Designated Persons of the Company, who will be responsible for providing information and co-operating with the Registrar or any other authorized officer regarding beneficial interest in the Company's shares.

RESOLVED FURTHER THAT Mr. Aman Rungta, Whole Time Director Finance and Mrs. Dharati Bhavsar, Company Secretary of the Company be and are hereby authorized, jointly & severally, to do all incidental matters for the purpose of implementing this resolution.

RESOLVED FURTHER THAT a certified copy of this resolution, duly signed by any of the Directors or Company Secretary of the Company, be forwarded to the concerned authorities, as may be required."

For Zenith Fibres Limited



Dharati Bhavsar
Company Secretary



Date: 21.11.2024
Place: Vadodara

Corporate Office :

103 "Synergy House",
Subhanpura Road,
Vadodara - 390023, Gujarat, (India)
Tele : +91-265-228-3744
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Regd. Office :

311, Marol Bhavan,
Marol Co-Op. Ind. Estate Ltd.,
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E-mail : mumbai@zenithfibres.com

Plant :

Block 458, P.O. Tundav,
Taluka : Savli,
District : Vadodara - 391775,
Gujarat, (India)
Tele : +91-8780601186, 8780601179
E-mail : plant@zenithfibres.com