



KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

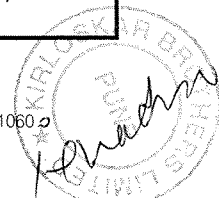
Enriching Lives

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 : December 31, 2014
Scrip Code (BSE): 500241 :: Symbol (NSE):KIRLOSBROS :: ISIN :INE732A01036

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	The provisions of compliances under Clause 49 (IIB - 5, 6 and 7) will be complied before the end of Financial Year 2014-15.
(C) Non-executive Directors' compensation & Disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	The provisions of compliance under Clause 49 (II D - 6) will be complied during the Financial Year 2014-15.
(E) Code of Conduct	49 (IIE)	Yes	The existing Code of conduct would be amended to include duties of Independent Directors before the end of Financial Year 2014-15.
(F) Whistle Blower Policy	49 (IIF)	Yes	The provision of compliance under Clause 49 (II F - 3) will be complied in the Annual Report for the Financial Year 2014-15.
III. Audit Committee	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	
IV. Nomination & Remuneration Committee	49 (IV)	Yes	The provisions of compliance under Clause 49 (IV B - 2) will be complied before the end of financial year 2014-15. Remuneration Policy and the evaluation criteria will be disclosed in the Annual Report 2014-15.
V. Subsidiary Companies	49 (V)	Yes	The provisions of compliance under Clause 49 (V D) will be complied before the end of financial year 2014-15. Policy to determine 'material' subsidiaries will be disclosed on website and in the Annual Report 2014-15.
VI. Risk Management	49 (VI)	Yes	The provisions of compliances under Clause 49 (VI) (C, D & E) are not applicable to the Company.





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VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	The provisions of compliance under Clause 49 (VIII A -2) will be complied before the end of Financial Year 2014-15. A web link of Policy on dealing with Related Party Transactions will be provided in the Annual Report for the financial year 2014-15
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied in Annual Report for Financial Year 2014-15
(D) Management	49 (VIII D)	Yes	Will be complied in Annual Report for Financial Year 2014-15
(E) Shareholders	49 (VIII E)	Yes	Will be complied in Annual Report for Financial Year 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Not applicable	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For Kirloskar Brothers Limited

Sandeep Phadnis
Company Secretary

Pune : January 12, 2015