



## KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

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### NOTICE

NOTICE is hereby given that the 94<sup>th</sup> Annual General Meeting of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held at "Yamuna", Survey No. 98 (3-7) Baner, Pune – 411 045 on Thursday, the 25<sup>th</sup> day of September, 2014 at 11.00 a. m. to transact the following business : -

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report, Audited Balance Sheet as at March 31, 2014 and Profit and Loss Statement of the Company for the year ended on that date and the Auditors' Report thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Vikram S. Kirloskar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### SPECIAL BUSINESS :

5. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force and read with Schedule IV of the said Act, Mr. Udipi Vasudeva Rao (DIN 00012490), Director of the Company whose period of office is liable to determination by rotation and in respect of whom the Company has received a notice in writing 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 the office for five consecutive years for a term up to March 31, 2019.

**RESOLVED FURTHER THAT** Mr. Udipi Vasudeva Rao shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution."

6. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force and read with Schedule IV of the said Act, Mr. Shrikrishna Narhar Inamdar (DIN 00025180), Director of the Company whose period of office is liable to determination by rotation and in respect of whom the Company has received a notice in writing 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 the office for five consecutive years for a term up to March 31, 2019.



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**RESOLVED FURTHER THAT** Mr. Shrikrishna Narhar Inamdar shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

7. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force and read with Schedule IV of the said Act, Mr. Padmakar Shamsundar Jawadekar (DIN 00155177), Director of the Company whose period of office is liable to determination by rotation and in respect of whom the Company has received a notice in writing 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 the office for five consecutive years for a term up to March 31, 2019.

**RESOLVED FURTHER THAT** Mr. Padmakar Shamsundar Jawadekar shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

8. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force and read with Schedule IV of the said Act, Mrs. Lalita Dileep Gupte (DIN 00043559), Director of the Company whose period of office is liable to determination by rotation and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold the office for five consecutive years for a term up to March 31, 2019.

**RESOLVED FURTHER THAT** Mrs. Lalita Dileep Gupte shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

9. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force and read with Schedule IV of the said Act, Mr. Pratap Baburao Shirke (DIN 00104902), Director of the Company whose period of office is liable to determination by rotation and in respect of whom the Company has received a notice in writing 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 the office for five consecutive years for a term up to March 31, 2019.

**RESOLVED FURTHER THAT** Mr. Pratap Baburao Shirke shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

10. To pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** subject to the provisions of Section 14 and other applicable provisions under Companies Act, 2013 and applicable rules, the following new clauses be and are hereby included in the existing Articles of Association of the Company;

Clause 159 (c) – In addition to the above, the Managing Director of the Company can also be the Chairman of the Company and can be designated as the ‘Chairman and Managing Director’ (CMD).

Clause 55(7) - The Board of Directors of the Company may delegate the power to transfer the shares up to such numbers as may be decided by the Board to an officer or a committee or to the registrar and share transfer agent. The delegated authority shall attend to share transfer formalities as and when needed.

**RESOLVED FURTHER THAT** the Board of Directors be and is authorized to comply with all the requirements in this regard.”

11. To pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of the resolution passed at the 87<sup>th</sup> Annual General Meeting of the Company held on July 20, 2007, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sum/s of money as they may deem requisite for the purpose of business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained/ to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors shall not exceed the sum of ₹ 2500 Crores (Rupees Two Thousand Five Hundred Crores only) at any one time.

**RESOLVED FURTHER THAT** in supersession of the resolution passed at the 87<sup>th</sup> Annual General Meeting of the Company held on July 20, 2007 and pursuant to the provision of Section 180(1)(a) and any other applicable provision under the Companies Act, 2013, consent of the Members be and is hereby accorded for the creation by the Board of Directors of the Company, from time to time, of such mortgages, charges, lien, hypothecation and or other securities created by the Company on such terms and conditions as the Board may deem fit, of Company’s assets, properties whether movable or immovable including the whole or substantially the whole of the Company’s undertaking or undertakings, in favour of the banks / financial institutions / debenture trustees / other lenders as may be agreed by the Board of Directors, for the purpose of securing the repayment of any loans, borrowings, financial assistance (whether in rupees or in foreign currency), debenture or bonds or other instruments issued to the public or on private placement basis and / or in other manner, subject to the maximum of ₹ 2500 Crores (Rupees Two Thousand and Five Hundred Crores only).”

12. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** consent of the Members of the Company be and hereby accorded for payment of remuneration to the Cost Auditors, M/s Parkhi Limaye & Co., Cost Accountants (Firm Reg. No. 000191), ‘Aabha’, Plot No. 16, Siddhakala CHS, Warje, Pune – 411 058, as appointed by the Board for the year 2014-15,



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subject to the requisite approval from the Central Government, if required as per the provisions of the Companies Act, 2013 or the rules made there under, upto ₹ 7,00,000/- (Rupees Seven Lacs only) p.a. and out of pocket and travelling expenses, if any."

By order of the Board of Directors  
For **KIRLOSKAR BROTHERS LIMITED**

**Sandeep Phadnis**  
Company Secretary

Pune : July 22, 2014

**NOTES :**

- 1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding not more than 10% of total share capital of the Company. The instrument of proxy duly completed should be lodged at the Registered Office of the Company not less than forty eight hours before the Annual General Meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

2. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), Explanatory Statement in respect of Item Nos. 5 to 12, above is annexed.
3. The Register of Members and Share Transfer Books closure dates : Friday, July 18, 2014 to Tuesday, July 22, 2014 (both days inclusive) for the purpose of entitlement to dividend.
4. The payment of dividend, upon declaration at the forthcoming Annual General Meeting will be made on or before October 25, 2014, to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the Company by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of end-of-the-day on Thursday, July 17, 2014 and to all those Members holding shares in physical form on closing hours of Thursday, July 17, 2014.
5. To avoid loss of dividend warrants in transit and delay in receipt of dividend warrants, the Company provides the facility of National Electronic Clearing Service (NECS) to all Members holding shares in electronic and physical form(s). This facility is available for certain select cities.
6. Pursuant to Sections 205A & 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, shall be transferred by the Company to a fund called "Investor Education and Protection Fund" (IEPF), set up by the



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Central Government. Accordingly, the unclaimed dividend for the financial year 2005–06 and Interim Dividend for the financial year 2006–07, have been transferred to IEPF. The unpaid/ unclaimed final dividend for the financial years Final 2006–07 onwards will become transferable at the end of seven years from the respective dates of transfer of such amount to the unclaimed dividend accounts of the Company to IEPF.

The details of the same are given below :

<b>Year</b>	<b>Type of dividend</b>	<b>Dividend in ₹ per share</b>	<b>Date of declaration</b>	<b>Due Date of transfer to the IEPF Account</b>
2006 - 07	Final	2	20-Jul-07	August, 2014
2007 - 08	Final	4	18-Jul-08	August, 2015
2008 - 09	Final	2	17-Jul-09	August, 2016
2009 - 10	Final	5.50	27-Jul-10	August, 2017
2010 - 11	Final	3.50	23-Jul-11	August, 2018
2011 - 12	Final	2	18-Jul-12	August, 2019
2012 - 13	Final	2	24-Jul-13	August, 2020

In terms of the IEPF (Uploading of Information regarding unpaid dividend amount lying with the Companies) Rules, 2012, the details of unclaimed dividend upto 2011-12 have been uploaded on Company's website [www.kirloskarpumps.com](http://www.kirloskarpumps.com). This will facilitate the Members to claim their unclaimed dividend. Members are, therefore, requested to check and send their claims, if any, for the relevant financial years from Final 2006–07 onwards before the respective amounts become due for transfer to IEPF.

During the year, Company has circulated an appeal dated October 24, 2013, requesting all the unpaid/unclaimed shareholders to claim their unpaid/unclaimed dividend on production of certain documents, in order to prove their claim for the same.

