

# KIRLOSKAR ELECTRIC COMPANY LIMITED

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE 67<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2014 AT 10.00 AM AT CHOWDIAH MEMORIAL HALL, GAYATHRI DEVI PARK EXTENSION, VYALIKAVAL, BANGALORE - 560 003

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## DIRECTORS PRESENT:

Mr. Vijay R Kirloskar - Chairman  
Mr.S.N.Agarwal  
Mr. A.S.Lakshmanan  
Mr. Anil Kumar Bhandari  
Mr. Sarosh J Ghandy  
Mr. V.P.Mahendra  
Mr. Kamlesh Gandhi  
Mr. Ram J Shahaney  
Mrs. Meena Kirloskar  
Mr.K.Ganesh  
Mr.Vinayak Narayan Bapat – Managing Director  
Mr.Anand B Hunnur – Director - Sales

Ms. K.S.Swapna Latha - Company Secretary

And

101 Members in person were present at the Meeting.

Mr. Shyam Ramadhyani and Mr. C R Krishna, Partners of B K Ramadhyani & Co., Chartered Accountants, Bangalore, Statutory auditors of the Company were present.

Mr. V Karthick, Practicing Company Secretary and scrutinizer was present.

## CHAIRMAN

In terms of Article 92 (3) of the Articles of Association of the Company, Mr. Vijay R Kirloskar, Chairman of the Board of Directors, took the chair.

The Chairman called the meeting in order at 10.00 Hours. After ascertaining the presence of requisite quorum, he declared that the Meeting could commence.

The Chairman extended a hearty welcome to the Shareholders. He introduced the Directors, and others present on the dias. The Chairman announced that the Statutory Registers were laid open at the meeting.

With the permission of the members present, the Notice dated 12<sup>th</sup> August, 2014 convening the 67<sup>th</sup> Annual General Meeting was taken as read.

The Chairman requested the Company Secretary to read the Auditors Report. After the Auditors Report was read, the Chairman delivered his speech.



Thereafter, the Chairman stated as required under section 108 of the Companies Act, 2013 and clause 35 of the Listing Agreement, the Company has provided e-voting facility to the shareholders to cast their votes electronically in respect of all business mentioned in the notice. He further informed that the e-voting facility was kept open from 25<sup>th</sup> September, 2014 (9.00AM) to 27<sup>th</sup> September, 2014(6.00PM) and that Mr.V. Karthick, Company Secretary in practice was appointed as scrutinizer in connection with the e-voting process.

The Chairman further stated that in order to enable who could not exercise their vote by e-voting with CDSL, opportunity was given to the members present at the Meeting in person or proxy to cast their votes, a poll will be taken in respect of resolutions contained in the Notice. The Chairman appointed Mr.V. Karthick, Company Secretary in practice as Scrutinizer for the poll.

Before ordering the poll, the Chairman then invited the Members to seek clarifications on the accounts and operations of the Company.

Mr. Alex Rebello,(Client ID IN300610 10786677), Shareholder, in his brief speech appreciated that in spite of difficult market situation the performance of the Company was encouraging. He also expressed that the Company has managed the negative effect of external environment and also expressed the faith in the leadership of Mr.Vijay R Kirloskar, Chairman and Mr.Vinayak Narayan Bapat, Managing Director of the Company, the Company would perform better in coming years.

The Chairman requested Mr. V Karthick, Scrutinizer appointed for Poll to lock and seek the empty polling box in presence of the members.

The Chairman then ordered poll in respect of all resolution contained in Notice and stated that of voting on each resolution shall be determined by adding the votes on the poll in favour/against a resolution with the e-votes in favour/against the same resolution and the said results, will be placed on the company's website within two days from the conclusion of the Annual General Meeting. The same would also be communicated to the Stock Exchanges, where the Company's shares are listed.

The Chairman thanked the shareholders for their participation and stated that the meeting would stand concluded when the last vote was cast.

#### CONDUCT OF POLL

After ensuring that all shareholders participating in the Poll had casted their votes, the Scrutinizer closed the Poll at around 11.00 A.M. The Scrutinizer then took custody of the polling box.

