



Enriching Lives

KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company
SEC/ F:21

June 01, 2021

(BSE Scrip Code – 500241)

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

(NSE Symbol - KIRLOSBROS)

National Stock Exchange of India Ltd.,
5th Floor, Exchange Plaza,
Bandra (East)
Mumbai – 400 051

Dear Sir,

Sub.: Annual Secretarial Compliance Report for the Year ended on March 31, 2021.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we enclose Annual Secretarial Compliance Report dated May 25, 2021 for the year ended on March 31, 2021, issued by S.D. Limaye, Company Secretary, Pune which was received by us on May 31, 2021.

Due to temporary closure of our offices in light of outbreak of COVID-19, we are submitting this covering letter in Sd/- mode.

Kindly take the above on your record.

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

Sd/-

Raghunath Apte
Company Secretary

Encl: As above

SECRETARIAL COMPLIANCE REPORT

Kirloskar Brothers Limited
(CIN: L29113PN1920PLC000670)
for the year ended 31st March, 2021

I, Shyamprasad D. Limaye, Practising Company Secretary have examined, subject to limitation of physical interaction and verification of records caused by COVID--19 Pandemic lock down;

- (a) all the documents and records maintained by **Kirloskar Brothers Limited** (“the listed entity”), and explanation provided by 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) any declaration made by Directors of the Company.

for the Financial Year ended 31st March, 2021 in respect of compliance with the provisions of:

- 1) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- 2) 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”); including
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) and circulars / guidelines issued thereunder;



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

- a. The listed entity has maintained proper records under the provisions of the above Regulations, circulars and guidelines issued thereunder insofar as it appears from my examination of those records.
- b. No actions are 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, circulars and guidelines issued thereunder, except that SEBI vide its order dated 20th October, 2020 has imposed a penalty and /or disgorgement amount on promoters viz.- Mr. Sanjay Kirloskar, in his capacity as a Trustee of KBL Employees Welfare Trust, Mr. Atul Kirloskar, Mr. Rahul Kirloskar Smt. Jyotsna Kulkarni and Late Gautam Kulkarni (through his legal heirs) and also on Mrs. Pratima Kirloskar, Prakar Investments Pvt. Ltd., Karad Projects and Motors Ltd. (material subsidiary), Mrs. Arti Kirloskar, Mrs. Alpana Kirloskar being amongst Promoter Group of the Company for dealing in shares of the Company during Financial Year 2010-2011.
- c. The listed entity has complied with the provisions of the above Acts, Regulations and circulars/ guidelines, including SEBI circular CIR/CFD/CMD1/114/2019 dated 18/10/2019 in respect of appointment of Auditor, to the extent applicable.
- d. The material subsidiary of the Company, Karad Projects and Motors Limited is complying with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There were no observations in the report for the previous year and therefore no actions were desired to be taken by the listed entity.

Place : Pune

Date : 25th May, 2021

UDIN : F001587C000365161



A handwritten signature in black ink, appearing to read "Shyamprasad D. Limaye".

Shyamprasad D. Limaye
F.C.S 1587 C.P 572