7. The documents relating to the items of Special Businesses are available for inspection by the Members of the Company at its Registered Office during business hours on any working day (excluding Saturday and Sunday) of the Company.
8. In case, Members wish to ask for any information about accounts or operations of the Company, they are requested to send their queries, in writing, at least 7 days before the date of the meeting, so that the information can be made available at the time of the meeting.
9. Only the Members of the Company and / or their proxies will be allowed to attend the Annual General Meeting. Before entering the meeting hall, Members and / or proxies are requested to sign the attendance slip in the prescribed form and leave it at the counter.

Members are requested to bring their Folio No. / Client Id and DP Id for easy identification.

10. Since, Company's shares are in compulsory dematerialised trading, to ensure better investor service and elimination of risk of holding shares in physical form, it is requested that the Members holding shares in physical form to get their shares dematerialised at the earliest.



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11. Members having multiple folios are requested to intimate to the Company / R & T Agent, such folios, to consolidate all shareholdings into one folio.
12. Members who hold shares in physical form are requested to intimate the Company / R & T Agent immediately, of any change in their addresses along with necessary proof for identity and change in their addresses.
13. Members may note that pursuant to the capital reduction in terms of the Scheme of Arrangement, Members holding original share certificate/s, desiring to continue to hold Company's equity shares in the physical form, were issued new share certificates in lieu of the original share certificate/s. Therefore, Members are advised that they should deface the old share certificates in order to safeguard their interests against any misuse; as such certificates are null and void and cannot be dealt with in the market.
14. The Company has appointed M/s Link Intime India Private Limited as the Registrar and Transfer (R&T) Agent. All correspondence relating to transfer and transmission of shares, issue of duplicate share certificates, change of address, dematerialisation of shares, payment of dividend etc. will be attended and processed at the office of the R & T Agent at the following address:-  
Link Intime India Private Limited  
(Unit: Kirloskar Brothers Limited),  
Block No. 202, 2<sup>nd</sup> Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road,  
Pune – 411 001; Tel. No. (020) 2616 0084; Fax No. (020) 2616 3503; E-mail : pune@linkintime.co.in
15. As per the SEBI Circular dated May 20, 2009, it has been clarified that for securities market transactions and off-market / private transactions involving transfer of shares in physical form, it shall be mandatory for the transferee(s), to furnish copy of PAN Card to the Company / R & T Agent for registration of such transfer of shares, which investors may please note.
16. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the businesses i.e. Ordinary and Special may be transacted through electronic voting system (e-voting), which is being provided by the Company. The Company has engaged the services of NSDL to provide the e-voting facility, which is available at the link <https://www.evoting.nsdl.com>. The instructions for e-voting are given herein below.

**E- Voting instructions:**

17. The notice of the Annual General Meeting is being sent to the Members, whose names appear in the Register of Members as on Friday, August 8, 2014 and the voting rights for the purpose of e-voting shall be considered on the paid up value of shares registered in the name of the shareholders as on the same date.
18. The Board of Directors has appointed Mr. J. B. Bhave, a Practicing Company Secretary, Pune as a Scrutinizer to scrutinize the e-voting process in accordance with the law and in a fair and transparent manner.
19. The e-voting shall commence on Friday, September 19, 2014 at 9.00 a.m. and end on Sunday, September 21, 2014 at 6.00 p.m. Voting shall not be allowed beyond Sunday, September 21, 2014 at 6.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 8, 2014, may cast their vote electronically. The e-voting module shall be blocked by NSDL for voting thereafter.
20. In case of Members, who have registered their e-mail IDs with the Company :
  - i. You will receive a mail from NSDL containing your user ID and password for e-voting. Please note that the password is an initial password and needs to be changed on initial logging.
  - ii. If you are already registered with NSDL for e-voting, then you can use your existing user ID & password for login.



