

| 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 | Quarterly |
| Date of Report | 31-12-2022 |
| 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 | | | | | | | | | | | | | | | | | | | Textual Information(1) | | | | | | |
| Whether the listed entity has a Regular Chairperson | | | | | | | | Yes | | | | | | | | | | | | | | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | No | 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 C. 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 | K SRINIVASAN | ACOPS5860Q | 00088424 | Executive Director | Not Applicable | MD | 22-11-1957 | No | | | | Active | NA | | 27-10-2020 | | | | 2 | 1 | 0 | 0 | | |
| 3 | Mr | ATUL C. KIRLOSKAR | ABIPK5776G | 00007387 | Non-Executive - Non Independent Director | Not Applicable | | 13-02-1956 | No | | | | Active | NA | | 23-01-2012 | | | | 4 | 0 | 1 | 1 | | |
| 4 | Mr | VIKRAM S. KIRLOSKAR | AEOPS9860G | 00007907 | Non-Executive - Non Independent Director | Not Applicable | | 19-11-1958 | No | | | | Active | NA | | 28-06-2002 | | 29-11-2022 | | 0 | 0 | 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 |
| | | | | | | | | | | | | | | | | | | | | | | | | | |

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|---|----|------------------|------------|----------|--|----------------|--|------------|----|--|--|--|--|--------|-----|------------|------------|------------|--|----|---|---|---|---|--|--|--|
| 5 | Mr | MAHESH CHHABRIA | ADCPM8911H | 00166049 | Non-Executive - Non Independent Director | Not Applicable | | 19-04-1964 | No | | | | | Active | NA | | 03-03-2021 | | | | 6 | 1 | 4 | 1 | | | |
| 6 | Mr | SUNIL SHAH SINGH | AHCPS2504E | 00233918 | Non-Executive - Independent Director | Not Applicable | | 10-12-1946 | No | | | | | Active | Yes | 20-07-2019 | 23-07-2014 | 23-07-2019 | | 60 | 3 | 3 | 5 | 4 | | | |
| 7 | Mr | G. KRISHNA RAO | AGOPG0482G | 00058985 | Non-Executive - Independent Director | Not Applicable | | 10-08-1949 | No | | | | | Active | Yes | 20-07-2019 | 23-07-2014 | 23-07-2019 | | 60 | 1 | 1 | 2 | 1 | | | |
| 8 | 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 | | 60 | 2 | 2 | 2 | 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 | 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 | | 60 | 2 | 2 | 0 | 0 | | |
| 10 | Mr | TEJAS DESHPANDE | AHXP09121D | 01942507 | Non-Executive - Independent Director | Not Applicable | | 09-04-1981 | No | | | | Active | NA | | 27-10-2020 | | | 60 | 2 | 2 | 3 | 0 | | |
| 11 | Mr | PRAVIR KUMAR VOHRA | ABKPV7152P | 00082545 | Non-Executive - Independent Director | Not Applicable | | 18-05-1954 | No | | | | Active | Yes | 28-12-2022 | 19-10-2022 | | | 60 | 4 | 4 | 7 | 2 | | |

Text Block

Textual Information(1) Mr. Vikram S. Kirloskar ceased to be Director of the Company due to the sad demise on 29-11-2022

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 SHAH SINGH | Non-Executive - Independent Director | Chairperson | 22-07-2016 | | |
| 2 | 00058985 | G. KRISHNA RAO | 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 | | |

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 SHAH SINGH | Non-Executive - Independent Director | Member | 23-04-2014 | | |
| 3 | 00058985 | G. KRISHNA RAO | Non-Executive - Independent Director | Member | 23-04-2014 | | |
| 4 | 00166049 | MAHESH CHHABRIA | Non-Executive - Non Independent Director | Member | 30-04-2021 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship 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 | 00058985 | G. KRISHNA RAO | Non-Executive - Independent Director | Chairperson | 09-05-2001 | | |
| 2 | 00233918 | SUNIL SHAH SINGH | Non-Executive - Independent Director | Member | 22-01-2015 | | |
| 3 | 00007319 | RAHUL C. 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 | | |
| 2 | 00007387 | ATUL C. KIRLOSKAR | Non-Executive - Non Independent Director | Member | 26-04-2018 | | |
| 3 | 00088424 | K SRINIVASAN | Executive Director | Member | 31-12-2020 | | |
| 4 | 00233918 | SUNIL SHAH SINGH | Non-Executive - Independent Director | Member | 19-07-2022 | | |

| 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 C. KIRLOSKAR | Executive Director | Chairperson | 14-03-2014 | | |
| 2 | 00088424 | K SRINIVASAN | Executive Director | Member | 21-01-2021 | | |
| 3 | 00233918 | SUNIL SHAH SINGH | 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 | 19-07-2022 | | | | Yes | 11 | 11 | 6 |
| 2 | | 19-10-2022 | 91 | | Yes | 11 | 10 | 6 |

| Text Block | |
|------------|--|
| | <p>Total No. of Directors as on 19 July 2022</p> <p>The Company had 12 Directors (6 Independent Directors, 2 Executive Directors and 4 Non Executive and Non Independent Directors) on 19-07-2022 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</p> |

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| Textual Information(1) | 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 11 instead of actual 12 Nos. Total No. of Directors as on 19 October 2022 Mr. D. R. Swar, Non Executive and Non Independent Director retired and did not seek re-appointed at the 47th Annual General Meeting held on 20-07-2022. Mr. K. Venkataramanan, Non Executive and Independent Director ceased to be a Director of the Company on completion of tenure of his appointment w.e.f. 27-07-2022. Mr. Pravir Kumar Vohra appointed as Non Executive and Independent Director w.e.f. 19-10-2022. |
|------------------------|--|

| 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 | Reason 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 | 19-07-2022 | | | | Yes | 5 | 5 | 4 | 0 |
| 2 | Audit Committee | 19-10-2022 | 91 | | | Yes | 4 | 4 | 4 | 0 |
| 3 | Nomination and remuneration committee | 19-07-2022 | | | | Yes | 4 | 4 | 3 | 0 |
| 4 | Nomination and remuneration committee | 19-10-2022 | 91 | | | Yes | 4 | 4 | 3 | 0 |
| 5 | Stakeholders Relationship Committee | 19-07-2022 | | | | Yes | 3 | 3 | 2 | 0 |
| 6 | Stakeholders Relationship Committee | 19-10-2022 | 91 | | | Yes | 3 | 3 | 2 | 0 |

| Annexure 1 | | | |
|-------------------------------|--|-------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | 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 | | |
| Sr | Subject | Compliance 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 |

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| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
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| Annexure 1 | | |
|------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | JITENDRA R SHAH |
| 2 | Designation | Company Secretary and Compliance Officer |

| Signatory Details | |
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| Name of signatory | JITENDRA R SHAH |
| Designation of person | Company Secretary and Compliance Officer |
| Place | PUNE |
| Date | 20-01-2023 |