

## Copy of Annual Return

(Pursuant to section 92 of the Companies Act, 2013)

### I. REGISTRATION AND OTHER DETAILS:

(i)	<b>Corporate Identification Number (CIN) of the company</b>	U29248KA2015FTC079786
	Global Location Number (GLN) of the company	NA
	<b>Permanent Account Number (PAN) of the company</b>	AAFCT3122J
(ii)	<b>a. Name of the company</b>	Kirloskar Toyota Textile Machinery Private Limited
	<b>b. Registered office address</b>	Plot No 10-13, Jigani Industrial Area, Phase II, Jigani, Bangalore Karnataka-560105
	<b>c. e-mail ID of the company</b>	<a href="mailto:accounts@kttm.toyotaindustries.com">accounts@kttm.toyotaindustries.com</a>
	<b>d. Telephone number with STD code</b>	8110419555
	<b>e. Website</b>	<a href="https://kttm.toyota-industries.com">https://kttm.toyota-industries.com</a>
(iii)	<b>Date of Incorporation</b>	10/04/2015
(iv)	<b>Type of the Company</b>	Private Company
	<b>Category of the Company</b>	Company limited by shares
	<b>Sub-category of the Company</b>	Subsidiary of Foreign Company
(v)	<b>Whether company is having share capital</b>	Yes
(vi)	<b>Whether shares listed on recognized Stock Exchange(s)</b>	No
(vii)	<b>Financial year</b>	01.04.2022 to 31.03.2023
(viii)	<b>Whether Annual general meeting (AGM) held</b>	Yes  Date of AGM : 29.05.2023 Due Date of AGM : 03.09.2023

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities: 01

Sl 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	100

				purpose Machinery & equipment, Transport equipment	
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### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

Sl. No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Toyota Industries Corporation	NA	Holding	98.86

### 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	310,000,000	293,392,382	293,392,382	293,392,382
Total amount of equity shares (in Rupees)	3,100,000,000	2,933,923,820	2,933,923,820	2,933,923,820

Number of classes: 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	310,000,000	293,392,382	293,392,382	293,392,382
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in Rupees)	3,100,000,000	2,933,923,820	2,933,923,820	2,933,923,820

(b) Preference share capital

<b>Particulars</b>	<b>Authorised capital</b>	<b>Issued capital</b>	<b>Subscribed capital</b>	<b>Paid up capital</b>
Total number of equity shares	0	0	0	0
Total amount of equity shares (in Rupees)	0	0	0	0

Number of classes: 0

<b>Class of Shares</b>	<b>Authorised capital</b>	<b>Issued capital</b>	<b>Subscribed capital</b>	<b>Paid up capital</b>
Number of equity shares	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of equity shares (in Rupees)	0	0	0	0

(c) Unclassified share capital

<b>Particulars</b>	<b>Authorised Capital</b>
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

<b>Class of shares</b>	<b>Number of shares</b>	<b>Total nominal amount</b>	<b>Total Paid-up amount</b>	<b>Total premium</b>
<b>Equity shares</b>				
<b>At the beginning of the year</b>	293,392,382	2,933,923,820	2,933,923,820	0
<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>	293,392,382	2,933,923,820	2,933,923,820	0
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	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	0
<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	0
<b>At the end of the year</b>	0	0	0	0

- (ii) **Details of stock split/consolidation during the year (for each class of shares) : Nil**
- (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**
- (iv) **Indebtedness including debentures (Outstanding as at the end of financial year)**

<b>Particulars</b>	<b>Number of units</b>	<b>Nominal value per unit</b>	<b>Total value</b>
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	0	0	0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits	0	0	0
Deposit	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Details of debentures:**

<b>Class of debentures</b>	<b>Outstanding as at the beginning of the year</b>	<b>Increase during the year</b>	<b>Decrease during the year</b>	<b>Outstanding as at the end of the year</b>
<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)**

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
--	0	0	0	0	0
--	0	0	0	0	0
<b>Total</b>	0	0	0	0	0

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

**(i) Turnover : 7,21,11,70,318**

**(ii) Net worth of the Company: 4,62,23,86,985**

**VI. (a) SHARE HOLDING PATTERN – Promoters:**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	<b>Individual/Hindu Undivided Family</b>				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	<b>Government</b>				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0

7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	293,392,3 82	100	0	0
10.	Others	0	0	0	0
	<b>Total</b>	<b>293,392,3 82</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Total number of shareholders (promoters):2**

