

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

L65993PN2009PLC134021

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADC7682H

(ii) (a) Name of the company

BF INVESTMENT LIMITED

(b) Registered office address

MUNDHWA
PUNE CANTONMENT
PUNE
Maharashtra
411036

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

Secretarial@bfilpune.com

(d) *Telephone number with STD code

7719005777

(e) Website

www.bfilpune.com

(iii) Date of Incorporation

26/05/2009

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 Ltd and National Stock Exchange of India Ltd	1,025

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted Yes No

(f) Specify the reasons for not holding the same

will be held in September 26, 2023

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	K	Financial and insurance Service	K8	Other financial activities	100

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

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

8

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KALYANI STEELS LTD	L27104MH1973PLC016350	Associate	39.06
2	ALYANI FINANCIAL SERVICES L +	U65910PN1986PLC039645	Associate	49
3	NANDI ENGINEERING LIMITED	U85110KA1996PLC019618	Associate	40
4	KSL HOLDINGS PRIVATE LIMIT +	U65993PN2001PTC015938	Associate	42.52
5	TRIUMPHANT SPECIAL ALLOYS +	U27106PN1998PTC012742	Associate	45.51
6	SYNISE TECHNOLOGIES LIMITE +	U72200PN1997PLC112581	Associate	46.77
7	MERITOR HVS (INDIA) LIMITED	U29221KA1998PLC023383	Joint Venture	48.99
8	AUTOMOTIVE AXLES LIMITED	L51909KA1981PLC004198	Joint Venture	35.52

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	40,000,000	37,667,628	37,667,628	37,667,628
Total amount of equity shares (in Rupees)	200,000,000	188,338,140	188,338,140	188,338,140

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	40,000,000	37,667,628	37,667,628	37,667,628
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	200,000,000	188,338,140	188,338,140	188,338,140

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	556,426	37,111,202	37667628	188,338,140	188,338,140	
Increase during the year	0	30,257	30257	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		30,257	30257			
Dematerialization						
Decrease during the year	30,257	0	30257	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	30,257		30257			
Dematerialization						
At the end of the year	526,169	37,141,459	37667628	188,338,140	188,338,140	
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)

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 style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year) <input style="width: 100%;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width: 100%;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" 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
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

945,458,592

(ii) Net worth of the Company

21,342,620,544

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	106,542	0.28	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)	27,816,184	73.85	0	
10.	Others	0	0	0	
	Total	27,922,726	74.13	0	0

Total number of shareholders (promoters)

22

(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	4,942,814	13.12	0	
	(ii) Non-resident Indian (NRI)	95,006	0.25	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	160,127	0.43	0	
4.	Banks	3,169	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,709	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,640,548	9.66	0	
10.	Others FPI, Trusts, Clearing member	901,529	2.39	0	
	Total	9,744,902	25.86	0	0

Total number of shareholders (other than promoters)

22,050

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

22,072

**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	23	22
Members (other than promoters)	21,308	22,050
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	0	0	0	0	0
B. Non-Promoter	0	6	0	6	0	0.07
(i) Non-Independent	0	3	0	3	0	0.07
(ii) Independent	0	3	0	3	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	0	6	0	6	0	0.07

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

9

(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)
A B KALYANI	00089430	Director	28,220	
B B HATTARKI	00145710	Director	0	
M U TAKALE	01291287	Director	0	
A A SATHE	06925030	Director	0	
S G JOGLEKAR	00073826	Director	200	
B S MITKARI	03632549	Director	0	
J G PATWARDHAN	AEAPP5559B	CEO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
J G PATWARDHAN	AEAPP5559B	CFO	0	
S R KSHIRSAGAR	AWUPK4403D	Company Secretar	13	

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

0

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)

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 MEETI	28/09/2022	21,417	37	1.15

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	30/05/2022	6	3	50
2	12/08/2022	6	5	83.33
3	11/11/2022	6	5	83.33
4	04/01/2023	6	6	100
5	13/02/2023	6	5	83.33
6	13/03/2023	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

