



KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Enriching Lives

NOTICE

NOTICE is hereby given that the 95th 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 Monday, the 27th day of July, 2015 at 11.00 a. m. to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Boards' Report and Audited Financial Statements as at March 31, 2015 and the Auditors' Report thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Alok Kirloskar (DIN 05324745), 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. Kishor Anant Chaukar (DIN 00033830), who was appointed by the board as an Additional Director with effect from April 27, 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of a 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 April 26, 2020.

RESOLVED FURTHER THAT Mr. Kishor Anant Chaukar shall not be considered as a director liable to retire by rotation unless he is disqualified to be an Independent Director before the expiry of five years, 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 consent of the Members of the Company be and is 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, who was appointed by the Board for the year 2015-16 as per the provisions of the Companies Act, 2013 and the Rules made there under, upto ₹ 7,00,000/-



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(Rupees Seven Lacs only) p.a. excluding service tax and other taxes as may be applicable 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 : April 27, 2015

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 in the aggregate not more than 10% of total share capital of the Company carrying voting rights. 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. Every member entitled to vote at this meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, 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'), statement of material facts in respect of Item Nos. 5 & 6 above are annexed.
3. The Register of Members and Share Transfer Books shall be closed on Monday, July 20, 2015 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 August 26, 2015, 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), Central Depository Services (India) Limited (CDSL) and to all those Members holding shares in physical form on Monday, July 20, 2015.
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 Central Government. Accordingly, the unclaimed dividend for the financial year 2006-07 has been transferred to IEPF. The unpaid/unclaimed final dividend for the financial years 2007-08 onwards will become transferable at



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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:

| Year | Type of dividend | Dividend in ₹ per share | Date of declaration | Due Date of transfer to the IEPF Account |
|-------------|-------------------------|--------------------------------|----------------------------|---|
| 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 |
| 2013 - 14 | Final | 2.50 | 25-Sep-14 | October, 2021 |

In terms of the IEPF (Uploading of Information regarding unpaid dividend amount lying with the Companies) Rules, 2012, the details of unclaimed dividend up to 2012-13 have been uploaded on Company's website 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 2007-08 onwards before the respective amounts become due for transfer to IEPF.

7. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the time of Annual General Meeting.
8. Register of Contract in which the directors are interested, as maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the time of Annual General Meeting.
9. The documents relating to the item No. 5 of Special Businesses which are mentioned under statement setting out material facts are available for inspection by the Members of the Company at its Registered Office during business hours on any working day (excluding Saturday & Sunday) of the Company.
10. 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.
11. Members of the Company and/or their proxies only 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 carry their Folio No./Client Id and DP Id for easy identification.

12. Since, Company's shares are in compulsory dematerialized 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 dematerialized at the earliest.
13. Members having multiple folios are requested to intimate to the Company / R&T Agent, such folios, to consolidate all shareholdings into one folio.



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14. 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.
15. 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.
16. 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, 2nd 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
17. 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.
18. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, 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:

19. The notice of the Annual General Meeting is being sent to the Members, whose names appear in the Register of Members as on Friday, June 19, 2015. The cut-off date for entitlement of voting rights for the purpose of e-voting (either remotely or at the meeting) shall be considered on the paid up value of shares registered in the name of the shareholders in case of 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) on Monday, July 20, 2015 and to all those Members holding shares in physical form on Monday, July 20, 2015, only.
20. The Board has appointed Mr. Devendra Deshpande, a Practicing Company Secretary, Pune as a Scrutinizer to scrutinize the voting by electronic mode and ballot in accordance with the law and in a fair and transparent manner.
21. The remote e-voting shall commence on Thursday, July 23, 2015 at 9.00 a.m. and end on Sunday, July 26, 2015 at 5.00 p.m. Remote e-voting shall not be allowed beyond Sunday, July 26, 2015 after 5.00 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 July 20, 2015, may cast their vote electronically. The remote e-voting shall be blocked by NSDL for voting after 5.00 p.m. on Sunday, July 26, 2015.



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The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Please note that a Member whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the Depositories, as on July 20, 2015, only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting for resolutions set out in the Notice.

22. 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 along with the notice of the meeting. Please note that the password is an initial password and needs to be changed on initial login.
- ii. If you are already registered with NSDL for e-voting, then you can use your existing user-Id & password for login.
- 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. Password Change menu appears. Please 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 devendracs@gmail.com with a copy marked to evoting@nsdl.co.in.

