



Enriching Lives

KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of Kirloskar Industries Limited will be held on Thursday, the 11th day of August 2016, at 11.30 a.m. at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune 411 030, to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1:

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2016 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2:

To confirm Interim Dividend paid on equity shares as Final Dividend for the Financial Year ended 31 March 2016.

ITEM NO.3:

To appoint a Director in place of Mr. Anil N. Alawani (holding DIN 00036153), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO.4:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), G. D. Apte & Co., Chartered Accountants, (Firm Registration Number 100515W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office for a second term of five years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company, to be held in the year 2021, subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting of the Company, at a remuneration decided by the Board of Directors from time to time.”

SPECIAL BUSINESS:

ITEM NO. 5:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors)



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Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), Mr. Mahesh R. Chhabria (holding DIN 00166049), who was appointed as an Additional Independent Director with effect from 24 May 2016, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and Article 160 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 11 August 2016.”

By Order of the Board of Directors

A.v.Mali

Pune: 24 May 2016

Ashwini Mali



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NOTES:

- i. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- ii. Proxies, if any, in order to be effective must be received at the Company's Registered Office not later than 48 hours before the time fixed for holding the meeting. Proxies shall not have any right to speak at the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iii. The Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, (the Act), concerning the Ordinary Business No. 3 and Special Business No. 5 in the Notice and is annexed hereto and forms part of this Notice.
- iv. Details pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), in respect of Directors seeking appointment / re-appointment at this Annual General Meeting forms part of this Notice.
- v. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 9 August 2016 to Thursday, 11 August 2016, both days inclusive.
- vi. Pursuant to Section 205A of the Companies Act, 1956, the amount of unclaimed final dividend for the Financial Year 2007-08, has already been transferred to the 'Investor Education and Protection Fund' on 21 August 2015.
- vii. Pursuant to Sections 205A and 205C of the Companies Act, 1956, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for a period of 7 years from the date of such transfer is now required to be transferred to the 'Investor Education and Protection Fund' set up by the Central Government. Accordingly, the unpaid / unclaimed dividend for the years 2008-09 onwards will become transferable at the end of respective seven years to the said Fund. Once the amount is so transferred, no claim shall lie against the Fund or the Company in respect of dividend amount thereafter. Shareholders are requested to send their claims, if any, for the Financial Year 2008-09, onwards, before the amount becomes due for transfer to the above Fund. Shareholders are requested to encash the dividend warrants immediately on their receipt by them.
- viii. In order to get their dividend through National Electronic Clearing Service (NECS), members who are holding shares in physical form are requested to inform their bank account details such as the name of the bank, branch, its address, account number, 9 digit MICR code, IFSC code and type of account, i.e., Savings



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or Current or Cash Credit etc. to Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, (the R & T Agent), having its office at 'Akshay' Complex, Block No. 202, 2nd Floor, Off. Dhole Patil Road, Near Ganesh Temple, Pune 411 001. Shareholders holding shares in dematerialised form are requested to inform their bank account particulars to their respective Depository Participant (DP) and not to the R & T Agent / the Company. Those shareholders who do not opt for NECS facility may inform only Bank Account Number and Bank Name for printing the same on the dividend warrant to ensure safety.

- ix. Members are requested to inform change in address or Bank mandate to their respective DPs with whom they are maintaining their demat accounts and with the R & T Agent or the Company for the shares held in physical form by a written request duly signed by the member for receiving all communication in future.
- x. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries in writing at least 7 days in advance of the date of the meeting so that the information can be made available at the time of the meeting.
- xi. Members may avail of the facility of dematerialisation by opening depository accounts with the DPs of either National Securities Depository Limited (NSDL) OR Central Depository Services (India) Limited (CDSL) and get the equity share certificates held by them dematerialised.
- xii. Members are requested to bring their attendance slip and copy of the Annual Report at the meeting.
- xiii. Members are requested to register their e-mail addresses with the Company / the R & T Agent in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialised form.
- xiv. All documents referred to in the Notice or in the accompanying Statement annexed to the Notice are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 12.00 noon, prior to the date of the Annual General Meeting and also available for inspection at the meeting.
- xv. Pursuant to Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH - 13 in duplicate (which will be made available on request) to the R & T Agent of the Company.
- xvi. The Notice along with the Annual Report will be sent electronically indicating the process and manner of e-voting to the members whose e-mail addresses are registered with the DPs / the Company. The physical copy of Notice along with the Annual Report will be sent to those members whose e-mail addresses are not registered with the DPs / the Company indicating the process and manner of e-voting.

