

General information about company	
Scrip code	505283
NSE Symbol	
MSEI Symbol	
ISIN	INE811A01020
Name of the entity	KIRLOSKAR PNEUMATIC COMPANY LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I																										
Annexure I to be submitted by listed entity on quarterly basis																										
I. Composition of Board of Directors																										
Disclosure of notes on composition of board of directors explanatory																										
Whether the listed entity has a Regular Chairperson								Yes																		
Whether Chairperson is related to MD or CEO								Yes	Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr	RAHUL CHANDRAKANT KIRLOSKAR	ABIPK5774E	00007319	Executive Director	Chairperson related to Promoter		07-07-1963	No				Active	NA		30-09-1993	23-01-2022			4	0	3	0			
2	Mr	KRISHNASWAMY SRINIVASAN	ACOPS5860Q	00088424	Executive Director	Not Applicable	MD	22-11-1957	No				Active	NA		27-10-2020	02-01-2021			2	1	0	0			
3	Mr	KIRLOSKAR ATUL CHANDRAKANT	ABIPK5776G	00007387	Non-Executive - Non Independent Director	Not Applicable		13-02-1956	No				Active	NA		23-01-2012	20-07-2022			4	0	1	1			
4	Mr	MAHESH RAMCHAND CHHABRIA	ADCPM8911H	00166049	Non-Executive - Non Independent Director	Not Applicable		19-04-1964	No				Active	NA		03-03-2021	03-03-2021			6	2	6	2			

I. Composition of Board of Directors																									
Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson																									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	SUNIL	AHCP52504E	00233918	Non-Executive -	Not		10-12-	No				Active	Yes	20-07-	23-07-2014	23-07-2019		104.08	3	3	5	4		

		SHAHSINGH			Independent Director	Applicable		1946							2019													
6	Mr	GAJAVILLI KRISHNARAO	AGOPG0482G	00058985	Non-Executive - Independent Director	Not Applicable		10-08-1949	No					Active	Yes	20-07-2019	23-07-2014	23-07-2019		104.08	1	1	2	1				
7	Mr	AJAY DUA	AAJPD3532B	02318948	Non-Executive - Independent Director	Not Applicable		15-07-1947	No					Active	Yes	20-07-2021	22-07-2016	22-07-2021		80.09	2	2	2	0				
8	Mrs	NALINI VENKATESH	ABPPV0432K	06891397	Non-Executive - Independent Director	Not Applicable		27-12-1949	No					Active	Yes	30-07-2020	25-07-2018	25-07-2020		56.06	2	2	0	0				

I. Composition of Board of Directors																									
Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson																									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	TEJAS DESHPANDE	AHXPDP9121D	01942507	Non-Executive - Independent Director	Not Applicable		09-04-1981	No				Active	NA		27-10-2020	27-10-2020		29.04	2	2	3	0		
10	Mr	PRAVIR KUMAR VOHRA	ABKPV7152P	00082545	Non-Executive - Independent Director	Not Applicable		18-05-1954	No				Active	NA		19-10-2022	19-10-2022		5.12	4	4	7	1		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00233918	SUNIL SHAHSINGH	Non-Executive - Independent Director	Chairperson	22-07-2016		
2	00058985	GAJAVILLI KRISHNARAO	Non-Executive - Independent Director	Member	23-04-2014		
3	02318948	AJAY DUA	Non-Executive - Independent Director	Member	22-07-2016		
4	01942507	TEJAS DESHPANDE	Non-Executive - Independent Director	Member	19-07-2022		
5	00082545	PRAVIR KUMAR VOHRA	Non-Executive - Independent Director	Member	25-01-2023		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02318948	AJAY DUA	Non-Executive - Independent Director	Chairperson	22-07-2016		
2	00233918	SUNIL SHAHSINGH	Non-Executive - Independent Director	Member	23-04-2014		
3	00058985	GAJAVILLI KRISHNARAO	Non-Executive - Independent Director	Member	23-04-2014		
4	00166049	MAHESH RAMCHAND CHHABRIA	Non-Executive - Non Independent Director	Member	30-04-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
	DIN			Category 2 of	Date of	Date of	

Sr	Number	Name of Committee members	Category 1 of directors	directors	Appointment	Cessation	Remarks
1	00058985	GAJAVILLI KRISHNARAO	Non-Executive - Independent Director	Chairperson	09-05-2001		
2	00233918	SUNIL SHAHSINGH	Non-Executive - Independent Director	Member	22-01-2015		
3	00007319	RAHUL CHANDRAKANT KIRLOSKAR	Executive Director	Member	09-05-2001		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02318948	AJAY DUA	Non-Executive - Independent Director	Chairperson	12-10-2018		Textual Information(1)
2	00007387	KIRLOSKAR ATUL CHANDRAKANT	Non-Executive - Non Independent Director	Member	26-04-2018		
3	00088424	KRISHNASWAMY SRINIVASAN	Executive Director	Member	31-12-2020		
4	00233918	SUNIL SHAHSINGH	Non-Executive - Independent Director	Member	19-07-2022		

Sr Text Block							
Textual Information(1)		The Risk Management Committee was re-constituted on July 19, 2022, and Mr. Dua was appointed as Chairman of the Risk Management Committee w.e.f. July 27, 2022.					

