



KIRLOSKAR FERROUS INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

ADDENDUM TO THE NOTICE DATED 16TH JUNE, 2014 CONVENING 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF KIRLOSKAR FERROUS INDUSTRIES LIMITED SCHEDULED TO BE HELD ON WEDNESDAY, 13TH AUGUST, 2014 AT 11.30 AM AT THE PUDMJEE HALL, MAHRATTA CHAMBER OF COMMERCE, INDUSTRIES AND AGRICULTURE, TILAK ROAD, NEAR NEHRU STADIUM, SWARGATE CORNER, PUNE 411002

Attention of the members is invited to the Notice of 23rd Annual General Meeting of the members of the Company dated 16th June, 2014 already sent to all the members.

NOTICE is further given that following items of business shall be included as addendum to the Notice dated 16th June, 2014 as Special Business as set out below :

SPECIAL BUSINESS

Item No. 10

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV, of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. N. Inamdar (DIN 00025180), Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 consecutive years upto 12th August, 2019.”

Item No. 11

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV, of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A. R. Jamenis (DIN 00082620), Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 four consecutive years upto 12th August, 2018.”

Item No. 12

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV, of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. G. Chitnis (DIN 00082884), Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 two consecutive years upto 12th August, 2016.”

Item No. 13

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



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“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV, of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. C. V. Tikekar (DIN 00111972), Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 one year upto 12th August, 2015.”

Item No. 14

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Nalini Venkatesh (DIN 06891397), who was appointed as an Additional Director by the Board of the Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her 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 consecutive years upto 12th August, 2019.”

Item No. 15

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. B. S. Govind (DIN 06912189), who was appointed as an Additional Director by the Board of the Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 consecutive years upto 12th August, 2019.”

Item No. 16

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R. Sampath Kumar (DIN 06894180), who was appointed as an Additional Director by the Board of the Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 consecutive years upto 12th August, 2019.”

By order of the Board of Directors

C. S. Panicker
Company Secretary

Pune : 16th July, 2014



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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 10

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof, Mr. S. N. Inamdar is proposed to be appointed as an Independent Director for a term of five consecutive years upto 12th August, 2019.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. S. N. Inamdar for the office of Director of the Company.

Mr. S. N. Inamdar, aged 69 years, is a commerce and a law graduate. He is a leading Advocate and Tax Consultant. He has been practicing as an Advocate both on original and appellate side of the Bombay High Court over last 41 years. He is designated as a Senior Advocate by the Honorable High Court of Bombay.

He was appointed as a Director of the Company on 19th March, 1993.

He is the Chairman of the Audit Committee.

He holds 11,100 equity shares (0.008 percent) in the Company.

Other Directorships

Kirloskar Brothers Limited	Kirloskar Industries Limited
Kirloskar Proprietary Limited	Finolex Industries Limited
Sudarshan Chemical Industries Limited	Kulkarni Power Tools Limited
The Ugar Sugar Works Limited	Apple Hospitals and Research Institute Limited
Finolex Infrastructure Limited	Sakal Papers Private Limited

Other Committee positions

Name of the Company	Name of Committee and position held
Kirloskar Brothers Limited	Audit and Finance Committee – Chairman Remuneration Committee – Member Compensation Committee – Member
The Ugar Sugar Works Limited	Audit Committee – Chairman Nomination and Remuneration Committee – Chairman
Sudarshan Chemical Industries Limited	Audit Committee – Chairman Finance Committee – Member Nomination and Remuneration Committee – Member
Finolex Industries Limited	Audit Committee – Chairman Investor Grievance Committee – Member Remuneration Committee – Chairman
Kirloskar Industries Limited	Audit Committee – Member
Kulkarni Power Tools Limited	Remuneration Committee – Chairman



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He is not related to any other Director on the Board of Directors of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules thereof.

The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and rules thereof and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his service as an Independent Director.

The draft letter of appointment of Mr. S. N. Inamdar as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. S. N. Inamdar and his relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 10 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 10 of the Notice for approval by the members.

Item No. 11

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof, Mr. A. R. Jamenis is proposed to be appointed as an Independent Director for a term of four consecutive years upto 12th August, 2018.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. A. R. Jamenis for the office of Director of the Company.