#### Result of the E-voting and poll on the Ordinary and Special Business at the Annual General Meeting of the Company held on Tuesday, September 30, 2014

On the basis of the Scrutinizer's Report for the e-voting dated September 29, 2014 and the Scrutinizer's Report for the Poll at the Annual General Meeting dated 30<sup>th</sup> September 2014, the summary of which is mentioned herein below, the Company Secretary (authorised by the Chairman to announce) announced results of voting on October 1, 2014, that all the Resolutions for the Ordinary and Special businesses as set out in Item No.1 to 18 in the Notice of the 67<sup>th</sup> Annual General Meeting of the Company have been duly passed by requisite majority.

The Resolutions relating to the Ordinary and Special businesses as set out in the Notice of the 67<sup>th</sup> Annual General Meeting, duly approved by the Members with requisite majority are recorded herein below as part of the proceedings of the 67<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014.



**ORDINARY BUSINESS****1. Adoption of Audited statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31<sup>st</sup> March, 2014 (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No. of voted shares	% of voted shares on outstanding shares	No. of voted shares	% of voted shares on outstanding shares	Total No. of voted shares	Total % of voted shares on outstanding shares	
In favour	33868261	67.037	24202	0.048	33892463	67.085	Approved
Against	0	0	14	0.06	14	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**ORDINARY BUSINESS****2. Re-appointment of Mr. A.S.Lakshmanan as a Director who retires by rotation and eligible for re-appointment (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No. of voted shares	% of voted shares on outstanding shares	No. of voted shares	% of voted shares on outstanding shares	Total No. of voted shares	Total % of voted shares on outstanding shares	
In favour	33868061	67.037	24216	0.048	33892277	67.085	Approved
Against	200	0	0	0	200	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**ORDINARY BUSINESS****3. Appointment of M/s. B.K.Ramadhyan & Co, Chartered Accountants, as Auditors and authorise Board to fix their remuneration. Appointment of M/s. Sundar & Associates, Chartered Accountants, Selangor Darul Ehsan, Malaysia, are the retiring Auditors (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No. of voted shares	% of voted shares on outstanding shares	No. of voted shares	% of voted shares on outstanding shares	Total No. of voted shares	Total % of voted shares on outstanding shares	
In favour	33868061	67.037	24216	0.048	33892277	67.085	Approved
Against	200	0	0	0	200	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.



**SPECIAL BUSINESS****4. Appointment of Mr.K.Ganesh as Director liable to retire by rotation (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868061	67.037	24202	0.048	33892263	67.085	Approved
Against	200	0	14	0	214	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**SPECIAL BUSINESS****5. Appointment of Mr.Vinayak Narayan Bapat as Director (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868061	67.037	24202	0.048	33892263	67.085	Approved
Against	200	0	14	0	214	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**SPECIAL BUSINESS****6. Appointment of Mr. Anand B Hunnur as Director (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868048	67.037	24202	0.048	33892250	67.085	Approved
Against	213	0	14	0	227	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.



**SPECIAL BUSINESS****7. Appointment of Mr. S.N.Agarwal as an Independent Director (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868048	67.037	24202	0.048	33892250	67.085	Approved
Against	213	0	14	0	227	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**SPECIAL BUSINESS****8. Appointment of Mr.Sarosh J Ghandy as an Independent Director. (Ordinary Resolution)**

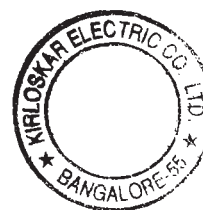
Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868048	67.037	24202	0.048	33892250	67.085	Approved
Against	213	0	14	0	227	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**SPECIAL BUSINESS****9. Appointment of Mr. Anil Kumar Bhandari as an Independent Director (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868048	67.037	24202	0.048	33892250	67.085	Approved
Against	213	0	14	0	227	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.



**SPECIAL BUSINESS****10. Appointment of Mr. V.P.Mahendra as an Independent Director (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868061	67.037	24202	0.048	33892263	67.085	Approved
Against	200	0	14	0	214	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**SPECIAL BUSINESS****11. Appointment of Mr. Kamlesh Gandhi as an Independent Director (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868061	67.037	24202	0.048	33892263	67.085	Approved
Against	200	0	14	0	214	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**SPECIAL BUSINESS****12. Appointment of Mr. Ram J Shahaney as an Independent Director (Ordinary Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868048	67.037	24202	0.048	33892250	67.085	Approved
Against	213	0	14	0	227	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.





