

# 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 (other than OPCs and Small Companies)

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

L29100PN2009PLC133351

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCK5714H

(ii) (a) Name of the company

KIRLOSKAR OIL ENGINES LIMIT

(b) Registered office address

LAXMANRAO KIRLOSKAR ROAD, KHADKI, NA  
PUNE  
Maharashtra  
411003  
India

(c) \*e-mail ID of the company

Smita.Raichurkar@kirloskar.cor

(d) \*Telephone number with STD code

66084461

(e) Website

www.kirloskaroilengines.com

(iii) Date of Incorporation

12/01/2009

(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) Mumbai Mumbai City MH 400083 IN

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

11/08/2023

(b) Due date of AGM

30/09/2023

(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	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	72

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

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

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Kirloskar Americas Corporator		Subsidiary	100
2	LA-GAJJAR MACHINERIES PRIV	U17110GJ1981PTC004263	Subsidiary	100

3	ARKA FINANCIAL HOLDINGS P	U65993MH2021PTC363806	Subsidiary	100
4	Arka Fincap Limited	U65993MH2018PLC308329	Subsidiary	100
5	Optiqua Pipes and Electricals P	U29304GJ2021PTC120412	Subsidiary	100
6	Arka Investment Advisory Serv	U67110MH2022PTC379494	Subsidiary	100

#### 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	270,000,000	144,744,102	144,744,102	144,743,637
Total amount of equity shares (in Rupees)	540,000,000	289,488,204	289,488,204	289,487,274

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	270,000,000	144,744,102	144,744,102	144,743,637
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	540,000,000	289,488,204	289,488,204	289,487,274

###### (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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	4,891,653	139,722,208	144613861	289,227,722	289,227,722	
<b>Increase during the year</b>	0	129,776	129776	259,552	259,552	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	129,776	129776	259,552	259,552	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Due to transfer / transmission						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Due to transfer / transmission						
<b>At the end of the year</b>	4,891,653	139,851,984	144743637	289,487,274	289,487,274	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE146L01010

**(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" value="11/08/2022"/>
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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"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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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
------------------	----------------------	--

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 <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

**(iv) \*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
<b>Total</b>			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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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**

4,073.04

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

2,321.43

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	51,448,639	35.54	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)	8,261,959	5.71	0	
10.	Others	0	0	0	
	<b>Total</b>	59,710,598	41.25	0	0

**Total number of shareholders (promoters)**

29

**(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	26,992,052	18.65	0	
	(ii) Non-resident Indian (NRI)	684,533	0.47	0	
	(iii) Foreign national (other than NRI)	1,132	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	2,332,597	1.61	0	
3.	Insurance companies	6,281,545	4.34	0	
4.	Banks	64,526	0.04	0	
5.	Financial institutions	2,454,736	1.7	0	
6.	Foreign institutional investors	1,875	0	0	
7.	Mutual funds	28,765,014	19.87	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,781,010	3.99	0	
10.	Others Foreign Portfolio Investors	11,674,019	8.07	0	
	<b>Total</b>	85,033,039	58.74	0	0

**Total number of shareholders (other than promoters)**

57,273

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

57,302

**(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
BANCO SANTANDER N	C/O THE HONGKONG & SHANGHAI			1,500	0
MORGAN STANLEY AS	C/O HONGKONG & SHANGHAI BAI			375	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	36	29
Members (other than promoters)	53,849	57,273
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>	1	2	2	1	10.14	16.27
<b>B. Non-Promoter</b>	0	9	0	8	0	0.01
(i) Non-Independent	0	2	0	2	0	0.01
(ii) Independent	0	7	0	6	0	0
<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>	1	11	2	9	10.14	16.28

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

15

**(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	Whole-time director	14,674,947	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Rahul Kirloskar	00007319	Director	17,786,902	
Gauri kirloskar	03366274	Managing Director	5,753,580	
Mahesh Chhabria	00166049	Director	11,552	
Vinesh Kumar Jairath	00391684	Director	0	
Satish Jamdar	00036653	Director	0	
Sunil Shah Singh	00233918	Director	0	
Kandathil Mathew Abrah	05178826	Director	0	
Dr. Shalini Sarin	06604529	Director	0	
Yogesh Kapur	00070038	Director	0	
Purvi Sheth	06449636	Director	0	
Anurag Bhagania	AFAPB4142H	CFO	0	
Rahul Sahai	BMFPS7959Q	CEO	0	
Aseem Srivastav	AXGPS6965F	CEO	0	
Smita Raichurkar	ALQPR0654J	Company Secretar	0	

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

9

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)
M.Lakshminarayan	00064750	Director	11/08/2022	Cessation
Mrunalini Deshmukh	07092728	Director	20/05/2022	Cessation
Gauri Kirloskar	03366274	Director	20/05/2022	Change in designation
Atul Kirloskar	00007387	Whole-time director	01/04/2023	Change in designation
Purvi Sheth	06449636	Additional director	19/05/2022	Appointment
Pawan Kumar Agarwal	ACSPA9044N	CFO	15/09/2022	Cessation
Anurag Bhagania	AFAPB4142H	CFO	22/09/2022	Appointment
Rahul Sahai	BMFPS7959Q	CEO	01/09/2022	Appointment
Aseem Srivastav	AXGPS6965F	CEO	20/05/2022	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	11/08/2022	53,337	50	41.28

