

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,
KHADAKI, PUNE - 411003, MAHARASHTRA, INDIA
PUNE
Maharashtra
411003

(c) *e-mail ID of the company

C.Panicker@kirloskar.com

(d) *Telephone number with STD code

02066084664

(e) Website

www.kfil.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
	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 13 PANNALAL SILKMILLS COMPOUND L B S MARG
BHANDUP (W)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ .Joint Venture	% of shares held
1	KIRLOSKAR INDUSTRIES LIMITE	L29112PN1978PLC088972	Holding	51.43

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	137,308,081	137,308,081	137,308,081
Total amount of equity shares (in Rupees)	1,050,000,000	686,540,405	686,540,405	686,540,405

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	210,000,000	137,308,081	137,308,081	137,308,081
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	1,050,000,000	686,540,405	686,540,405	686,540,405

(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	137,308,081	686,540,405	686,540,405	

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	137,308,081	686,540,405	686,540,405	
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	

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
Nil	0	0	0	
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		30/07/2015	
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"/>
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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			898,650,253
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			183,844,820
Deposit			0
Total			1,082,495,073

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

11,139,304,181

(ii) Net worth of the Company

4,920,339,461

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	6.65607365	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)	72,614,617	52.88444531	0	
10.	Others	0	0	0	
	Total	81,753,944	59.54	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	44,599,642	32.48144004	0	
	(ii) Non-resident Indian (NRI)	1,374,015	1.00068036	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	0.00036414	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	47,000	0.03422959	0	
7.	Mutual funds	2,528,087	1.8411786	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,345,885	3.16506135	0	
10.	Others Clearing members, Director	2,659,008	1.93652696	0	
	Total	55,554,137	40.46	0	0

Total number of shareholders (other than promoters) 63,064

Total number of shareholders (Promoters+Public/
Other than promoters) 63,092

**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	29	28
Members (other than promoters)	65,355	63,064
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	2.08
B. Non-Promoter	1	8	1	7	0.07	0.05
(i) Non-Independent	1	1	1	1	0.07	0.03
(ii) Independent	0	7	0	6	0	0.02
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	10	1	9	0.07	2.13

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)
Atul C. Kirloskar	00007387	Director	1,427,939	
Rahul C. Kirloskar	00007319	Director	1,425,279	
R. V. Gumaste	00082829	Managing Director	99,021	
A. N. Alawani	00036153	Director	35,000	
S. N. Inamdar	00025180	Director	11,100	
A. R. Jamenis	00082620	Director	3,400	
S. G. Chitnis	00082884	Director	3,100	13/08/2016
Nalini Venkatesh	06891397	Director	10,600	
B. S. Govind	06912189	Director	200	
R. Sampathkumar	06894180	Director	0	
C. S. Panicker	ABKPP6557G	Company Secretary	0	
R. S. Srivatsan	AJFPS9002G	CFO	0	

(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	Nature of change (Appointment/ Change in designation/ Cessation)
C. V. Tikekar	00111972	Director	13/08/2015	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/07/2015	64,275	89	55.15

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	28/04/2015	11	10	90.90909091
2	30/07/2015	11	11	100
3	26/10/2015	10	10	100
4	28/01/2016	10	10	100
5	24/02/2016	10	9	90
6	10/03/2016	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

9

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	28/04/2015	4	4	100

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
2	Audit Committee	28/04/2015	5	5	100
3	CSR Committee	28/04/2015	6	5	83.33333333
4	Stakeholders Forum	29/06/2015	4	4	100
5	Audit Committee	30/07/2015	5	5	100
6	Audit Committee	26/10/2015	5	5	100
7	Audit Committee	28/01/2016	5	5	100
8	Audit Committee	24/02/2016	5	4	80
9	Stakeholders Forum	29/03/2016	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	28/07/2016
								(Y/N/NA)
1	Atul C. Kirloskar	6	6	100	3	3	100	Yes
2	Rahul C. Kirloskar	6	6	100	1	1	100	Yes
3	R. V. Gumaste	6	6	100	1	1	100	Yes
4	A. N. Alawani	6	6	100	8	8	100	Yes
5	S. N. Inamdar	6	6	100	5	5	100	Yes
6	A. R. Jamenis	6	6	100	9	9	100	Yes
7	S. G. Chitnis	6	6	100	7	7	100	Yes
8	Nalini Venkatesh	6	5	83.33333333	1	0	0	Yes
9	B. S. Govind	6	6	100	0	0	0	Yes
10	R. Sampathkumar	6	5	83.33333333	5	4	80	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	10,570,644	24,000,000	0	0	34,570,644
	Total		10,570,644	24,000,000	0	0	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	C. S. Panicker	Company Secretary	5,637,087	0	0	0	5,637,087
2	R. S. Srivatsan	Chief Financial Officer	5,981,414	0	0	0	5,981,414
	Total		11,618,501	0	0	0	0

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	Atul C. Kirloskar	Chairman	0	410,000	0	90,000	500,000
2	Rahul C. Kirloskar	Vice Chairman	0	410,000	0	70,000	480,000
3	A. N. Alawani	Director	0	860,000	0	140,000	1,000,000
4	S. N. Inamdar	Independent Director	0	860,000	0	110,000	970,000
5	A. R. Jamenis	Independent Director	0	860,000	0	150,000	1,010,000
6	S. G. Chitnis	Independent Director	0	860,000	0	130,000	990,000
7	Nalini Venkatesh	Independent Director	0	350,000	0	50,000	400,000
8	B. S. Govind	Independent Director	0	410,000	0	60,000	470,000
9	R. Sampathkumar	Independent Director	0	710,000	0	90,000	800,000
10	C. V. Tikekar	Independent Director	0	170,000	0	50,000	220,000
	Total		0	5,900,000	0	940,000	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

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.

DeclarationI 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

Ravindranath Venkatesh Gumaste

DIN of the director

00082829

To be digitally signed by

Chandrasekhar Panicker

Company Secretary

Company secretary in practice

Membership number

8253

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

Certificate_FormMGT8.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

M. J. RISBUD & CO.
Company Secretaries

2, Annapoorna Apartments, Model Colony,
1034 Shivajinagar, Canal Road, Pune - 411016.

Office - (020) 2565 3979

Cell - 98220 10522

E-mail - mjrpcs@dataone.in / mjrpcs@gmail.com

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 KIRLOSKAR FERROUS INDUSTRIES LIMITED (the Company) as required to be maintained under the Companies Act, 2013 ('the Act') or the Companies Act, 1956 (Old Act), wherever applicable and the rules made thereunder for the financial year ended on 31ST March, 2016.

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 provisions of the Act & Old 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, or other authorities, wherever applicable, within the prescribed time;
 4. Calling / convening / holding meetings of Board of Directors or its committees, and the meeting 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 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;

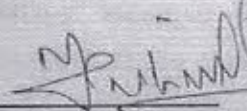


6. Advances / loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; - Not Applicable as no such incidence during the year;
7. Contracts / arrangements with related parties as specified in Section 188 of the Act;
8. Transfer or transmission of securities and issue 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.
No transfer of unpaid / unclaimed dividend / other amounts, as applicable, to the Investor Education and Protection Fund, was required during the aforesaid financial year in accordance with Section 125 of the Act & Section 205A of the Old Act & Rule 3 of IEPF Rules, 2001,;
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/re-appointments/retirement/, 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 - 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 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 - Not Applicable as no such incidence during the year;
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.

Date: 02nd September, 2016

Place: Pune

Signature: _____



Name of Company Secretary in practice: Mahesh J. Risbud

C.P. No.: 185

UCN: 51981MH000400