

# 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

IN\*\*\*\*\*AR.COM

(d) \*Telephone number with STD code

66\*\*\*\*61

(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, Vikh  
roli (West ), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 08/08/2024

(b) Due date of AGM 30/09/2024

(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,	76.33

## 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	Engines LPG, LLC dba Wildcat I		Subsidiary	51

3	LA-GAJJAR MACHINERIES PRIV	U17110GJ1981PTC004263	Subsidiary	100
4	ARKA FINANCIAL HOLDINGS P	U65993MH2021PTC363806	Subsidiary	100
5	Arka Fincap Limited	U65993MH2018PLC308329	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	144,956,271	144,956,271	144,955,806
Total amount of equity shares (in Rupees)	540,000,000	289,912,542	289,912,542	289,911,612

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	270,000,000	144,956,271	144,956,271	144,955,806
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	540,000,000	289,912,542	289,912,542	289,911,612

###### (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)				

**(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	139,851,984	144743637	289,487,274	289,487,274	
<b>Increase during the year</b>	0	2,553,393	2553393	5,106,786	5,106,786	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	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	212,169	212169	424,338	424,338	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	0	2,341,224	2341224	4,682,448	4,682,448	0
Due to Transfer, Transmission, Purchase etc						
<b>Decrease during the year</b>	2,341,224	0	2341224	4,682,448	4,682,448	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	2,341,224	0	2341224	4,682,448	4,682,448	
Due to Transfer, Transmission, sale etc						
<b>At the end of the year</b>	2,550,429	142,405,377	144955806	289,911,612	289,911,612	
<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="11/08/2023"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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**

4,806.35

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

2,614.57

**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	51,370,821	35.44	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)	8,366,217	5.77	0	
10.	Others	0	0	0	
	<b>Total</b>	59,737,038	41.21	0	0

**Total number of shareholders (promoters)**

27

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	27,154,227	18.73	0	
	(ii) Non-resident Indian (NRI)	708,775	0.49	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	2,404,281	1.66	0	
3.	Insurance companies	488,664	0.34	0	
4.	Banks	64,526	0.04	0	
5.	Financial institutions	1,521,794	1.05	0	
6.	Foreign institutional investors	1,875	0	0	
7.	Mutual funds	30,518,344	21.05	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,306,249	2.97	0	
10.	Others Foreign Portfolio Investors-	18,048,901	12.45	0	
	<b>Total</b>	85,218,768	58.78	0	0

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

79,134

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

79,161

**(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	29	27
Members (other than promoters)	57,273	79,134
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	1	2	3.97	22.39
<b>B. Non-Promoter</b>	0	8	0	8	0	0.01
(i) Non-Independent	0	2	0	2	0	0.01
(ii) Independent	0	6	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	10	1	10	3.97	22.4

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	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	
Kandathil Mathew Abraham	05178826	Director	0	
Dr. Shalini Sarin	06604529	Director	0	
Yogesh Kapur	00070038	Director	0	
Purvi Sheth	06449636	Director	0	
Arvind Goel	02300813	Director	0	
Aseem Srivastav	AXGPS6965F	CEO	0	
Smita Raichurkar	ALQPR0654J	Company Secretary	0	
Rahul Sahai	BMFPS7959Q	CEO	0	

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

3

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)
Arvind Goel	02300813	Additional director	19/05/2023	Appointment
Sunil Shah Singh	00233918	Director	11/09/2023	Cessation
Anurag Bhagania	AFAPB4142H	CFO	22/11/2023	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
AGM	11/08/2023	63,720	58	41.2

## 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	19/05/2023	12	12	100
2	10/08/2023	12	12	100
3	15/09/2023	11	11	100
4	02/11/2023	11	11	100
5	12/02/2024	11	11	100
6	06/03/2024	11	10	90.91

## C. COMMITTEE MEETINGS

Number of meetings held

21

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	19/05/2023	6	6	100
2	Audit committee	10/08/2023	6	6	100
3	Audit committee	15/09/2023	6	6	100
4	Audit committee	02/11/2023	6	6	100
5	Audit committee	12/02/2024	6	6	100
6	Audit committee	06/03/2024	6	5	83.33
7	Nomination and Remuneration	18/05/2023	3	3	100
8	Nomination and Remuneration	10/08/2023	3	3	100
9	Nomination and Remuneration	02/11/2023	3	3	100
10	Nomination and Remuneration	06/03/2024	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	08/08/2024
								(Y/N/NA)
1	Atul Kirloskar	6	6	100	0	0	0	Yes
2	Rahul Kirloskar	6	6	100	1	1	100	Yes
3	Gauri kirloskar	6	6	100	6	6	100	Yes
4	Mahesh Chha	6	6	100	10	10	100	Yes
5	Vinesh Kumar	6	6	100	6	6	100	Yes
6	Satish Jamdar	6	6	100	14	14	100	Yes
7	Kandathil Matl	6	5	83.33	10	9	90	Yes
8	Dr. Shalini Sai	6	6	100	5	5	100	Yes
9	Yogesh Kapur	6	6	100	11	11	100	Yes
10	Purvi Sheth	6	6	100	6	6	100	Yes
11	Arvind Goel	6	6	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gauri kirloskar	Managing Direct	7,335,484	80,000,000		4,318,092	91,653,576
	Total		7,335,484	80,000,000	0	4,318,092	91,653,576

