

| <b>General information about company</b>                       |                              |
|--|------------------------------|
| Scrip code   | 500243                       |
| NSE Symbol   | KIRLOSIND                    |
| MSEI Symbol  | -                            |
| ISIN   | INE250A01039                 |
| Name of the entity   | Kirloskar Industries Limited |
| Date of start of financial year                                | 01-04-2024                   |
| Date of end of financial year                                  | 31-03-2025                   |
| Reporting Quarter  | Half Yearly                  |
| Date of Report   | 30-09-2024                   |
| 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

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 |
|----|-----------------|-------------------------------|-------------|----------|--|---------------------------------|-------------------------|---------------|
| 1  | Mr              | Kirloskar Atul Chandrakant    | ABIPK5776G  | 00007387 | Non-Executive - Non Independent Director | Chairperson related to Promoter |                         | 13-02-1956    |
| 2  | Mr              | Mahesh Ramchand Chhabria      | ADCPM8911H  | 00166049 | Executive Director                       | Not Applicable                  | MD                      | 19-04-1964    |
| 3  | Ms              | Aditi Vishwanath Chirmule     | AANPC6477E  | 01138984 | Executive Director                       | Not Applicable                  |                         | 11-08-1966    |
| 4  | Mr              | Anil Narayan Alawani          | AAXPA8052D  | 00036153 | Non-Executive - Non Independent Director | Not Applicable                  |                         | 24-08-1945    |
| 5  | Mr              | Vinesh Kumar Jairath          | AAYPJ0756C  | 00391684 | Non-Executive - Non Independent Director | Not Applicable                  |                         | 27-12-1958    |
| 6  | Mr              | Tejas Deshpande               | AHXPDP9121D | 01942507 | Non-Executive - Independent Director     | Not Applicable                  |                         | 09-04-1981    |
| 7  | Mr              | Sivanandhan Dhanushkodi       | AAVPD7633B  | 03607203 | Non-Executive - Independent Director     | Not Applicable                  |                         | 03-02-1951    |
| 8  | Mr              | Ashit Ashok Parekh            | ABEPP3871H  | 00821577 | Non-Executive - Independent Director     | Not Applicable                  |                         | 05-06-1959    |
| 9  | Mr              | Satish Jamdar                 | AADPJ1858L  | 00036653 | Non-Executive - Independent Director     | Not Applicable                  |                         | 09-05-1952    |
| 10 | Mr              | Vijaydipak Mukundprasad Varma | AAKPV3891L  | 00011352 | Non-Executive - Independent Director     | Not Applicable                  |                         | 05-10-1951    |
| 11 | Ms              | Purvi Sheth                   | AALPS8544C  | 06449636 | Non-Executive - Independent Director     | Not Applicable                  |                         | 31-05-1972    |

**I. Composition of Board of Directors****Disqualification of Directors under section 164 of the Companies Act, 2013**

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|----|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| 1  | No                                    |                                |                              |                             | Active         |
| 2  | No                                    |                                |                              |                             | Active         |
| 3  | No                                    |                                |                              |                             | Active         |
| 4  | No                                    |                                |                              |                             | Active         |
| 5  | No                                    |                                |                              |                             | Active         |
| 6  | No                                    |                                |                              |                             | Active         |
| 7  | No                                    |                                |                              |                             | Active         |
| 8  | No                                    |                                |                              |                             | Active         |
| 9  | No                                    |                                |                              |                             | Active         |
| 10 | No                                    |                                |                              |                             | Active         |
| 11 | No                                    |                                |                              |                             | Active         |

**I. Composition of Board of Directors**

| Sr | 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 [with reference to proviso to regulation 17A(1) & 17A(2)] | 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) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
|----|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|---|--|----------------------|-----------------------------|-----------------------------|
| 1  | NA  |                                    | 01-03-1996                  |                        |                   |                                | 3  | 0  | 0   | 0  |                      |                             |                             |
| 2  | NA  |                                    | 24-05-2016                  | 04-07-2022             |                   | 100.5                          | 6  | 2  | 7   | 2  |                      |                             |                             |
| 3  | NA  |                                    | 25-01-2012                  | 25-01-2022             |                   | 152.4                          | 1  | 0  | 1   | 0  |                      |                             |                             |
| 4  | Yes   | 27-08-2020                         | 21-01-2009                  |                        |                   |                                | 1  | 0  | 2   | 1  |                      |                             |                             |
| 5  | NA  |                                    | 04-07-2017                  |                        |                   |                                | 3  | 1  | 4   | 1  |                      |                             |                             |
| 6  | NA  |                                    | 19-05-2015                  | 28-08-2020             |                   | 112.1                          | 2  | 2  | 3   | 0  |                      |                             |                             |
| 7  | NA  |                                    | 11-05-2017                  | 11-05-2022             |                   | 88.18                          | 4  | 4  | 6   | 0  |                      |                             |                             |
| 8  | NA  |                                    | 04-07-2017                  | 04-07-2022             |                   | 86.25                          | 1  | 1  | 0   | 0  |                      |                             |                             |
| 9  | NA  |                                    | 17-05-2018                  | 17-05-2023             |                   | 76.12                          | 2  | 2  | 3   | 2  |                      |                             |                             |
| 10 | NA  |                                    | 15-10-2021                  | 15-10-2021             |                   | 35.14                          | 2  | 2  | 4   | 0  |                      |                             |                             |
| 11 | NA  |                                    | 26-05-2022                  | 26-05-2022             |                   | 28.3                           | 5  | 5  | 1   | 0  |                      |                             |                             |

