



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

29 May 2015

The Manager
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400051

Ref: Stock Code KIRLOSENG

Dear Sir / Madam,

Subject: Code of Fair Disclosure under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the regulations') effective from 15 May 2015 and the SEBI Circular dated 11 May 2015, the Board of Directors has adopted following Codes effective from 15 May 2015:

1. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and
2. Code of Conduct for regulating, monitoring and reporting of trading by insiders

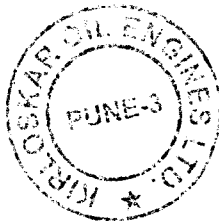
As required under the said regulations, a copy of the Code of Fair Disclosure is being forwarded to you for your record. The same has been placed on the website of the Company.

You are requested to take note of the same.

Thanking You.

Yours Faithfully,
For Kirloskar Oil Engines Limited

Rakesh Sharma
Deputy Company Secretary



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF KIRLOSKAR OIL ENGINES LIMITED

(Pursuant to Sub-Regulation (1) of Regulation 8 of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

This 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' (the 'Code') of Kirloskar Oil Engines Limited (the 'Company') shall be effective from 15 May 2015.

Preface:

1. Securities Exchange Board of India (SEBI) on 15 January 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15 May 2015.
2. Regulation 8 of Chapter IV of SEBI (Prohibition of Insider Trading) Regulations, 2015, requires the Board of Directors of a Company to adopt a 'Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information'.
3. The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information.
4. To achieve these objectives, the Company adopts the Code in line with the SEBI Regulations.
5. Any subsequent modification and /or amendments brought about by SEBI in the aforesaid regulations shall automatically apply to the Code.

Principles of Fair Disclosures for purposes of Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information:

1. There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure, shall be ensured.

3. The Company Secretary or in his / her absence Chief Financial Officer of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall ensure that appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information shared with analyst and research personnel is not unpublished price sensitive information.
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analyst and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall ensure the handling of all Unpublished Price Sensitive Information on a need-to-know basis.

Amendment:

The Board of Directors reserves its right to amend or modify the Code in whole or in part, at any time, when it deems appropriate.