



# KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

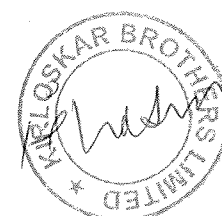
Enriching Lives

## Quarterly Compliance Report on Corporate Governance

Name of the Company : Kirloskar Brothers Limited  
Registered Office : Udyog Bhavan, Tilak Road, Pune - 411 002

Quarter Ending On : September 30, 2015  
Scrip Code (BSE): 500241 :: Symbol (NSE):KIRLOSBROS :: ISIN :INE732A01036

Particulars	Clause of	Compliance	Remarks
	Listing Agreement	Status Yes/No	
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & Disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	Disclosure on establishment of whistle blower policy for the period 2014-15 is provided in the Annual Report 2014-15. For the period 2015-16 will be complied.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination &amp; Remuneration Committee</b>	49 (IV)	Yes	Remuneration Policy disclosed in the Annual Report for the Financial Year 2014-15. For the period 2015-16 will be complied.
<b>V. Subsidiary Companies</b>	49 (V)	Yes	The link on Company's website for Policy for determining 'material' subsidiaries is provided in the Annual Report for the Financial Year 2014-15. For the period 2015-16 will be complied
<b>VI. Risk Management</b>	49 (VI)	Yes	The provisions of compliances under Clause 49 (VI) (C, D & E) are not applicable to the Company.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	





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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	The link on Company's website for Policy on dealing with Related Party Transactions is provided in the Annual Report for the Financial Year 2014-15. For the period 2015-16 will be complied
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosures for the year 2014-15 provided in the Annual Report 2014-15. For the period 2015-16 Will be complied.
(D) Management	49 (VIII D)	Yes	Disclosures for the year 2014-15 provided in the Annual Report 2014-15. For the period 2015-16 Will be complied.
(E) Shareholders	49 (VIII E)	Yes	Disclosures for the year 2014-15 provided in the Annual Report 2014-15. For the period 2015-16 Will be complied.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Not applicable	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

For Kirloskar Brothers Limited

**Sandeep Phadnis**  
Company Secretary

Pune : October 07, 2015

