

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L70100PN1978PLC088972

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACP3590P

(ii) (a) Name of the company

KIRLOSKAR INDUSTRIES LIMITED

(b) Registered office address

Office No. 801, 8th Floor, Cello Platina
Fergusson College Road, Shivajinagar, Pune 411005
Pune
Pune
Maharashtra
411005

(c) *e-mail ID of the company

Ashwini.Mali@kirloskar.com

(d) *Telephone number with STD code

02029704374

(e) Website

www.kil.net.in

(iii) Date of Incorporation

13/06/1978

(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	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(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 11/08/2018

(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	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	100

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

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KIRLOSKAR FERROUS INDUSTRIES LIMITED	L27101PN1991PLC063223	Subsidiary	51.45
2	KIRLOSKAR BROTHERS LIMITED	L29113PN1920PLC000670	Associate	23.91

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	50,000,000	9,708,650	9,708,650	9,708,619
Total amount of equity shares (in Rupees)	500,000,000	97,086,500	97,086,500	97,086,190

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	50,000,000	9,708,650	9,708,650	9,708,619
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	97,086,500	97,086,500	97,086,190

(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
Equity shares				

At the beginning of the year	9,708,619	97,086,190	97,086,190	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	9,708,619	97,086,190	97,086,190	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

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

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<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) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			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**

3,486.38

(ii) Net worth of the Company

79,195.26

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	7,051,534	72.63	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)	16,644	0.17	0	
10.	Others	0	0	0	
	Total	7,068,178	72.8	0	0

Total number of shareholders (promoters)

25

(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	1,025,041	10.56	0	
	(ii) Non-resident Indian (NRI)	21,623	0.22	0	
	(iii) Foreign national (other than NRI)	513	0.01	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	118,176	1.22	0	
4.	Banks	3,110	0.03	0	
5.	Financial institutions	318,110	3.28	0	
6.	Foreign institutional investors	959,607	9.88	0	
7.	Mutual funds	2,750	0.03	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	95,026	0.98	0	
10.	Others IEPF - 32,705, Clearing Mem +	96,485	0.99	0	
	Total	2,640,441	27.2	0	0

Total number of shareholders (other than promoters)

16,844

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

16,869

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Morgan Stanley Asset +	C/O Stock Holding Corp of India Lt +			300	0
Banco Santander New +	C/O The Hongkong & Shanghai Bk +			100	0
Morgan Stanley Asset +	C/O Hongkong & Shanghai Bankin +			25	0
India Capital Fund Lim +	Deutsche Bank AG DB House, Fort +			959,117	9.88
MORGAN STANLEY (FI +	FIFC-11th Flr, G Block, P. C-54 and +			65	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	27	25
Members (other than promoters)	20,420	16,844
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	0	2	0	2	0	0
B. Non-Promoter	1	4	2	6	0	0
(i) Non-Independent	1	1	2	1	0	0
(ii) Independent	0	3	0	5	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	1	6	2	8	0	0

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

12

(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)
Mr. Atul Kirloskar	00007387	Director	1,635,300	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Mahesh Chhabria	00166049	Managing Director	21,907	
Ms. Aditi Chirmule	01138984	Whole-time director	0	
Mr. Nihal Kulkarni	01139147	Director	0	
Mr. Anil Alawani	00036153	Director	2,285	
Mr. Tejas Deshpande	01942507	Director	0	
Mr. Sunil Shah Singh	00233918	Director	0	
Mr. D. Sivanandhan	03607203	Director	0	
Mr. Vinesh Kumar Jairam	00391684	Director	0	
Mr. Ashit Parekh	00821577	Director	0	
Mrs. Jasvandi Deosthale	AFZPD4768C	CFO	0	
Mrs. Ashwini Mali	AHDPP0065G	Company Secretary	0	

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

4

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)
Mr. D. Sivanandhan	03607203	Director	11/05/2017	Appointment
Mr. Vinesh Kumar Jairam	00391684	Director	04/07/2017	Appointment
Mr. Ashit Parekh	00821577	Director	04/07/2017	Appointment
Mr. Mahesh Chhabria	00166049	Director	04/07/2017	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/08/2017	20,355	70	58.54

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2017	8	8	100
2	04/07/2017	10	8	80
3	25/07/2017	10	9	90
4	29/09/2017	10	9	90
5	01/11/2017	10	10	100
6	18/01/2018	10	10	100
7	06/03/2018	10	8	80

C. COMMITTEE MEETINGS

Number of meetings held

13

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	11/05/2017	6	6	100
2	Audit Committee	04/07/2017	6	5	83.33
3	Audit Committee	25/07/2017	6	6	100
4	Audit Committee	29/09/2017	6	5	83.33
5	Audit Committee	01/11/2017	6	6	100
6	Audit Committee	18/01/2018	6	6	100
7	Audit Committee	06/03/2018	6	5	83.33
8	Nomination and Remuneration	11/05/2017	4	4	100
9	Nomination and Remuneration	04/07/2017	5	4	80
10	Nomination and Remuneration	01/11/2017	4	4	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	11/08/2018
								(Y/N/NA)
1	Mr. Atul Kirlos	7	6	85.71	3	3	100	Yes
2	Mr. Mahesh C	7	6	85.71	2	0	0	Yes
3	Ms. Aditi Chirra	7	6	85.71	3	3	100	Yes
4	Mr. Nihal Kulkarni	7	6	85.71	7	6	85.71	Yes
5	Mr. Anil Alawade	7	6	85.71	13	12	92.31	Yes
6	Mr. Tejas Deshpande	7	7	100	7	7	100	Yes
7	Mr. Sunil Shah	7	7	100	13	13	100	Yes
8	Mr. D. Sivanarajan	7	6	85.71	7	6	85.71	Yes
9	Mr. Vinesh Kumar	6	6	100	8	8	100	Yes
10	Mr. Ashit Parekh	6	6	100	0	0	0	Yes

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	Mr. Mahesh Chhabra	Managing Director	14,221,763	11,045,000	0	30,000	25,296,763
2	Ms. Aditi Chirmule	Executive Director	5,769,456	2,000,000	0	0	7,769,456
	Total		19,991,219	13,045,000	0	30,000	0

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	Mrs. Jasvandi Deosai	Chief Financial Officer	2,277,600	0	0	0	2,277,600
2	Mrs. Ashwini Mali	Company Secretary	1,253,880	0	0	0	1,253,880
	Total		3,531,480	0	0	0	0

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Atul Kirloskar	Chairman	0	337,500	0	225,000	562,500
2	Mr. Nihal Kulkarni	Non-Executive M +	0	450,000	0	300,000	750,000
3	Mr. Anil Alawani	Non-Executive M +	0	660,000	0	330,000	990,000
4	Mr. Sunil Shah Singh	Non-Executive I +	0	592,500	0	395,000	987,500
5	Mr. Tejas Deshpande	Non-Executive I +	0	480,000	0	320,000	800,000
6	Mr. D. Sivanandhan	Non-Executive I +	0	462,500	0	255,000	717,500
7	Mr. Vinesh Kumar J	Non-Executive I +	0	670,000	0	335,000	1,005,000
8	Mr. Ashit Parekh	Non-Executive I +	0	270,000	0	180,000	450,000
	Total		0	3,922,500	0	2,340,000	0

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

Mr. Mahesh J. Risbud

Whether associate or fellow

Associate Fellow

Certificate of practice number

185

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

Attach
Attach
Attach
Attach

List of attachments

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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