<b>SPECIAL BUSINESS</b>							
<b>13. Consent to the Board to borrow money upto Rs.10000 million (Special Resolution)</b>							
Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868047	67.037	24202	0.048	33892249	67.085	Approved
Against	214	0	14	0	228	0	
Invalid*	0	0	0	0	0	0	

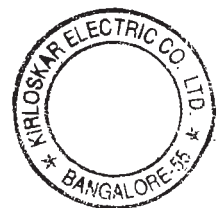
\*Three ballot papers were invalid, as wrong details were given.

<b>SPECIAL BUSINESS</b>							
<b>14. Ratification of payment of remuneration to M/s. Rao, Murthy &amp; Associates, Cost Accountants (Ordinary Resolution)</b>							
Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868048	67.037	24216	0.048	33892264	67.085	Approved
Against	213	0	0	0	213	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

<b>SPECIAL BUSINESS</b>							
<b>15. Acceptance or renewal of deposits from its members and others (Special Resolution)</b>							
Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868060	67.037	24216	0.048	33892276	67.085	Approved
Against	201	0	0	0	201	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.



**SPECIAL BUSINESS****16. Appointment of Mr. Vijay R Kirloskar as Executive Chairman and payment of remuneration to him (Special Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868061	67.037	24216	0.048	33892277	67.085	Approved
Against	200	0	0	0	200	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**SPECIAL BUSINESS****17. Appointment of Mr. Vinayak Narayan Bapat as Managing Director and payment of remuneration to him (Special Resolution)**

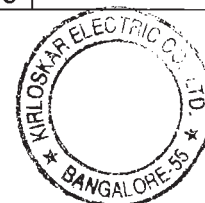
Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868048	67.037	24216	0.048	33892264	67.085	Approved
Against	213	0	0	0	213	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.

**SPECIAL BUSINESS****18. Appointment of Mr. Anand B Hunnur as Director – Sales and payment of remuneration to him (Special Resolution)**

Votes casted	Electronic Voting		Poll		Voting Results		Status
	No.of voted shares	% of voted shares on outstanding shares	No.of voted shares	% of voted shares on outstanding shares	Total No.of voted shares	Total % of voted shares on outstanding shares	
In favour	33868061	67.037	24202	0.048	33892263	67.085	Approved
Against	200	0	14	0	214	0	
Invalid*	0	0	0	0	0	0	

\*Three ballot papers were invalid, as wrong details were given.





## **ORDINARY BUSINESS**

### **1. ORDINARY RESOLUTION -TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AT MARCH 31, 2014 AND AUDITED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORT OF THE DIRECTORS AND AUDITORS THEREON.**

RESOLVED THAT the Directors' Report for the year ended 31<sup>st</sup> March, 2014, Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2014 and the Auditors' Report thereon, be and are hereby received, considered and adopted.

### **2. ORDINARY RESOLUTION - APPOINTMENT OF MR.A.S.LAKSHMANAN AS DIRECTOR, WHO RETIRES BY ROTATION**

RESOLVED THAT Mr. A.S.Lakshmanan, be and is hereby re-elected as a Director of the Company, liable to retire by rotation.

### **3. ORDINARY RESOLUTION - APPOINTMENT OF M/S. B.K.RAMADHYANI & CO, CHARTERED ACCOUNTANTS,AS AUDITORS AND AUTHORISE BOARD TO FIX THEIR REMUNERATION.APPOINTMENT OF M/S. SUNDAR & ASSOCIATES, CHARTERED ACCOUNTANTS, SELANGAR DARUL EHSAN, MALAYSIA, ARE THE RETIRING AUDITORS FOR THE BRANCHE OFFICE AT MALAYSIA.**

RESOLVED THAT M/s. B.K.Ramadhyani & Co. Chartered Accountants, Bangalore, the retiring auditors, be and are hereby appointed as auditors of the Company pursuant to Section 139,141,142 of the Companies Act, 2013 to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration.

RESOLVED THAT M/s. Sundar & Associates, Chartered Accountants, Malaysia, the retiring auditors, of the Company's Sales Office at Kuala Lumpur, Malaysia, be and are hereby appointed as auditors of the Sales Office pursuant to Section 143 read with Section 139,141,142 of the Companies Act, 2013 to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration.

