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KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

NOTICE

NOTICE is hereby given that the 96th Annual General Meeting of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held at "Yamuna", Survey No.98 (3-7), Baner, Pune – 411 045 on Thursday, the 21st day of July, 2016 at 11.00 a.m. to transact the following business : -

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the Financial Year ended March 31, 2016 together with the Report of the Auditors' and Board of Directors thereon and Consolidated financial statements of the Company for the Financial Year ended March 31, 2016.
2. To confirm payment of Interim Dividend @ 25% i.e. ₹ 0.50 paise per Equity Share of ₹ 2/- each in the month of March, 2016 as Final Dividend for the Financial Year 2015-16.
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 M/s P. G. Bhagwat, Chartered Accountants (Firm Reg. No. 101118W) as Statutory Auditors and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations, approval of the Members be and is hereby accorded to the payment and distribution of the sum not exceeding (one) 1% of the net profits of the Company, calculated in accordance with the provisions of applicable sections of the Companies Act, 2013 by way of commission to and amongst the Directors of the Company or some or any of them (other than Managing/Executive Director(s), if any) in such proportion and manner as the Board may from time to time, determine and such payments shall be made in respect of the net profits of the Company and the payment of such sum shall be in addition to the sitting fees in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), the consent of the Members of the



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Company be and is hereby accorded to the payment of ₹ 1,000,000 /- (Rupees Ten Lakhs only), to Mr. S. N. Inamdar, (Non Executive Independent Director) during the year 2015-16, for availing professional legal services, over and above the remuneration and the sitting fees, to which he is entitled as a Director.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and as per the provisions of Schedule V to the said Act, the Articles of Association of the Company read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as recommended by the Board, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Sanjay C. Kirloskar as a Managing Director of the Company with effect from November 19, 2015 for a period of 5 (five) years, to perform the duties that may be delegated by the Board from time to time, subject to overall supervision and control of the Board of Directors and upon all other terms and conditions as set out in the agreement entered into between the Company and Mr. Sanjay C. Kirloskar and on the remuneration as set out below :-

Salary : ₹ 750,000/- (Rupees Seven Lacs Fifty Thousand only) per month, to be reviewed by the Board every year.

Perquisites :

- a. Fully furnished/unfurnished residential accommodation. Where no accommodation is provided by the Company, suitable House Rent Allowance in lieu thereof may be provided.

The expenses on furnishings, gas, electricity, water and other utilities and repairs if any, shall be borne by the Company.
- b. Reimbursement of all medical expenses incurred for self and family.
- c. Leave Travel Assistance for self and family as per Company rules.
- d. Fees of clubs which will include admission and life membership fees.
- e. Personal accident insurance, premium whereof does not exceed ₹ 25,000/- per annum.
- f. Provision of service staff at residence.
- g. Car with driver for official and personal purpose.
- h. Telephone including mobile and fax facilities at residence.
- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund.
- j. Gratuity at the rate not exceeding 30 days salary for each completed year of service, and
- k. Leave at the rate of one month for every eleven months of service. Leave not availed of may be encashed.



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“Family” for the above purpose means the spouse, dependent children and dependent parents of the Managing Director.

Perquisites shall be valued as per the provisions of the Income Tax Rules.

Commission:

Commission shall be decided by the Board of Directors based on the net profits of the Company for each year subject to the condition that the aggregate remuneration to the Managing Director shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

Minimum Remuneration:

In the event of loss or inadequacy of profits in any Financial Year during the currency of his tenure as Managing Director, the payment of salary, perquisites and other allowances shall stand reduced to the limits prescribed in Schedule V of the Companies Act, 2013 as minimum remuneration, subject to other restrictions etc. from time to time.

The Managing Director shall not be paid any sitting fees for attending the meetings of Board of Directors or any Committee thereof during his tenure in office.

In terms of Section 152(6) read with Articles of Association of the Company, the Managing Director shall be liable to retire by rotation in case the number of directors liable to retire by rotation is / are less than 2/3rd of the total directors (excluding Independent Directors) liable to retire by rotation.

