



KIRLOSKAR ELECTRIC COMPANY LTD.,

Sect./27/2016
September 14, 2016

To,
The Secretary,

NATIONAL STOCK EXCHANGE OF INDIA LTD

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051
Symbol – KECL
Series – EQ

BSE LTD.

Stock Exchange Towers,
Floor 25, PJ Towers,
Dalal Street,
Mumbai – 400 051
Scrip Code 533193
Scrip ID KIRELECT

Dear Sir,

This is to inform that for the purpose of the 69th Annual General Meeting of the Company (AGM) convened to be held on September 26, 2016, the Register of members and the Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Monday, September 26, 2016 (both days inclusive).

Further, in terms of Section 108 of the Company Act, 2013 read with Rule 20(3) (vii) of the Companies (Management & Administration) Rules, 2014, the Company has fixed September 21, 2016 as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 69th AGM. Consequently, the cut-off date would record the entitlement of the shareholders who do not cast their vote electronically to cast their vote at the 69th AGM on September 26, 2016. Further details are mentioned in the notice of the AGM which is enclosed hereto.

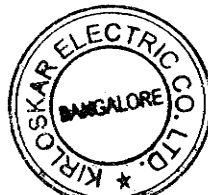
The Company would be availing e-Voting services of Central Depository Service (India) Limited (CDSL).

It is requested that the above may please be taken on record.

Thank you.

Yours sincerely,
For Kirloskar Electric Company Limited


Chinmoy Patnaik
Associate Vice President – Legal & Company Secretary



P.B. No. 5555, Malleswaram West, Bangalore - 560 055, India
T +91 80 2337 4865 / 2337 8901 F +91 80 2337 7706
Customer Care No. : 1800 3010 1555, website : www.kirloskar-electric.com
Regd. Office : Industrial Suburb, Rajajinagar, Bangalore - 560 010.
CIN: L31100KA1946PLC000415

NOTICE

NOTICE is hereby given that the **SIXTY NINTH ANNUAL GENERAL MEETING ("AGM")** of the members of **KIRLOSKAR ELECTRIC COMPANY LIMITED** will be held at Vivanta by TAJ, 2275, Tumkur Road, Yeshwantpur, Bengaluru, Karnataka 560 022, on Monday, September 26, 2016 at 10.00 A.M. to transact the following business:

1. Adoption of financial statements.

To adopt audited annual financial statement (including the audited annual consolidated financial statement) of the company for the year ended 31st March, 2016 together with the reports of the Board of directors ("the Board") and auditors thereon.

2. Appointment of auditors.

M/s. B. K. Ramadhyani & Co. LLP (LLP registration No. AAD-7041) Chartered Accountants, Bengaluru, and M/s Sunder & Associates, Chartered Accountants, Malaysia, are holding offices as auditors of the company and of the company's sales office at Kuala Lumpur, Malaysia, respectively, for the financial year 2015 – 16, whose offices shall expire at the conclusion of this AGM.

Based on the recommendation of the audit committee, the Board of directors at its meeting held on August 12, 2016 has, subject to the approval of the members, appointed them as auditors of the company to hold offices from the conclusion of this AGM until the conclusion of the next AGM.

Members are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

"RESOLVED THAT M/s. B. K. Ramadhyani & Co. LLP, (LLP Regn. no- AAD-7041), Chartered Accountants, Bengaluru, the retiring auditors, are hereby appointed as auditors of the company in terms of the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of this AGM until the conclusion of the next AGM of the company and that the Board of directors of the company is hereby authorized to fix their remuneration.

RESOLVED FURTHER THAT M/s. Sundar & Associates (A.F No.1172), Chartered Accountants, Malaysia, the retiring auditors, of the company's sales office at Kuala Lumpur, Malaysia, are hereby appointed as auditors of the sales office in Malaysia pursuant to Section 143 read with Section 139, 142 and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of this AGM until the conclusion of the next AGM of the company and that the Board of directors of the company is hereby authorized, to fix their remuneration.

RESOLVED FURTHER THAT the Board of directors is hereby empowered to do all such acts and take all such steps as may be necessary, expedient or proper to give effect to foregoing resolution."

3. Appointment of Mrs. Meena Kirloskar as a director liable to retire by rotation.

To appoint a director in place of Mrs. Meena Kirloskar (DIN: 00286774) who retires by rotation and, being eligible, seeks reappointment.

Members are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT Mrs. Meena Kirloskar (DIN: 00286774), who retires by rotation pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, is hereby reappointed as a director liable to retire by rotation."

SPECIAL BUSINESS

4. Appointment of cost auditors

M/s. Rao, Murthy & Associates (Firm Regn no. 000065), Cost Accountant, were appointed as cost auditors of the company for the previous financial year 2015 -16. The audit fees payable to the cost auditors for the financial year 2015-16 is ₹ 4,50,000/-, which requires ratification by the members of the company. Further, based on the recommendation of the audit committee, the Board of directors at its meeting held on August 12, 2016 has, subject to the approval of the members of the company, approved their appointment as cost auditors for the financial year 2016 -17.

Members are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended, consent of the company is hereby accorded to the appointment of M/s Rao, Murthy & Associates, Cost Accountants, as the cost auditors of the company for the financial year ending March 31, 2017 and the Board of directors is hereby empowered, to fix their remuneration.