| 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          |                   |         |
| 2   | 01942507   | Tejas Deshpande               | Non-Executive - Independent Director     | Member                  | 19-05-2015          |                   |         |
| 3   | 03607203   | Sivanandhan Dhanushkodi       | Non-Executive - Independent Director     | Member                  | 11-05-2017          |                   |         |
| 4   | 00011352   | Vijaydipak Mukundprasad Varma | Non-Executive - Independent Director     | Member                  | 30-10-2021          |                   |         |
| 5   | 00036153   | Anil Narayan 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>Nomination and remuneration committee</b>                                |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| 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   | Sivanandhan Dhanushkodi   | Non-Executive - Independent Director     | Chairperson             | 30-10-2021          |                   |         |
| 2   | 00036653   | Satish Jamdar             | Non-Executive - Independent Director     | Member                  | 14-06-2018          |                   |         |
| 3   | 00036153   | Anil Narayan Alawani      | Non-Executive - Non Independent Director | Member                  | 15-05-2014          |                   |         |

| 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 Narayan Alawani          | Non-Executive - Non Independent Director | Chairperson             | 30-03-2010          |                   |         |
| 2   | 01138984   | Aditi Vishwanath Chirmule     | Executive Director                       | Member                  | 25-01-2012          |                   |         |
| 3   | 00011352   | Vijaydipak Mukundprasad 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 Ashok Parekh        | Non-Executive - Independent Director     | Member                  | 22-01-2019          |                   |         |
| 4   | 00166049   | Mahesh Ramchand 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 Narayan Alawani          | Non-Executive - Non Independent Director | Chairperson             | 15-05-2014          |                   |         |
| 2   | 01138984   | Aditi Vishwanath Chirmule     | Executive Director                       | Member                  | 18-07-2014          |                   |         |
| 3   | 00011352   | Vijaydipak Mukundprasad Varma | Non-Executive - Independent Director     | Member                  | 30-10-2021          |                   |         |

| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| 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) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1  | 27-05-2024  |  |   |                              | Yes  | 11  | 10  | 6   |
| 2  |   | 14-08-2024   | 78  |                              | Yes  | 11  | 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) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1  | Audit Committee                     | 27-05-2024  |   |                         |                               | Yes  | 6  | 6  | 4   | 0  |
| 2  | Audit Committee                     | 14-08-2024  | 78  |                         |                               | Yes  | 6  | 6  | 4   | 0  |
| 3  | Risk Management Committee           | 27-05-2024  |   |                         |                               | Yes  | 5  | 5  | 2   | 0  |
| 4  | Risk Management Committee           | 14-08-2024  | 78  |                         |                               | Yes  | 5  | 5  | 2   | 0  |
| 5  | Stakeholders Relationship Committee | 24-04-2024  |   |                         |                               | Yes  | 3  | 3  | 1   | 0  |
| 6  | Stakeholders Relationship Committee | 15-07-2024  | 81  |                         |                               | Yes  | 3  | 3  | 1   | 0  |

## Annexure 1

### IV. Meeting of Committees

| 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) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|----|---|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| 7  | Stakeholders Relationship Committee       | 26-09-2024  | 72  |                         |                               | Yes  | 3  | 3  | 1   | 0  |
| 8  | Corporate Social Responsibility Committee | 27-05-2024  |   |                         |                               | Yes  | 3  | 3  | 1   | 0  |
| 9  | Corporate Social Responsibility Committee | 14-08-2024  | 78  |                         |                               | Yes  | 3  | 3  | 1   | 0  |
| 10 | Nomination and remuneration committee     | 27-05-2024  |   |                         |                               | Yes  | 3  | 3  | 2   | 0  |
| 11 | Nomination and remuneration committee     | 14-08-2024  | 78  |                         |                               | Yes  | 3  | 3  | 2   | 0  |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(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 | Yes                              |  |

## Annexure 1

### VI. Affirmations

| 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 1000 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 30 June 2024, was placed before the Board in its meeting held on 14 August 2024, and the same was approved by the Board. The Corporate Governance Report for the quarter ended 30 September 2024, will be placed before the Board at the ensuing Board Meeting.

### Annexure III

#### III. Affirmations

| Sr | Particulars  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|--------------------------------------|-------------------------------|--|
| 1  | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |  |
| 2  | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                           |  |
| 3  | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                           |  |
| 4  | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes                           |  |
| 5  | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report   | 24A(1)                               | Yes                           |  |
| 6  | Submission of Annual Secretarial Compliance Report   | 24A(2)                               | Yes                           |  |
| 7  | Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                           |  |
| 6  |  |                                      |                               |  |

**Annexure III**

|   |                   |  |
|---|-------------------|--|
| 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) |  |

**Text Block**

Textual Information(1)

Pursuant to SEBI Circular No. SEBI/HO/CFDCMD-2/P/CIR/2021/567 dated 31 May 2021, these disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt; by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

| <b>Details of Cyber security incidence</b>   |                   |                            |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter |                   | No                         |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter   |                   |                            |
| Sr.  | Date of the event | Brief details of the event |

**Signatory Details**

|                       |  |
|-----------------------|--|
| Name of signatory     | Mrs. Ashwini Mali                        |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | Pune                                     |
| Date                  | 17-10-2024                               |

