

**Secretarial compliance report of Kirloskar Pneumatic Company Limited
for the year ended March 31, 2021**

To,

**Kirloskar Pneumatic Company Limited
Hadapsar, Industrial Estate,
Pune-411 013**

We **SVD & Associates** have examined:

- a) all the documents and records made available to us by electronic mode, in view of the prevailing Pandemic situation of COVID -19 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, 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");

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 ("LODR");

- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 **(not applicable to the Company during the review Period);**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(not applicable to the Company during the review Period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the Company during the review Period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(not applicable to the Company during the review Period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulation, 2018
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; 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:-

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	NIL	NIL	NIL

- (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 our 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

Note: Securities and Exchange Board of India (SEBI) has passed an order dated 20th October 2020, against which certain promoters/ directors of the Company has gone to appeal with Hon'ble Securities Appellate Tribunal (The SAT). The SAT has passed an interim order dated December 24, 2020 for staying the operation and effect of the said SEBI Order. Further hearing in this matter is pending.

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Stock exchange intimation /filing as detailed were filed beyond the prescribed timeline/date under the regulation 30 of SEBI LODR i.e. Copy of newspaper advertisement regarding shares to be transfer to the IEPF published on 19.05.2019 was submitted to stock exchange with delay of four days	For the Financial Year ended March 31, 2020	The company has taken the necessary corrective action to file the relevant disclosure within the prescribed time limit for the financial year 2020-21	The action taken by the company is satisfactory and the company has done the filing for F.Y. 2020-21 within the prescribed time limit
2.	Stock exchange intimation /filing as detailed were filed beyond the prescribed timeline/date under the regulation 34(1)(a) of SEBI LODR i.e. submission of copy of annual report along with the notice of	For the Financial Year ended March 31, 2020	The company has taken the necessary corrective action to file the annual report during the review period within the prescribed time	The action taken by the company is satisfactory and the company has done the relevant submission during F.Y. 2020-21 within the prescribed time limit

	AGM to stock exchange for financial year ended on 31 st March 2019 has been delayed for about seven days beyond the date of commencement of dispatch to its shareholders i.e 26 th June 2019		limit for the financial year 2020-21	
--	--	--	--------------------------------------	--

(e) The company 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/re-appointment of statutory auditor of the Company.

For SVD & Associates
Company Secretaries

SRIDHAR
GOPALKRISHNA
MUDALIAR

Digitally signed by
SRIDHAR GOPALKRISHNA
MUDALIAR
Date: 2021.04.29 09:20:53
+05'30'

Sridhar G Mudaliar
Partner
FCS No: 6156
CP No: 2664

Place: Pune
Date: April 29, 2021

UDIN : F006156C000196434