

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
Kirloskar Pneumatic Company Limited,
Hadapsar, Industrial Estate,
Pune – 411013

We SVD & Associates, Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on April 28, 2022 by the Board of Directors of Kirloskar Pneumatic Company Limited (hereinafter referred to as '**the Company**'), having CINL29120PN1974PLC110307 and having its registered office at Hadapsar Industrial estate Pune - 411013. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**"), for the year ended March 31, 2023.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

The management is also responsible for the implementation of the Scheme in accordance with the provisions of the Regulations and the shareholders' resolution, ensuring that the Company complies with the requirements of the Equity Listing Agreement, and furnishing the requisite information to the Securities and Exchange Board of India.

Verification:

The Company has implemented KPCL – ESOS 2019 viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution passed by the members at the General Meeting of the Company held on July 20, 2019 for the purpose of verifying the compliance of the Regulations, We have examined the following:

1. Scheme(s) received from the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolution passed at the Annual General Meeting;
5. Minutes of the meetings of the Compensation Committee i.e Nomination and Remuneration Committee;



6. Relevant Accounting Standards as prescribed by the Central Government;
7. Detailed terms and conditions of the scheme as approved by Compensation Committee;
8. Exercise Price / Pricing formula;
9. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
10. Disclosure by the Board of Directors;
11. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
12. Relevant document/ filing/ records/ information made available to us and the explanations provided by the Company.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the KPCL – ESOS 2019 Employee Stock Option Scheme in accordance with the applicable provisions of the Regulations and Resolution of the Company passed in the Annual General Meeting.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For SVD & Associates
Company Secretaries


Sridhar Mudaliar
Partner
FCS No. 6156
CP No. 2664

Peer Review number: P2013MH075200
UDIN: F006156E000183223

Place: Pune
Date: April 27, 2023