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

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

“RESOLVED THAT 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 2016-17 as per the provisions of the Companies Act, 2013 and the Rules made thereunder, upto ₹ 750,000/- (Rupees Seven Lacs Fifty Thousand 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 : May 10, 2016



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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. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for another person or shareholder. The instrument of proxy duly filled, stamped and signed should be lodged at the Registered Office of the Company not less than forty eight hours before the commencement of 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, at the place of the meeting.

2. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), statement of material facts in respect of Item Nos. 5-8 above are annexed.
3. 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 (seven) 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 2007-08 has been transferred to IEPF. The unpaid/ unclaimed final dividend for the Financial Years 2008-09 onwards will become transferable at the end of 7 (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
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
2014 - 15	Final	0.50	27-Jul-15	August, 2022



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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 2013-14 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 2008–09 onwards before the respective amounts become due for transfer to IEPF.

4. 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.
5. 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.
6. The documents relating to the item No. 7 of Special Business which are mentioned under statement setting out material facts are available for inspection by the Members at its Registered and Corporate Office of the Company during business hours on any working day (excluding Saturday and Sunday) on prior notice.
7. In case, Members wish to ask for any information about the accounts or operations of the Company, they are requested to send their queries, in writing, at least 7 (seven) days before the date of the meeting, so that the information can be made available at the time of the meeting.
8. 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/Proxies are requested to carry their Folio No. / Client Id and DP Id for easy identification.

9. Since, Company's shares are in compulsory dematerialized trading mode, 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.
10. Members having multiple folios are requested to intimate to the Company / Registrar and Transfer (R&T) Agent, such folios, to consolidate all shareholdings into one folio.
11. 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.
12. 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 in the year 2010. 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.
13. The Company has appointed M/s Link Intime India Private Limited as the 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



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14. As per the requirement of Listing Regulations, 2015, 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) and transferor(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.
15. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 as amended and in terms of Regulation 44 of Listing Regulations, 2015 all the businesses i.e. Ordinary and Special may be transacted through electronic voting system (remote e-voting), which is being provided by the Company or by ballot paper at the venue of the Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility, which is available at the link <https://www.evoting.nsdl.com>. The instructions for remote e-voting are given herein below.

E- Voting instructions:

16. 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 10, 2016. 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 NSDL and Central Depository Services (India) Limited (CDSL) on Thursday, July 14, 2016 and to all those Members holding shares in physical form on Thursday, July 14, 2016, only.
17. The Board has appointed Mr. S.V. Deulkar, Partner, S.V.D. & Associates, Practicing Company Secretary, Pune as a Scrutinizer to scrutinize the voting by electronic mode and by ballot in accordance with the law in a fair and transparent manner.
18. The remote e-voting shall commence on Monday, July 18, 2016 at 9.00 a.m. and end on Wednesday, July 20, 2016 at 5.00 p.m. Remote e-voting shall not be allowed beyond Wednesday, July 20, 2016 after 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 14, 2016, may cast their vote electronically. The remote e-voting shall be blocked by NSDL for voting after 5.00 p.m. on Wednesday, July 20, 2016.

The Chairman shall, at the 96th Annual General Meeting (AGM), at the end of discussion on the resolutions as mentioned in the Notice, 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 the cut-off date i.e. July 14, 2016, only shall be entitled to avail the facility of remote e-voting or voting at the AGM for resolutions set out in the Notice.

19. In case of Members, who have registered their e-mail IDs with the Company :
 - i. You will receive an e-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.



