

# 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

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,  
PUNE  
Maharashtra  
411003

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

Smita.Raichurkar@kirloskar.cor

(d) \*Telephone number with STD code

02066084461

(e) Website

www.koel.co.in

(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)

(vii) \*Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 28/08/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	70.7

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

\*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KOEL Americas Corp.		Subsidiary	100
2	LA-GAJJAR MACHINERIES PRIV	U17110GJ1981PTC004263	Subsidiary	76

3	ARKA FINCAP LIMITED	U65993MH2018PLC308329	Subsidiary	100
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#### 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	144,614,326	144,614,326	144,613,861
Total amount of equity shares (in Rupees)	540,000,000	289,228,652	289,228,652	289,227,722

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	270,000,000	144,614,326	144,614,326	144,613,861
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	540,000,000	289,228,652	289,228,652	289,227,722

###### (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>				
<b>At the beginning of the year</b>	144,613,861	289,227,722	289,227,722	
<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	
0				
<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	
0				
<b>At the end of the year</b>	144,613,861	289,227,722	289,227,722	
<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				

<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
<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/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	<div style="border: 1px solid black; padding: 2px;">09/08/2019</div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 20px;"></div>
Type of transfer	<div style="border: 1px solid black; width: 100px; height: 20px; display: inline-block;"></div> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<div style="border: 1px solid black; width: 150px; height: 20px; display: inline-block;"></div> <div style="margin-left: 20px;">Amount per Share/ Debenture/Unit (in Rs.)</div> <div style="border: 1px solid black; width: 150px; height: 20px; display: inline-block;"></div>
Ledger Folio of Transferor	<div style="border: 1px solid black; width: 400px; height: 20px;"></div>

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

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			15.25
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			15.25

**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**

2,841

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

1,817.03

**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	77,577,743	53.64	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)	8,385,162	5.8	0	
10.	Others	0	0	0	
	<b>Total</b>	85,962,905	59.44	0	0

**Total number of shareholders (promoters)**

34

**(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	22,454,180	15.53	0	
	(ii) Non-resident Indian (NRI)	508,829	0.35	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	614,559	0.42	0	
3.	Insurance companies	3,911,936	2.71	0	
4.	Banks	254,383	0.18	0	
5.	Financial institutions	5,350,034	3.7	0	
6.	Foreign institutional investors	1,875	0	0	
7.	Mutual funds	8,688,169	6.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,833,774	1.27	0	
10.	Others Foreign Portfolio Investors	15,032,085	10.39	0	
	<b>Total</b>	58,650,956	40.56	0	0

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

35,276

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

35,310

**(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	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	34	34
Members (other than promoters)	34,768	35,276
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>	2	2	2	2	17.4	12.3
<b>B. Non-Promoter</b>	1	9	1	9	0.01	0.01
(i) Non-Independent	1	2	1	2	0.01	0.01
(ii) Independent	0	7	0	7	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>	<b>3</b>	<b>11</b>	<b>3</b>	<b>11</b>	<b>17.41</b>	<b>12.31</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 17

### (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	Whole-time director	18,506,667	
Nihal G. Kulkarni	01139147	Managing Director	6,652,472	28/04/2020
Rajendra. R. Deshpande	00007439	Managing Director	11,250	28/04/2020
Rahul C. Kirloskar	00007319	Director	17,782,902	
M. Lakshminarayan	00064750	Director	0	
Mahesh R. Chhabria	00166049	Director	11,552	
Gauri A. Kirloskar	03366274	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Pradeep R. Rathi	00018577	Director	0	
Vinesh Kumar Jairath	00391684	Director	0	
Satish Jamdar	00036653	Director	0	
Sunil Shah Singh	00233918	Director	0	
Mrunalini Deshmukh	07092728	Director	0	
Shalini Sarin	06604529	Additional director	0	
Kandathil Mathew Abra	05178826	Additional director	0	
Pawan Kumar Agarwal	ACSPA9044N	CFO	0	
Smita Raichurkar	ALQPR0654J	Company Secretar	0	
Nihal G. Kulkarni	01139147	Director	6,652,472	

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

6

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)
Pratap G. Pawar	00018985	Director	11/08/2019	Cessation
R. Srinivasan	00043658	Director	25/10/2019	Cessation
Shalini Sarin	06604529	Additional director	25/10/2019	Appointment
Kandathil Mathew Abra	05178826	Additional director	10/08/2019	Appointment
T. Vinodkumar	AFSPK5522L	CFO	06/03/2020	Cessation
Pawan Kumar Agarwal	ACSPA9044N	CFO	07/03/2020	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2019	34,690	177	35.76