Mr. A. R. Jamenis, aged 71 years, completed his Graduation in Mechanical Engineering in 1965 from the University of Pune. He has been associated with the Kirloskar Group of Companies when he joined Kirloskar Oil Engines Limited in 1967. He has worked in various capacities and has acquired experience in the field of Production, Quality and SBU administration of Small and Medium engines, etc. of Kirloskar Oil Engines Limited. He resigned from Kirloskar Oil Engines Limited as Executive Vice President (Engines) in 1998 to shoulder the responsibility as the Managing Director of Kirloskar Ferrous Industries Limited.

He has by his knowledge and experience turned around the Company from a loss making Company to a profit making one. He resigned from the office of Managing Director with effect from 31st January, 2003 and has continued to be a Director liable to retire by rotation. He had been an advisor to the Kirloskar Group on techno-commercial projects.

He is the Chairman of the Nomination and Remuneration Committee. He is a member of the Audit Committee, the Stakeholders Relationship Committee, the CSR Committee, the Finance Committee, the Rights Issue and Allotment Committee, the Compensation Committee and the Capex Planning Committee.

He holds 3,400 equity shares (0.002 percent) in the Company.



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He is also a Director of Kalyani Forge Limited

Other Committee positions

Name of the Company	Name of Committee and position held
Kalyani Forge Limited	Audit Committee - Member Remuneration Committee - Chairman

He is not related to any other Director on the Board of Directors of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules thereof.

The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and rules thereof and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his service as an Independent Director.

The draft letter of appointment of Mr. A. R. Jamenis as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. A. R. Jamenis and his relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 11 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 11 of the Notice for approval by the members.

Item No. 12

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof, Mr. S. G. Chitnis is proposed to be appointed as an Independent Director for a term of two consecutive years upto 12th August, 2016.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. S. G. Chitnis for the office of Director of the Company.

Mr. S. G. Chitnis, aged 73 years, holds a Bachelor's Degree in Mechanical Engineering and has wide experience of over 40 years in manufacturing, research and development, marketing etc. He retired at the age of 63 years from the post of Vice Chairman of Kirloskar Pneumatic Company Limited, after successfully turning it around in the record time of two years. He had been an advisor to the Kirloskar Group on techno-commercial projects and on world class manufacturing practices.

He was first appointed on the Board of Directors of the Company on 27th January, 2005.



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He is a member of the Audit Committee, the CSR Committee, the Rights Issue and Allotment Committee, the Compensation Committee and the Capex Planning Committee.

He holds 3,100 equity shares (0.002 percent) in the Company.

He is also a Director of Kirloskar Chillers Private Limited.

He is not related to any other Director on the Board of Directors of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules thereof.

The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and rules thereof and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his service as an Independent Director.

The draft letter of appointment of Mr. S. G Chitnis as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. S. G Chitnis and his relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 12 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 12 of the Notice for approval by the members.

Item No. 13

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof, Mr. C. V. Tikekar is proposed to be appointed as an Independent Director for a term of one year upto 12th August, 2015.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. C. V. Tikekar for the office of Director of the Company.

Mr. C. V. Tikekar, aged 81 years, graduated from the College of Engineering, Pune with a Degree in Metallurgical Engineering with distinction. He then worked at the heat treatment shop of Premier Automobiles for over a year. Thereafter, he joined Tata Engineering Company Limited (TELCO) and during the course of service, he was sent by them to visit the plant of Daimler Benz at Germany for specialised on the job training in heat treatment of automobile components, material testing and in process technologies.

He worked in TELCO for thirty eight years in various capacities such as Chief Metallurgist, in-charge of Foundries and as Senior Deputy General Manager. He is a life member of Indian Institute of Metals, Society of Materials, Institute of Indian Foundrymen. He was assigned the job of improving quality of vendor supplying steel, forgings, castings and other items used in automobile manufacture. In TELCO, he was the Chairman of Material Rationalisation Committee responsible for selection of all raw materials so that varieties are reduced, material costs are brought down and yet quality of the vehicles is improved.



