



KIRLOSKAR OIL ENGINES LIMITED

Enriching Lives

NOTICE

Notice is hereby given that the Annual General Meeting of Kirloskar Oil Engines Limited will be held on Thursday, the 25th day of July 2013 at 11.30 a.m. at Hotel Le Meridien, Raja Bahadur Mill Road, Pune – 411 001 to transact the following business:

ORDINARY BUSINESS

ITEM NO.1

To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31 March 2013, the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2

To declare dividend on equity shares for the Financial Year ended on 31 March 2013.

ITEM NO.3

To appoint Rajendra R. Deshpande who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO.4

To appoint Rahul C. Kirloskar who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO.5

To appoint Dattatraya R. Swar who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO.6

To appoint M/s P. G. Bhagwat, Chartered Accountants (Firm Registration no. 101118W), Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise Board of Directors to fix their remuneration.

By Order of the Board of Directors

Smita Raichurkar
Asst. Company Secretary

Place : Pune
Date : 26 April 2013

**NOTES**

- i. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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.
- iii. Pursuant to Section 173 of the Companies Act, 1956, an Explanatory Statement in respect of the businesses mentioned under Item No. 3 to 5 above, is annexed.
- iv. The Register of Members and share transfer books of the Company will remain closed from 18 July 2013 to 25 July 2013, both days inclusive.
- v. Dividend on shares as recommended by the Directors, if declared, at this Annual General Meeting, will be paid to those members
 - a) whose names appears as beneficial owners as at the end of business hours on 17 July 2013, in the list of beneficial owners made available by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialised form; and
 - b) whose names appears as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with Company / Registrar and Share Transfer Agent (R & T Agent) on or before 17 July 2013.
- vi. 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' (IEPF) set up by the Central Government. Accordingly, the unpaid / unclaimed dividend for the period ended 31 March 2010 and financial year 2010-11 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 period ended 31 March 2010 and financial year 2010-11 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. The details of due dates for transfer of unclaimed dividend to IEPF are as under:

Year	Date of Declaration	Date of Payment	Dividend %	Dividend in Rs. per share	Date on which dividend will be transferred to IEPF
2009-10	9 July 2010	20 July 2010	200	4	13 August 2017
2010-11	21 July 2011	10 August 2011	200	4	25 August 2018
2011-12	19 July 2012	30 July 2012	200	4	23 August 2019



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Pursuant to notification no. G.S.R. 352(E) dated 10 May 2012, issued by Ministry of Corporate Affairs, the details of unclaimed and unpaid amount of Dividend due to the shareholders of the Company as on 19 July 2012 for the period ended 31 March 2010 and financial year 2010-11 onwards, are available on Company's website www.koel.co.in under path "Invertors > IEPF/Others".

- vii. 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 or Current or Cash Credit etc. to Link Intime India Private Limited, R & T Agent of the Company 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 of 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. Members who wish to avail the above facility are requested to submit required information to R& T Agent on or before the closing hours on 17 July 2013.
- viii. Members are requested to immediately notify the R & T Agent (DP, in case of shares held in dematerialised form) of any change in their address.
- ix. 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.
- x. Members may avail of the facility of dematerialisation by opening Depository accounts with the DPs of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialised.
- xi. Members having multiple folios are requested to intimate to the Company / R & T Agent such folios, to consolidate all shareholdings into one folio.
- xii. In order to avail nomination facility, Members are requested to obtain Nomination forms from R & T Agent in case of holding of shares in physical form and from their respective DPs, in case of shares held in dematerialised form.
- xiii. Members are requested to register their e-mail addresses with the Company / R & T Agent viz. Link Intime India Private Limited, in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialised form.
- xiv. Members are requested to bring their attendance slip and copy of the annual report at the meeting.

By Order of the Board of Directors

Smita Raichurkar
Asst. Company Secretary

Place : Pune
Date : 26 April 2013



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956, AND CLAUSE 49 OF THE LISTING AGREEMENT

ITEM NO. 3 OF THE NOTICE

Rajendra R. Deshpande retires by rotation and being eligible offers himself for re-appointment.

He holds 11,250 (0.01%) equity shares in the Company.

A brief profile of Rajendra R. Deshpande is included in the Report on Corporate Governance attached to the Report of the Directors.

He is not related to any other director on the Board of the Company as per the provisions of Section 6 of the Companies Act, 1956.

ITEM NO. 4 OF THE NOTICE

Rahul C. Kirloskar retires by rotation and being eligible offers himself for re-appointment.

He holds 19,23,155 (1.33%) equity shares in the Company.

A brief profile of Rahul C. Kirloskar is included in the Report on Corporate Governance attached to the Report of the Directors.

Rahul C. Kirloskar and Atul C. Kirloskar, Directors of the Company, being brothers, are related to each other and hence interested in the resolution. None of the other directors of the Company are concerned or interested in the resolution.

ITEM NO. 5 OF THE NOTICE

Dattatraya R. Swar retires by rotation and being eligible offers himself for re-appointment.

He holds 700 (0.00%) equity shares in the Company.

A brief profile of Dattatraya R. Swar is included in the Report on Corporate Governance attached to the Report of the Directors.

He is not related to any other director on the Board of the Company as per the provisions of Section 6 of the Companies Act, 1956.

By Order of the Board of Directors

Smita Raichurkar
Asst. Company Secretary

Place : Pune
Date : 26 April 2013