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2022	13	13	100
2	10/08/2022	12	12	100
3	22/08/2022	11	11	100
4	21/09/2022	11	11	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	12/11/2022	11	11	100
6	10/02/2023	11	10	90.91
7	03/03/2023	11	10	90.91
8	31/03/2023	11	10	90.91

### C. COMMITTEE MEETINGS

Number of meetings held

24

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	19/05/2022	6	6	100
2	Audit committee	10/08/2022	6	6	100
3	Audit committee	21/09/2022	6	6	100
4	Audit committee	12/11/2022	6	6	100
5	Audit committee	10/02/2023	6	6	100
6	Audit committee	03/03/2023	6	6	100
7	Nomination and Remuneration	18/05/2022	3	3	100
8	Nomination and Remuneration	22/08/2022	3	3	100
9	Nomination and Remuneration	21/09/2022	3	3	100
10	Nomination and Remuneration	11/11/2022	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	11/08/2023
								(Y/N/NA)
1	Atul Kirloskar	6	6	100	0	0	0	Yes
2	Rahul Kirloskar	8	8	100	3	3	100	Yes

3	Gauri kirloskar	8	8	100	6	6	100	Yes
4	Mahesh Chha	8	8	100	11	11	100	Yes
5	Vinesh Kumar	8	8	100	6	6	100	Yes
6	Satish Jamdar	8	7	87.5	15	15	100	Yes
7	Sunil Shah Sir	8	8	100	12	12	100	Yes
8	Kandathil Matl	8	8	100	8	8	100	Yes
9	Dr. Shalini Sai	8	8	100	7	7	100	Yes
10	Yogesh Kapur	8	8	100	10	10	100	Yes
11	Purvi Sheth	8	8	100	4	4	100	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. Atul Kirloskar	Chairman	18,000,000	40,000,000	0	9,987,133	67,987,133
2	Ms. Gauri Kirloska	Managing direct	6,100,000	40,000,000	0	3,416,633	49,516,633
	Total		24,100,000	80,000,000	0	13,403,766	117,503,766

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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Smita Raichurkar	Company Secre	0.39	0	0	0	0.39
2	Anurag Bhagania	Chief Financial C	0.69	0	0	0	0.69
3	Rahul Sahai	Chief Executive	0.64	0	0	0	0.64
4	Aseem Srivastav	Chief Executive	1.23	0	0	0	1.23
5	Pawan Kumar Agar	Chief Financial C	0.93	0	0	0	0.93
	Total		3.88	0	0	0	3.88

Number of other directors whose remuneration details to be entered

12

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rahul Kirloskar	Non Executive D	0	600,000	0	825,000	1,425,000
2	Mahesh R. Chhabria	Non Executive D	0	9,500,000	0	1,400,000	10,900,000
3	Vinesh Kumar Jaira	Non Executive D	0	3,500,000	0	1,175,000	4,675,000
4	M. Lakshminarayan	Non Executive D	0	1,450,000	0	350,000	1,800,000
5	Satish Jamdar	Non Executive D	0	2,125,000	0	1,450,000	3,575,000
6	Mrunalini Deshmukh	Non Executive D	0	75,000	0	75,000	150,000
7	Sunil Shah Singh	Non Executive D	0	3,000,000	0	1,325,000	4,325,000
8	Kandathil Mathew A	Non Executive D	0	2,700,000	0	1,275,000	3,975,000
9	Dr. Shalini Sarin	Non Executive D	0	1,100,000	0	975,000	2,075,000
10	Yogesh Kapur	Non Executive D	0	3,200,000	0	1,200,000	4,400,000
11	Purvi Sheth	Non executive d	0	2,600,000	0	950,000	3,550,000
12	Gauri Kirloskar	Non Executive D	0	75,000	0	75,000	150,000
	Total		0	29,925,000	0	11,075,000	41,000,000

#### 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

(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

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

**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

GAURI ATUL  
KIRLOSKAR  
Digitally signed by  
GAURI ATUL  
KIRLOSKAR  
Date: 2023.10.02  
11:39:35 +05'30'

DIN of the director

**To be digitally signed by**

Smita Arun  
Raichurkar  
Digitally signed by  
Smita Arun  
Raichurkar  
Date: 2023.10.02  
11:39:47 +05'30'



- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

21265

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

KOEL MGT 8 2023.pdf

Annexure A 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

### Annexure A to Form MGT 7 of Kirloskar Oil Engines Limited

With reference to filing of Form MGT-7 of Kirloskar Oil Engines Limited for the Financial Year ended 31<sup>st</sup> March 2023, you are requested to take note of the following additional information:

- For point no. II- Number of Business activities are 2 falling under same main activity group code and same Business Activity Code. But as the main activity group code and business activity code are same the 2<sup>nd</sup> business activity cannot be added. Hence the 2<sup>nd</sup> Business activity details are as follows:

