

<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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not 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(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
1	Mr	Atul Kirloskar	ABIPK5776G	00007387	Non-Executive - Non Independent Director	Chairperson		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	2	4	1		
3	Ms	Aditi Chirmule	AANPC6477E	01138984	Executive Director	Not Applicable		11-08-1966	NA		25-01-2012				1	0	1	0		
4	Mr	Nihal Kulkarni	AIVPK1270B	01139147	Non-Executive - Non Independent Director	Not Applicable		07-06-1981	NA		24-04-2009				3	0	2	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
5	Mr	Anil Alawani	AAXPA8052D	00036153	Non-Executive - Non Independent Director	Not Applicable		24-08-1945	NA		21-01-2009				2	0	4	1	
6	Mr	Vinesh Kumar Jairath	AAYPJ0756C	00391684	Non-Executive - Non Independent Director	Not Applicable		27-12-1958	NA		04-07-2017				5	3	7	0	
7	Mr	Tejas Deshpande	AHXP9121D	01942507	Non-Executive - Independent Director	Not Applicable		09-04-1981	NA		19-05-2015			60	2	2	3	0	
8	Mr	Sunil Shah Singh	AHCPS2504E	00233918	Non-Executive - Independent Director	Not Applicable		10-12-1946	NA		19-10-2016			60	4	4	5	3	

## 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
9	Mr	D. Sivanandhan	AAVPD7633B	03607203	Non-Executive - Independent Director	Not Applicable		03-02-1951	NA		11-05-2017			60	5	5	9	2	
10	Mr	Ashit Parekh	ABEPP3871H	00821577	Non-Executive - Independent Director	Not Applicable		05-06-1959	NA		04-07-2017			60	1	1	0	0	
11	Mr	Satish Jamdar	AADPJ1858L	00036653	Non-Executive - Independent Director	Not Applicable		09-05-1952	NA		17-05-2018			60	2	2	2	0	
12	Mrs	Mrunalini Deshmukh	AELPD7498C	07092728	Non-Executive - Independent Director	Not Applicable		10-10-1957	NA		17-05-2018			60	2	2	0	0	

**Text Block**

Textual Information(1)

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	00233918	Sunil Shah Singh	Non-Executive - Independent Director	Chairperson	19-10-2016		
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	00036653	Satish Jamdar	Non-Executive - Non Independent Director	Member	14-06-2018		
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		

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	00036653	Satish Jamdar	Non-Executive - Independent Director	Chairperson	14-06-2018		
2	00007387	Atul Kirloskar	Non-Executive - Non Independent Director	Member	18-07-2014		
3	00036153	Anil Alawani	Non-Executive - Non Independent Director	Member	15-05-2014		
4	00233918	Sunil Shah Singh	Non-Executive - Independent Director	Member	18-01-2017		

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	Aditi Chirmule	Executive Director	Member	25-01-2012		
3	00233918	Sunil Shah Singh	Non-Executive - Independent Director	Member	01-11-2017		





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	16-10-2014		
3	00233918	Sunil Shah Singh	Non-Executive - Independent Director	Member	11-05-2017		

<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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	25-10-2019				Yes	12	6
2		30-01-2020	96		Yes	12	6
3		17-03-2020	46		Yes	10	5

## 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*	No. of Independent Directors attending the meeting*
1	Audit Committee	25-10-2019				Yes	6	4
2	Audit Committee	30-01-2020	96			Yes	6	4
3	Nomination and remuneration committee	25-10-2019				Yes	4	2
4	Nomination and remuneration committee	30-01-2020	96			Yes	4	2
5	Corporate Social Responsibility Committee	25-10-2019				Yes	3	1
6	Corporate Social Responsibility Committee	30-01-2020	96			Yes	3	1

## Annexure 1

### V. Related Party Transactions

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

### 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 500 listed entities)	NA
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. 5: Risk Management Committee is not applicable to the Company. However, the said Committee has been constituted voluntarily with effect from 22 January 2019.

Point No. 8: The Corporate Governance Report submitted for the quarter ended 31 December 2019, was placed before the Board in its meeting held on 30 January 2020 and the same was approved by the Board. The Corporate Governance Report for the quarter ended 31 March 2020, will be placed before the Board at its 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)

### 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
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)	NA		
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 of making payment to non-executive directors - It is complied with in the Annual Report for the Financial Year 2018-19, as per the provisions of the Listing Regulations. It will be complied with in the Annual Report for the Financial Year 2019-20, as per the provisions of the Listing Regulations.

## 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.
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)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
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)	NA	

## 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)	



## Text Block

Textual Information(1)

Point No. 2: Board Composition under Regulation 17(1B) of the Listing Regulations - It is applicable for top 500 companies. Hence not applicable

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 2018-19. It will be complied with in the Annual Report for the Financial Year 2019-20.

Point No. 12: Performance evaluation of Independent Directors under Regulation 17(10) of the Listing Regulations - It is complied with for the Financial Year 2018-19. It will be complied with at the ensuing Board Meeting for the Financial Year 2019-20.

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 2018-19. It will be complied with in the AGM Notice for the Financial Year 2019-20.

Point No. 22 and 23: Risk Management Committee is not applicable to the Company. However, the said Committee has been constituted voluntarily with effect from 22 January 2019.

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.

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 2018-19. It will be complied with in the Annual Report for the Financial Year 2019-20.

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 2019-20. It will be complied with in the ensuing Board Meeting for the Financial Year 2020-21.

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 2018-19. It will be complied with in the Annual Report for the Financial Year 2019-20.

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 2018-19. It will be complied with in the Annual Report for the Financial Year 2019-20.

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 2018-19. It will be complied with in the Annual Report for the Financial Year 2019-20.

**Annexure II**

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

## Annexure II

### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
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

### Signatory Details

Name of signatory	Mrs. Ashwini Mali
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	11-05-2020