## 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	02/04/2019	14	14	100
2	17/05/2019	14	13	92.86
3	09/08/2019	14	12	85.71
4	24/10/2019	14	12	85.71
5	31/01/2020	14	13	92.86
6	06/03/2020	14	12	85.71

## C. COMMITTEE MEETINGS

Number of meetings held

19

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	02/04/2019	6	6	100
2	Audit Committee	17/05/2019	6	6	100
3	Audit Committee	09/08/2019	6	5	83.33
4	Audit Committee	24/10/2019	6	6	100
5	Audit Committee	31/01/2020	6	5	83.33
6	Audit Committee	06/03/2020	6	6	100
7	Corporate Social Responsibility	17/05/2019	3	3	100
8	Stakeholders Forum	11/09/2019	3	2	66.67
9	Stakeholders Forum	31/01/2020	3	3	100
10	Nomination and Remuneration	17/05/2019	4	3	75

**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	28/08/2020
								(Y/N/NA)
1	Atul C. Kirloskar	6	6	100	0	0	0	Yes
2	Nihal G. Kulkarni	6	6	100	1	1	100	Yes
3	Rajendra. R. Deshpande	6	5	83.33	2	2	100	Not Applicable
4	Rahul C. Kirloskar	6	5	83.33	6	6	100	Yes
5	M. Lakshminarayana	6	4	66.67	13	11	84.62	Yes
6	Mahesh R. Chaudhari	6	6	100	11	11	100	Yes
7	Gauri A. Kirloskar	6	6	100	2	1	50	Yes
8	Pradeep R. Ramesh	6	6	100	14	14	100	Yes
9	Vinesh Kumar	6	6	100	6	6	100	Yes
10	Satish Jamdar	6	6	100	16	16	100	Yes
11	Sunil Shah Sir	6	4	66.67	0	0	0	Yes
12	Mrunalini Deshpande	6	5	83.33	0	0	0	Yes
13	Shalini Sarin	2	2	100	0	0	0	Yes
14	Kandathil Mathew	3	3	100	2	2	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Atul C. Kirloskar	Executive Chairman	6.46	0	0	0	6.46
2	Nihal G. Kulkarni	Managing Director	3.12	0	0	0	3.12
3	Rajendra. R. Deshpande	Managing Director	5.5	0	0	0	5.5
	Total		15.08	0	0	0	15.08

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	T. Vinodkumar	CFO	2.74	0	0	0	2.74
2	Smita Raichurkar	Company Secre	0.27	0	0	0	0.27
3	Pawan Kumar Agar	CFO	0.07	0	0	0	0.07
	Total		3.08	0	0	0	3.08

Number of other directors whose remuneration details to be entered

13

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R. Srinivasan	Independent Dir	0	0.06	0	0.04	0.1
2	M. Lakshminarayan	Independent Dir	0	0.29	0	0.05	0.34
3	Pratap G. Pawar	Independent Dir	0	0.03	0	0.02	0.05
4	Pradeep R. Rathi	Independent Dir	0	0.13	0	0.08	0.21
5	Satish Jamdar	Independent Dir	0	0.14	0	0.09	0.23
6	Mrunalini Deshmukh	Independent Dir	0	0.03	0	0.03	0.06
7	Sunil Shah Singh	Independent Dir	0	0.02	0	0.02	0.04
8	Rahul C. Kirloskar	Non-Executive D	0	0.06	0	0.04	0.1
9	Gauri A. Kirloskar	Non-Executive D	0	0.29	0	0.03	0.32
10	Mahesh R. Chhabria	Non-Executive D	0	0.87	0	0.07	0.94
11	Vinesh Kumar Jaira	Non-Executive D	0	0.29	0	0.06	0.35
12	Shalini Sarin	Additional Direct	0	0.01	0	0.01	0.02
13	Kandathil Mathew A	Additional Direct	0	0.04	0	0.03	0.07
	Total		0	2.26	0	0.57	2.83

#### 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:

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  
KIRLOSKAR  
ATUL  
CHANDRAKANT  
Date: 2020.10.09  
15:25:10 +05'30'

DIN of the director

00007387

To be digitally signed by

Digitally signed by  
Smita Arun  
Raichurkar  
Date: 2020.10.09  
15:26:57 +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 Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

MGT-8 KOEL 2020.pdf  
Annexure A to 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

## 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

#### 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, 2020. 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;
  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 and the proceedings ~~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: 5<sup>th</sup> October, 2020

Place: Pune

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



Name of Company Secretary in practice: Mahesh J. Risbud

C.P. No.: 185

UCN: S1981MH000400

UDIN: F000810B000855488