

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 LIMITE

(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 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 27/08/2020

(b) Due date of AGM 30/09/2020

(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 Lin	L27101PN1991PLC063223	Subsidiary	51.26
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)	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
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	0	0	0	
Nil				
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	0	0	0	
Nil				
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	0	0	0	
Nil				
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	
iv. Others, specify	0	0	0	
Nil				
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**

330,591,584

(ii) Net worth of the Company

8,476,162,575

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)	46,644	0.48	0	
10.	Others	0	0	0	
	Total	7,098,178	73.11	0	0

Total number of shareholders (promoters)

27

(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	1,010,108	10.4	0	
	(ii) Non-resident Indian (NRI)	27,979	0.29	0	
	(iii) Foreign national (other than NRI)	88	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	118,176	1.22	0	
4.	Banks	3,110	0.03	0	
5.	Financial institutions	318,128	3.28	0	
6.	Foreign institutional investors	961,330	9.9	0	
7.	Mutual funds	125	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	71,960	0.74	0	
10.	Others IEPF, Clearing members, Tru	99,437	1.02	0	
	Total	2,610,441	26.88	0	0

Total number of shareholders (other than promoters)

16,593

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

16,620

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

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BANCO SANTANDER N	C/O THE HONGKONG & SHANGHA			100	0.09
INDIA CAPITAL FUND	DEUTSCHE BANK AG DB HOUSE, H			961,205	9.9
MORGAN STANLEY AS	C/O HONGKONG & SHANGHAI BAI			25	0.01

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	27
Members (other than promoters)	16,734	16,593
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	22.91
B. Non-Promoter	2	8	2	8	0.22	0.02
(i) Non-Independent	2	2	2	2	0.22	0.02
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	10	2	10	0.22	22.93

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

14

(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	589,296	
Mr. Anil Alawani	00036153	Director	2,285	
Mr. Vinesh Kumar Jairaj	00391684	Director	0	
Mr. Tejas Deshpande	01942507	Director	0	
Mr. Sunil Shah Singh	00233918	Director	0	
Mr. D. Sivanandhan	03607203	Director	0	
Mr. Ashit Parekh	00821577	Director	0	
Mr. Satish Jamdar	00036653	Director	0	
Mrs. Mrunalini Deshmukh	07092728	Director	0	
Mr. Umesh Shastry	AFHPS4299B	CFO	0	
Mrs. Ashwini Mali	AHDPP0065G	Company Secretary	0	

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

2

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)
Mrs. Jasvandi Deosthale	AFZPD4768C	CFO	16/05/2019	Cessation
Mr. Umesh Shastry	AFHPS4299B	CFO	17/05/2019	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 Meeting	08/08/2019	16,684	70	58.38

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/04/2019	12	12	100
2	16/05/2019	12	11	91.67
3	08/08/2019	12	12	100
4	25/10/2019	12	12	100
5	30/01/2020	12	12	100
6	17/03/2020	12	10	83.33

C. COMMITTEE MEETINGS

Number of meetings held

12

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	16/05/2019	6	5	83.33
2	Audit Committee	08/08/2019	6	6	100
3	Audit Committee	25/10/2019	6	6	100
4	Audit Committee	30/01/2020	6	6	100
5	Nomination and Remuneration	02/04/2019	4	4	100
6	Nomination and Remuneration	16/05/2019	4	4	100
7	Nomination and Remuneration	25/10/2019	4	4	100
8	Nomination and Remuneration	30/01/2020	4	4	100
9	Stakeholders Forum	25/10/2019	3	3	100
10	Corporate Social Responsibility	16/05/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/08/2020
								(Y/N/NA)
1	Mr. Atul Kirlos	6	6	100	4	4	100	Yes
2	Mr. Mahesh C	6	6	100	0	0	0	Yes
3	Ms. Aditi Chirra	6	6	100	4	4	100	Yes
4	Mr. Nihal Kulkarni	6	5	83.33	0	0	0	Yes
5	Mr. Anil Alawade	6	6	100	12	12	100	Yes
6	Mr. Vinesh Kulkarni	6	6	100	4	4	100	Yes
7	Mr. Tejas Deshpande	6	6	100	4	4	100	Yes
8	Mr. Sunil Shah	6	6	100	12	12	100	Yes
9	Mr. D. Sivanarajan	6	5	83.33	4	4	100	Yes
10	Mr. Ashit Parekh	6	6	100	0	0	0	Yes
11	Mr. Satish Jankar	6	6	100	8	8	100	Yes
12	Mrs. Mrunalini	6	5	83.33	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	26,901,116	11,000,000	0	0	37,901,116
2	Ms. Aditi Chirmule	Executive Director	12,707,398	2,000,000	0	0	14,707,398
	Total		39,608,514	13,000,000	0	0	52,608,514

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr. Umesh Shastry	Chief Financial Officer	7,009,258	0	0	0	7,009,258
2	Mrs. Jasvandi Deos	Chief Financial Officer	1,853,882	0	0	0	1,853,882

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Mrs. Ashwini Mali	Company Secre	2,350,143	0	0	0	2,350,143
	Total		11,213,283	0	0	0	11,213,283

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Atul Kirloskar	Chairman	0	340,000	0	340,000	680,000
2	Mr. Anil Alawani	Non-Executive M	0	675,000	0	480,000	1,155,000
3	Mr. Nihal Kulkarni	Non-Executive M	0	200,000	0	200,000	400,000
4	Mr. Vinesh Kumar J	Non-Executive M	0	540,000	0	340,000	880,000
5	Mr. Tejas Deshpand	Non-Executive I	0	440,000	0	440,000	880,000
6	Mr. Sunil Shah Sing	Non-Executive I	0	480,000	0	480,000	960,000
7	Mr. D. Sivanandhan	Non-Executive I	0	475,000	0	275,000	750,000
8	Mr. Ashit Parekh	Non-Executive I	0	540,000	0	340,000	880,000
9	Mr. Satish Jamdar	Non-Executive I	0	640,000	0	540,000	1,180,000
10	Mrs. Mrunalini Desh	Non-Executive I	0	200,000	0	200,000	400,000
	Total		0	4,530,000	0	3,635,000	8,165,000

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

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:

- 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.
- 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

MAHESH RAMCHAND CHHABRIA
Digitally signed by MAHESH RAMCHAND CHHABRIA
 Date: 2020.10.07 11:36:49 +05'30'

DIN of the director

00166049

To be digitally signed by

Ashwini Vijay Mali
Digitally signed by Ashwini Vijay Mali
 Date: 2020.10.07 15:43:01 +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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

SHH.pdf
SHT.pdf
Annual Return Annexure.pdf
MGT 8.pdf

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