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After retiring from service with TELCO, he worked with Kirloskar Group of Companies. With his vast experience, he played a pivotal role in the conceiving, planning, installing and commissioning of the Plant of the Company at Bevinahalli, Karnataka.

He was appointed as a Director of the Company on 19th March, 1993. He is the Chairman of the Rights Issue and Allotment Committee. He is a Member of the Nomination and Remuneration Committee, the CSR Committee, the Stakeholders Relationship Committee, the Finance Committee and the Compensation Committee.

He holds 6,000 equity shares (0.004 percent) in the Company.

He is a Director of M. N. M. Tools Private Limited.

He is not related to any other Director on the Board of Directors of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules thereof.

The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and rules thereof and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his service as an Independent Director.

The draft letter of appointment of Mr. C. V. Tikekar as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. C. V. Tikekar and his relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 13 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 13 of the Notice for approval by the members.

Item No. 14

Pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, the Board of Directors of the Company appointed Mrs. Nalini Venkatesh as an Additional Director of the Company with effect from 16th July, 2014.

In terms of the provisions of Section 161(1) of the Act, Mrs. Nalini Venkatesh would hold office upto the date of this Annual General Meeting. She is also proposed to be appointed as an Independent Director for a term of five consecutive years upto 12th August, 2019, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Nalini Venkatesh for the office of Director of the Company.



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Mrs. Nalini Venkatesh, aged 64 years, is a lawyer by profession and legal consultant since 1987. She has experience in handling both civil and criminal cases in the High Court of Karnataka and other Courts, including Labour and Company Courts. She has represented various corporations, ONGC, Urban Development Authorities, universities and other statutory institutions in matters with respect to the Factories Act, Workmen's Compensation Act, Negotiable Instrument's Act, labour disputes, etc. She was also appointed by the Honorable High Court of Karnataka as the Chairman to conduct the statutory meetings of shareholders and creditors of Maharashtra Apex Corporation Limited, Canara Nidhi Limited and Manipal Home Finance Limited.

She is presently on the panel of Advocates of Employees Provident Fund Organization, The Institute of Cost Accountants of India and Davangere Urban Development Authority. She was also Honorary Professor of Law at Dayanand Law College, Solapur.

She is a Member of the Audit Committee.

She holds 10,600 equity shares (0.0077 percent) in the Company.

She does not hold any directorship in any other company.

She is not related to any other Director on the Board of Directors of the Company.

She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Company has also received a declaration from her that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules thereof.

The Board is of the opinion that she fulfills the conditions specified in the Companies Act, 2013 and rules thereof and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and she is independent of the management.

The Board considers that her experience and expertise would be of immense benefit to the Company and it is desirable to avail her service as an Independent Director for a term of five consecutive years upto 12th August, 2019.

The draft letter of appointment of Mrs. Nalini Venkatesh as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mrs. Nalini Venkatesh and her relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 14 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 14 of the Notice for approval by the members.

Item No. 15

Pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. B. S. Govind as an Additional Director of the Company with effect from 16th July, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. B. S. Govind would hold office upto the date of this Annual General Meeting. He is also proposed to be appointed as an Independent Director for a term of five consecutive years upto 12th August, 2019, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. B. S. Govind for the office of Director of the Company.



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Mr. B. S. Govind, aged 68 years, is a post graduate in Mechanical Engineering (Foundry Science and Engineering) from Indian Institute of Science, Bangalore and has complete M. Sc. in Engineering Production from University of Birmingham, United Kingdom. He is a life member of The Institute of Indian Foundrymen. He has more than 45 years of experience in the foundry industry.

He worked for more than 15 years in The Mysore Kirloskar Limited, Harihar, Karnataka and left the company as a Profit Center Head and General Manager. For the past 29 years, he has been working as a consultant to a number of engineering companies mainly in connection with their foundry divisions or casting requirements.

He is also working as a Senior National Expert to UNIDO, ICAMT, Bangalore for their cluster project at Coimbatore and Belgaum. He is very well versed with all foundry operations and management, particularly in the field of grey and SG iron castings.

He holds 200 equity shares (0.0001 percent) in the Company.

He does not hold any directorship in any other company.

He is not related to any other Director on the Board of Directors of the Company

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules thereof.