27

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 Committ ⁺	30/05/2022	3	2	66.67
2	Audit Committ ⁺	12/08/2022	3	2	66.67
3	Audit Committ ⁺	11/11/2022	3	2	66.67
4	Audit Committ ⁺	13/02/2023	3	2	66.67
5	Nomination & ⁺	30/05/2022	3	2	66.67
6	Nomination & ⁺	13/02/2023	3	2	66.67
7	CSR Meeting	30/05/2022	3	3	100
8	Risk Managem ⁺	10/08/2022	3	2	66.67
9	Risk Managem ⁺	13/01/2023	3	2	66.67
10	Stakeholder R ⁺	04/04/2022	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		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	
1	A B KALYANI	6	4	66.67	5	1	20	
2	B B HATTAR	6	5	83.33	26	25	96.15	
3	M U TAKALE	6	5	83.33	21	21	100	
4	A A SATHE	6	3	50	22	10	45.45	
5	S G JOGLEK	6	6	100	6	6	100	
6	B S MITKARI	6	6	100	0	0	0	

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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	J G PATWARDHAN	CEO & CFO	4,779,960	0	0	0	4,779,960
2	S R KSHIRSAGAR	COMPANY SEC	2,108,735	0	0	0	2,108,735
	Total		6,888,695	0	0	0	6,888,695

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	A B KALYANI	Non-Executive D		18,500,000		20,000	18,520,000
2	B B HATTARKI	Non-Executive -		1,300,000		20,000	1,320,000
3	M U TAKALE	Non-Executive -		1,300,000		20,000	1,320,000
4	A A SATHE	Non-Executive -		1,300,000		15,000	1,315,000
5	S G JOGLEKAR	Non-Executive -		1,300,000		30,000	1,330,000
6	B S MITKARI	Non-Executive -		1,300,000		30,000	1,330,000
	Total			25,000,000	0	135,000	25,135,000

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

2

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

BF Investment Lim	BSE Limited	01/08/2022	Delayed submission	11800/-	Penalty duly paid
BF Investment Lim	National Stock Exc	14/07/2022	Delayed submission	11800/-	Penalty duly paid

(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

Sheetal S. Joshi

Whether associate or fellow

Associate Fellow

Certificate of practice number

11635

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. ... 12 dated 11/02/2022

(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

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

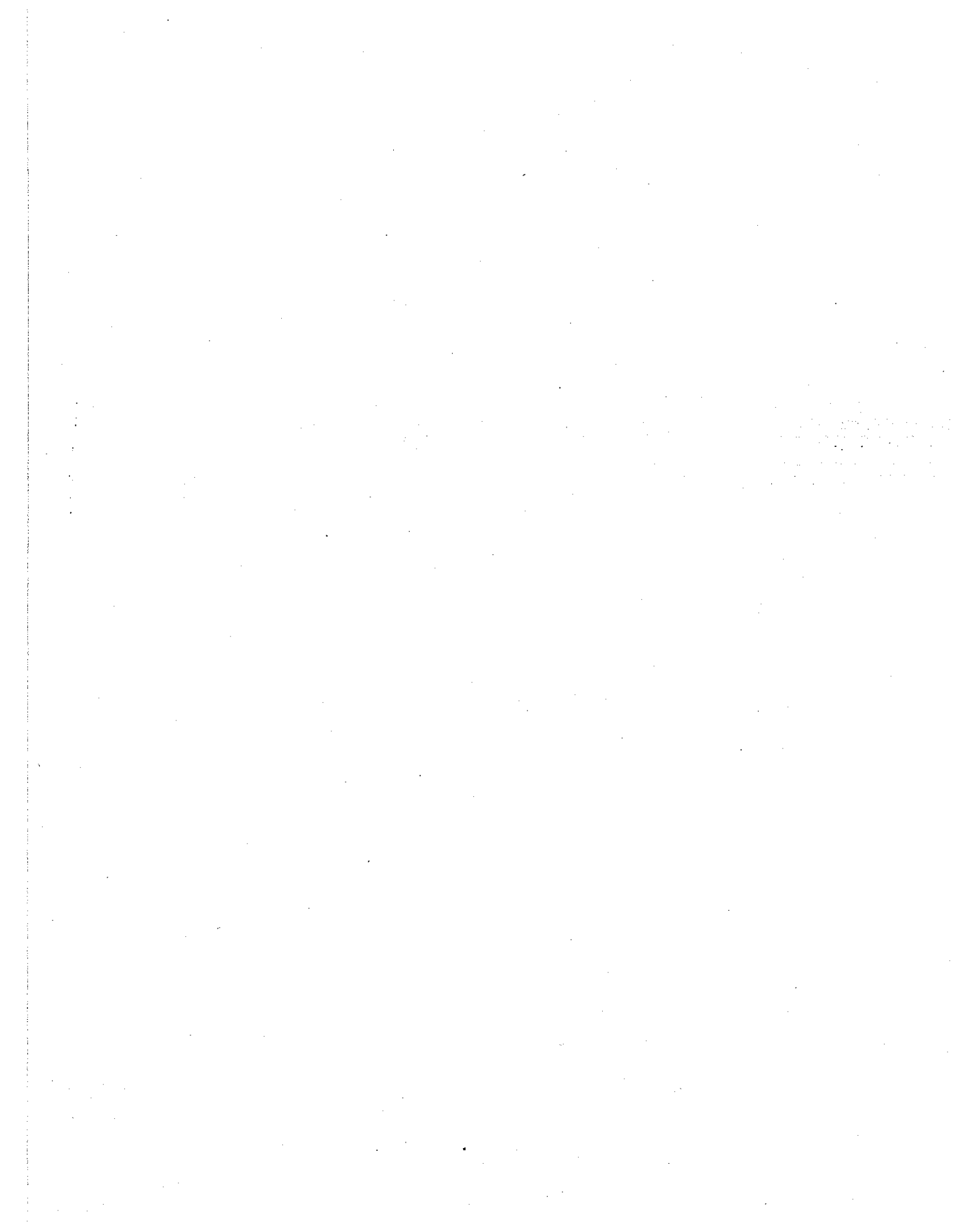
Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