## **SPECIAL BUSINESS:**

### **4. ORDINARY RESOLUTION - APPOINTMENT OF MR. K.GANESH AS DIRECTOR OF THE COMPANY**

RESOLVED THAT Mr.K.Ganesh (DIN 05160176), who was appointed as an Additional Director on 30th September, 2013 and who holds office upto the date of this meeting and in respect of whom the Company has received a notice in writing from a member as per provisions of Section 160 of Companies Act, 2013, signifying his intention to propose the candidature of Mr.K.Ganesh as a Director be and is hereby appointed as Director of the Company whose period of office shall be liable to retire by rotation.

### **5. ORDINARY RESOLUTION - APPOINTMENT OF MR. VINAYAK NARAYAN BAPAT AS DIRECTOR OF THE COMPANY.**

RESOLVED THAT Mr. Vinayak Narayan Bapat (DIN 06936639), who was appointed as an Additional Director on 12th August, 2014 and who holds office upto the date of this meeting and in



respect of whom the Company has received a notice in writing from a member as per provisions of Section 160 of Companies Act, 2013, signifying his intention to propose the candidature of Mr. Vinayak Narayan Bapat as a Director be and is hereby appointed as Director of the Company.

6. ORDINARY RESOLUTION - APPOINTMENT OF MR. ANAND B HUNNUR AS DIRECTOR OF THE COMPANY.

RESOLVED THAT Mr. Anand B Hunnur (DIN 06650798) who was appointed as an Additional Director on 12th August, 2014 and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing from a member as per provisions of Section 160 of Companies Act, 2013, signifying his intention to propose the candidature of Mr. Anand B Hunnur as a Director be and is hereby appointed as Director of the Company.

7. ORDINARY RESOLUTION - APPOINTMENT OF MR. S.N.AGARWAL AS DIRECTOR OF THE COMPANY

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr.S.N.Agarwal (DIN 00111187), in respect of whom the Company has received a notice in writing from a member signifying his intention to propose his candidature for appointment as Independent Director as per the provisions of Section 160 of Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years from the date of this Annual General Meeting, not liable to retire by rotation.

8.ORDINARY RESOLUTION - APPOINTMENT OF MR. SAROSH J GHANDY AS AN INDEPENDENT DIRECTOR

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions,if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Sarosh J Ghandy (DIN 00031237), in respect of whom the Company has received a notice in writing from a member signifying his intention to propose his candidature for appointment as Independent Director as per the provisions of Section 160 of Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years from the date of this Annual General Meeting, not liable to retire by rotation.

9. ORDINARY RESOLUTION - APPOINTMENT OF MR. ANIL KUMAR BHANDARI AS AN INDEPENDENT DIRECTOR

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Anil Kumar Bhandari (DIN 00031194), in respect of whom the Company has received a notice in writing from a member signifying his intention to propose his candidature for appointment as Independent Director as per the provisions of Section 160 of Companies Act,2013, be and is hereby appointed as Independent Director of the Company for a period of five years from the date of this Annual General Meeting, not liable to retire by rotation.

10. ORDINARY RESOLUTION - APPOINTMENT OF MR.V.P.MAHENDRA AS AN INDEPENDENT DIRECTOR

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including



any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. V.P. Mahendra (DIN 00033270), in respect of whom the Company has received a notice in writing from a member signifying his intention to propose his candidature for appointment as Independent Director as per the provisions of Section 160 of Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years from the date of this Annual General Meeting, not liable to retire by rotation.

11. ORDINARY RESOLUTION - APPOINTMENT OF MR. KAMLESH GANDHI AS AN INDEPENDENT DIRECTOR

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Kamlesh Gandhi (DIN 00004969), in respect of whom the Company has received a notice in writing from a member signifying his intention to propose his candidature for appointment as Independent Director as per the provisions of Section 160 of Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years from the date of this Annual General Meeting, not liable to retire by rotation.

12. ORDINARY RESOLUTION - APPOINTMENT OF MR. RAM J SHAHANEY AS AN INDEPENDENT DIRECTOR

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Ram J Shahaney (DIN 00011606), in respect of whom the Company has received a notice in writing from a member signifying his intention to propose his candidature for appointment as Independent Director as per the provisions of Section 160 of Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years from the date of this Annual General Meeting, not liable to retire by rotation.

