



Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

24 July 2020

✓ BSE Limited,  
Corporate Relationship Department  
1<sup>st</sup> Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400 001

The Manager  
Listing Department  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai 400 051

**Scrip Code: 500243**

**Scrip Code: KIRLOSIND**

### **Sub.: Annual Secretarial Compliance Report for the year ended 31 March 2020**

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019, please find enclosed Annual Secretarial Compliance Report duly issued and signed by a Practicing Company Secretary for the year ended 31 March 2020.

You are requested to take the same on your record.

Thanking you.

For Kirloskar Industries Limited

*A.V. Mali*

Ashwini Mali  
Company Secretary &  
Compliance Officer



Encl.: As above

**Secretarial Compliance Report (under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR) and SEBI Circular (CIR/CFD/CMD1/27/2019) dated February 8, 2019)**

**of**

**KIRLOSKAR INDUSTRIES LIMITED**


**For the year ended 31<sup>ST</sup> MARCH, 2020**

I, Mr. Mahesh Janardan Risbud, Practising Company Secretary (PCS) have examined:

- (a) all the documents and records made available to us and explanation provided by KIRLOSKAR INDUSTRIES LIMITED, CIN L70100PN1978PLC088972 (the "**Listed Entity**"),
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- (e) for the year ended 31<sup>st</sup> March, 2020 ("**Review Period**") in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
  - b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder as applicable to Listed Entity, that have been examined include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

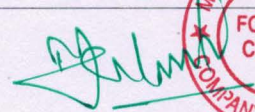



(d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars / guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder.
- (b) \*The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: --

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Notice dated 28 <sup>th</sup> January, 2020	Delayed submission of postal ballot scrutiniser's report u/r 44(3) of SEBI LODR	Fine of Rs. 10,000	The Listed Entity has paid the fine, complied the conditions and filed explanatory reply denying the contravention as the said Regulation is applicable to scrutinisers report of voting for general meeting and not for postal ballot.
2	NSE Notice dated 28 <sup>th</sup> January, 2020	Delayed submission of postal ballot scrutiniser's report u/r 44(3) of SEBI LODR	Fine of Rs. 10,000	The Listed Entity has paid the fine, complied the conditions and filed explanatory reply denying the contravention as the said regulation is applicable to scrutinisers report of voting for general meeting and not for postal ballot.
3	SEBI Show-cause Notice dated 10 <sup>th</sup> December 2019	Alleged non-disclosure in 2010 to the stock exchanges of the decision to acquire shares of Kirloskar Brothers Limited (KBL) from the promoters of KBL.	Show Cause Notice under Section 12A(2) of the Securities Contracts (Regulation) Act, 1956	The Listed Entity is in the process of responding to the said show-cause notice and due to lockdown on account of COVID-19 pandemic has not been in a position to send the reply.



(d) The Listed Entity has taken the following actions to comply with the observations made in the previous report:

Sr. No.	Observations of the Practicing Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2020	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary, on the actions taken by the Listed Entity
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(e) It is certified that the Listed Entity has complied with 6(A) and 6(B) of the SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

\*Note: In view of nationwide lock-down declared by the Government of India with effect from 25 March 2020 to contain spread of pandemic COVID-19; I was unable to visit the office of the Listed Entity for physical verification of documents after 31<sup>st</sup> March 2020. However, this report has been given on the basis of visit to the office of the Listed Entity for interim audit in 2019 and on the basis of records and documents received from the Listed Entity from time to time through electronic means.

Signature:



Name - MAHESH JANARDAN RISBUD

Place: Pune

Date: 22<sup>nd</sup> June, 2020

FCS No.: 810C P No.: 185

UCN - S1981MH000400

PR - 208/2015

UDIN: F000810B000365581