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



**BF Investment Limited
2022- 23**

Sitting Fees paid to the Board of Directors for 6 Board Meetings and attendance during 2022-23

	Meeting Date	A.B. Kalyani Chairman	B.B. Hattarki	M. U. Takale	A.A. Sathe	S. G. Joglekar	B. S. Mitkari
1	30-05-2022	A	5000	A	A	5000	5000
2	12-08-2022	5000	A	5000	5000	5000	5000
3	11-11-2022	5000	5000	5000	A	5000	5000
4	04-01-2023	5000	5000	5000	5000	5000	5000
5	13-02-2023	5000	5000	5000	A	5000	5000
6	13-03-2023	A	5000	5000	5000	5000	5000
	TOTAL	20000	25000	25000	15000	30000	30000

Audit Committee Meetings and Attendance

	Meeting Date	B.B. Hattarki Chairman	A.A. Sathe	S. G. Joglekar
1	30-05-2022	P	A	p
2	12-08-2022	A	P	P
3	11-11-2022	P	A	P
4	13-02-2023	P	A	P
	TOTAL	3	1	4

Nomination & Remuneration Committee Meetings and Attendance

Meeting Date	B.B. Hattarki Chairman	A.B. Kalyani	S. G. Joglekar
30-05-2022	P	A	P
13-02-2023	P	A	P
TOTAL	2	0	2

CSR Meetings and Attendance

Meeting Date	B.B. Hattarki – Chairman	M. U. Takale	A. B. Kalyani
30-05-2022	P	P	P
TOTAL	1	1	1

RMC Meetings and Attendance

Meeting Date	B.B. Hattarki – Chairman	M. U. Takale	A. B. Kalyani
10-08-2022	P	P	A
13-01-2023	P	P	A
TOTAL	2	2	0

SRC Committee Meetings and Attendance –

Sr.	Meeting Date	M. U. Takale Chairman	B.B. Hattarki	Ms.A. A. Sathe
1	04-04-2022	P	P	A

3	16-05-2022	P	P	A
4	20-06-2022	P	P	A
5	27-06-2022	P	P	A
6	11-07-2022	P	P	A
7	08-08-2022	P	P	A
8	18-08-2022	P	P	A
9	12-09-2022	P	P	A
10	14-11-2022	P	P	P
11	28-11-2022	P	P	P
12	12-12-2022	P	P	P
13	19-12-2022	P	P	P
14	26-12-2022	P	P	P
15	23-01-2023	P	P	P
16	30-01-2023	P	P	P
17	27-02-2023	P	P	P
18	13-03-2023	P	P	P
	TOTAL	18	18	9

P – Present A – Absent

For BF Investment Limited

S. R. Kshirsagar
Company Secretary