The members will be entitled to receive physical copy of Annual Report for the Financial Year ended 31 March 2016, free of cost, upon sending a request to the R & T Agent or the Company. The Notice along with the Annual Report will also be available on the Company's website www.kil.net.in



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xvii. Voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Regulations, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) is provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Ballot Form shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Form.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 8 August 2016 (9:00 a.m.) and ends on 10 August 2016 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 4 August 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a member receives an e-mail from NSDL [for members whose e-mail ids are registered with the Company / the Registrar and Share Transfer Agent viz., Link Intime India Private Limited / the Depository Participants(s)]:
 - (i) Open e-mail and open PDF file viz., “KIL Annual Report remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

E-mail : investorrelations@kirloskar.com

Registered Office : 13/A, Karve Road, Kothrud, Pune - 411 038. (India)

Tel. No. : +91 (0)20 - 2545 2721 Telefax : +91 (0)20 - 2545 4723 Website : www.kil.net.in

CIN No. : L29112PN1978PLC088972



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- (vii) Select “EVEN” of “Kirloskar Industries Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to mjrpcs@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a member receives physical copy of the Notice of AGM [for members whose e-mail ids are not registered with the Company / the Registrar and Share Transfer Agent viz., Link Intime India Private Limited / the Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

EVEN (E-voting Event Number)	USER ID	PASSWORD / PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4 August 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e., 4 August 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password



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by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- xviii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xix. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Form.
- xx. A person, who is not a member as on the cut-off date should treat this Notice for information purpose only.
- xxi. Mr. Mahesh J. Risbud, Company Secretary in Practice, (Membership No. FCS 810 CP No. 185) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xxii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Form" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xxiii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxiv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz., www.kil.net.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai and National Stock Exchange of India Limited.
- xxv. Route map showing directions to reach to the venue of the 22nd Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standard - 2.

By Order of the Board of Directors

Ashwini Mali
Company Secretary

Pune: 24 May 2016



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ANNEXURE TO THE NOTICE

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 (1) of the Companies Act, 2013, (the Act) and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), the following Statement sets out all material facts relating to Item Nos. 3 and 5 in the accompanying Notice of Annual General Meeting of the Company to be held on Thursday, the 11th day of August 2016, at 11.30 a.m. at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191 / 192, Navi Peth, Near Ganjave Chowk, Pune 411 030.

ITEM NO. 3 OF THE NOTICE:

Mr. Anil N. Alawani retires by rotation and being eligible, offers himself for re-appointment.

Mr. Anil N. Alawani is a Chartered Accountant by profession. He has work experience of over 30 years in Import, Export and Labour matters besides his core area of Finance, Taxation, Financial Restructuring and Company Law. His abilities in Corporate Tax Planning and Finance helped various organisations in which he was employed. He has retired as Director (Finance) from Kirloskar Oil Engines Limited on 31 August 2005.

He is a member of the Audit Committee, the Nomination and Remuneration Committee of the Company and also a Chairman of the Share Transfer cum Shareholders' / Investors' Grievance and Stakeholders Relationship Committee and the Corporate Social Responsibility Committee of the Company.

Mr. Anil N. Alawani is also a Director in following companies:

Name of the Company	Board position held	Committee Membership
Kirloskar Ferrous Industries Limited	Director	1. Projects Feasibility Committee – Chairman 2. Stakeholders Relationship Committee – Member 3. Audit Committee – Member 4. Nomination and Remuneration Committee – Member 5. Finance Committee – Member 6. Compensation Committee – Member 7. Capex Planning Committee-Member
Pneumatic Holdings Limited	Director	1. Stakeholders Relationship Committee – Chairman 2. Audit Committee – Member 3. Nomination and Remuneration Committee – Member
Kothrud Power Equipment Limited	Director	-
Kirloskar Integrated Technologies Private Limited	Director	-

E-mail : investorrelations@kirloskar.com

Registered Office : 13/A, Karve Road, Kothrud, Pune - 411 038. (India)

Tel. No. : +91 (0)20 - 2545 2721 Telefax : +91 (0)20 - 2545 4723 Website : www.kil.net.in

CIN No. : L29112PN1978PLC088972



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Mr. Anil N. Alawani is holding 2,285 (0.02%) equity shares of the Company.