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- iii. For voting, you should log on to <https://www.evoting.nsdl.com> and click on 'Shareholder – Login' during the period mentioned in point No. 19 above.
  - iv. Enter user ID and password as initial password and click login.
  - v. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Click on 'e-voting: Active Voting Cycles'.
  - vii. Select the 'Electronic Voting Event Number' (EVEN) of Kirloskar Brothers Limited (which is provided in the attendance slip).
  - viii. Now you are ready for 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 appear. Once you have cast your vote on the resolution, you will not be allowed to modify it.
  - xi. Institutional shareholders are required to send scanned copy (in PDF or JPEG format) of the relevant Board Resolution / Power of Attorney together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at [jbbhave@gmail.com](mailto:jbbhave@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
21. In case of other Members:  
You will receive login ID and password at the bottom of the Attendance Slip. Please follow steps from 20 (ii) to (xi) for casting vote electronically.
22. Kindly note that vote once cast cannot be modified and members who have exercised e-voting cannot vote physically through ballot at the time of the meeting
23. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at 'Downloads' sections of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
24. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
25. The result of the resolutions shall be declared by the Chairman at the Annual General Meeting or on the succeeding day.
26. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at [www.kirloskarpumps.com](http://www.kirloskarpumps.com) and simultaneously at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
27. The notice has been uploaded on the website of the Company and NSDL.

By order of the Board of Directors  
For **KIRLOS KAR BROTHERS LIMITED**

**Sandeep Phadnis**  
**Company Secretary**

Pune : July 22, 2014



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## ANNEXURE TO THE NOTICE OF 94<sup>th</sup> ANNUAL GENERAL MEETING

Explanatory Statement as required under Section 102 of the Companies Act, 2013

### Item Nos. 5 to 9

As per Section 149 of the Companies Act, 2013 and rules thereof ('the Act'), a listed company shall have at least one-third of total number of directors as independent director as per the criteria of qualifications prescribed therein. Schedule IV of the Act prescribes, inter alia, manner of appointment of independent director.

The Board of Directors of the Company in its meeting held on April 22, 2014 has appointed Mr. Udipi Vasudeva Rao, Mr. Shrikrishna Narhar Inamdar, Mr. Padmakar Shamsundar Jawadekar, Mrs. Lalita Dileep Gupte and Mr. Pratap Baburao Shirke, as the Independent Directors for a period of 5 years with effect from April 1, 2014.

In Board's opinion, all the proposed Independent Directors fulfill the conditions specified in the Act and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. These proposed directors are independent of the management.

The notices have been received from a Member of the Company proposing the candidatures for the office of directors.

The profiles of the proposed Independent Directors along with other disclosures as required under the listing agreement are given hereunder.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolutions except the concerned individual directors and their relatives. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the listing agreement.

The draft appointment letters of the above proposed Independent Directors setting out the terms and conditions and the notices mentioned above would be available for inspection without any fees by the Members at the Registered Office of the Company during the business hours on any working days (excluding Saturday and Sunday).

The Board recommends approval of these resolutions.

Brief profiles of the proposed Independent Directors:

### Mr. Udipi Vasudeva Rao

Mr. Udipi Vasudeva Rao, 84 years, has been a Director of the Company since 2002. He is the former Managing Director and Chief Executive Officer of Larsen and Toubro Limited. He is B.E. in Electrical Engineering, Post graduate from Indian Institute of Science, Bengaluru in Power Engineering, Post Graduate from Bombay University in Industrial Management. He has studied Advanced Management in the Harvard Business School and at Stanford University, USA. He is past President of Indian Electrical and Electronic Manufacturers Association, past Chairman CII (WR), past Honorary Counsel General for Denmark for Western India, past Chairman of Indo-Danish Business Committee, past member of Board of Governors, IIM, Ahmedabad. He is a past member of Capital Goods Committee of Planning Commission, past member of Development Council for Heavy Electrical Industries and Earth moving machinery, Government of India. He has nearly four decades of experience in Larsen and Toubro Limited and has worked in various positions in marketing, manufacturing and as Managing Director and CEO. He has won several national and international awards.

Director in the following companies:

- Kirloskar Oil Engines Ltd.
- TIL Ltd.
- Dickinson Fowler Pvt. Ltd.





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Committee positions in following committees:

- Kirloskar Oil Engines Ltd.
  - > Audit Committee (Chairman)
- TIL Ltd.
  - > Audit Committee (Chairman)
  - > Remuneration Committee

He doesn't hold any equity shares in the Company.

