

<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	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## 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

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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		01-03-1996			4	1	1		
2	Mr	Mahesh Chhabria	ADCPM8911H	00166049	Executive Director	Not Applicable	MD	24-05-2016			5	3	1		
3	Ms	Aditi Chirmule	AANPC6477E	01138984	Executive Director	Not Applicable		25-01-2012			1	1	0		
4	Mr	Nihal Kulkarni	AIVPK1270B	01139147	Non-Executive - Non Independent Director	Not Applicable		24-04-2009			3	1	0		

**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**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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	Anil Alawani	AAXPA8052D	00036153	Non-Executive - Non Independent Director	Not Applicable		21-01-2009			2	4	1		
6	Mr	Vinesh Kumar Jairath	AAYPJ0756C	00391684	Non-Executive - Non Independent Director	Not Applicable		04-07-2017			6	9	0		
7	Mr	Tejas Deshpande	AHXP9121D	01942507	Non-Executive - Independent Director	Not Applicable		19-05-2015		60	1	1	0		
8	Mr	Sunil Shah Singh	AHCPS2504E	00233918	Non-Executive - Independent Director	Not Applicable		19-10-2016		60	4	5	3		

### 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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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	D. Sivanandhan	AAVPD7633B	03607203	Non-Executive - Independent Director	Not Applicable		11-05-2017		60	4	6	1		
10	Mr	Ashit Parekh	ABEPP3871H	00821577	Non-Executive - Independent Director	Not Applicable		04-07-2017		60	1	0	0		
11	Mr	Satish Jamdar	AADPJ1858L	00036653	Non-Executive - Independent Director	Not Applicable		17-05-2018		60	2	2	0		
12	Mrs	Mrunalini Deshmukh	AELPD7498C	07092728	Non-Executive - Independent Director	Not Applicable		17-05-2018		60	3	0	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	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 - 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	00233918	Sunil Shah Singh	Non-Executive - Independent Director	Member	01-11-2017		
3	01138984	Aditi Chirmule	Executive Director	Member	25-01-2012		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



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

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
1	25-10-2018			
2		22-01-2019	88	

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	22-01-2019	Yes	6	25-10-2018	88		
2	Nomination and remuneration committee	22-01-2019	Yes	4	25-10-2018	88		
3	Stakeholders Relationship Committee	22-01-2019	Yes	3	25-10-2018	88		

**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 100 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)

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Mrs. Ashwini Mali
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	<p>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.</p> <p>Point No. 8: The Corporate Governance Report submitted for the quarter ended 31 December 2018, was placed before the Board in its meeting held on 22 January 2019 and the same was approved by the Board. The Corporate Governance Report for the quarter ended 31 March 2019, will be placed before the Board at its ensuing Board Meeting.</p>



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<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

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<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
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	New name and the old name of the listed entity	NA		
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

<b>Text Block</b>	
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 2017-18, as per the provisions of the Listing Regulations. It will be complied with in the Annual Report for the Financial Year 2018-19, 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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<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.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	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.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	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. 9: Compliance certificate under Regulation 17(8) of the Listing Regulations - It is complied with in the Annual Report for the Financial Year 2017-18. It will be complied with in the Annual Report for the Financial Year 2018-19.

Point No. 11: Performance evaluation of Independent Directors under Regulation 10(10) of the Listing Regulations - It is complied with for the Financial Year 2017-18. It will be complied with at the ensuing Board Meeting for the Financial Year 2018-19.

Point No. 16: 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. 22: Other Corporate Governance requirements with respect to subsidiary of listed entity - Regulation 24(5) and 24(6) will be complied with as and when applicable.

Point No. 27: 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 2017-18. It will be complied with in the Annual Report for the Financial Year 2018-19.

Point No. 28: 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 2017-18. It will be complied with in the Annual Report for the Financial Year 2018-19.

Point No. 29: Policy with respect to obligations of directors and senior management under Regulation 26(5) of the Listing Regulations - It is complied with in the Annual Report for the Financial Year 2017-18. It will be complied with in the Annual Report for the Financial Year 2018-19.

<b>Annexure II</b>		
1	Name of signatory	Mrs. Ashwini Mali
2	Designation	Company Secretary and Compliance Officer



<b>Annexure II</b>		
<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	

<b>Annexure II</b>		
1	Name of signatory	Mrs. Ashwini Mali
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Mrs. Ashwini Mali
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	11-04-2019