13. SPECIAL RESOLUTION - CONSENT TO THE BOARD TO BORROW MONEY UPTO RS.10000 MILLION

RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 62nd Annual General Meeting held on 24th September, 2009 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby granted to the Board of Directors to borrow from time to time, as they may consider fit, any sum or sums of money not exceeding Rs.10,000 million (Rupees ten thousand million) in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans from the Company's bankers in the ordinary course of business) and that all such borrowings accordingly made shall be valid and effectual and binding on the Company.

14. ORDINARY RESOLUTION - RATIFICATION OF PAYMENT OF REMUNERATION TO M/S RAO, MURTHY & ASSOCIATES, COST ACCOUNTANTS

RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications (s) or reenactment thereof, for the time being in force), the remuneration of the cost auditors for conducting the audit of the cost records of the Company for the financial year ending March 31, 2015 as approved by the Board of Directors of the Company will be put to the shareholders for ratifications by the next Annual General Meeting.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

15. SPECIAL RESOLUTION - ACCEPTANCE OR RENEWAL OF DEPOSITS FROM ITS MEMBERS AND OTHERS

RESOLVED THAT pursuant to the provisions of Sections 73 and 76 read with Companies (Acceptance of Deposit) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for acceptance or renewal of deposits from its members and persons other than its members not exceeding Ten percent and Twenty five percent of aggregate paid up share capital and free reserves of the company, respectively, on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever and appointment of trustee for depositors and obtain credit rating from credit rating agencies and extent of deposit insurance from insurance company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.

RESOLVED FURTHER THAT Mr.Vijay R Kirloskar, Executive Chairman of the Company be and is hereby authorised to take all such acts, deeds and things which may be necessary to give effect to the aforesaid resolution.

16. SPECIAL RESOLUTION - APPOINTMENT OF MR. VIJAY R KIRLOSKAR AS EXECUTIVE CHAIRMAN AND PAYMENT OF REMUNERATION TO HIM

RESOLVED THAT pursuant to Sections 196, 197, 198, 200 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and further subject to the approval of Central Government, consent of the Company be and is hereby accorded to the appointment of Mr. Vijay R Kirloskar (DIN 00031253), as Executive Chairman of the Company for a period of 3 (Three) years with effect from 12<sup>th</sup> August, 2014 on the terms and conditions including remuneration as set out below:

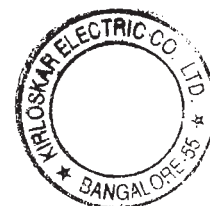
**a. Salary:** Rs.20,00,000 p.m. (Rupees Twenty Lakhs) with power to the Board of Directors to revise and fix the salary from time to time upto a sum not exceeding Rs.25,00,000 p.m. (Rupees Twenty Five Lakhs).

**b. Perquisites and Allowances**

1. The Executive Chairman shall be entitled to perquisites like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowance, car allowance, performance incentive, Re-imbusement of water ,Gas and Electricity bills at residence, medical expenses for self and his family including dependents and all other payments in nature of perquisites and allowances as agreed by the Board of Directors subject to ceiling of Rs.26,00,000 p.a. and the applicable premium payable on the Company's policies towards mediclaim and personal accident insurance.

Explanation

"Family" here means the spouse, dependent children of the Executive Chairman.





For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purposes and Telephone at residence and Cell Phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imburement of ordinary medical expenses, in case of hospitalisation of the Executive Chairman, the Board of Directors shall have the discretion to re-imburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs.26,00,000 p.a. in any financial year.

2. Contribution to Provident Fund and to Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

4. The Executive Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the Company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the Company has no profits or its profits are inadequate, salary of Rs.20,00,000 p.m. (Rupees Twenty Lakhs only) shall be payable to Mr. Kirloskar as minimum remuneration apart from Contribution to Provident Fund, Superannuation Fund and Gratuity payable at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done, all such acts, deeds and things as they may think necessary or expedient for the purpose of giving effect to this resolution and to settle all questions and matters arising out of and incidental to the proposed appointment.

