

**KIRLOSKAR BROTHERS LIMITED**  
A Kirloskar Group Company



Enriching Lives

SEC/ F:26

May 26, 2026

**BSE Limited**

Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Ring,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001.

**National Stock Exchange of India Ltd.**

5<sup>th</sup> Floor, Exchange Plaza,  
Bandra (East),  
Mumbai – 400 051.

**(BSE Scrip Code – 500241)**

**(NSE Symbol - KIRLOSBROS)**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2026**

**Ref: Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of the subject referred regulations, please find enclosed herewith Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2026 dated May 13, 2026, issued by Mr. Dinesh Birla, Practicing Company Secretary, Pune.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

Devang Trivedi  
**Company Secretary**

Encl.: As above.



To,  
The Board of Directors  
**M/s Kirloskar Brothers Limited**  
CIN: L29113PN1920PLC000670,  
Yamuna, S No.98/3 – 7, Plot No.3 Baner,  
Pune – 411 045.

Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2025-26**

We have been engaged by **Kirloskar Brothers Limited** (hereinafter referred to as 'the Company') bearing CIN: L29113PN1920PLC000670 whose equity shares are listed on both the national exchanges (i.e. BSE and NSE) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

**For Dinesh Birla & Associates  
Company Secretaries**

**Dinesh**

**Shivnarayan**

**Birla**

Digitally signed by  
Dinesh Shivnarayan  
Birla

Date: 2026.05.13  
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**Dinesh Birla, Proprietor**

**FCS: 7658, CP No. : 13029**

**Peer Review No.: 1668/2022**

**UDIN: F007658H000343433**

**Place: Pune**

**Date: 13<sup>th</sup> May, 2026**

**Secretarial Compliance Report to KIRLOSKAR BROTHERS LIMITED**  
**For the financial year ended on 31<sup>st</sup> March, 2026**

To,  
The Board of Directors  
M/s Kirloskar Brothers Limited  
CIN: L29113PN1920PLC000670,  
Yamuna, S No.98/3 – 7, Plot No.3  
Baner, Pune – 411 045.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Kirloskar Brothers Limited** (hereinafter referred to as 'the Company') bearing CIN: L29113PN1920PLC000670. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

I, Dinesh Shivnarayan Birla proprietor of Dinesh Birla & Associates, Practicing Company Secretary, Pune have examined:

- (a) All the documents and records made available to us and explanation provided by **Kirloskar Brothers Limited**,
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2026 ("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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the review period**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: - **Not applicable during the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable during the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not applicable during the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued there under;

I hereby report that, during the Review Period

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr. No.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation 24A of SEBI (LODR) read with BSE Circular on XBRL as well as PDF filing of Annual Secretarial Compliance Report (ASCR)
Regulation/Circular No.	BSE Circular No. 20230614-44 dated 14 <sup>th</sup> June, 2023
Deviations	Annual Secretarial Compliance Report for FY 2024-25 was filed with BSE Limited within prescribed timeline in XBRL mode on 27 <sup>th</sup> May, 2025; however, the same was not filed in PDF mode within due date.
Action Taken by	BSE Ltd
Type of Action	Fine
Details of Violation	Non-submission of ASCR in PDF mode within prescribed timeline.
Fine Amount	Rs. 50,000 plus applicable GST
Observations/ Remarks of the Practicing Company Secretary	The Company has subsequently complied by filing the ASCR in PDF mode on 27.06.2025. It is noted that the Company had duly filed the ASCR in both PDF and XBRL mode with National Stock Exchange of India within due date. The non-compliance appears to be inadvertent and procedural in nature.
Management Response	The Company has stated that the lapse occurred due to oversight and has strengthened internal compliance monitoring to avoid recurrence. The Company has also filed an appeal with the BSE Limited for waiver of the fine amount on July 11, 2025. The status of appeal is pending till the date.
Remarks	Satisfied with the corrective action taken by the Company and No default made during the period under review.



b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation 30
Regulation/Circular No.	SEBI (LODR) Regulations 2015
Deviations	Disclosure of receiving of APGST Notice was made With delay of 2 days
Action Taken by	-
Type of Action	-
Details of Violation	The Notice under the APGST Act, 2017, was received on Friday, 14 <sup>th</sup> February, 2025 but disclosure was made to Stock Exchanges on Monday, 17th Feb. 2025.
Fine Amount	-
Observations/ Remarks of the Practicing Company Secretary	This disclosure was to be made within 24 hours after receiving of the Notice, whereas disclosure was made along with explanation for the delay.
Management Response	The notice received from the Andhra Pradesh GST Authority was pertaining to a project executed by an unincorporated JV of which the Company was a partner. This being very old matter, the Company did not have any documents / records to verify the allegations made by the said authority since the Company had not received any correspondence in this regards from the authority so far. Hence, the Company was verifying the source and genuineness of the said notice which was delivered to its directors for the first time and on that backdrop, the intimation was delayed. The same explanation is mentioned in the disclosure given to the stock exchanges.
Remarks	Satisfied with the corrective action taken by the Company and No default made during the period under review.

I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
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1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes  Yes	None  None
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>● The Listed entity is maintaining a functional website</li><li>● Timely dissemination of the documents/ information under a separate section on the website</li><li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li></ul>	Yes  Yes  Yes	None  None  None
4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries	Yes  Yes	None  None



6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  (No such instance)	None
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	None
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued there under except as provided under separate paragraph herein (**).	No	BSE Ltd imposed a fine of Rs. 50000 plus applicable GST due to non-filing of ASCR in PDF mode as per the provisions of Regulation 24A of SEBI (LODR) read with BSE Circular on XBRL as well as PDF filing of ASCR

12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	Annual Secretarial Compliance Report for FY 2024-25 was filed with BSE Limited within prescribed timeline in XBRL mode on 27 <sup>th</sup> May, 2025; however, the same was not filed in PDF mode within due date.
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Since the statutory auditor of the listed entity and its material subsidiaries have not resigned, during the financial year 2024-25, no comments are given vis-à-vis compliances related to resignation of statutory auditor's from the listed entity and its material subsidiaries as per SEBI Master Circular SEBI/HO/EFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023.

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Dinesh Birla & Associates**  
**Company Secretaries**

**Dinesh**  
**Shivnarayan**  
**Birla**

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Dinesh Shivnarayan Birla  
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**Dinesh Birla, Proprietor**  
**FCS: 7658, CP No. : 13029**  
**Peer Review No.: 1668/2022**  
**UDIN: F007658H000343433**

**Place: Pune**  
**Date: 13<sup>th</sup> May, 2026**