

Kirloskar Electric Company Limited
Corporate Governance Report-Q2 (FY2023-24)

General information about company	
Scrip code	533193
NSE Symbol	KECL
MSEI Symbol	NOTLISTED
ISIN	INE134B01017
Name of the entity	Kirloskar Electric Company Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter
ended date only

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																									
Is there any change in information of board of directors compare to previous quarter																									
Whether Chairperson is related to MD or CEO																									
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	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(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)	Notes for not providing PAN	Notes for not providing DIN	
Add Delete																									
1	Mr	VIJAY RAVINDRA KIRLOSKAR	00031253	Executive Director	Chairperson related to Promoter		13-03-1951	No				Active	NA		17-08-1985	12-08-2020			2	1	1	0			
2	Mr	ANIL KUMAR BHANDARI	00031194	Non-Executive - Independent Director	Not Applicable		18-06-1944	No				Active	Yes	21-09-2019	30-09-2014	21-09-2019		108.08	3	3	5	3			
3	Mr	KAMLESH SURESH GANDHI	00004969	Non-Executive - Independent Director	Not Applicable		16-06-1950	No				Active	NA		30-09-2014	21-09-2019		108.08	3	3	4	4			
4	Mr	SATYANARAYAN AGARWAL	00111187	Non-Executive - Independent Director	Not Applicable		15-01-1945	No				Active	Yes	21-09-2019	30-09-2014	21-09-2019		108.08	2	1	3	1			
5	Mr	ASHOK MISRA	00006051	Non-Executive - Independent Director	Not Applicable		30-07-1947	No				Active	Yes	30-09-2020	13-08-2015	30-09-2020		96.00	2	2	2	0			
6	Mrs	MEENA KIRLOSKAR	00286774	Non-Executive - Non Independent Director	Not Applicable		26-07-1955	No				Active	NA		31-07-2009					1	0	1	0		
7	Mr	SANJEEV KUMAR SHIVAPPA	08673340	Executive Director	Not Applicable		24-02-1963	No				Active	NA		14-02-2020					1	0	0	0		
8	Mr	SURESH KUMAR	02741371	Non-Executive - Independent Director	Not Applicable		08-02-1958	No				Active	NA		14-08-2023	14-08-2023		1.15	1	1	1	0			
9	Mr	RAVI GHAI	08715119	Non-Executive - Independent Director	Not Applicable		17-02-1951	No				Active	NA		12-07-2022	12-07-2022		14.17	1	1	0	0			
10	Mr	ANAND BALARAMACHARYA HUNNUR	06650798	Executive Director	Not Applicable	MD	21-05-1961	No				Active	NA		12-07-2022					1	0	1	0		

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Add Notes
Is there any change in information of committees compare to previous quarter	Yes

For this quarter kindly note the following points:
1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00004969	KAMLESH SURESH GANDHI	Non-Executive - Independent Director	Chairperson	14-02-2015		
2	00111187	SATYANARAYAN AGARWAL	Non-Executive - Independent Director	Member	28-05-2014		
3	00031194	ANIL KUMAR BHANDARI	Non-Executive - Independent Director	Member	28-05-2014		
4	00286774	MEENA KIRLOSKAR	Non-Executive - Non Independent Director	Member	17-07-2023		
5	02741371	SURESH KUMAR	Non-Executive - Independent Director	Member	17-07-2023		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00111187	SATYANARAYAN AGARWAL	Non-Executive - Independent Director	Chairperson	28-05-2014		
2	00031194	ANIL KUMAR BHANDARI	Non-Executive - Independent Director	Member	28-05-2014		
3	00286774	MEENA KIRLOSKAR	Non-Executive - Non Independent Director	Member	28-05-2014		
4	02741371	SURESH KUMAR	Non-Executive - Independent Director	Member	17-07-2023		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00031194	ANIL KUMAR BHANDARI	Non-Executive - Independent Director	Chairperson	28-05-2014		
2	00031253	VIJAY RAVINDRA KIRLOSKAR	Executive Director	Member	28-05-2014		
3	06650798	ANAND BALARAMACHARYA HUNN	Executive Director	Member	14-08-2023		

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							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00286774	MEENA KIRLOSKAR	Non-Executive - Non Independent Director	Chairperson	14-08-2023		
2	00031194	ANIL KUMAR BHANDARI	Non-Executive - Independent Director	Member	24-03-2014		
3	00031253	VIJAY RAVINDRA KIRLOSKAR	Executive Director	Member	24-03-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00031194	ANIL KUMAR BHANDARI	Executive Committee	Non-Executive - Independent Di	Chairperson	
2	00286774	MEENA KIRLOSKAR	Executive Committee	Non-Executive - Non Independe	Member	
3	00031253	VIJAY RAVINDRA KIRLOSKAR	Executive Committee	Executive Director	Member	

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Add Notes

Sr	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)	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*
<div style="display: flex; justify-content: center; gap: 10px;"> Add Delete </div>							
1	19-05-2023			Yes	12	11	7
2	30-05-2023	10		Yes	12	9	4
3	17-07-2023	47		Yes	10	10	5
4	14-08-2023	27		Yes	10	10	6

Annexure 1

IV. Meeting of Committees



Disclosure of notes on meeting of committees explanatory

Add Notes

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)
<div style="display: flex; justify-content: space-between; align-items: center;"> Add Delete </div>										
1	Audit Committee	19-05-2023				Yes	5	5	5	0
2	Audit Committee	30-05-2023	10			Yes	5	2	2	0
3	Audit Committee	17-07-2023	47			Yes	3	3	3	0
4	Audit Committee	14-08-2023	27			Yes	5	5	5	0
5	Nomination and remuneration committee	17-07-2023				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	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Details of Cyber security incidence	
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Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security	No
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Date of the event		Brief details of the event	
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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 1000 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:	Add Notes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	MAHABALESHWAR BHAT
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report disclosed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	MAHABALESHWAR BHAT
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(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
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in			Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details

Name of signatory	MAHABALESHWAR BHAT
Designation of person	Company Secretary and Compliance Officer
Place	BENGALURU
Date	17-10-2023