

<b>General information about company</b>	
Scrp code	500243
NSE Symbol	KIRLOSIND
MSEI Symbol	
ISIN	INE250A01039
Name of the entity	Kirloskar Industries Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory													Textual Information(1)							
Whether the listed entity has a Regular Chairperson													Yes							
Whether Chairperson is related to MD or CEO													No							
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Atul Kirloskar	ABIPK5776G	00007387	Non-Executive - Non Independent Director	Chairperson related to Promoter		13-02-1956	NA		01-03-1996				4	0	1	1		
2	Mr	Mahesh Chhabria	ADCPM8911H	00166049	Executive Director	Not Applicable	MD	19-04-1964	NA		24-05-2016				5	1	3	2		
3	Ms	Aditi Chirmule	AANPC6477E	01138984	Executive Director	Not Applicable		11-08-1966	NA		25-01-2012				1	0	1	0		
4	Mr	Anil Alawani	AAXPA8052D	00036153	Non-Executive - Non Independent Director	Not Applicable		24-08-1945	Yes	27-08-2020	21-01-2009				2	0	4	1		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Vinesh Kumar Jairath	AAYPJ0756C	00391684	Non-Executive - Non Independent Director	Not Applicable		27-12-1958	NA		04-07-2017			5	3	8	0			
6	Mr	Tejas Deshpande	AHXPD9121D	01942507	Non-Executive - Independent Director	Not Applicable		09-04-1981	NA		19-05-2015	28-08-2020		83	3	3	4	2		
7	Mr	D. Sivanandhan	AAVPD7633B	03607203	Non-Executive - Independent Director	Not Applicable		03-02-1951	NA		11-05-2017	11-05-2017		59	4	4	8	2		
8	Mr	Ashit Parckh	ABEPP3871H	00821577	Non-Executive - Independent Director	Not Applicable		05-06-1959	NA		04-07-2017	04-07-2017		57	1	1	0	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Satish Jamdar	AADPJ1858L	00036653	Non-Executive - Independent Director	Not Applicable		09-05-1952	NA		17-05-2018	17-05-2018		47	2	2	3	2		
10	Mrs	Mrunalini Deshmukh	AELPD7498C	07092728	Non-Executive - Independent Director	Not Applicable		10-10-1957	NA		17-05-2018	17-05-2018		47	2	2	0	0		
11	Mr	Vijaydipak Varma	AAKPV3891L	00011352	Non-Executive - Independent Director	Not Applicable		05-10-1951	NA		15-10-2021	15-10-2021		6	3	2	4	0		
12	Mr	Nihal Kulkarni	AIVPK1270B	01139147	Non-Executive - Non Independent Director	Not Applicable		07-06-1981	NA		24-04-2009		09-02-2022		0	0	0	0		

**Text Block**

Textual Information(1)

The Board in its meeting held on 03.02.2022 re-appointed Mr. D. Sivanandhan as an ID for a second term up to his attaining the age of 75 years i.e. up to 02.02.2026, with effect from 11.05.2022, subject to the approval of members in the ensuing AGM.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00036653	Satish Jamdar	Non-Executive - Independent Director	Chairperson	14-06-2018		Textual Information(1)
2	01942507	Tejas Deshpande	Non-Executive - Independent Director	Member	19-05-2015		
3	03607203	D. Sivanandhan	Non-Executive - Independent Director	Member	11-05-2017		
4	00011352	Vijaydipak Varma	Non-Executive - Independent Director	Member	30-10-2021		Textual Information(2)
5	00036153	Anil Alawani	Non-Executive - Non Independent Director	Member	30-03-2010		
6	00391684	Vinesh Kumar Jairath	Non-Executive - Non Independent Director	Member	04-07-2017		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as a Chairman of the Committee with effect from 30 October 2021.
Textual Information(2)	Appointed as a member of the Committee with effect from 30 October 2021.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03607203	D. Sivanandhan	Non-Executive - Independent Director	Chairperson	30-10-2021		Textual Information(1)
2	00036653	Satish Jamdar	Non-Executive - Independent Director	Member	14-06-2018		Textual Information(2)
3	00036153	Anil Alawani	Non-Executive - Non Independent Director	Member	15-05-2014		



<b>Sr Text Block</b>	
Textual Information(1)	Appointed as a member and Chairman of the Committee with effect from 30 October 2021. Mr. Atul Kirloskar ceased to be a member of the Committee with effect from 30 October 2021.
Textual Information(2)	Ceased to be a Chairman of the Committee with effect from 30 October 2021. Hence, with effect from 30 October 2021, member of the Committee.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00036153	Anil Alawani	Non-Executive - Non Independent Director	Chairperson	30-03-2010		
2	01138984	Adivi Chirmule	Executive Director	Member	25-01-2012		
3	00011352	Vijaydipak Varma	Non-Executive - Independent Director	Member	30-10-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00036653	Satish Jamdar	Non-Executive - Independent Director	Chairperson	22-01-2019		
2	01942507	Tejas Deshpande	Non-Executive - Independent Director	Member	22-01-2019		
3	00821577	Ashit Parekh	Non-Executive - Independent Director	Member	22-01-2019		
4	00166049	Mahesh Chhabria	Executive Director	Member	02-04-2019		
5	00391684	Vinesh Kumar Jairath	Non-Executive - Non Independent Director	Member	05-02-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00036153	Anil Alawani	Non-Executive - Non Independent Director	Chairperson	15-05-2014		
2	01138984	Aditi Chirmule	Executive Director	Member	18-07-2014		
3	00011352	Vijaydipak Varma	Non-Executive - Independent Director	Member	30-10-2021		Textual Information(1)

