

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Kirloskar Brothers Limited**  
 2. Quarter ending - **31-Mar-2023**

**i. Composition Of Board Of Director**

Title (Mr. / Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Tenure	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 (1 A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities included in this listed entity [in reference to Regulation 17 A (1)]	No. of Independent Directorship in Audit/ Stakeholder Committee(s) included in this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee(s) included in listed entities	Memberships in Committees of the Company	Remarks	





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Company Remarks	Please note that Mr. Pratap Baburao Shirke, Non-Executive Non-Independent Director of the Company has resigned w.e.f. 15 March 2023. Accordingly, approval as required under Regulation 17A is not applicable.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	SHOBINDER DUGGAL	ID	Chairperson	09-Feb-2022	
2	PRATAP BABURAO SHIRKE	NED	Member	01-Apr-2014	15-Mar-2023
3	M S UNNIKISHNAN	ID	Member	03-Aug-2021	
4	RAMNI NIRULA	ID	Member	29-Oct-2021	
5	Amitava Mukherjee	ID	Member	10-Feb-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	SHRINIVAS DEMPO	ID	Chairperson	09-Aug-2022	
2	SANJAY CHANDRAKANT KIRLOSKAR	C & ED	Member	27-Apr-2015	

3	Amitava Mukherjee	ID	Member	10-Feb-2022	
4	ALOK SANJAY KIRLOSKAR	NED	Member	01-Apr-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	M S UNNIKRISHNAN	ID	Chairperson	25-May-2021	
2	RAMA SANJAY KIRLOSKAR	ED	Member	25-May-2021	
3	C.M.MATE	Chief Financial Officer	Member	25-May-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	SHRINIVAS DEMPO	ID	Chairperson	10-Feb-2022	
2	M S UNNIKRISHNAN	ID	Member	29-Sep-2020	
3	SANJAY CHANDRAKANT KIRLOSKAR	C & ED	Member	27-Apr-2015	
4	Rekha Sethi	ID	Member	27-Jul-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
10-Nov-2022	Yes	11	11	7
12-Jan-2023	Yes	11	9	5
10-Feb-2023	Yes	11	11	7
15-Mar-2023	Yes	11	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	62

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	09-Nov-2022	Yes	5	5	4	0
Audit Committee	30-Jan-2023	Yes	5	5	4	0
Audit Committee	09-Feb-2023	Yes	5	5	4	0
Audit Committee	15-Mar-2023	Yes	5	2	2	0
Risk Management Committee	10-Jan-2023	Yes	2	2	1	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	81

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**

- d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. 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**
  4. 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**
  5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **DEVANG TRIVEDI**  
**Designation** : **Company Secretary & Compliance Officer**



**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.kirloskarpumps.co
Terms and conditions of appointment of	Yes		www.kirloskarpumps.co
Composition of various committees of	Yes		www.kirloskarpumps.co
Code of conduct of board of directors and	Yes		www.kirloskarpumps.co
Details of establishment of vigil mechanism/	Yes		www.kirloskarpumps.co
Criteria of making payments to non-	Yes		www.kirloskarpumps.co
Policy on dealing with related party	Yes		www.kirloskarpumps.co
Policy for determining 'material' subsidiaries	Yes		www.kirloskarpumps.co
Details of familiarization programs imparted	Yes		www.kirloskarpumps.co
Email address for grievance redressal and other relevant details entity who are	Yes		www.kirloskarpumps.co
Contact information of the designated	Yes		www.kirloskarpumps.co
Financial results	Yes		www.kirloskarpumps.co
Shareholding pattern	Yes		www.kirloskarpumps.co
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.kirloskarpumps.co
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.kirloskarpumps.co
Credit rating or revision in credit rating	Yes		www.kirloskarpumps.co
Separate audited financial statements of	Yes		www.kirloskarpumps.co
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kirloskarpumps.co
Materiality Policy as per Regulation 30	Yes		www.kirloskarpumps.co
Dividend Distribution policy as per	Yes		www.kirloskarpumps.co
It is certified that these contents on the	Yes		www.kirloskarpumps.co
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **DEVANG TRIVEDI**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

**(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)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(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
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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<b>Affirmations</b>
<i>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</i>

<b>Company Remarks in case of non-compliant status</b>	
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<b>Name:</b> <b>Designation:</b> anx4Designation <b>Place:</b> <b>Date:</b>
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