23. 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.

24. For those who have acquired the shares and become members of the Company after dispatch of notice and are entitled on the cut-off date i.e. July 20, 2015 for voting, may write to the Company at designated email id grievance.redressal@kbl.co.in or Mr. Rajiv Ranjan, Assistant Manager, NSDL at his designated email IDs: evoting@nsdl.co.in or rajivr@nsdl.co.in for obtaining user ID and password which would be sent to them



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forthwith in the manner mentioned above. Alternatively, you may contact the Company at 020-27211030/67211030 or NSDL at 022 – 24994738 and lodge the request.

Please also note that in case you are already registered with NSDL for remote e-voting, you can use your existing user ID and password for casting your vote electronically.

25. Member may participate in the Annual General Meeting even after casting his vote through remote e-voting but shall not be allowed to vote again at the meeting. Kindly note that vote once cast cannot be modified. In case of double voting, vote cast through remote e-voting shall be considered.
26. 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.
27. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and not later than 3 days of the conclusion of the meeting, make a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or any person authorised by him in writing, who shall countersign the same.
28. The result of the resolutions shall be declared by the Chairman or the authorised person forthwith on receipt of the Scrutinizer's report.
29. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.kirloskarpumps.com and simultaneously at www.evoting.nsdl.com and shall be sent to BSE Limited and National Stock Exchange of India Limited for displaying on their website.
30. The notice has been uploaded on the website of the Company and NSDL.

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

Sandeep Phadnis
Company Secretary

Pune : April 27, 2015



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ANNEXURE TO THE NOTICE OF 95th ANNUAL GENERAL MEETING

Statement of material facts as required under Section 102 of the Companies Act, 2013.

Item No. 5

The Board of Directors of the Company in its meeting held on April 27, 2015 has appointed Mr. Kishor Anant Chaukar, as an Additional Director in category as an Independent Director for a period of 5 years with effect from April 27, 2015, subject to shareholders approval.

In the Board's opinion and as recommended by the Nomination and Remuneration Committee, the proposed Independent Director fulfills the conditions specified in the Companies Act, 2013, read with applicable rules and Clause 49 of the listing agreement and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. The proposed Director is independent of the Management. As per the required disclosures received from Mr. Kishor Anant Chaukar, he fulfills the criteria of Independent director as mentioned under Section 149(6) of the Companies Act, 2013.

The notice along with requisite deposit has been received from a member of the Company proposing his candidatures for the office of director.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed resolution except the concerned individual director and his relatives. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

The draft appointment letter of the above proposed independent Director setting out the terms and conditions and statutory disclosures 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 this resolution.

The profile of the proposed Independent Director along with other disclosures as required under the Listing Agreement is given hereunder.

Brief Profile:

Mr. Kishor A. Chaukar is an Additional Director in the category of an Independent Non-Executive Director. He holds a BA degree in Economics from Karnataka University and a Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He also holds a DEA in Rural Economics from the University of Dijon, France. He is associated with Tata group for more than 15 years. He retired as the Managing Director of Tata Industries Limited (TIL), in August 2012. TIL is one of the two principal holding companies of the Tata Group, India's largest and the best-known conglomerate. TIL acts as the new projects-promotion arm of the Group, and spearheads the entry of the Group in the emerging high-tech and sunrise sectors of the economy.

Mr. Chaukar was a member of the Tata Group Corporate Centre engaged in strategy formation at the House of Tata. Mr. Chaukar also chaired for several years the Tata Council for Community Initiatives (TCCI) – the nodal forum of the Group on matters related to Corporate Sustainability, and was a member of the Board and Advisory Board of some national and international organizations in the Corporate Sustainability and Human Rights space.

Mr. Chaukar is a Member of the Boards of several Tata companies and the Chairman of Tata Teleservices (Maharashtra) Limited. Mr. Chaukar is also a Trustee of BAIF Development Research Foundation.

Prior to joining Tatas, Mr. Chaukar was a Managing Director of ICICI Securities & Finance Company Limited (July 1993 to October 1998) and a member of the Board of Directors of ICICI Limited from February 9, 1995 to October 15, 1998. During 1975-85, he served as an Executive Secretary of Bharatiya Agro Industries Foundation, an NGO engaged in extending relevant technology into rural India for generating economically remunerative employment.



