

To,
Kirloskar Ferrous Industries Limited
13, Laxmanrao Kirloskar Road, Khadki,
Pune 411003

Secretarial Compliance Report of Kirloskar Ferrous Industries Limited

For the year ended 31 March 2022

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended]

I, Mr. Mahesh Janardan Risbud, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanations provided by **Kirloskar Ferrous Industries Limited** (CIN : L27101PN1991PLC063223) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange(s),
- (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 March 2022 ("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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The following specific Regulations, whose provisions and the circulars / guidelines issued thereunder, were applicable to the listed entity for the review period and have been examined :

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (applicable from 1 April 2021 to 12 August 2021) and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (applicable from 13 August 2021); and
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and based on the above examination, 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 thereunder.



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars / Guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by the SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and Circulars / Guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	SEBI	As mentioned in the Order No. WTM/MPB/IVD/ID1/139/2020 dated 20 October 2020 issued by the SEBI ('the SEBI Order') to certain Promoters and Directors of the Company in relation to the investigation in respect of dealings in the scrip of Kirloskar Brothers Limited in the year 2010.	As mentioned in the said SEBI Order.	The Company has filed on 21 October 2020 with BSE Limited a copy of the said SEBI Order as disclosure under Regulation 30 of the SEBI LODR Regulations, 2015.
2	Securities Appellate Tribunal	Not applicable	Pursuant to the Appeal filed by the said Promoters, the Securities Appellate Tribunal vide its Interim Order dated 24 December 2020 ('SAT Order 1') has stayed the operation and effect of the SEBI Order dated 20 October 2020 issued to the said Promoters of the Company.	The Company has filed on 30 December 2020 with BSE Limited a copy of the SAT Order 1 (uploaded on the website of the Securities Appellate Tribunal on 29 December 2020) as disclosure under Regulation 30 of the SEBI LODR Regulations, 2015. We understand that the Appeal filed by the said Promoters before the Securities Appellate Tribunal is in the process of being heard.
3	Securities Appellate Tribunal	Not applicable	Pursuant to the Appeal filed by Mr. A.N. Alawani, Director of the Company, the Securities Appellate Tribunal vide its Interim Order dated 24 December 2020 ('SAT Order 2') has	The Company has filed on 30 December 2020 with BSE Limited a copy of the SAT Order 2 (uploaded on the website of the Securities Appellate



			<p>stayed the operation and effect of the SEBI Order dated 20 October 2020 issued to Mr. A. N. Alawani.</p>	<p>Tribunal on 29 December 2020) as disclosure under Regulation 30 of the SEBI LODR Regulations, 2015.</p> <p>We understand that the Appeal filed by Mr. A. N. Alawani before the Securities Appellate Tribunal is in the process of being heard.</p>
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(d) The listed entity has taken the following actions to comply with the observations made in the previous report:

Sr. No.	Observations of the practicing secretary in the previous report	Observations made in the Secretarial Compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary, on The action taken by the listed entity
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Signature:

The stamp is circular with a red border. The text inside the stamp reads: "MAHESH J. RISBUD" at the top, "FCS - 810" and "CP - 185" in the center, and "COMPANY SECRETARY" at the bottom. There are two small stars on either side of the center text.

Name: MAHESH JANARDAN RISBUD
(FCS No. 810 and CP No. 185)

Date: 17th May 2022

Place: Pune

UCN – S1981MH000400

PR – 1089/2021

UDIN: F000810D000334165