

**Date: 26<sup>th</sup> May 2022**

BSE Scrip Code: **533293**

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

NSE Scrip Code: **KIRLOSENG**

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 31<sup>st</sup> March 2022**

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019 and pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including amendments thereunder, please find enclosed Annual Secretarial Compliance Report duly issued and signed by a Practicing Company Secretary for the year ended 31<sup>st</sup> March 2022.

You are requested to take the same on your record

Thanking you,

Yours faithfully,  
For Kirloskar Oil Engines Limited

Smita Raichurkar  
Company Secretary and Head Legal

Encl.: As above.

**Kirloskar Oil Engines Limited**

*A Kirloskar Group Company*

Regd. Office: Laxmanrao Kirloskar Road,  
Khadki, Pune, Maharashtra - 411 003 India.

Tel: +91 (20) 25810341, 66084000

Fax: +91 (20) 25813208, 25810209

Email: [info@kirloskar.com](mailto:info@kirloskar.com) | Website: [www.koel.kirloskar.com](http://www.koel.kirloskar.com)

CIN: L29100PN2009PLC133351

**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 31<sup>ST</sup> MARCH, 2022**

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 L29100PN2009PLC133351 ("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 31<sup>ST</sup> March, 2022 ("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 &amp; 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 r/w Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- 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:

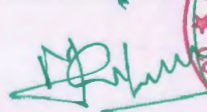
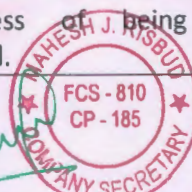
- The listed entity has complied with all the provisions of the above Regulations and circulars/ guidelines issued thereunder.



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.

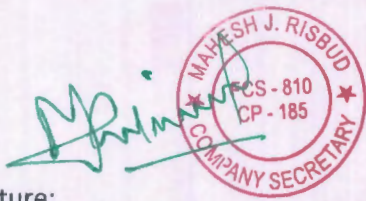
(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ 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 SEBI ('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 in 2010.	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.  The said Promoters and Directors have filed an appeal against the SEBI Order with the Hon'ble Securities Appellate Tribunal.
2	Securities Appellate Tribunal	Not applicable	Pursuant to the Appeal filed by the said Promoters and Directors against the SEBI Order, the Securities Appellate Tribunal vide its Interim Order dated 24 December 2020 ('SAT Order') has stayed the operation and effect of the SEBI Order dated 20 October 2020 issued to the said Promoters and Directors of the Company.	The Company has filed on 30 December 2020 with BSE Limited, a copy of the SAT Order (uploaded at the website of the Securities Appellate Tribunal on 29 December 2020) as disclosure under Regulation 30 of the SEBI LODR Regulations, 2015. The Appeal filed by the said Promoters and Directors of the Company, before the Securities Appellate Tribunal is in the process of being heard.

  
  
 MAHESH J. RISSUD  
 FCS - 810  
 CP - 185  
 COMPANY SECRETARY

(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	--	--	--



Signature:

Name - MAHESH JANARDAN RISBUD

Place: Pune

Date: 19<sup>th</sup> May 2022

FCS No.: 810C P No.: 185

UCN – S1981MH000400

PR – 1089/2021

UDIN: F000810D000341251