

**Date: 28<sup>th</sup> May 2026**

BSE Scrip Code: **533293**

To  
Corporate Relationship Department  
BSE Limited  
1st Floor, Rotunda Building,  
Dalal Street, Fort,  
Mumbai – 400 001

NSE Scrip Code: **KIRLOSENG**

To  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C -1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai – 400 051

Dear Sir / Madam,

**Subject: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2026**

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30<sup>th</sup> January 2026 and pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including amendments thereunder, please find enclosed Annual Secretarial Compliance Report duly issued and signed by a Practicing Company Secretary for the year ended 31<sup>st</sup> March 2026.

You are requested to take the same on your record

Thanking you,

Yours faithfully,  
For Kirloskar Oil Engines Limited

Farah Irani  
Company Secretary and Compliance Officer

**SECRETARIAL COMPLIANCE REPORT OF KIRLOSKAR OIL ENGINES LIMITED**

**FOR THE YEAR ENDED 31 MARCH 2026**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Kirloskar Oil Engines Limited** (CIN: L29100PN2009PLC133351) (hereinafter referred as 'the listed entity'), having its Registered Office at 13, Laxmanrao Kirloskar Road, Khadki, Pune 411003. Secretarial Review was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2026**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

**We have examined:**

- (a) all the documents and records made available to us and explanation provided by **Kirloskar Oil Engines Limited (CIN: L29100PN2009PLC133351)** ("the listed entity"),
- (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 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 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 specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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; **(Not applicable as no such incidence during the review period)**
- (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 as no such incidence during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**(Not applicable as no such incidence during the review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021**(Not applicable as no such incidence during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) .....(other regulations as applicable)

and circulars/ guidelines issued thereunder.

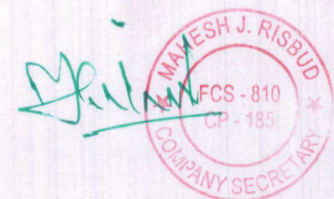
Based on the above examination We hereby report that, during the Review Period

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable
- (c) In respect of the following matters, the listed entity during the review period has complied with as specified below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	NIL

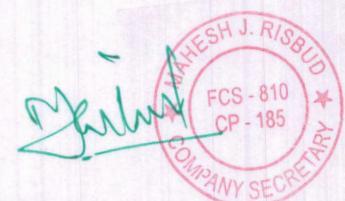


2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES	NIL
3	<u>Maintenance and disclosures on Website:</u> <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	NIL
4	<u>Disqualification of Director:</u> 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	NIL
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> <ol style="list-style-type: none"> <li>Identification of material subsidiary companies</li> <li>Disclosure requirement of material as well as other subsidiaries</li> </ol>	YES	NIL
6	<u>Preservation of Documents:</u> 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	NIL
7	<u>Performance Evaluation:</u> 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	NIL
8	<u>Related Party Transactions:</u> <ol style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</li> <li>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 obtained.</li> </ol>	YES YES	NIL Related Party Transaction between Wholly Owned Subsidiary and Related Party of the Company, where Company was not a party, was



			subsequently approved by Audit Committee/Board, which was on an arm's length basis
9	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	NIL
10	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	NIL
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Action 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 thereunder <del>(or)</del></p> <p><del>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</del></p>	YES	NIL
12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries, if any: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30<sup>th</sup> January 2026 for compliance with the provisions of the SEBI LODR by listed entities.</p>	<p>Yes with respect to Material Subsidiary</p> <p>Not applicable to the Company</p>	G. D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) resigned as the Statutory Auditors of Arka Financial Holdings Private Limited, Material Subsidiary of the Company, w.e.f. 6 <sup>th</sup> August 2025, as per the Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated 27 <sup>th</sup> April 2021 issued by Reserve Bank of India ("RBI Guidelines"), an audit firm is permitted to take up statutory

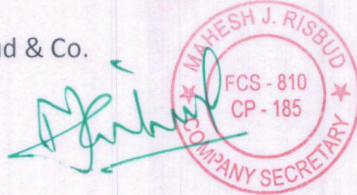
			audit of a maximum of eight (8) RBI regulated NBFCs. AFHPL has applied for registration with RBI as Core Investment Company (CIC) vide its application dated 29 <sup>th</sup> June 2025 and post receipt of registration certificate, AFHPL will be categorised as an NBFC and would be an RBI regulated entity immediately upon such registration. Currently, G. D. Apte & Co. are the statutory auditors for eight (8) other NBFCs. Thus, they would be unable to continue the office of the Statutory Auditors of AFHPL once registered as CIC, to ensure compliance with the above mentioned RBI Guidelines.
13	<u>Additional Non-compliances, if any:</u>  No additional non-compliance observed for all SEBI regulations/circulars/guidance notes, etc.	YES	NIL
14	<u>Disclosure about Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI LODR:</u> <u>As detailed in Para 11 of Section VI-L of chapter VI SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/1/3762/2026 dated January 30, 2026</u>  <u>a. The scheme document has been uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021.</u> <u>b. The documents uploaded on the website has minimum information disclosed to shareholders as per SEBI {SBEB} Regulations, 2021.</u> <u>c. The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity is placed before the board of directors for consideration and approval.</u>	Yes	NIL



**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 certify 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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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 M. J. Risbud & Co.



Mahesh J. Risbud - Proprietor  
FCS No.: 810 CP No.: 185  
UCN – S1981MH000400  
PR – 7628/2026  
UDIN: F000810H000357397  
Place: Pune  
Date: -- 14<sup>th</sup> May 2026