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He is a director in the following companies (excluding Section 8 and foreign company);

- Tata Auto Comp Systems Limited
- Tata Investment Corporation Limited
- Praj Industries Limited
- Tata Trustee Company Limited
- Tata Communications Limited
- Tata Petrodyne Limited
- Tata AIA Life Insurance Company Limited
- Tata Teleservices (Maharashtra) Limited

Committee position:

- Tata Auto Comp Systems Limited
 - Audit Committee – Member
- Tata Communications Limited
 - Nomination and Remuneration Committee – Member
 - Stakeholders' Relationships Committee – Chairman
 - Corporate Social Responsibility Committee – Chairman
 - Risk Management Committee – Chairman
- Tata Petrodyne Limited
 - Audit Committee – Member
- Praj Industries Limited
 - Corporate Social Responsibility Committee – Chairman
- Tata AIA Life Insurance Company Limited
 - Corporate Social Responsibility Committee – Member
- Tata Trustee Company Limited
 - Audit Committee – Member
 - Corporate Social Responsibility Committee – Member
- Tata Teleservices (Maharashtra) Limited
 - Nomination and Remuneration Committee – Member
 - Corporate Social Responsibility Committee – Member

Presently, he is not holding any share of the Company.

The Board recommends the passing of this resolution.

Item No. 6

In terms of Section 148 of the Companies Act, 2013 and the Central Government's notification dated June 30, 2014 prescribing 'The Companies (Cost Records and Audit) Rules, 2014' and the 'Companies (Cost Records and Audit) Amendment 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., Pune, as 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 2015-16.

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

The Board recommends the passing of this resolution.

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

Sandeep Phadnis
Company Secretary

Pune : April 27, 2015



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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 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, 2nd 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 : April 27, 2015

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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 1st 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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Dear Shareholders,

Sub : Transport arrangements for Annual General Meeting to be held on July 27, 2015

As you are aware, the Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, July 27, 2015 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 July 20, 2015 through letter or at following e-mail id/ phone :

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

On July 27, 2015, 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 : April 27, 2015

(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 1136

95th ANNUAL GENERAL MEETING on JULY 27, 2015 at 11.00 a.m.

ATTENDANCE SLIP

| | | | |
|---|------------------------------|----------------------|--|
| Name and address of the member(s) | | | |
| Joint Holder 1 Joint Holder 2 | | | |
| Registered Folio / DP ID & Client ID | | No. of Shares | |
| I/We hereby record my/our presence at the 95 th Annual General Meeting of the Company at "Yamuna", Survey No.98 (3-7) Baner, Pune – 411 045 on Monday, the 27 th day of July, 2015 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. | | | |
| ELECTRONIC VOTING PARTICULARS | | | |
| EVEN (Electronic Voting Event Number) | User ID | Password | |
| | | | |

Note: Please read the instructions printed under the Note No. 22 to the Notice of 95th Annual General Meeting before exercising your vote.

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

| | |
|--|---|
| <h2 style="margin: 0;">KIRLOSKAR BROTHERS LIMITED</h2> <p style="margin: 0;">(CIN: L29113PN1920PLC000670)</p> <p style="margin: 0;">Registered Office :Udyog Bhavan, Tilak Road, Pune – 411 002</p> <p style="margin: 0;">E-mail: grievance.redressal@kbl.co.in Website: www.kirloskarpumps.com Phone – 020 2721 4444 / 6721 4444 Fax – 020 6721 1136</p> <p style="margin: 0;">95th ANNUAL GENERAL MEETING on JULY 27, 2015 at 11.00 a.m.</p> | |
| Name of the member(s)..... | PROXY FORM |
| 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 95 th Annual General Meeting of the Company, to be held on Monday, the 27 th day of July 2015 at 11:00 a.m. at "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 |
| Ordinary Business | |
| 1. | Adoption of Board's Report and Audited Financial Statements as at March 31, 2015 and Auditors Reports thereon. |
| 2. | To declare dividend on equity shares. |
| 3. | Re-appointment of Mr. Alok Kirloskar (DIN 05324745), who retires by rotation and being eligible, offers himself for re-appointment. |
| 4. | Appointment of 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. | Appointment of Mr. Kishor Anant Chaukar (DIN 00033830), as an Independent Director. |
| 6. | Approval of remuneration payable to the Cost Accountant of the Company for the period 2015-16. |

Signed this day of, 2015

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.

| |
|------------------------------------|
| Affix Revenue Stamp Re. 1 |
|------------------------------------|