

# 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

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 INDUSTRIES

(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

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 01/04/2017 (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 25/07/2018

(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	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 LIMITE	L70100PN1978PLC088972	Holding	51.45

## 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
<b>Equity shares</b>				
At the beginning of the year	137,308,081	686,540,405	686,540,405	

<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	137,308,081	686,540,405	686,540,405	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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	
<b>At the end of the year</b>	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/Debtentures 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		03/08/2017	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debtentures, 4 - Stock	
Number of Shares/ Debtentures/ Units Transferred		Amount per Share/ Debtenture/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)

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

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

38000

1/10/2011

2000

RECEIVED  
MAY 10 2011  
MADRAS  
A.M.A.

REGISTERED  
MAY 10 2011



**(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			615,893,429
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			108,019,710
Deposit			0
<b>Total</b>			<b>723,913,139</b>

**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
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

17,238,666,323

**(ii) Net worth of the Company**

5,910,371,155

**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	6.66	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	52.91	0	
10.	Others	0	0	0	
	<b>Total</b>	81,783,822	59.57	0	0

**Total number of shareholders (promoters)**

26

**(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	35,084,103	25.55	0	
	(ii) Non-resident Indian (NRI)	1,795,861	1.31	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	8,534,041	6.22	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,444,739	3.97	0	
10.	Others IEPF, Foreign Portfolio Inve	4,636,515	3.38	0	
	Total	55,524,259	40.45	0	0

Total number of shareholders (other than promoters) 57,490

Total number of shareholders (Promoters+Public/  
Other than promoters) 57,516

(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	26
Members (other than promoters)	61,697	57,490
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
<b>A. Promoter</b>	0	2	0	2	0	2.08
<b>B. Non-Promoter</b>	1	6	1	7	0.07	0.04
(i) Non-Independent	1	1	1	2	0.07	0.03
(ii) Independent	0	5	0	5	0	0.01
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>1</b>	<b>8</b>	<b>1</b>	<b>9</b>	<b>0.07</b>	<b>2.12</b>

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 Kirloskar	00007387	Director	1,427,939	
Rahul Kirloskar	00007319	Director	1,425,279	
R. V. Gumaste	00082829	Managing Director	99,021	
A. N. Alawani	00036153	Director	35,000	
A. R. Jamenis	00082620	Director	3,400	
B. S. Govind	06912189	Director	200	
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. Bhave	00057170	Director	0	
M. R. Chhabria	00166049	Additional 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**

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)
Y. S. Bhave	00057170	Director	03/08/2017	Change in designation from Additional Director
M. R. Chhabria	00166049	Additional director	03/11/2017	Appointment as Additional Director

**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	03/08/2017	61,559	102	54.07

**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	28/04/2017	9	9	100
2	04/07/2017	9	9	99.99
3	03/08/2017	9	8	88.89
4	03/11/2017	10	10	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	24/01/2018	10	10	100
6	07/03/2018	10	10	100

#### C. COMMITTEE MEETINGS

Number of meetings held

11

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	27/04/2017	4	4	100
2	Audit Committe	27/04/2017	4	4	100
3	CSR Committe	28/04/2017	4	4	100
4	Nomination an	04/07/2017	4	4	100
5	Audit Committe	04/07/2017	4	3	75
6	Audit Committe	03/08/2017	4	3	75
7	Nomination an	03/11/2017	4	4	100
8	Audit Committe	03/11/2017	4	4	100
9	Audit Committe	24/01/2018	4	4	100
10	Audit Committe	07/03/2018	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	25/07/2018
								(Y/N/NA)
1	Atul Kirloskar	6	6	100	4	4	100	Yes
2	Rahul Kirloska	6	6	100	1	1	100	Yes
3	R. V. Gumaste	6	6	100	1	1	100	Yes
4	A. N. Alawani	6	5	83.33	10	9	90	Yes



5	A. R. Jamenis	6	6	100	11	11	100	Yes
6	B. S. Govind	6	6	100	6	6	100	Yes
7	R. Sampathku	6	6	100	2	2	100	Yes
8	Nalini Venkate	6	5	83.33	7	6	85.71	Yes
9	Y. S. Bhava	6	6	100	1	1	100	No
10	M. R. Chhabria	3	3	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R. V. Gumaste	Managing Director	12,735,228	15,000,000	0	0	27,735,228
	Total		12,735,228	15,000,000	0	0	27,735,228

