

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

L27101PN1991PLC063223

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACK7297E

(ii) (a) Name of the company

KIRLOSKAR FERROUS INDUSTR

(b) Registered office address

13, Laxmanrao Kirloskar Road, Khadki,
Pune 411003, Maharashtra, India

(c) *e-mail ID of the company

mayuresh.gharpure@kirloskar.

(d) *Telephone number with STD code

02066084664

(e) Website

www.kirloskarferrous.com

(iii) Date of Incorporation

10/09/1991

(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

(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 11/08/2020

(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	C	Manufacturing	C7	Metal and metal products	100

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

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KIRLOSKAR INDUSTRIES LIMITED	L70100PN1978PLC088972	Holding	51.26

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	210,000,000	137,821,991	137,821,991	137,821,991
Total amount of equity shares (in Rupees)	1,050,000,000	689,109,955	689,109,955	689,109,955

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	210,000,000	137,821,991	137,821,991	137,821,991
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	1,050,000,000	689,109,955	689,109,955	689,109,955

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	117,000,000	0	0	0
Total amount of preference shares (in rupees)	1,170,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	117,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,170,000,000	0	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	137,649,041	688,245,205	688,245,205	

Increase during the year	172,950	864,750	864,750	7,793,650
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	172,950	864,750	864,750	7,793,650
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	
Others				
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	
Others				
At the end of the year	137,821,991	689,109,955	689,109,955	
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	
Others				
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	0	0	0	
Others				
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	23/07/2019		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<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			830,000,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,282,463,073
Deposit			0
Total			3,112,463,073

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**

18,496,554,246

(ii) Net worth of the Company

7,179,497,411

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	9,139,327	6.63	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)	72,644,495	52.71	0	
10.	Others	0	0	0	
	Total	81,783,822	59.34	0	0

Total number of shareholders (promoters)

28

(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	28,885,287	20.96	0	
	(ii) Non-resident Indian (NRI)	1,545,086	1.12	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	500	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	28,500	0.02	0	
7.	Mutual funds	18,638,246	13.52	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,665,559	1.93	0	
10.	Others IEPF, Clearing Members, Dir	4,274,991	3.1	0	
	Total	56,038,169	40.65	0	0

Total number of shareholders (other than promoters)

49,345

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

49,373

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

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ILF Mauritius				23,500	0.02
Morgan Stanley Dean				5,000	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	28	28
Members (other than promoters)	52,929	49,345
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	2.07
B. Non-Promoter	1	7	1	9	0.28	0.04
(i) Non-Independent	1	2	1	2	0.28	0.03
(ii) Independent	0	5	0	7	0	0.01
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	9	1	11	0.28	2.11

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)
Atul Kirloskar	00007387	Director	1,427,939	
Rahul Kirloskar	00007319	Director	1,425,279	
R. V. Gumaste	00082829	Managing Director	387,521	
A. N. Alawani	00036153	Director	35,000	
A. R. Jamenis	00082620	Director	3,400	12/08/2020
B. S. Govind	06912189	Director	200	12/08/2020
R. Sampathkumar	06894180	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Nalini Venkatesh	06891397	Director	10,600	
Y. S. Bhawe	00057170	Director	0	
M. R. Chhabria	00166049	Director	0	
V. M. Varma	00011352	Additional director	0	
M. V. Kotwal	00001744	Additional director	0	
R. S. Srivatsan	AJFPS9002G	CFO	57,000	
M. V. Gharpure	AIDPG7131R	Company Secretar	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)
C. S. Panicker	ABKPP6557G	Company Secretar	14/12/2019	Cessation
M. V. Gharpure	AIDPG7131R	Company Secretar	15/12/2019	Appointment
M. V. Kotwal	00001744	Additional director	05/03/2020	Appointment
V. M. Varma	00011352	Additional director	05/03/2020	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	23/07/2019	52,039	92	57.1

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2019	10	10	100
2	22/07/2019	10	10	100
3	18/10/2019	10	10	100
4	24/01/2020	10	10	100
5	05/03/2020	10	10	100