Save and except, Mr. Anil N. Alawani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval by the members.

ITEM NO. 5 OF THE NOTICE:

The Board of Directors of the Company, pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company, appointed Mr. Mahesh R. Chhabria (holding DIN 00166049), as an Additional Independent Director with effect from 24 May 2016.

In terms of the provisions of Section 161 (1) of the Act, Mr. Mahesh R. Chhabria would hold office up to the date of the Annual General Meeting. He is also proposed to be appointed as an Independent Director for a term of five (5) consecutive years commencing from 11 August 2016, pursuant to Section 149 (including other applicable provisions, if any) of the Act and Rules made thereunder.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Mahesh R. Chhabria, for the office of Director of the Company.

Mr. Mahesh R. Chhabria is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Pursuant to the provisions of Section 149 of the Act, an independent director can hold office for a term to five (5) consecutive years on the Board of a Company and as per Section 152 of the Act, he shall not be included in the total number of directors for retirement by rotation.

The Company has received declarations from Mr. Mahesh R. Chhabria that he meets with the criteria of independence as prescribed under Sub-Section (6) of Section 149 of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations).

In the opinion of the Board, Mr. Mahesh R. Chhabria fulfills the conditions for his appointment as an Independent Director as specified in the Act and Regulation 16 (1) (b) of the Regulations. Mr. Mahesh R. Chhabria is independent of the management.

Mr. Mahesh R. Chhabria has a firm belief in the emerging market growth story and corporate India's push to go global. He decided to act on this belief by joining Actis which is recognised as a long-standing investor in India with an emerging market sector-based approach to investing both in minority and control deals. Mr. Mahesh R. Chhabria previously worked at 3i India, where he was a partner in the firm's Growth Capital Group and the lead partner globally for the Healthcare sector, heading up and contributing to 3i investments in India and international markets. Before making the move to private equity in 2006, Mr. Mahesh R. Chhabria was co-head of investment banking at Enam, one of the leading domestic investment banks in India. He holds a Bachelor of Commerce from the



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University of Mumbai and is an Associate Member of the Institute of Chartered Accountants of India. Since joining Actis in 2010, he has plunged himself into the business: forging new contacts and calling upon his existing network to help build value in Actis India-based portfolio.

Mr. Mahesh R. Chhabria is a Director in the following other companies:

Name of the Company	Board position held	Committee Membership
Kirloskar Oil Engines Limited	Director	--
Securevalue India Limited	Director	--
AGS Transact Technologies Limited	Director	Audit Committee – Member
India Transact Services Limited	Director	Nomination and Remuneration Committee – Member

Mr. Mahesh R. Chhabria is holding 1,377 equity shares of the Company.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Mahesh R. Chhabria as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Statement may also be regarded as a disclosure under Regulation 36 (3) of the Regulations.

Save and except, Mr. Mahesh R. Chhabria and his relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

By Order of the Board of Directors

Ashwini Mali
Company Secretary

Pune: 24 May 2016

(For members holding shares in physical form)

Date :

To,
Link Intime India Private Limited
Unit : Kirloskar Industries Limited
Block No. 202, 2nd Floor, Akshay Complex,
Near Ganesh Temple, Off Dhole Patil Road,
Pune - 411 001

Dear Sir,

Subject: Green Initiative in the Corporate Governance – registration of email address
Reference: Folio No.

I / we hereby give my / our consent to register the following email address(es) to receive documents such as, notice calling annual general meeting, annual report comprising of balancesheet, statement of profit and loss, cash flow statement, directors' report, auditors' report, etc. or to receive any other document prescribed under any law, through electronic mode.

EmailAddress :

Thanking you.

Yours faithfully,

TEAR HERE

Name :	Name :	Name :
Signature of First shareholder	Signature of Second shareholder	Signature of Third shareholder

TEAR HERE

(For members holding shares in electronic form)

Members, who hold shares in electronic form, are requested **to register email address with the Depository Participant**, by a written communication quoting your DP ID and Client ID, to receive documents such as, notice calling annual general meeting, annual report comprising of balancesheet, statement of profit and loss, cash flow statement, directors' report, auditors' report, etc. or to receive any other document prescribed under any law, through electronic mode.

