



Enriching Lives

KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Date: 17th May 2021

BSE Scrip Code: **533293**

NSE Scrip Code: **KIRLOSENG**

To
Corporate Relationship Department
BSE Limited
1st Floor, Rotunda Building,
Dalal Street, Fort,
Mumbai – 400 001

To
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir / Madam,

Subject: Annual Secretarial Compliance Report for the year ended 31st March 2021

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 and pursuant to Regulation 24A(2) of the SEBI (listing obligations and disclosure Requirements) (Second Amendment) Regulations, 2021, please find enclosed Annual Secretarial Compliance Report duly issued and signed by a Practicing Company Secretary for the year ended 31st March 2021.

You are requested to take the same on your record

Thanking you,

Yours faithfully,
For Kirloskar Oil Engines Limited

Smita Raichurkar
Company Secretary

M. J. RISBUD & CO.
Company Secretaries

2, Annapoorna Apartments, Model Colony,
1034 Shivajinagar, Canal Road, Pune - 411016.
Office - (020) 2565 3979
Cell - 98220 10522

E-mail - mjrpcs@dataone.in / mjrpcs@gmail.com

Secretarial compliance report (Regulation 24A of Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015, including amendments thereunder

of

KIRLOSKAR OIL ENGINES LIMITED

For the year ended 31ST MARCH, 2021

I Mr. Mahesh Janardan Risbud PCS have examined:

- a. all the documents and records made available to me and explanation provided by KIRLOSKAR OIL ENGINES LIMITED, CIN L29100PN2009PLC133351 ("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,

for the year ended 31ST March, 2021 ("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");

AND the following specific Regulations, whose provisions and the circulars/ guidelines issued thereunder & which are applicable to listed entity, have been examined -

- 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 all 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 in so far 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	SEBI	As mentioned in the Order No. WTM/MPB/IVD/ID1/13 9/2020 dated 20 October 2020 issued by the SEBI ('the SEBI Order') to certain Promoters and Directors of the Company in relation to the investigation in respect of dealings in the scrip of Kirloskar Brothers Limited during the period from 1 March 2010 to 30 April 2011.	As mentioned in the said SEBI Order	The Company has filed on 21 October 2020 with BSE Limited a copy of the said SEBI Order as disclosure under Regulation 30 of the SEBI LODR Regulations, 2015.
2	Securities Appellate Tribunal	Not applicable	The Securities Appellate Tribunal vide its Order dated 24 December 2020 ('SAT Order 1') has stayed the SEBI Order dated 20 October 2020 issued to certain Promoters of the Company.	The Company has filed on 30 December 2020 with BSE Limited a copy of the SAT Order 1 (uploaded at the website of the Securities Appellate Tribunal on 29 December 2020) as disclosure under Regulation 30 of the SEBI LODR Regulations, 2015.

(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 secretary in the previous report	Observations made in the Secretarial Compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary, on The action taken by the listed entity
--	NIL	--	--	--

(e) Certify that the listed entity has complied with the conditions mentioned in 6(A) and 6(B) of the SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October 2019 by modifying the terms of re-appointment of the Statutory Auditors.

*Note: In view Covid 19 impacted position this report has been given on the basis of records and documents received from the Company or its Agents from time to time through electronic means.

Digitally signed by MAHESH
JANARDAN RISBUD
Date: 2021.05.13 21:57:02
+05'30'

Signature:

Name - MAHESH JANARDAN RISBUD
Place: Pune
Date: 13th May 2021
FCS No.: 810C P No.: 185
UCN – S1981MH000400

PR – 1089/2021

UDIN: **F000810C000267351**