**Mr. Shrikrishna Narhar Inamdar**

Mr. Shrikrishna Narhar Inamdar, 69 years, has been a Director since 1989. He is a Commerce and a Law graduate and the Senior Advocate of the Bombay High Court. He has had a brilliant academic career, having stood first in Pune and Bombay University for B.Com and LLB examinations, respectively. He has been in practice for more than three decades. He has specialization in Tax and allied laws.

He is also associated with several charitable institutions.

Director in the following companies:

- Kirloskar Ferrous Industries Ltd.
- Finolex Industries Ltd.
- Finolex Infrastructure Ltd.
- Sudarshan Chemical Industries Ltd.
- The Ugar Sugar Works Ltd.
- Kulkarni Power Tools Ltd.
- Apple Hospitals and Research Institute Ltd.
- Kirloskar Proprietary Ltd.
- Kirloskar Industries Ltd.
- Sakal Papers Pvt. Ltd.

Committee positions in following committees:

- Kirloskar Ferrous Industries Ltd.
  - > Audit Committee (Chairman)
  - > Nomination and Remuneration Committee (Chairman)
- The Ugar Sugar Works Ltd.
  - > Audit Committee (Chairman)
  - > Nomination and Remuneration Committee (Chairman)
- Finolex Industries Ltd.
  - > Audit Committee (Chairman)
  - > Nomination and Remuneration Committee (Chairman)
  - > Shareholders' Grievance Committee
- Sudarshan Chemical Industries Ltd.
  - > Audit Committee (Chairman)
  - > Nomination and Remuneration Committee



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- Kirloskar Industries Ltd.
  - > Audit Committee
- Sakal Papers Pvt. Ltd.
  - > CSR Committee

He holds 32816 equity shares of the Company.

#### **Mr. Padmakar Shamsundar Jawadekar**

Mr. Padmakar Shamsundar Jawadekar, 73 years, has been a Director since 2005. He is a qualified B.E. (Electrical) from Gujarat University and a Fellow of Institute of Engineers (India). He retired as Executive Director of Kirloskar Electric Company Limited in the year 1998 and since then he has been Management Advisor to Engineering Companies. He is also associated with various professional institutes of repute. During the four decades of his working in Industry and with professional institutions, he gained experience in technology sourcing, technology development and management, structuring of business units, human resources and industrial relations management, marketing management, quality management and leadership development. He also worked in Malaysia for 8 years and gained experience in managing overseas marketing and manufacturing operations. During his tenure with Kirloskar Electric Company Limited, he guided R&D Division, which received National Awards for Indigenous development. He was President of Indian Electrical and Electronics Manufacturers Association (IEEMA) in 1996-97. He initiated the starting of Energy Conservation Cell and Quality Cell at IEEMA and became the first Chairman. He has conducted semester programmes on TQM, Strategic Management and Industrial Marketing at various Institutes in Bengaluru. He has made presentations in various seminars and journals on various management subjects. He is associated with CII Institute of Quality as a Business Excellence Champion and leads the teams to assess companies for CII-Exim Business Excellence Award.

Director in the following company:

- Kirloskar Pneumatic Company Ltd.

Committee positions in following committee:

- Kirloskar Pneumatic Company Ltd.
  - > Remuneration Committee (Chairman)

He holds 6000 equity shares of the Company.

#### **Mrs. Lalita Dileep Gupte**

Mrs. Lalita Dileep Gupte, 64 years, has been a Director since 2007. She holds a Bachelor's Degree in Economics (Hons) and a Master's Degree in Management Studies. She is currently Chairperson of ICICI Venture Funds Management Company Limited. She retired at the end of October 2006 as Joint Managing Director and Member of the Board of ICICI Bank Limited. She was responsible for setting up international business of ICICI Bank since 2001. She began her career with ICICI Limited in 1971 in the project appraisal division. She has held various leadership positions in areas of Corporate and Retail Banking, Strategy, Resources, International Banking and other areas. She was instrumental in transforming ICICI Bank from a primarily term lending institution into a technology led diversified financial services group. She was at the helm of ICICI Bank's global foray. She has received numerous awards and recognitions.