Sr. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
2	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment, Transport equipment	25%

- For point no. IV (i)(a) - Reason for difference between Issued and Paid up capital - 465 equity shares of Rs. 2/- each were kept in abeyance as per Scheme of Arrangement between Kirloskar Industries Limited (earlier known as Kirloskar Oil Engines Limited) and Kirloskar Oil Engines Limited (earlier known as Kirloskar Engines India Limited) as approved by Hon'ble High Court of Judicature at Bombay vide its order dated 31 July 2009 read with its order dated 19<sup>th</sup> March 2010.
- For point no. V figures are mentioned in Crores.
- For point no. IX (C) – Committee Meeting (Audit Committee, Nomination and Remuneration Committee, Corporate Social responsibility Committee, Stakeholders Relationship Committee and Risk Management Committee) held during FY 2022-23 were 24. In the form only 10 entries can be added. The details of remaining Committee Meetings are as follows:

Sr. 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	Stakeholder Relationship committee	10/05/2022	3	3	100
2	Stakeholder Relationship committee	22/07/2022	3	3	100
3	Stakeholder Relationship committee	18/10/2022	3	3	100
4	Stakeholder Relationship committee	11/01/2023	3	3	100
5	Stakeholder Relationship committee	09/02/2023	3	3	100
6	Stakeholder Relationship committee	30/03/2023	3	3	100
7	Risk Management committee	18/05/2022	3	3	100
8	Risk Management committee	28/07/2022	3	3	100
9	Risk Management committee	11/11/2022	3	3	100
10	Risk Management committee	09/02/2023	3	3	100
11	Corporate social responsibility	18/05/2022	3	3	100
12	Corporate social responsibility	10/08/2022	3	3	100
13	Corporate social responsibility	11/11/2022	3	3	100
14	Nomination and Remuneration Committee	03/03/2023	3	3	100

5. For Point IX A, during the financial year 2022-23, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 3<sup>rd</sup> March 2023, has approved appointment of Mr. Atul Kirloskar as a Non-Executive Director and Chairman, with effect from 1<sup>st</sup> April 2023 for a term of 1 (one) year, subject to the approval of the members of the Company by Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including amendments thereunder. He will continue as Non-Executive Director of the Company upon expiry of term of 1 year which is valid upto 31<sup>st</sup> March 2024

Voting through Postal Ballot by way of remote e-voting commenced from Tuesday, 21<sup>st</sup> March 2023, at 9.00 am (IST) and ended on Wednesday, 19<sup>th</sup> April 2023, at 5.00 pm (IST).

The members of the Company by way of postal ballot and e-voting with requisite majority, on 19<sup>th</sup> April 2023, approved the appointment of Mr. Atul Kirloskar as a Non-Executive Director and Chairman, with effect from 1<sup>st</sup> April 2023 for a term of 1 (one) year.

The postal ballot results were declared on 20<sup>th</sup> April 2023.

The details of Voting Pattern are as below:

Number of votes in favour of the resolution 63950067 (67.07%)

Number of votes against the resolution 31402988 (32.93%)

No resolution was passed through the postal ballot during the Financial Year 2022-23

6. For Point X, M. Lakshminarayan was a Director upto 11<sup>th</sup> August 2022, Ms. Gauri Kirloskar was a Non-Executive Director upto 19<sup>th</sup> May 2022 and appointed as Managing Director with effect from 20<sup>th</sup> May 2022, Mrs. Mrunalini Deshmukh was a Director upto 20<sup>th</sup> May 2022, Mrs. Purvi Sheth was appointed as a Director with effect from 19<sup>th</sup> May 2022.

For Kirloskar Oil Engines Limited

**Smita Arun Raichurkar**  
Digitally signed by  
Smita Arun Raichurkar  
Date: 2023.10.02  
11:23:30 +05'30'

Smita Raichurkar

Company Secretary and Head Legal

Date: 2<sup>nd</sup> October 2023

**FORM No. MGT-8****CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of  
Companies (Management and Administration) Rules, 2014]*

I have examined the registers, records and books and papers of **KIRLOSKAR OIL ENGINES LIMITED** (the Company) CIN L29100PN2009PLC133351 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2023. 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 & 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, ~~Regional Director~~, Central Government (IEPF), ~~the Tribunal, Court~~ or other authorities within/~~beyond~~ the prescribed time/some forms beyond the prescribed time due to technical problems of V3 of MCA website;
  4. Calling/convening/holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given (including shorter notices with consent of all directors wherever required) ) and the proceedings including circular resolution and resolutions passed by postal ballot, if any, have been properly recorded in the Minutes 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. 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/transfer of related shares and other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act, IEPF Rules 2017 as amended from time to time;
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/appointment/re-appointments/retirement/~~filling up casual vacancies,~~ 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 ~~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.**

Date: 29<sup>th</sup> September, 2023

Place: Pune

Signature: \_\_\_\_\_

Name of Company Secretary in practice: Mahesh J. Risbud

C.P. No.: 185

UCN: S1981MH000400

UDIN: F000810E001120038

