

### General information about company

Scrip code	500243
Name of the entity	Kirloskar Industries Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

### 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

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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
1	Mrs	Priyamvada A. Ranade	ADMPR7678G	06926401	Non-Executive - Independent Director	Not Applicable		02-09-2014	15-02-2017	29	0	0	0	Textual Information(2)
2	Mr	Sunil Shah Singh	AHCPS2504E	00233918	Non-Executive - Independent Director	Not Applicable		19-10-2016		0	3	4	1	Textual Information(3)

### Text Block

Textual Information(1)	Mrs. Priyamvada A. Ranade ceased to be a Director of the Company with effect from 15 February 2017, on account of resignation. The Board will co-opt Additional Independent Director at the ensuing Board Meeting.
Textual Information(2)	Mr. Sunil Shah Singh has been co-opted as an Additional Independent Director of the Company with effect from 19 October 2016.

### Annexure 1

#### II. Composition of Committees

Disclosure of notes on composition of committees explanatory					Textual Information(1)
Is there any change in information of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Mr. Mahesh R. Chhabria	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Mr. Nihal G. Kulkarni	Non-Executive - Non Independent Director	Member	
3	Audit Committee	Mr. Anil N. Alawani	Non-Executive - Non Independent Director	Member	
4	Audit Committee	Mr. Tejas P. Deshpande	Non-Executive - Independent Director	Member	
5	Audit Committee	Mr. Sunil Shah Singh	Non-Executive - Independent Director	Member	
6	Nomination and remuneration committee	Mr. Mahesh R. Chhabria	Non-Executive - Independent Director	Chairperson	
7	Nomination and remuneration committee	Mr. Atul C. Kirloskar	Non-Executive - Non Independent Director	Member	
8	Nomination and remuneration committee	Mr. Anil N. Alawani	Non-Executive - Non Independent Director	Member	
9	Nomination and remuneration committee	Mr. Sunil Shah Singh	Non-Executive - Independent Director	Member	

Text Block	
Textual Information(1)	<p>1. The Board of Directors in its meeting held on 18 January 2017, reconstituted the Nomination and Remuneration Committee and appointed Mr. Sunil Shah Singh as a member of the Nomination and Remuneration Committee.</p> <p>2. Mrs. Priyamvada A. Ranade ceased to be a Director of the Company with effect from 15 February 2017, on account of resignation and consequently from the Audit Committee and Nomination and Remuneration Committee. The Audit Committee will be reconstituted at the ensuing Board Meeting.</p>

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)
1	19-10-2016		
2		18-01-2017	90
3		28-02-2017	40
4		31-03-2017	30

Annexure 1	
IV. Meeting of Committees	

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	18-01-2017	Yes	4 members present	19-10-2016	90	
2	Audit Committee	28-02-2017	Yes	3 members present	30-11-2016	89	

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	NA	

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 100 listed entities)	NA
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Text Block	
Textual Information(1)	Point No. 9 - The Corporate Governance Report submitted for the quarter ended 31 December 2016, was placed before the Board of Directors in its meeting held on 18 January 2017 and the same was approved by the Board. The Corporate Governance Report for the quarter ended 31 March 2017, will be placed before the Board of Directors at its ensuing Board Meeting.

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<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
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.kil.net.in
2	Terms and conditions of appointment of independent directors	Yes		www.kil.net.in
3	Composition of various committees of board of directors	Yes		www.kil.net.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.kil.net.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kil.net.in
6	Criteria of making payments to non-executive directors	Yes		www.kil.net.in
7	Policy on dealing with related party transactions	Yes		www.kil.net.in
8	Policy for determining 'material' subsidiaries	Yes		www.kil.net.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.kil.net.in

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
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.kil.net.in
11	email address for grievance redressal and other relevant details	Yes		www.kil.net.in
12	Financial results	Yes		www.kil.net.in
13	Shareholding pattern	Yes		www.kil.net.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	Point No. 6: Criteria of making payments to non-executive directors - It is complied with in the Annual Report for the Financial Year 2015-16, as per the provisions of the Listing Regulations. It will be complied with in the Annual Report for the Financial Year 2016-17, as per the provisions of the

**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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	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	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status	If status is "No" details of non-compliance may be given
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			(Yes/No/NA)	here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Textual Information(1)	

### Text Block

Textual Information(1)	<p>Point No. 2: Mrs. Priyamvada A. Ranade ceased to be a Director with effect from 15 February 2017, on account of resignation. The Board will co-opt Additional Independent Director at the ensuing Board Meeting.</p> <p>Point No. 9: Compliance certificate under Regulation 17(8) of the Listing Regulations - It is complied with in the Annual Report for the Financial Year 2015-16. It will be complied with in the Annual Report for the Financial Year 2016-17.</p> <p>Point No. 11: Performance evaluation of independent directors under Regulation 17(10) of the Listing Regulations - It is complied with for the Financial Year 2015-16. It will be complied with at the ensuing Board Meeting for the Financial Year 2016-17.</p> <p>Point No. 12: Mrs. Priyamvada A. Ranade ceased to be a Director of the Company with effect from 15 February 2017, on account of resignation and consequently from the Audit Committee. The Audit Committee will be reconstituted at the ensuing Board Meeting.</p> <p>Point No. 22: Other Corporate Governance requirements with respect to subsidiary of listed entity - Regulation 24(5) and 24(6) will be complied with as and when applicable.</p> <p>Point No. 27: Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel under Regulation 26(3) of the Listing Regulations - It is complied with for the Financial Year 2015-16. It will be complied with for the Financial Year 2016-17.</p> <p>Point No. 28: Disclosure of shareholding by non-executive directors under Regulation 26(4) of the Listing Regulations - It is complied with in the Annual Report for the Financial Year 2015-16. It will be complied with in the Annual Report for the Financial Year 2016-17.</p> <p>Point No. 29: Policy with respect to obligations of directors and senior management under Regulation 26(5) of the Listing Regulations - It is complied with for the Financial Year 2015-16. It will be complied with for the Financial Year 2016-17.</p>
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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		

### Signatory Details

Name of signatory	Ashwini V. Mali
Designation of person	Company Secretary
Place	Pune
Date	13-04-2017