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Smita Raichurkar	Company Secre	4,474,093	0	995,446		5,469,539
2	Anurag Bhagania	Chief Financial C	14,520,131				14,520,131

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Rahul Sahai	Chief Executive	16,674,793				16,674,793
4	Aseem Srivastav	Chief Executive	20,457,552				20,457,552
	Total		56,126,569	0	995,446	0	57,122,015

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Atul Kirloskar	Non Executive C	338,710	18,125,000	0	984,523	19,448,233
2	Rahul Kirloskar	Non-Executive L	0	0	0	625,000	625,000
3	Mahesh Chhabria	Non Executive L	0	3,000,000	0	1,250,000	4,250,000
4	Vinesh Kumar Jaira	Non Executive L	0	3,500,000	0	1,050,000	4,550,000
5	Satish Jamdar	Non Executive L	0	2,100,000	0	1,450,000	3,550,000
6	Sunil Shah Singh	Non Executive L	0	300,000	0	425,000	725,000
7	Kandathil Mathew A	Non Executive L	0	3,250,000	0	1,075,000	4,325,000
8	Dr.Shalini Sarin	Non Executive L	0	1,100,000	0	825,000	1,925,000
9	Yogesh Kapur	Non Executive L	0	2,400,000	0	1,175,000	3,575,000
10	Purvi Sheth	Non Executive L	0	1,600,000	0	850,000	2,450,000
11	Arvind Goel	Non Executive L	0	900,000	0	900,000	1,800,000
	Total		338,710	36,275,000	0	10,609,523	47,223,233

#### 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
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(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: 2024.08.22  
16:32:40 +05'30'

DIN of the director

0\*3\*6\*7\*

To be digitally signed by

Smita Arun Raichurkar

Digitally signed by Smita Arun Raichurkar

Date: 2024.08.22 16:32:58 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

2\*2\*5

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

Annexure A MGT 7.pdf

MJR\_MGT-8 KOEL 2024.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  
Cell : 98220 10522, Office - (020) 2565 3979  
E-mail - mjrpcs@dataone.in / mjrpcs@gmail.com

**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, 2024. 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;



### 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 2024, 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	12.99%

- For point no. III – Scheme of Amalgamation between Optiqua Pipes and Electricals Private Limited (OPEPL/Transferor Company, a step-down subsidiary of the Company) and La-Gajjar Machineries Private Limited (LGM/Transferee Company, a wholly-owned subsidiary of the Company).

Sr. No.	Particulars	Event date
1	Approval of Board of Directors of OPEPL and LGM	3 <sup>rd</sup> July 2023
2	Approval of Members and Creditors of OPEPL and LGM	21 <sup>st</sup> September 2023
3	Received the copy of order from Regional Director, Ahmedabad (North Western Region) sanctioning the Scheme	22 <sup>nd</sup> March 2024
4	Filing of copy of order received from Regional Director, Ahmedabad (North Western Region) sanctioning the Scheme in e-form INC 28	26 <sup>th</sup> March 2024

3. 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.
4. For point no. V figures are mentioned in Crores.
5. 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 2023-24 were 21. 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	16/05/2023	3	3	100%
2	Stakeholder Relationship committee	29/06/2023	3	3	100%
3	Stakeholder Relationship committee	10/08/2023	3	3	100%
4	Stakeholder Relationship committee	15/12/2023	3	3	100%
5	Stakeholder Relationship committee	22/01/2024	3	3	100%
7	Risk Management committee	18/05/2023	4	4	100%
8	Risk Management committee	10/08/2023	4	4	100%
9	Risk Management committee	02/11/2023	4	4	100%
10	Risk Management committee	12/02/2024	4	4	100%
11	Corporate social responsibility	18/05/2023	3	3	100%

6. For Point IX A, during the financial year 2023-24, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 6<sup>th</sup> March 2024, has approved re-appointment of Mr. Atul Kirloskar as a Non-Executive Director and Chairman, with effect from 1<sup>st</sup> April 2024 for a term of 2 (Two) 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.

Voting through Postal Ballot by way of remote e-voting commenced from Tuesday, 26<sup>th</sup> March 2024, at 9.00 am (IST) and ended on Wednesday, 24<sup>th</sup> April 2024, at 5.00 pm (IST).

The members of the Company by way of postal ballot and e-voting with requisite majority, on 24<sup>th</sup> April 2024, approved the re-appointment of Mr. Atul Kirloskar as a Non-Executive Director and Chairman, with effect from 1<sup>st</sup> April 2024 for a term of 2 (Two) year.

The postal ballot results were declared on 25<sup>th</sup> April 2024.

The details of Voting Pattern are as below:

Number of votes in favour of the resolution 82,885,861 (81.1173%)

Number of votes against the resolution 20569755 (19.8827%)

7. For Point X, Mr. Arvind Goel was appointed as “Non – Executive Independent Director” for a first term of 5 Consecutive Years with effect from 19<sup>th</sup> May 2023, Mr. Sunil Shah Singh ceased to Independent Director of Company with effect from 12<sup>th</sup> September 2023 and Mr. Anurag Bhagania ceased to be Chief Financial Officer of the Company with effect from 23<sup>rd</sup> November 2023.

For Kirloskar Oil Engines Limited

**Smita Arun Raichurkar**  
Digitally signed by  
Smita Arun Raichurkar  
Date: 2024.08.22  
12:21:08 +05'30'

Smita Raichurkar

Company Secretary and Head Legal

Date: 22<sup>nd</sup> August 2024