Director in the following companies:

- ICICI Venture Funds Management Co. Ltd. (Chairperson)
- Bharat Forge Ltd.
- Godrej Properties Ltd.



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- Sesa Sterlite Ltd. (Additional Director)
- Swadhaar FinServe Pvt. Ltd. (Chairperson)

Committee positions in following committees:

- Godrej Properties Ltd.
  - > Nomination and Remuneration Committee (Chairperson)
  - > Audit Committee
- Bharat Forge Ltd.
  - > Stakeholders Relationship Committee
- Sesa Sterlite Ltd.
  - > Audit Committee (Chairperson)
  - > Stakeholders Relationship Committee
- ICICI Venture Funds Management Co. Ltd
  - > Compensation and Governance Committee (Chairperson)
  - > Funds Committee
  - > Employee Co-Invest Committee
  - > Corporate Social Responsibility Committee (CSR Committee)

She doesn't hold any equity shares in the Company.

#### **Mr. Pratap Baburao Shirke**

Mr. Pratap Baburao Shirke, 66 years, has been a Director since 2007. He has a Degree in Civil Engineering from College of Engineering, Pune and a Masters Degree from Stanford University. He has also done his MBA from Stanford University, USA. Mr. Shirke is based in London.

In 1974, he went to Dubai and founded the Pan Gulf Group of Companies for executing construction projects in Dubai, Saudi Arabia, Yemen, Iraq and Kuwait. In 1987, he was involved in shipping business and purchased a number of Panamax dry bulk cargo vessels. Pan Gulf Group activities cover ship management, hotels, Commercial Properties, Energy Management and Ship Ownership.

In 1983, he moved to London and formed Oak Group PLC, which owned a chain of hotels in and around UK.

Director in the following company:

- B. G. Shirke Construction Technology Pvt. Ltd.

He doesn't hold committee positions in any other companies.

He holds 20000 equity shares of the Company.

#### **Item No. 10**

As per provisions of Section 203, of the Companies Act, 2013, an individual shall not be appointed or re-appointed as the Chairman of the Company as well as Managing Director or Chief Executive Officer of the Company at the same time, unless the Articles of Association of the Company provides otherwise.

Accordingly an enabling provision is sought to be included in the Articles of Association of the Company to provide for a provision to the effect that an individual shall be appointed as a Chairman as well as Managing Director at the same time. By inclusion of the proposed clause it would be possible for the Company to continue the appointment of same person as Chairman and Managing Director.

Further, as per the requirements of the listing agreement, Company Secretary has been authorized by the Board to approve transfer / transmission of shares up to 10000 equity shares. Considering this, an authority to approve the



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transfer of shares needs to be included in the Articles of Association of the Company.

The resolution at Item No.10 of the Notice is set out as a Special Resolution for approval by the Members of the Company in terms of Section 14 of the Companies Act, 2013.

A copy of Articles of Association of the Company together with the proposed alteration would be available for inspection by the Members of the Company during business hours on any working day (excluding Saturday and Sunday).

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 11**

The Members of the Company at the 87<sup>th</sup> Annual General Meeting which was held on July 20, 2007, had accorded their consent to the Board under the then applicable Section 293(1)(d) of the Companies Act, 1956, to borrow moneys not exceeding ₹ 500 Crores (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business).

Since, relevant provision under the Companies Act, 1956 has been replaced by Section 180 (1) (c) of the Companies Act, 2013 and considering the future business plans, it would be desirable to obtain a fresh approval from the Members for the enhanced limit of borrowings (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business).

In terms of Section 180 (1) (a) and any other applicable provisions of the Companies Act, 2013, any resolution which has an effect of creating any charge on whole or substantially the whole of undertaking of the company by way of mortgages, lien, hypothecation and or other securities on its assets, properties whether movable or immovable, would require members approval by way of special resolution.

Considering the above, the Board recommends the passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 12**

In terms of Section 148 of the Companies Act, 2013 and Central Government's notification dated June 30, 2014 prescribing The Companies (cost records and audit) Rules, 2014, the Company is required to get its cost records audited by a Cost Accountant. Further, the remuneration to be paid to the Cost Accountant would be required to be approved by the members of the company, whenever they are appointed. The Board of Directors of the Company has appointed, M/s. Parkhi Limaye & Co., Cost Accountants in terms of the provisions of Section 148 of the Companies Act, 2013 for the purpose of auditing the cost audit records of the Company for the year 2014-15.

