

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]



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

U34200HR2007PTC073642

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAFCEM1839D

(ii) (a) Name of the company

MUNJAL KIRIU INDUSTRIES PRI

(b) Registered office address

PLOT NO 192, SECTOR-4, PHASE-II,
IMT MANESAR
GURUGRAM
Gurgaon
Haryana
122050

(c) * e-mail ID of the company

ssaha@munjalkiriu.co.in

(d) * Telephone number with STD code

01244754400

(e) Website

www.munjalkiriu.co.in

(iii) Date of Incorporation

27/07/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	88.16
2	C	Manufacturing	C7	Metal and metal products	11.84

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	10,000,000	7,815,362	7,815,362	7,815,362
Total amount of equity shares (in Rupees)	100,000,000	78,153,620	78,153,620	78,153,620

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital

Number of equity shares	10,000,000	7,815,362	7,815,362	7,815,362
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000,000	78,153,620	78,153,620	78,153,620

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	7,815,362	7815362	78,153,620	78,153,620	
Increase during the year	0	0	0	0	0	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	0	0	0	0	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 						
Decrease during the year	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 						
At the end of the year	0	7,815,362	7815362	78,153,620	78,153,620	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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 						
Decrease during the year	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 						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

Transferee's Name			
	Surname	middle name	first name

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

Ledger Folio of Transferee	
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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
Total			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)

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
Total					

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

(i) Turnover

6,170,971,000

(ii) Net worth of the Company

3,463,434,000

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	
	(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)	7,815,362	100	0	
10.	Others	0	0	0	
	Total	7,815,362	100	0	0

Total number of shareholders (promoters)

4

(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	
	(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)	0	0	0	
10.	Others	0	0	0	

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

0

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

4

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	4	4
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	0	1	0	1	0	0
B. Non-Promoter	1	0	1	0	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	3	0	3	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	3	0	3	0	0
Total	1	4	1	4	0	0

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

8

(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)
Pankaj Munjal	00005330	Director	0	
Kannan Saravanan	08337301	Managing Director	0	
Amit Gupta	02990732	Nominee director	0	
Makoto Yoshimoto	07132916	Nominee director	0	09/06/2023
Shohei Yoshida	09812230	Nominee director	0	
Kannan Saravanan	ANFPK8667B	CEO	0	
Sudhir Kumar Singhvi	AAAPS9751J	CFO	0	
Shubhankar Saha	CVFPS7728R	Company Secretar	0	

(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)
SHINICHI HASHIMOTO	08554028	Nominee director	01/12/2022	Cessation
SHOHEI YOSHIDA	09812230	Nominee director	02/12/2022	Appointment
Bhawmesh Vij	AAKPV3003E	CFO	30/09/2022	Cessation
Sudhir Kumar Singhvi	AAAPS9751J	CFO	01/10/2022	Appointment
Rohit Babbar	BDNPB0497B	Company Secretar	28/02/2023	Cessation
Shubhankar Saha	CVFPS7728R	Company Secretar	25/03/2023	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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	09/06/2022	4	4	100
EGM	21/09/2022	4	4	100
EGM	16/01/2023	4	4	100
EGM	07/03/2023	4	4	100
EGM	25/03/2023	4	4	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2022	5	4	80
2	21/09/2022	5	5	100
3	16/01/2023	5	4	80
4	07/03/2023	5	3	60
5	25/03/2023	5	3	60

C. COMMITTEE MEETINGS

Number of meetings held

2

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	CSR Meeting	21/09/2022	3	3	100
2	CSR Meeting	16/01/2023	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	12/07/2023
								(Y/N/NA)
1	Pankaj Munjal	5	3	60	2	2	100	No
2	Kannan Sarav	5	5	100	2	2	100	Yes
3	Amit Gupta	5	4	80	2	2	100	Yes
4	Makoto Yoshir	5	2	40	0	0	0	Yes
5	Shohei Yoshic	3	3	100	0	0	0	No

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	Kannan Saravanan	Managing Director	22,183,000				22,183,000
	Total		22,183,000				22,183,000

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	Sudhir Kumar Singh	CFO	4,370,000	0	0		4,370,000
2	Shubhankar Saha	CS	85,000	0	0		85,000
3	Bhawadesh Vij	CFO	9,520,000	0	0		9,520,000
4	Rohit Babbar	CS	991,000	0	0		991,000
	Total		14,966,000	0	0		14,966,000

