

Secretarial compliance report of Kirloskar Pneumatic Company Limited for the year ended March 31, 2023

To,

Kirloskar Pneumatic Company Limited,

We **SVD & Associates, Company Secretaries**, have examined:

- a) all the documents and records made available to us and explanation provided by **Kirloskar Pneumatic Company Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) the website of the listed entity,
- d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2023** ("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");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR);
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**not applicable to the Listed Entity during the Review Period**);



- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(not applicable to the Listed Entity during the Review Period)**;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(not applicable to the Listed Entity during the Review Period)**;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Particulars	Sr. No.
Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Nil
Regulation /Circular No.	Nil
Deviations	Nil
Action Taken by	Nil
Type of Action (Advisory /Clarification/Fine/Show Cause Notice/ Warning etc.)	Nil
Details of Violation	Nil
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	Nil
Management Response	Nil
Remarks	Nil

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Particulars	Sr. No.
Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Nil
Regulation /Circular No	Nil




Deviations	Nil
Action Taken by	Nil
Type of Action (Advisory /Clarification/Fine/Show Cause Notice/ Warning, etc.)	Nil
Details of Violation	Nil
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	Nil
Management Response	Nil
Remarks	Nil

Note: "In the matter of Order No. WTM/MPB/IVD/ID1/139/2020 dated October 20, 2020 passed by SEBI ("SEBI Order") against 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, the Hon'ble Securities Appellate Tribunal (SAT) vide its order dated October 12, 2022, has set aside the SEBI Order, thereby exonerating the said promoters and directors of the Company from the charges of insider trading and fraudulent trade practices levied by SEBI against them. No appeal against the SAT Order has been filed by SEBI. Therefore, the matter has been disposed off."

(c) There is no change in the Statutory Auditors of the Company. The listed entity has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the listed entity.

(d) This report is to be read with additional affirmations annexed herewith as **Annexure-A**.

For **SVD & Associates**
Company Secretaries


Sridhar Mudaliar
Partner

FCS No: 6156

CP No: 2664



Peer Review number: P2013MH075200

UDIN: F006156E000183157

Place: Pune

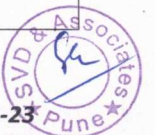
Date: April 27, 2023

Note: We have physically verified the documents and evidences and also relied on data provided through electronic mode, for the purpose of issuing this report.

Annexure - A

Additional Affirmations

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	Nil
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	Nil
4.	<u>Disqualification of Director:</u> None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	The Company does not have any subsidiaries.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees	Yes	Nil



	at the start of every financial year as prescribed in SEBI Regulations		
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Nil
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Nil
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. as applicable to the listed entity as mentioned in the above report.	Yes	Nil

For SVD & Associates

Company Secretaries

Sridhar Mudaliar

Partner

FCS No: 6156

CP No: 2664

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Date: April 27, 2023