The Board recommends the passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed resolution.

By order of the Board of Directors  
For **KIRLOSKAR BROTHERS LIMITED**

**Sandeep Phadnis**  
Company Secretary

Pune : July 22, 2014



Enriching Lives

Dear Shareholder,

**Subject : Green Initiative - Registration of E-mail address**

As you are aware, as a part of "Green Initiative in the Corporate Governance" and in terms of Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, it is permitted to serve the documents to the eligible shareholders through the electronic mode.

In order to support this "Green Initiative", we have already started serving certain documents i.e. the Notice of the Annual General Meeting, Annual Report, Half yearly communication etc. to a few shareholders through the electronic mode at the e-mail address provided by them or obtained from the depositories from time to time. We wish to continue this initiative as a step forward towards protecting environment for all of us.

This initiative also helps in prompt receipt of communication and it would help to avoid the losses/delays in postal transit. We expect your absolute participation in the initiative and therefore, request you to register your e-mail address and / or changes therein from time to time:

- In case your shares are in demat mode - with the concerned Depository Participant (DP), by following related procedure as laid down by the concerned DP
- In case your shares are in physical mode - with the Company's Registrar and Transfer Agent at the following address :  
Link Intime India Private Limited, Unit : Kirloskar Brothers Limited,  
A Wing, Block No. 202, 2<sup>nd</sup> Floor, Akshay Complex, Near Ganesh Temple,  
Off Dhole Patil Road, Pune - 411 001  
E-mail address : kblgogreen@linkintime.co.in

In any case, on your specific request with detailed Name, Address, Folio/DPID/Client ID and signature, physical copies of above documents will be sent to you, free of cost.

We expect your whole-hearted support to this "Green Initiative" for its successful implementation.

Thanking you and assuring you of our best attention at all times.

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

**Sandeep Phadnis**  
**Company Secretary**

Pune : July 22, 2014

-----TEAR HERE-----

**E-COMMUNICATION REGISTRATION FORM**

(For shares in physical mode)

**Kirloskar Brothers Limited**

Regd. Office : Udyog Bhavan, Tilak Road,  
Pune 411 002

Folio No. : .....

Name of the 1<sup>st</sup> Shareholder : .....

Name of Joint Shareholder/s : .....

E-mail ID (to be registered) : .....

PAN : .....

Phone No. : .....

Please register my above e-mail ID in your records for receiving communication through E-mail from Company of which I/we am/are shareholder(s).

Place : .....

Date : .....

Signature : .....

(First shareholder)

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Enriching Lives

Dear Shareholders,

**Sub : Transport arrangements for Annual General Meeting to be held on September 25, 2014**

As you are aware, the Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, September 25, 2014 at 11.00 a.m. at our Corporate Office at "Yamuna", Survey No. 98 (3-7), Baner, Pune - 411 045.

The Corporate Office is situated about 20 kms. away from the Company's Registered Office at Udyog Bhavan, Tilak Road, Pune - 411 002.

In order to facilitate the shareholders to attend the said AGM, we have made special bus arrangements. This facility will be provided from the Registered Office at Udyog Bhavan to the Corporate Office and back to Udyog Bhavan after completion of meeting.

Shareholders who wish to avail this facility are requested to register their names before September 18, 2014 through letter or at following e-mail id/ phone :

**E-mail Id : grievance.redressal@kbl.co.in Phone Nos. : (020) 2721 1030 / 35**

On September 25, 2014, such shareholders should report at Udyog Bhavan along with this circular duly filled in and signed at 9.45 a.m. The bus would start at 10.00 a.m. sharp for Corporate Office.