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- iii. For voting, you should log on to <https://www.evoting.nsdl.com> and click on 'Shareholder – Login' during the period mentioned in point No. 18 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 deulkarcs@gmail.com with a copy marked to evoting@nsdl.co.in.
20. In case of other Members:
- You will receive user ID and password at the bottom of the Attendance slip. Please follow steps from 19 (ii) to (xi) for casting vote electronically.
21. 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 14, 2016 for voting, may write to the Company at designated email id grievance.redressal@kbl.co.in or Mr. Rajiv Ranjan, Assistant Manager NSDL at their designated email ids: evoting@nsdl.co.in or rajivr@nsdl.co.in for obtaining user ID and password which would be sent to them forthwith in the manner mentioned above. Alternatively, you may reach the Company at 020-2721 1030/6721 1030 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, please use your existing user ID and password for casting your vote electronically.
22. Members may participate in the AGM even after casting their 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. Please note that a person who is not a Member as on the cut-off date i.e. July 14, 2016 and who is in receipt of the Notice may treat this for information purpose only.
23. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at 'Downloads' section of www.evoting.nsdl.com.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 (three) days of the conclusion of the meeting, make a



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consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

25. The result of the resolutions shall be declared by the Chairman forthwith on receipt of the Scrutinizer's report.
26. 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 the same on their website.
27. The Notice has been uploaded on the website of the Company and NSDL.

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

A handwritten signature in black ink, appearing to read "Sandeep Phadnis".
Sandeep Phadnis
Company Secretary

Pune : May 10, 2016



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ANNEXURE TO THE NOTICE OF 96th ANNUAL GENERAL MEETING

I. **Details of Directors Seeking Appointment/ Re-Appointment as required under Regulation 36 of the Listing Regulations, 2015 and Secretarial Standards (SS-2)**

Mr. Alok Kirloskar (32) retires by rotation and being eligible, offers himself for re-appointment. He is a Bachelor of Science in Business Administration with concentration in Finance from Carnegie Mellon University, Pittsburgh, PA, USA. He had the honor to be on the Dean's list for his academic excellence throughout the course.

He is a Non-Executive Director on the Board of Kirloskar Brothers Limited, appointed with effect from July 18, 2012. He is son of Mr. Sanjay C. Kirloskar, Chairman and Managing Director of the Company.

Mr. Alok Kirloskar is with the organization from September, 2007. During his tenure with the Company, Mr. Alok Kirloskar was first entrusted with responsibilities of international marketing business and he acquainted himself with the functioning of various departments / sectors. Later, he was head of the Industry Sector of the Company.

Before joining the Company, he had worked with Sonasoft Corporation (Microsoft GPC) at San Jose, California, USA as Business Development Manager. He had also interned at Nasa Girvan Institute of Technology, Santa Clara, USA and Toyota Motor Corporation, Torrance, USA in the summers of 2003 and 2004.

Mr. Alok S. Kirloskar is presently a Managing Director of SPP Pumps Limited, Company's step down subsidiary company and he is also on the Board of Kirloskar Brothers International B.V. and few other step down subsidiaries. He is not a member of any other Committees of the Board.

He holds 6,817 (0.00%) of equity shares of ₹ 2/- each of the Company.

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

Item No. 5

Taking into account the responsibilities of the Directors, it is proposed that in terms of Section 197 read with 198 and rules and regulations thereunder, the Directors of the Company (other than Managing/ Executive Director(s), if any be paid, commission not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company. The commission will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

All Non Executive Directors and their relatives are concerned or interested, financially or otherwise, to the extent of amount of the commission. Chief Financial Officer and Company Secretary and their relatives are not deemed to be concerned or interested, financially or otherwise.

The Board recommends the passing of this resolution as a Special Resolution.

Item No. 6

Mr. Shrikrishna Narhar Inamdar is a Non Executive Independent Director of the Company. He is commerce and law graduate and a leading Advocate and Tax Consultant. He has been practicing as an Advocate both on original and appellate side of the Bombay High Court for last 40 years. He has specialization in Tax and allied laws and presently, a Senior Advocate at Bombay High Court.



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His long experience in the corporate taxation and appellate matters helped the Company to deal in such matters. The Company had availed his professional services during the Financial Year 2015-16.

Pursuant to Regulation 17(6)(a) of the Listing Regulations, 2015, the approval of Members is sought for the payment of fees paid for aforementioned professional services during the Financial Year 2015-16.