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00007319	RAHUL CHANDRAKANT KIRLOSKAR	Executive Director	Chairperson	14-03-2014		
2	00088424	KRISHNASWAMY SRINIVASAN	Executive Director	Member	21-01-2021		
3	00233918	SUNIL SHAHSINGH	Non-Executive - Independent Director	Member	10-04-2018		
4	06891397	NALINI VENKATESH	Non-Executive - Independent Director	Member	02-11-2018		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	19-10-2022				Yes	10	10	6
2		25-01-2023	97		Yes	10	10	6
3		09-03-2023	42		Yes	10	10	6

Text Block	
Textual Information(1)	<p>Total No. of Directors as on 19 October 2022</p> <p>The Company had 11 Directors (6 Independent Directors, 2 Executive Directors and 3 Non Executive and Non Independent Directors) on 19-10-2022 i.e. the date of the previous quarter Board Meeting.</p> <p>In this Corporate Governance Report the utility does not allow to enter more than the No. of Directors mentioned in Annexure 1 - Composition of Board of Directors, hence the No. of Directors mentioned in the Column Total Number of Directors as on date of the meeting is 10 instead of actual 11 Nos.</p> <p>Total No. of Directors as on 25 January 2023 - 10 Nos.</p>

	Mr. Vikram S. Kiroloskar ceased to be Promoter Director of the Company due to the sad demise on 29-11-2022
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Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19-10-2022				Yes	4	4	4	0
2	Audit Committee	25-01-2023	97			Yes	4	4	4	0
3	Audit Committee	09-03-2023	42			Yes	5	5	5	0
4	Nomination and remuneration committee	19-10-2022				Yes	4	4	3	0
5	Nomination and remuneration committee	25-01-2023	97			Yes	4	4	3	0
6	Nomination and remuneration committee	09-03-2023	42			Yes	4	4	3	0

Annexure 1										
IV. Meeting of Committees										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	19-10-2022				Yes	3	3	2	0
8	Stakeholders Relationship Committee	25-01-2023	97			Yes	3	3	2	0
9	Risk Management Committee	09-01-2023				Yes	4	4	2	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject		If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained		Yes
2	Whether shareholder approval obtained for material RPT		NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

Annexure 1		
VI. Affirmations		
		Compliance

Sr	Subject	status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	JITENDRA R SHAH
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.kirloskarpneumatic.com
2	Terms and conditions of appointment of independent directors	Yes		www.kirloskarpneumatic.com
3	Composition of various committees of board of directors	Yes		www.kirloskarpneumatic.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.kirloskarpneumatic.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kirloskarpneumatic.com
6	Criteria of making payments to non-executive directors	Yes		www.kirloskarpneumatic.com
7	Policy on dealing with related party transactions	Yes		www.kirloskarpneumatic.com
8	Policy for determining ‘material’ subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.kirloskarpneumatic.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kirloskarpneumatic.com
11	email address for grievance redressal and other relevant details	Yes		www.kirloskarpneumatic.com
12	Financial results	Yes		www.kirloskarpneumatic.com
13	Shareholding pattern	Yes		www.kirloskarpneumatic.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.kirloskarpneumatic.com
16	New name and the old name of the listed entity	NA		

17	Advertisements as per regulation 47 (1)	Yes		www.kirloskarpneumatic.com
18	Credit rating or revision in credit rating obtained	Yes		www.kirloskarpneumatic.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kirloskarpneumatic.com
21	Materiality Policy as per Regulation 30	Yes		www.kirloskarpneumatic.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.kirloskarpneumatic.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.kirloskarpneumatic.com

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for	23(2), (3)	Yes	

	all related party transactions			
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	JITENDRA R SHAH
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	In the past , the Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. However, the Company as on date do not have any Subsidiary.

Annexure II		
1	Name of signatory	JITENDRA R SHAH
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Applicable	

Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	COMFORT LETTER	100000000	31698795.39
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	KRISHNASWAMY SRINIVASAN		
Designation	CEO		
Place	PUNE		
Date	20-04-2023		
Signatory Details			
Name of signatory	JITENDRA R SHAH		
Designation of person	Company Secretary and Compliance Officer		
Place	PUNE		
Date	20-04-2023		