

Copy of Annual Return

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

I. REGISTRATION AND OTHER DETAILS:

(i)	Corporate Identification Number (CIN) of the company	U29248KA2015FTC079786
	Global Location Number (GLN) of the company	NA
	Permanent Account Number (PAN) of the company	AAFCT3122J
(ii)	a. Name of the company	Kirloskar Toyota Textile Machinery Private Limited
	b. Registered office address	Plot No 10-13, Jigani Industrial Area, Phase II, Jigani, Bangalore Karnataka-560105
	c. e-mail ID of the company	accounts@kttm.toyotaindustries.com
	d. Telephone number with STD code	8110419555
	e. Website	https://kttm.toyota-industries.com
(iii)	Date of Incorporation	10/04/2015
(iv)	Type of the Company	Private Company
	Category of the Company	Company limited by shares
	Sub-category of the Company	Subsidiary of Foreign Company
(v)	Whether company is having share capital	Yes
(vi)	Whether shares listed on recognized Stock Exchange(s)	No
(vii)	Financial year	01.04.2024 to 31.03.2025
(Viii)	Whether Annual general meeting (AGM) held	Yes Date of AGM: 04.06.2025 Due Date of AGM : 03.09.2025

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 purpose Machinery	100

				& 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

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	0	0	0	0
Total amount of equity 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 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

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
Equity shares				
At the beginning of the year	293,392,382	2,933,923,820	2,933,923,820	0
Increase during the year	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
Decrease during the year	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
At the end of the year	293,392,382	2,933,923,820	2,933,923,820	0
Preference shares				
At the beginning of the year	0	0	0	0
Increase during the year	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
Decrease during the year	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
At the end of the year	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) :

Date of the previous annual general meeting	04/06/2024
Date of registration of transfer (Date Month Year)	03/02/2025
Type of transfer	Equity shares
Number of Shares/ Debentures/ Units Transferred	3,351,012
Amount per Share/Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	4
Transferor's Name	Kirloskar Systems Private Limited
Ledger Folio of Transferee	NA (Transferred through Demat)
Transferee's Name	Vikramgeet Investments and Holdings

(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	0	0	0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits	0	0	0
Deposit	0	0	0
Total	0	0	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
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)

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
Total	0	0	0	0	0

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

(i) Turnover: 6,38,37,67,360

(ii) Net worth of the Company: 5,63,54,13,315

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	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0

	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(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)	293,392,382	100	0	0
10.	Others	0	0	0	0
	Total	293,392,382	100	0	0

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.	Individual/Hindu Undivided Family				
	(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.	Government				
	(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
	Total	0	0	0	0

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)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
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
A. Promoter	2	2	2	2	0	0

B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	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
Total	2	2	2	2	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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHINYA MIZUTANI	09062914	Director	0	--
YUJI YOKOE	10720239	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

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)
HISAHIRO KOKETSU	08908839	Managing Director	24/09/2024	Cessation
YUJI YOKOE	10720239	Managing Director	24/09/2024	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: 2

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	04/06/2024	2	2	100
Extraordinary General Meeting	24/09/2024	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	04/06/2024	4	4	100
2	24/09/2024	4	4	100
3	19/12/2024	4	4	100
4	11/02/2025	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	04/06/2024	4	4	100
2	CSR Committee Meeting	04/06/2024	4	4	100
3	Audit Committee Meeting	11/02/2025	4	4	100
4	CSR Committee Meeting	11/02/2025	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
								(Y/N/NA)
1	SHINYA MIZUTANI	4	4	100	4	4	100	NA
2	YUJI YOKOE	2	2	100	2	2	100	NA
3	NAGARAJ RAMACHARTHALI	4	4	100	4	4	100	NA
4	MANASI NEVILLE TATA	4	4	100	4	4	100	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 31st March 2025**

Sl. No	Name of the Shareholder	Class of Shares	No of shares held
1	Toyota Industries Corporation	Equity share	290,041,370
2	Vikramgeet Investments and Holdings Private Limited	Equity share	3,351,012
Total			293,392,382

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