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	6,992,700	0	0	0	6,992,700
2	R. S. Srivatsan	Chief Financial Officer	7,656,591	0	0	0	7,656,591
	Total		14,649,291	0	0	0	14,649,291

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	300,000	0	500,000	800,000
2	Rahul Kirloskar	Vice Chairman	0	300,000	0	350,000	650,000
3	A. N. Alawani	Director	0	1,250,000	0	700,000	1,950,000
4	A. R. Jamenis	Independent Director	0	720,000	0	850,000	1,570,000
5	B. S. Govind	Independent Director	0	730,000	0	600,000	1,330,000
6	R. Sampathkumar	Independent Director	0	440,000	0	400,000	840,000
7	Nalini Venkatesh	Independent Director	0	600,000	0	550,000	1,150,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
8	Y. S. Bhawe	Independent Dir	0	300,000	0	350,000	650,000
9	M. R. Chhabria	Director	0	150,000	0	150,000	300,000
	Total		0	4,790,000	0	4,450,000	9,240,000

#### 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

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)

I. 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.

**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

Digitally signed by  
Ravindranath Venkatesh  
Gumaste  
Date: 2014.06.16  
10:21:00 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by  
Chandrasekar Panicker  
Date: 2014.06.16  
10:26:37 +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

- 
- 
- 
- 

**List of attachments**

List\_Shares\_Transfer.pdf  
Form\_MGT-8.pdf  
Annexure\_Form\_MGT-7.pdf

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

Worked with Technology Industries India Pvt. Ltd. to Research & Finance  
Activities.

Business Development - India (1995-1997)

Key Responsibilities

- Report to senior & assist in the execution of projects of various sizes.
- Identify and generate an opportunity (N/A) based on various  
opportunities existing in the market.
- Conduct surveys and identify of clients from whom will be  
potential clients, making contact, forming a list of N/A.
- Identify & generate a strategic plan for clients from whom  
will be a high priority.
- Expansion of 1995 and 1996, focus on India, then other  
countries, and related financial reports for 1995 & 1996, reporting  
to senior.
- Identify & generate a financial reporting system (N/A).
- Financial reporting system in cost analysis at the financial level as a  
primary function.

Worked with India (1995-1997) as a senior advisor of  
the company.

Business Development - India (1995-1997)

Worked with India (1995-1997) as a senior advisor of  
the company.

Key Responsibilities

- Report to senior & assist in the execution of projects of various sizes.
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will be a high priority.
- Expansion of 1995 and 1996, focus on India, then other  
countries, and related financial reports for 1995 & 1996, reporting  
to senior.
- Identify & generate a financial reporting system (N/A).
- Financial reporting system in cost analysis at the financial level as a  
primary function.

1995-1997



IX. Meetings of Members / Class of Members / Board / Committees of the Board of Directors

C : Committee Meetings

Number of meetings held : 11

Sr No	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the Meeting	Attendance	
				Number of Members attended	Percentage of Attendance
1	Nomination and Remuneration Committee	27/04/2017	4	4	100
2	Audit Committee	27/04/2017	4	4	100
3	CSR Committee	28/04/2017	4	4	100
4	Nomination and Remuneration Committee	04/07/2017	4	4	100
5	Audit Committee	04/07/2017	4	3	75
6	Audit Committee	03/08/2017	4	3	75
7	Nomination and Remuneration Committee	03/11/2017	4	4	100
8	Audit Committee	03/11/2017	4	4	100
9	Audit Committee	24/01/2018	4	4	100
10	Audit Committee	07/03/2018	4	4	100
11	Stakeholders Relationship Committee	28/03/2018	3	3	100





**M.J. RISBUD & CO.**

Company Secretaries

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

Office - (020) 2565 3979

Cell : 98220 10522,

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FORM No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of  
the 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') CIN: L27101PN1991PLC063223 as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31st March, 2018.

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 and Rules made thereunder 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, 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 / Transfer of unpaid / unclaimed dividend 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 / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Ratification to the appointment 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;
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 September, 2018

Place: Pune