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	<b>Individual/Hindu Undivided Family</b>				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	<b>Government</b>				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Total number of shareholders (other than promoters): 0**

**Total number of shareholders (Promoters + Public/Other than promoters): 2**

## **VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

(Details, Promoters, Members (other than promoters), Debenture holders)

<b>Details</b>	<b>At the beginning of the year</b>	<b>At the end of the year</b>
<b>Promoters</b>	2	2
<b>Members (other than promoters)</b>	0	0
<b>Debenture holders</b>	0	0

## **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **(A) Composition of Board of Directors**

<b>Category</b>	<b>Number of directors at the beginning of the year</b>		<b>Number of directors at the end of the year</b>		<b>Percentage of shares held by directors as at the end of year</b>	
	<b>Executive</b>	<b>Non-executive</b>	<b>Executive</b>	<b>Non-executive</b>	<b>Executive</b>	<b>Non-executive</b>
<b>A. Promoter</b>	2	2	2	2	0	0
<b>B. Non-Promoter</b>	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	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>	0	0	0	0	0	0



**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date : 5**

**(B) (i) Details of directors and Key managerial personnel as on the closure of financial year**

<b>Name</b>	<b>DIN/PAN</b>	<b>Designation</b>	<b>Number of equity share(s) held</b>	<b>Date of cessation (after closure of financial year : If any)</b>
SHINYA MIZUTANI	09062914	Director	0	--
HISAHIRO KOKETSU	08908839	Managing Director	0	--
NAGARAJ RAMACHAR THALI	06716880	Whole-time director	0	--
MANASI NEVILLE TATA	02210054	Additional Director	0	--
SUBRAHMANYA DATTATRAYA GAONKAR	CFIPG0473E	Company Secretary	0	--

**(ii) Particulars of change in director(s) and Key managerial personnel during the year: 4**

<b>Name</b>	<b>DIN/PAN</b>	<b>Designation at the beginning / during the financial year</b>	<b>Date of appointment/ change in designation/ cessation</b>	<b>Nature of change (Appointment/ Change in designation/ Cessation)</b>
VIKRAM SHREEKANT KIRLOSKAR	00007907	Director	29/11/2022	Cessation
NEVILLE TATA MANASI	02210054	Additional Director	22/12/2022	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	03/06/2022	2	2	100

#### B. BOARD MEETINGS:

Sl. No	Date of meeting	Total Number of Directors associated as on the date of meeting	Attendance	
			Number of Directors attended	% of attendance
1	03/06/2022	4	3	75
2	26/09/2022	4	4	100
3	22/12/2022	3	3	100
4	15/03/2023	4	4	100

#### C. COMMITTEE MEETINGS:

Number of meetings held: 4

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
1	Audit Committee Meeting	03/06/2022	4	3	75
2	CSR Committee Meeting	03/06/2022	4	3	75
3	Audit Committee Meeting	15/03/2023	4	4	100
4	CSR Committee Meeting	15/03/2023	4	4	100

#### D. ATTENDANCE OF DIRECTORS

Sl 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	
								03/06/22
1	SHINYA MIZUTANI	4	4	100	4	4	100	NA
2	HISAHIRO KOKETSU	4	4	100	4	4	100	NA
3	VIKRAM SHREEKANT KIRLOSKAR	2	1	50	2	0	0	NA
4	NAGARAJ RAMACHAR THALI	4	4	100	4	4	100	NA
5	MANASI NEVILLE TATA	1	0	0	2	0	0	NA

#### X. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year: Yes

#### XI. PENALTY AND PUNISHMENT - DETAILS THEREOF:

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS: Nil

(B) DETAILS OF COMPOUNDING OF OFFENCES: Nil

**Digitally signed by**

**Sd**  
**Nagaraj T R**  
**Whole Time Director**

**Sd**  
**Subrahmanya Gaonkar**  
**Company Secretary**

**Attachment -1****List of Shareholders as on 31<sup>st</sup> March 2023**

<b>Sl. No</b>	<b>Name of the Shareholder</b>	<b>Class of Shares</b>	<b>No of shares held</b>
1	Toyota Industries Corporation	Equity share	290,041,370
2	Kirloskar Systems Limited	Equity share	3,351,012
<b>Total</b>			<b>293,392,382</b>

**Attachment -2****MGT-8: Certificate by a Company Secretary**