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pankaj Munjal	Director	0	0	0	5,000,000	5,000,000
	Total		0	0	0	5,000,000	5,000,000

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

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

Neelam Gupta

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6950

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.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

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

SARAVANA
N KANNAN
Digital signed by
SARAVANA
KANNAN
Date: 2023.09.14
15:01:33 +05'30'

DIN of the director

To be digitally signed by☒ Company Secretary☐ Company secretary in practice

Membership number

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

List of attachments

List of shareholders_MKIPL.pdf
MKIPL MGT8 07092023.pdf

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



MUNJAL KIRIU INDUSTRIES PVT. LTD.

Corporate Identification Number (CIN) : U34200HR2007PTC073642

Regd. Office : Plot No. 192, Sector-IV, Phase-II, IMT Manesar,
Gurugram - 122050, Haryana (INDIA)

T : +91-124-4754400, F : +91-124-4754488

E-mail : info@munjalkiriu.co.in Web : www.munjalkiriu.co.in

LIST OF SHAREHOLDERS AS ON 31ST MARCH, 2023

Sr. No.	Name of shareholder	No. of shares	shareholding in %
01	HERO CYCLES LIMITED	3,829,527	49.00
02	KIRIU CORPORATION, JAPAN	3,378,871	43.23
03	SUMITOMO CORPORATION, JAPAN	122,839	1.58
04	SUMITOMO CORPORATION INDIA PVT. LTD.	484,125	6.19
	TOTAL	7,815,362	100.00

For Munjal Kiriu Industries Pvt. Ltd.


Shubhankar Saha
Company Secretary

Mem No: A40404

347-F, Pocket-2,

Mayur Vihar Phase-I,

New Delhi-110091



JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

FORM NO. MGT-8

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

CERTIFICATE

I have examined the registers, records and books and papers of **MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED** ("the Company") registered with Registrar of Companies, Delhi and Haryana (at Delhi) bearing CIN: **U34200HR2007PTC073642** and having registered office at **Plot No. 192, Sector-4, Phase-II, IMT Manesar, Gurugram - 122050, Haryana** as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **March 31, 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 and Rules made there under in respect of:
1. its status under the Act as an unlisted private limited company;
 2. maintenance of registers, records and 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, the Tribunal, Court or other authorities, wherever required, within/beyond the prescribed time alongwith applicable additional fee;
 4. calling, convening and holding meetings of Board of Directors or its committees, if any, 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 including circular resolution have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed;

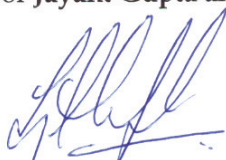


5. closure of Register of Members **(not applicable during the year under review)**;
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act **(not applicable during the year under review)**;
7. contracts/arrangements with related parties as specified in Section 188 of the Act(as per the details and explanations provided by the management, these were in the ordinary course of business and carried out at an arm's length basis);
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 issue **(not applicable during the year under review)**;
9. keeping in abeyance the rights to dividend pending registration of transfer of shares in compliance with the provisions of the Act **(not applicable during the year under review)**;
10. the Company declared interim dividend @ Rs. 12.79531262 per equity share, which was duly paid within the stipulated time and manner as per the provisions of the Companies Act, 2013. Further, there were no instance of transfer/crediting on account of unpaid/unclaimed dividend/other amounts as applicable, to the Investor Education and Protection Fund in accordance with section 125 of the Companies Act, 2013;
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, filling up casual vacancies and disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them in all instances. There was no instance of retirement during the period under review;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act **(not applicable during the year under review)**;



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 during the year under review)**;
15. acceptance/ renewal/ repayment of deposits **(not applicable during the year under review)**;
16. unsecured borrowings from banks in all instances. There are no instances of 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 **(not applicable during the year under review)**;
18. alteration of the provisions of the Memorandum and/ or Association of Association of the Company **(not applicable during the year under review)**.

For Jayant Gupta and Associates



Jayant Gupta
Practicing Company Secretary



CP : 9738
FCS : 7288
PR : 759/2020
UDIN : F007288E000966708

Date : September 07, 2023
Place : New Delhi