Mr. S. N. Inamdar is concerned or interested in the resolution, financially or otherwise, to the extent of the professional fees paid to him. No other Director or Key Managerial Personnel (KMP) and their relatives are deemed to be concerned or interested, financially or otherwise in the resolution.

The Board recommends the passing of this resolution as an Ordinary Resolution.

Item No. 7

The Board of Directors of the Company at its meeting held on October 28, 2015 has appointed Mr. Sanjay C. Kirloskar as Managing Director for a period of 5 (five) years with effect from November 19, 2015 on the terms and conditions set out in the Managing Director agreement, subject to the Members' approval. The terms and conditions of the Managing Director agreement remain same except for Salary which is now ₹ 750,000/- p.m. which was earlier ₹ 500,000/- p.m. The copy of the said agreement is available for inspection by the Members at Registered and Corporate Office of the Company during business hours on any working day (excluding Saturday and Sunday) on prior notice.

Mr. Sanjay C. Kirloskar (59) did his graduation in Mechanical Engineering from the Illinois Institute of Technology, Chicago U.S.A. in 1978. He underwent practical training in a number of Kirloskar group companies. He held the positions of Vice President Operations at Kirloskarvadi factory and Executive Vice President of the Company. Presently Mr. Sanjay C. Kirloskar is the Chairman and Managing Director of the Company.

He was appointed on the Board of the Company on November 19, 1985 and currently is also a Director on the boards of Kirloskar Ebara Pumps Limited, Kulkarni Power Tools Limited, Kirloskar Proprietary Limited, Prakar Investments Private Limited, Asara Sales & Investments Private Limited, SPP Pumps Limited, UK and Kirloskar Brothers International B.V., The Netherlands.

Mr. Sanjay C. Kirloskar attended all the 5 (five) Board meetings of the Company held during the year 2015-16.

The details of his membership/chairmanship in Companies are as follows:

Name of the Companies	Name of the Committees	Chairman/ Member
Kirloskar Ebara Pumps Limited	Audit Committee	Chairman
	Share Transfer Committee	Chairman
	Nomination & Remuneration Committee	Member
Kirloskar Proprietary Limited	Remuneration Committee	Member
Kirloskar Brothers Limited	Stakeholders' Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
	Nomination & Remuneration Committee	Member

Presently, he is holding 17,436,733 (22.01%) equity shares of ₹ 2/- each of the Company [15,812,118 (19.91%) equity shares in individual capacity; 3,015 (0.00%) equity shares as trustee of C. S. Kirloskar Testamentary Trust and 1,663,100 equity shares as trustee of KBL Employee Welfare Trust Scheme.]

Except he and Mr. Alok Kirloskar, his son, 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.



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Taking into consideration the progress made by the Company under the leadership of Mr. Sanjay C. Kirloskar as a Managing Director, the approval of Members is sought for the re-appointment of Mr. Sanjay C. Kirloskar as Managing Director of the Company.

The Board recommends the passing of this resolution as an Ordinary Resolution.

Item No. 8

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 2016-17.

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

The Board recommends the passing of this resolution as an Ordinary Resolution.

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

A handwritten signature in black ink, appearing to read 'S. Phadnis'.

Sandeep Phadnis
Company Secretary

Pune : May 10, 2016

Route Map for Venue of Annual General Meeting.

Kirloskar Brothers Limited

'Yamuna', Survey No. 98/(3-7)

Baner, Pune – 411 045





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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 : pune@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 : May 10, 2016

-----**TEAR HERE**-----

E-COMMUNICATION REGISTRATION FORM

(For shares in physical mode)

Kirloskar Brothers Limited

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

Folio No. :

Name of the 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 21, 2016

As you are aware, the Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, July 21, 2016 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 AGM.

Shareholders who wish to avail this facility are requested to register their names before July 13, 2016 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 21, 2016, 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 : May 10, 2016

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

Name/s of shareholder/s/Proxy

Folio No./DP ID & Client ID

Signature/s

TEAR HERE

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