



Enriching Lives

KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Date: 24th June 2020

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 2020

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

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

of

KIRLOSKAR OIL ENGINES LIMITED

For the year ended 31ST MARCH, 2020

I Mr. Mahesh Janardan Risbud PCS have examined:

- all the documents and records made available to me and explanation provided by KIRLOSKAR OIL ENGINES LIMITED, CIN L29120PN2009PLC133351 ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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 -

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

- The listed entity has complied with all the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- *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.



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	Erroneous disclosure of educational qualification in public domain	Caution letter No SEBI/CFD/CMD1/PR/OW – 16904/1/2019 dated 4 th July 2019 issued by the SEBI ("SEBI Letter") to Mr. Rahul C. Kirloskar, Director, a copy of which was marked to the Company.	The Company has filed the copy of the said SEBI letter as disclosure under Regulation 30 of the SEBI LODR Regulations, 2015 on 17 th July 2019 with National Stock Exchange of India Limited (NSE) and on 18 th July 2019 with BSE Limited (BSE). The copy of SEBI Letter was placed before the meeting of the Board of Directors on 9 th August 2019 and the Members at their Annual General Meeting held on 9 th August 2019. Accordingly, the Company has complied with necessary directions given in the SEBI letter.

- c. 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	--	--	--

- d. 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 of nationwide lock-down declared by the Government of India with effect from 25th March 2020 to contain spread of pandemic COVID-19; I was unable to visit the office of the Company for physical verification of documents after 31st March 2020. However, this report has been given on the basis of visit to the office of the Company for interim audit in 2019 and on the basis of records and documents received from the Company from time to time through electronic means.

Signature:

Name - MAHESH JANARDAN RISBUD

Place: Pune

Date: 19th June, 2020

FCS No.: 810C P No.: 185

UCN – S1981MH000400



PR - 208/2015

UDIN: F000810B000350566