**Kindly note that only registered shareholders and proxies will be permitted to avail this facility. Entry to family members, children and/or friends of the shareholders/proxies will not be permitted.**

Thanking you,

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

**Sandeep Phadnis**

**Company Secretary**

Pune : July 22, 2014

TEAR HERE

(to be filled in and handed over, while boarding)

**Name/s of shareholder/s/Proxy**

**Folio No./DP ID & Client ID**

**Signature/s**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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# KIRLOSKAR BROTHERS LIMITED

(CIN: L29113PN1920PLC000670)

Registered Office :Udyog Bhavan, Tilak Road, Pune – 411 002

E-mail: grievance.redressal@kbl.co.in Website: www.kirloskarpumps.com Phone – 020 2721 4444 / 6721 4444 Fax – 020 6721 1060

**94<sup>th</sup> ANNUAL GENERAL MEETING on SEPTEMBER 25, 2014 at 11.00 a.m. ATTENDANCE SLIP**

<b>Registered Folio/ DP ID &amp; Client ID</b>		
<b>Name and address of the shareholder(s)</b>		
<b>Joint Holder 1 Joint Holder 2</b>		
<b>No. of Shares</b>		
I/We hereby record my/our presence at the 94 <sup>th</sup> Annual General Meeting of the Company at "Yamuna", Survey No.98 (3-7) Baner, Pune – 411 045 on Thursday, the September 25, 2014 at 11.00 a. m.		
Member's / Proxy's full name (In Block Letters)	Member's / Proxy's Signature	
Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.		
<b>ELECTRONIC VOTING PARTICULARS</b>		
<b>EVEN (Electronic Voting Event Number)</b>	<b>User ID</b>	<b>Password</b>
Note: Please read the instructions printed under Note No. 20 to the Notice of 94 <sup>th</sup> Annual General Meeting before exercising your vote.		

.....Please cut here and bring the above attendance slip to the meeting hall.....

<b>KIRLOSKAR BROTHERS LIMITED</b>	
(CIN: L29113PN1920PLC000670)	
Registered Office :Udyog Bhavan, Tilak Road, Pune – 411 002	
E-mail: grievance.redressal@kbl.co.in Website: www.kirloskarpumps.com Phone – 020 2721 4444 / 6721 4444 Fax – 020 6721 1060	
<b>94<sup>th</sup> ANNUAL GENERAL MEETING on SEPTEMBER 25, 2014 at 11.00 a.m.</b>	
<b>PROXY FORM</b>	
Name of the member(s).....	
Registered address.....	
E-mail ID.....	
Folio / DP ID & CL ID No.....	
I/We being the member(s) of _____ shares of the above named Company, hereby appoint:	
(1) Name .....	Address.....
Email Id:.....	Signature.....or failing him;
(2) Name .....	Address.....
Email Id: .....	Signature.....or failing him;
(3) Name .....	Address.....
Email Id: .....	Signature.....
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 94 <sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the September 25, 2014 at 11.00 a.m. "Yamuna", Survey No.98 (3-7) Baner, Pune – 411 045 and any adjournment thereof in respect of such resolutions as are indicated below:	
Res. No.	Resolution
<b>Ordinary Business</b>	
1.	Adoption of financial statements for the year ended March 31, 2014
2.	Approval of dividend for the year ended March 31, 2014
3.	Re-appointment of Mr. Vikram S. Kirloskar, who retires by rotation and being eligible, offers himself for re-appointment
4.	Appointment of Auditors and fixing of their remuneration
<b>Special Business</b>	
5.	Appointment of Mr. U. V. Rao as an Independent Director
6.	Appointment of Mr. S. N. Inamdar as an Independent Director
7.	Appointment of Mr. P. S. Jawadekar as an Independent Director
8.	Appointment of Mrs. Lalita D. Gupte as an Independent Director
9.	Appointment of Mr. Pratap B. Shirke as an Independent Director
10.	Special Resolution for alteration of Articles of Association
11.	Special Resolution under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013
12.	Approval of remuneration payable to the Cost Auditor of the Company for the period 2014-15

Signed this ..... day of ....., 2014

Signature of shareholder .....

Signature of Proxy holder .....



- Note: 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.  
 2. Please ensure to fill-up all the relevant details before the submission.  
 3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 94<sup>th</sup> Annual General Meeting.