**17. SPECIAL RESOLUTION - APPOINTMENT OF MR. VINAYAK NARAYAN BAPAT AS MANAGING DIRECTOR AND PAYMENT OF REMUNERATION TO HIM**

RESOLVED THAT pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, consent of the Company be and is hereby accorded to the appointment of Mr. Vinayak Narayan Bapat (DIN06936639) as Managing Director of the Company for a period of 3 (Three) years with effect from 12th August, 2014, on the terms and conditions including remuneration as set out below:

**a. Salary:**

Rs.19,65,000 p.a (Rupees Nineteen Lakhs Sixty Five Thousand) with power to the Board of Directors to revise and fix the salary from time to time upto a sum not exceeding Rs.25,00,000 p.a.(Rupees Twenty Five Lakhs)

**b. Perquisites and Allowances:**

1. The Managing Director shall be entitled to perquisites like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowance, car allowance, performance incentive, Re-imburement of water, Gas and Electricity bills at residence, medical expenses for self and his family including dependents and all other payments in nature of perquisites and allowances as agreed by the Board of Directors subject to ceiling of Rs 24,10,000



p.a. (Rupees Thirty Four Lakhs Ten Thousand) and the applicable premium payable on the Company's policies towards mediclaim and personal accident insurance.

**Explanation**

"Family" here means the spouse, dependent children, dependent Parents of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purposes and Telephone at residence and Cell Phone payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imburement of ordinary medical expenses, in case of hospitalisation of the Managing Director the Board of Directors shall have the discretion to re-imbure the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs.34,10,000 p.a. in any financial year.

2. Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

4.The Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

RESOLVED FURTHER THAT pursuant to the Article 160 of the Articles of Association of the Company read with section 152 of the Companies Act, 2013, Mr. Vinayak Narayan Bapat shall not be liable to retire by rotation so long as he continues as Whole-time director, unless he is required to retire by rotation in terms of the Article 160 of the Articles of Association of the Company so as to meet the requirements of the section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out above, be paid to Mr. Vinayak Narayan Bapat during the term of his office, despite the company incurring loss or profits of the company being inadequate to pay such a remuneration during the term of his office.

**18. SPECIAL RESOLUTION FOR APPOINTMENT OF MR.ANAND B HUNNUR AS DIRECTOR – SALES AND PAYEMENT OF REMUNERATION TO HIM**

RESOLVED THAT pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, consent of the Company be and is hereby accorded to the appointment of Mr. Anand B Hunnur (DIN 06650798) as Director - Sales of the Company for a period of 3 (Three) years with effect from 12th August, 2014 on the terms and conditions including remuneration as set out below:

**a. Salary:**

Rs.12,90,000 p.a.(Rupees Twelve Lakhs Ninety Thousand) with power to the Board of Directors to revise and fix the salary from time to time upto a sum not exceeding Rs. 15,00,000 p.a.(Rupees Fifteen Lakhs)





**b. Perquisites and Allowances:**

1. The Director - Sales shall be entitled to perquisites like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowance, car allowance, performance incentive, Reimbursement of water, Gas and Electricity bills at residence, medical expenses for self and his family including dependents and all other payments in nature of perquisites and allowances as agreed by the Board of Directors subject to ceiling of Rs.23,00,000 p.a.(Rupees Twenty Three Lakhs) and the applicable premium payable on the Company's policies towards mediclaim and personal accident insurance.

**Explanation**

"Family" here means the spouse, dependent children, dependent Parents of the Director – Sales

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purposes and Telephone at residence and Cell Phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imbursement of ordinary medical expenses, in case of hospitalisation of the Director - Sales, the Board of Directors shall have the discretion to re-imburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs.23,00,000 p.a.in any financial year.

2. Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

4.The Director – Sales shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

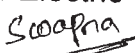
RESOLVED FURTHER THAT pursuant to the Article 160 of the Articles of Association of the Company read with section 152 of the Companies Act, 2013, Mr. Anand B Hunnur shall not be liable to retire by rotation so long as he continues as Whole-time director, unless he is required to retire by rotation in terms of the Article 160 of the Articles of Association of the Company so as to meet the requirements of the section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out above, be paid to Mr. Anand B Hunnur during the term of his office, despite the company incurring loss or profits of the company being inadequate to pay such a remuneration during the term of his office.

All the above resolutions, which were put to vote, were passed with requisite majority.

Place: Bangalore  
Date: October 20, 2014

For Kirloskar Electric Co. Ltd.,

  
K.S. Swapna Latha  
General Manager (Legal) &  
Company Secretary

sd/-  
Chairman