

General information about company	
Scrip code	505283
NSE Symbol	KIRLPNU
MSEI Symbol	NOTLISTED
ISIN	INE811A01020
Name of the entity	KIRLOSKAR PNEUMATIC COMPANY LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
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							No	
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
1	Mr	RAHUL CHANDRAKANT KIRLOSKAR	ABIPK5774E	00007319	Executive Director	Chairperson related to Promoter		07-07-1963
2	Mr	KRISHNASWAMY SRINIVASAN	ACOPS5860Q	00088424	Executive Director	Not Applicable	MD	22-11-1957
3	Mr	KIRLOSKAR ATUL CHANDRAKANT	ABIPK5776G	00007387	Non-Executive - Non Independent Director	Not Applicable		13-02-1956
4	Mr	MAHESH RAMCHAND CHHABRIA	ADCPM8911H	00166049	Non-Executive - Non Independent Director	Not Applicable		19-04-1964
5	Mr	SUNIL SHAHSINGH	AHCPS2504E	00233918	Non-Executive - Independent Director	Not Applicable		10-12-1946
6	Mr	GAJAVILLI KRISHNARAO	AGOPG0482G	00058985	Non-Executive - Independent Director	Not Applicable		10-08-1949
7	Mr	AJAY DUA	AAJPD3532B	02318948	Non-Executive - Independent Director	Not Applicable		15-07-1947
8	Mrs	NALINI VENKATESH	ABPPV0432K	06891397	Non-Executive - Independent Director	Not Applicable		27-12-1949
9	Mr	TEJAS DESHPANDE	AHXPDP9121D	01942507	Non-Executive - Independent Director	Not Applicable		09-04-1981

10	Mr	PRAVIR KUMAR VOHRA	ABKPV7152P	00082545	Non-Executive - Independent Director	Not Applicable	18-05-1954
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#### I. Composition of Board of Directors

#### Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active

#### I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		30-09-1993	23-01-2022			4	0	3	0			
2	NA		27-10-2020	02-01-2021			2	1	0	0			
3	NA		23-01-2012	20-07-2022			4	0	1	1			
4	NA		03-03-2021	03-03-2021			6	2	6	2			
5	Yes	20-07-2019	23-07-2014	23-07-2019		116.08	2	2	3	2			
6	Yes	20-07-2019	23-07-2014	23-07-2019		116.08	1	1	2	1			
7	Yes	20-07-2021	22-07-2016	22-07-2021		92.09	2	2	2	0			
8	Yes	30-07-2020	25-07-2018	25-07-2020		68.06	2	2	0	0			
9	NA		27-10-2020	27-10-2020		41.04	2	2	3	0			
10	Yes	28-12-2022	19-10-2022	19-10-2022		17.12	4	4	6	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		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of 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		
2	00007387	KIRLOSKAR ATUL CHANDRAKANT	Non-Executive - Non Independent Director	Member	26-04-2018		
3	00088424	KRISHNASWAMY	Executive Director	Member	31-12-2020		

		SRINIVASAN					
4	00233918	SUNIL SHAHSINGH	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 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								
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	19-10-2023				Yes	10	10	6
2		24-01-2024	96		Yes	10	9	6
3		05-03-2024	40		Yes	10	10	6

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	19-10-2023				Yes	5	5	5	0
2	Audit Committee	24-01-2024	96			Yes	5	5	5	0

3	Audit Committee	05-03-2024	40			Yes	5	5	5	0
4	Nomination and remuneration committee	19-10-2023				Yes	4	4	3	0
5	Nomination and remuneration committee	24-01-2024	96			Yes	4	4	3	0
6	Stakeholders Relationship Committee	19-10-2023				Yes	3	3	2	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	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)
7	Stakeholders Relationship Committee	24-01-2024	96			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
	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)	

4	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
10	Email address for grievance redressal and other relevant details	Yes		www.kirloskarpneumatic.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	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		

### 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
15.1	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
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	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	Secretarial Compliance Report	Yes		www.kirloskarpneumatic.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.kirloskarpneumatic.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.kirloskarpneumatic.com
23	Disclosures under regulation 30(8)	Yes		www.kirloskarpneumatic.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.kirloskarpneumatic.com
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.kirloskarpneumatic.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.kirloskarpneumatic.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.kirloskarpneumatic.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	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(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	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	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (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.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	



33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	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.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided		Textual Information(1)	

### Text Block

Textual Information(1)	<p>1. Point No. 1 - 25(6) Not applicable for FY 2023-24</p> <p>2. Point No. 2 - 17(1D) and 17(1E) Not applicable for FY 2023-24</p> <p>3. Point No. 30 - 23(1A), 23(5) and 23(8) Not applicable for FY 2023-24</p> <p>4. Point No. 38 - 25(2A) Not applicable for FY 2023-24</p> <p>5. Point No. 43 - 25(11) Not applicable for FY 2023-24</p> <p>6. Point No. 46 - 26(4)- Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 the provision related to Disclosure of Shareholding by Non-Executive Directors is omitted with effect from 5th May 2021. However, it is complied in the Annual Report.</p>
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## Annexure II

1	Name of signatory	JITENDRA R SHAH

2	Designation	Company Secretary and Compliance Officer
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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	LETTER OF COMFORT	100000000	26669523.7
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
<b>(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</b>			
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
<b>(D) Additional Information</b>			Textual Information(2)
<b>II. Affirmations</b>			
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	16-04-2024		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	JITENDRA R. SHAH
Designation of person	Company Secretary and Compliance Officer
Place	PUNE
Date	19-04-2024