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	Nomination an	02/05/2019	4	4	100
2	Audit Committe	02/05/2019	4	4	100
3	CSR Committe	03/05/2019	4	4	100
4	Stakeholders F	03/07/2019	3	3	100
5	Audit Committe	22/07/2019	4	4	100
6	Nomination an	18/10/2019	4	4	100
7	Audit Committe	18/10/2019	4	4	100
8	Nomination an	09/11/2019	4	4	100
9	Stakeholders F	07/12/2019	3	3	100
10	Nomination an	03/01/2020	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 11/08/2020 (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	Atul Kirloskar	5	5	100	8	8	100	Yes

2	Rahul Kirloska	5	5	100	1	1	100	Yes
3	R. V. Gumaste	5	5	100	1	1	100	Yes
4	A. N. Alawani	5	5	100	12	12	100	Yes
5	A. R. Jamenis	5	5	100	13	13	100	Yes
6	B. S. Govind	5	5	100	4	4	100	Yes
7	R. Sampathku	5	5	100	1	1	100	Yes
8	Nalini Venkate	5	5	100	4	4	100	Yes
9	Y. S. Bhawe	5	5	100	5	5	100	Yes
10	M. R. Chhabria	5	5	100	0	0	0	Yes
11	V. M. Varma	0	0	0	0	0	0	Yes
12	M. V. Kotwal	0	0	0	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R. V. Gumaste	Managing Director	16,615,426	40,000,000	0	0	56,615,426
	Total		16,615,426	40,000,000	0	0	56,615,426

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	R. S. Srivatsan	Chief Financial Officer	9,291,261	0	337,200	0	9,628,461
2	M. V. Gharpure	Company Secretary	1,751,870	0	0	0	1,751,870
	Total		11,043,131	0	337,200	0	11,380,331

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Atul Kirloskar	Chairman	0	500,000	0	650,000	1,150,000
2	Rahul Kirloskar	Vice Chairman	0	500,000	0	300,000	800,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	A. N. Alawani	Director	0	2,300,000	0	850,000	3,150,000
4	A. R. Jamenis	Independent Dir	0	1,100,000	0	900,000	2,000,000
5	B. S. Govind	Independent Dir	0	1,400,000	0	450,000	1,850,000
6	R. Sampathkumar	Independent Dir	0	500,000	0	300,000	800,000
7	Nalini Venkatesh	Independent Dir	0	1,100,000	0	450,000	1,550,000
8	Y. S. Bhave	Independent Dir	0	500,000	0	500,000	1,000,000
9	M. R. Chhabria	Director	0	500,000	0	250,000	750,000
	Total		0	8,400,000	0	4,650,000	13,050,000

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

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

Ravindranat
h Venkatesh
Gumaste
Digitally signed by
Ravindranat
Venkatesh Gumaste
Date: 2020.10.07
14:22:09 +05'30'

DIN of the director

00082829

To be digitally signed by

MAYURESH
VINAYAK
GHARPURE
Digitally signed by
MAYURESH VINAYAK
GHARPURE
Date: 2020.10.07
14:24:51 +05'30'

Company Secretary

Company secretary in practice

Membership number

7088

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

KFIL_SHH_310320.pdf Certificate_Form-MGT-8.pdf KFIL_SHT_310320.pdf Annexure_Form_MGT-7.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

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 - **Not Applicable as no such incidence during the year;**
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend ~~other amounts~~ and transfer of related shares, as applicable, to the Investor Education and Protection Fund in accordance with Section 125 of the Act and rules thereof as amended from time to time;
11. Signing of audited financial statements 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 / ratification to the appointment / reappointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act - **Not Applicable as no such incidence during the year;**
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 - **Not Applicable as no such incidence during the year;**
15. Acceptance / renewal / repayment of deposits; **Not Applicable as no such incidence during the year;**
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 - **Not applicable as no such incidence during the year.**

Signature:

Name of Company Secretary in practice: Mahesh J. Risbud

C.P. No.: 185

UCN: S1981MH000400

Date: 5th October, 2020

Place: Pune

UDIN: F000810B000855356

