

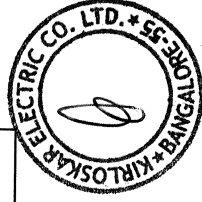
1. Name of the Listed Entity: Kirloskar Electric Company Limited
2. Quarter Ending: December 31, 2015

I. Composition of Board of Directors

Sl.No	Name of the Director	DIN / PAN		Category	Date of Appointment/cessation		Tenure (in years)	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
		DIN	PAN		Date of Appointment	Date of cessation				
1	Mr. Vijay R Kirloskar	00031253	AFYPK743C	C & ED (Chairperson & Executive Director)	12-Aug-2014	-	3	1	0	
2	Mr. A.S Lakshmanan*	00037374	AAVPL8824E	NED (Non Executive Director)	26-Oct-2005	13-Oct-2015	1	2	0	
3	Mr. S.N Agarwal	00111187	ABKPA2258E	ID (Independent Director)	30-Sep-2014	-	3	3	0	
4	Mr. Sarosh J Ghandy	00031237	ACHPG2153K	ID (Independent Director)	30-Sep-2014	-	5	1	0	
5	Mr. Anil Kumar Bhandari	00031194	ACLPB8346F	ID (Independent Director)	30-Sep-2014	-	5	2	2	
6	Mr. Mahendra V.P	00033270	ACJPM3637N	ID (Independent Director)	30-Sep-2014	-	5	2	0	
7	Mr. Kamlesh Gandhi	00004969	AAWPG0567G	ID (Independent Director)	30-Sep-2014	-	5	3	1	
8	Mr. Ram J Shahaney	00011606	AADPS5292-H	ID (Independent Director)	30-Sep-2014	-	5	1	-	
9	Mr. K Ganesh	05160176	AAACLO582H	ND (Nominee Director)	30-Sep-2014	-	1	1	-	
10	Mrs. Meena Kirloskar	00286774	ABYPK8486F	NED (Non Executive Director)	24-Sep-2009	-	1	-	-	
11	Mr. Anand B Hunnur	06650798	AAKPH2952C	ED (Executive Director)	12-Aug-2014	-	1	-	-	
12	Mr. Vinayak N Bapat	06936639	AAWPB8898F	ED (Managing Director)	12-Aug-2014	-	1	-	-	
13	Ms. Janaki Kirloskar	00309238	AGYPK92565	NED (Non Executive Director)	13-Aug-2015	-	1	-	-	
14	Mr. Ashok Misra #	00006051	AAAPM184EL	ID (Independent Director)	5-Nov-2015	0	5	3	-	

Note: *Mr. A.S Lakshmanan expired on October 13, 2015

Mr. Ashok Misra Has been appointed as independent director effective from November 5, 2015 prior to which he was Non Executive Director liable to retire by rotation.



II. Composition of Committees

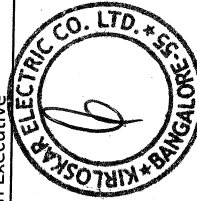
I. Audit Committee		
SL. No	Name of the Committee members	category- Directors
1	Mr. Kamlesh Gandhi	Chairman - ID - Independent
2	Mr. S.N Agarwal	ID - Independent
3	Mr. A.S Lakshmanan *	NED- Non Executive
4	Mr. Anil Kumar Bhandari	ID- Independent
5	Mr. Sarosh J Ghandy	ID- Independent
6	Mr. V.P Mahendra	ID - Independent

II. Stakeholder Relationship Committee		
SL. No	Name of the Committee members	category - Directors
1	Mr. Anil Kumar Bhandari	Chairperson - ID - Independent
2	Mr. Vijay R Kirloskar	ED- Executive Chairman
3	Mr. V.P Mahendra	ID - Independent
III. Risk Management Committee		
Not Applicable (#)		

IV. Nomination and Remuneration Committee		
SL. No	Name of the Committee members	category - Directors
1	Mr. S.N Agarwal	Chairman - ID - Independent
2	Mr. A.S Lakshmanan *	ID - Independent
3	Mr. Anil Kumar Bhandari	ID - Independent
4	Mr. Sarosh J Ghandy	ID - Independent
5	Mrs. Meena Kirloskar	NED - Non Executive

*Mr. A.S Lakshmanan expired on October 13, 2015

(#) The Company has a Risk Management Committee



III. Meeting of Board of Directors

<u>Sl.No</u>	<u>Date(s) of Meeting (if any) in the previous quarter</u>	<u>Date(s) of Meeting (if any) in the relevant quarter</u>	<u>Maximum gap between any two consecutive (in number of days)</u>
1	September 28, 2015	November 5, 2015	37 days



IV. Meeting of Committees

Sl.No	Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	Audit Committee	November 5, 2015	Yes	August 13, 2015	83 days

Note : Gap between two meetings is calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter



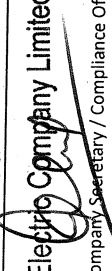
V. Related Party Transactions

Subject	Compliance Status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes (Remarks: However, due to the expansion of the Board of directors with the appointment of two Additional Non Executive directors on August 13, 2015, the number of independent directors came below the required number of Seven (7) as stipulated under Clause 49 of the erstwhile listing agreement. With the appointment of Mr. Ashok Misra as independent director, the number of independent directors was Seven (7) effective from November 5, 2015.
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 companies)	Yes (Remarks: Regulation on the constitution of Risk Management committee is not applicable to the company)
3	The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes. In the process of creating awareness.
4	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.	Not applicable as the regulations were enforced effective from December 1, 2015. However, the meetings were conducted according to the requirements of erstwhile listing agreement with Stock Exchanges.
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Not applicable as the regulations were enforced effective from December 1, 2015.

For Kirloskar Electric Company Limited

Name: 
Designation: Company Secretary / Compliance Officer / Managing Director / CEO

Chimoy Patnaik
Associate Vice President - Legal &
Company Secretary