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as a member of the Committee with effect from 30 October 2021.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	30-10-2021				Yes	12	6
2		03-02-2022	95		Yes	11	5
3		09-02-2022	5		Yes	11	6
4		25-03-2022	43		Yes	11	6

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	30-10-2021				Yes	6	4
2	Audit Committee	03-02-2022	95			Yes	6	4
3	Audit Committee	25-03-2022	49			Yes	6	4
4	Corporate Social Responsibility Committee	12-10-2021				Yes	3	1
5	Risk Management Committee	12-10-2021				Yes	5	3
6	Risk Management Committee	31-01-2022				Yes	5	3



**Annexure 1**

<b>IV. Meeting of Committees</b>								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Nomination and remuneration committee	30-10-2021				Yes	3	2
8	Nomination and remuneration committee	03-02-2022				Yes	3	2

**Annexure 1**

<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1**

<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Mrs. Ashwini Mali
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

Point No. 8 - The Corporate Governance Report submitted for the quarter ended 31 December 2021, was placed before the Board in its meeting held on 3 February 2022, and the same was approved by the Board. The Corporate Governance Report for the quarter ended 31 March 2022, will be placed before the Board at the ensuing Board Meeting.

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.kil.net.in
2	Terms and conditions of appointment of independent directors	Yes		www.kil.net.in
3	Composition of various committees of board of directors	Yes		www.kil.net.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.kil.net.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kil.net.in
6	Criteria of making payments to non-executive directors	Yes		www.kil.net.in
7	Policy on dealing with related party transactions	Yes		www.kil.net.in
8	Policy for determining 'material' subsidiaries	Yes		www.kil.net.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.kil.net.in

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kil.net.in
11	email address for grievance redressal and other relevant details	Yes		www.kil.net.in
12	Financial results	Yes		www.kil.net.in
13	Shareholding pattern	Yes		www.kil.net.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.kil.net.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.kil.net.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kil.net.in
21	Materiality Policy as per Regulation 30	Yes		www.kil.net.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.kil.net.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.kil.net.in
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

**Text Block**

Textual Information(1)

Point No. 6: Criteria for making payment to Non-Executive Directors - It is complied with in the Annual Report for the Financial Year 2020-2021, as per the provisions of the Listing Regulations. It will be complied with in the Annual Report for the Financial Year 2021-2022, as per the provisions of the Listing Regulations.



**Annexure II**

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided			Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	<p>Point No. 2: Board Composition under Regulation 17(1B) of the Listing Regulations - It is applicable for top 500 companies. Hence not applicable.</p> <p>Point No. 10: Compliance certificate under Regulation 17(8) of the Listing Regulations - It is complied with in the Annual Report for the Financial Year 2020-2021. It will be complied with in the Annual Report for the Financial Year 2021-2022.</p> <p>Point No. 12: Performance evaluation of Independent Directors under Regulation 17(10) of the Listing Regulations - It is complied with for the Financial Year 2020-2021. It will be complied with at the ensuing Board Meeting for the Financial Year 2021-2022.</p> <p>Point No. 13: Statement to be annexed to the notice under Regulation 17(11) of the Listing Regulations - It is complied with in the AGM Notice for the Financial Year 2020-2021. It will be complied with in the AGM Notice for the Financial Year 2021-2022.</p> <p>Point No. 27: Related Party Transactions under Regulation 23(8) - Not applicable.</p> <p>Point No. 30: Other Corporate Governance requirements with respect to subsidiary of listed entity - Regulation 24(5) and 24(6) of the Listing Regulations will be complied with as and when applicable.</p> <p>Point No. 31: Annual Secretarial Compliance Report under Regulation 24(A) of the Listing Regulations - It is complied with in the Annual Report for the Financial Year 2020-2021. It will be complied with in the Annual Report for the Financial Year 2021-2022.</p> <p>Point No. 36: Declaration from Independent Director under Regulation 25(8) and 25(9) of the Listing Regulations - It is complied with for the Financial Year 2021-2022. It will be complied with in the ensuing Board Meeting for the Financial Year 2022-2023.</p> <p>Point No. 39: Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel under Regulation 26(3) of the Listing Regulations - It is complied with in the Annual Report for the Financial Year 2020-2021. It will be complied with in the Annual Report for the Financial Year 2021-2022.</p> <p>Point No. 40: Disclosure of shareholding by Non-Executive Directors under Regulation 26(4) of the Listing Regulations - It is complied with in the Annual Report for the Financial Year 2020-2021. It will be complied with in the Annual Report for the Financial Year 2021-2022.</p> <p>Point No. 41: Policy with respect to obligations of directors and senior management under Regulation 26(2) and 26(5) - It is complied with in the Annual Report for the Financial Year 2020-2021. It will be complied with in the Annual Report for the Financial Year 2021-2022.</p>

**Annexure II**

1	Name of signatory	Mrs. Ashwini Mali
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Mrs. Ashwini Mali
2	Designation	Company Secretary and Compliance Officer



<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

<b>Signatory Details</b>	
Name of signatory	Mrs. Ashwini Mali
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	20-04-2022