The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and rules thereof and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail his service as an Independent Director for a term of five consecutive years upto 12th August, 2019.

The draft letter of appointment of Mr. B. S. Govind as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. B. S. Govind and his relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 15 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 15 of the Notice for approval by the members.

Item No. 16

Pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. R. Sampath Kumar as an Additional Director of the Company with effect from 16th July, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. R. Sampath Kumar would hold office upto the date of this Annual General Meeting. He is also proposed to be appointed as an Independent Director for a term of five consecutive years upto 12th August, 2019, pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. R. Sampath Kumar for the office of Director of the Company.



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Mr. R. Sampath Kumar, aged 66 years, has completed his B.Sc. from Bangalore University in 1967 and B.E. (Metallurgy) from Indian Institute of Science, Bangalore in 1970. He joined Steel Authority of India Limited (SAIL) as Management Trainee in 1971. He was involved in commissioning and stabilization of iron making process at Bokaro Plant.

During the modernisation of SAIL, he was selected for the modernisation of Indian Iron and Steel Company Limited (A unit of SAIL at Burnpur in West Bengal) in 1989 and thereafter, he became the Head of the Iron Making Division. During his tenure with SAIL, he had exposure to iron making and management courses at steel plants in USSR and British Steels in United Kingdom.

He joined as Vice President (Iron) with Hospet Steels Limited (a strategic alliance of Kalyani Steels Limited and Mukund Limited) in 1996 during its initial project stage and thereafter he became the Executive Vice President (Iron and Steel) in 2000. At that time, he was assigned the Leadership in commissioning and stabilising the alloy steel plant. He was the Chief Executive of the plant from 2004 onwards and retired therefrom in May 2014. During his tenure, the company received various awards, out of which the award of TPM (Excellence) from JIPM is noteworthy.

He is a Member of the Audit Committee.

He does not hold any equity shares in the Company.

He does not hold any directorship in any other company.

He is not related to any other Director on the Board of Directors of the Company

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules thereof.

The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and rules thereof and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail his service as an Independent Director for a term of five consecutive years upto 12th August, 2019.

The draft letter of appointment of Mr. R. Sampath Kumar as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. R. Sampath Kumar and his relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 16 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 16 of the Notice for approval by the members.

By order of the Board of Directors

C. S. Panicker
Company Secretary

Pune : 16th July, 2014

PROXY FORM

Name of the Company : Kirloskar Ferrous Industries Limited
CIN : L27101PN1991PLC063223
Registered Office : 13, Laxmanrao Kirloskar Road, Khadki, Pune 411003 (Maharashtra)
Tel No (020) 66084664 Fax No (020) 25813208
Email : investor@kfil.com Website : www.kfil.com

Name of the member (s)	
Registered address	
Email ID	
Folio No / DP ID and Client ID	

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 23rd Annual General Meeting of the Company, to be held on Wednesday, the 13th day of August, 2014 at 11.30 a.m. at the Pudmjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Near Nehru Stadium, Swargate Corner, Pune 411002 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No	Particulars of Resolutions	Optional #	
		For	Against
Special Business			
10	Appointment of Mr. S. N. Inamdar as Independent Director for a term of five consecutive years upto 12th August, 2019		
11	Appointment of Mr. A. R. Jamenis as Independent Director for a term of four consecutive years upto 12th August, 2018		
12	Appointment of Mr. S. G. Chitnis as Independent Director for a term of two consecutive years upto 12th August, 2016		
13	Appointment of Mr. C. V. Tikekar as Independent Director for a term of one year upto 12th August, 2015		

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Resolution No	Particulars of Resolutions	Optional #	
		For	Against
Special Business			
14	Appointment of Mrs. Nalini Venkatesh as Independent Director for a term of five consecutive years upto 12th August, 2019		
15	Appointment of Mr. B. S. Govind as Independent Director for a term of five consecutive years upto 12th August, 2019		
16	Appointment of Mr. R. Sampath Kumar as Independent Director for a term of five consecutive years upto 12th August, 2019		

Signed this day of 2014

Signature of Member :

Affix Revenue Stamp

Signature of Proxy holder(s) :

Notes :

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. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 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.
4. # This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.