RESOLVED FURTHER THAT a sum of ₹ 4,50,000/- is hereby approved for payment towards cost audit fees for the financial year 2015 -16.

RESOLVED FURTHER THAT the Board of directors is hereby empowered to do all such acts and take all such steps as may be necessary, expedient or proper to give effect to foregoing resolution."

Explanatory Statement in terms of the provisions of section 102 of the Companies Act, 2013 is annexed hereto.

5. Appointment of Dr. Ashok Misra as an independent director

The Board of directors of the company at its meeting held on November 5, 2015, has appointed, subject to the approval of the members of the company, Dr. Ashok Misra (DIN-00006051) as an independent director of the company for a period of consecutive five years.

Members are requested 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013, the rules there under read with Schedule IV thereto & applicable regulations of SEBI (LODR) Regulations), consent of the company is hereby granted to the appointment of Dr. Ashok Misra (DIN-00006051), as an independent director of the company for a period of five (5) consecutive years effective from November 5, 2015 and he shall not be liable to retire by rotation.”

Explanatory Statement in terms of the provisions of section 102 of the Companies Act, 2013 is annexed hereto.

only by way of speed post and to determine the amount of fees to be paid by him for the same.

Accordingly, members are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT the consent of the company be and is hereby accorded to serve all or any document(s), as defined under sub section (36) of section 2 of the Companies Act, 2013, to any member of the company through the requested mode of service for a fees not exceeding Rs. 1,000/- per document as the Board of directors may decide.”

“RESOLVED FURTHER THAT the Board of directors be and is hereby empowered to sub delegate the power to fix the fees to the stakeholder relationship committee or any officer of the company.”

Explanatory Statement in terms of the provisions of section 102 of the Companies Act, 2013 is annexed hereto.

By order of the Board of directors,
For **KIRLOSKAR ELECTRIC COMPANY LIMITED**

6. **Service of Documents:**

A member of the company has communicated and requested the company to serve upon him all documents

Place: Bengaluru
Date: August 12, 2016

Vijay R Kirloskar
Executive Chairman
DIN: 00031253

NOTES:

- (a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
The proxy form duly completed and signed should be deposited at the corporate office not later than 48 hours before the commencement of the AGM. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total Share Capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy of any other person or member.
A proxy form is attached herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- (c) During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
- (d) Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
- (e) For the purpose of AGM, the share transfer books and Register of Members of the company will remain closed from September 23, to September 26, 2016 (both the days inclusive).
- (f) Documents relating to any of the items mentioned in the Notice and the Explanatory Statement thereto are open for inspection at the Registered Office of the company on any working day during business hours.
- (g) Members requiring information on the accounts and operations of the company are requested to write so as to reach the company at least seven days before the date of the AGM to enable the company to furnish the information.

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- (h) Members holding share(s) either singly or jointly in identical order in more than one folio are requested to write to the company enclosing the share certificates to enable the company to consolidate their holdings in one folio.
- (i) Members holding shares in physical form are requested to notify any change of their addresses timely to the company's Registrar and Share Transfer Agent, i.e Integrated Enterprises (India) Limited, No.30, Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bengaluru – 560003 (“RTA”). Members holding shares in the electronic form are advised to notify any change in their address to the concerned depository participants.
- (j) **To support Green Initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
- (k) Members desirous of making a nomination in respect of their shareholdings in the company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form No SH.13 duly completed to the secretarial department of the company.
- (l) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the company.
- (m) Electronic copy of the Annual Report for the year ended March 31, 2016 and Notice of the AGM are being sent to all the members whose email IDs are registered with the company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year ended March 31, 2016 are being sent in the permitted mode. A copy of the notice of the AGM and annual report are also available for download from the website of the company at www.kirloskar-electric.com.
- (n) The physical copies of the annual report for the year ended March 31, 2016 and Notice of the AGM will also be available at the company's Registered Office in Bengaluru for inspection on any working day during business hours. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request, by post free of cost. For any communication, the members may also send requests to the Company's investor *email id: investors@kirloskar-electric.com*
- (o) Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the company has provided a facility to its members to exercise their votes electronically through e - voting service arranged through Central Depository Services (India) Limited (“CDSL”). The facility to cast votes through ballot papers will also be made available at the AGM and members attending personally or through proxy, who have not cast/ exercised their rights to vote by remote voting shall be able to exercise their right to vote at the AGM. Members who have cast their votes through remote voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes. The instructions for remote voting are provided herein. Mr. Swaroop Suryanarayana, Practising Company Secretary, (ACS No.27907/PCS No. 9997) Partner of M/s. Swaroop, Ravishankar & Associates, Company Secretaries, Bengaluru, has been appointed as scrutinizer for the purpose of voting.

Procedures for e-voting are as under:

- (i) The voting period will begin on September 23, 2016 (from 9.00 A.M) and will end on September 25, 2016 (at 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, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for e-voting facility is September 21, 2016 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the company after of the Notice of the AGM and holding shares as on the cut-off date is requested to contact company's RTA to get the details relating to his/her user-id and password. Members may call the RTA through telephone number +91-80-23460815-818 or send an email request to irg@integratedindia.in.
- (iii) The members should log on to the e-voting website www.evotingindia.com during the voting period
- (iv) Click on “Shareholders / Members” tab.

- (v) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:
For members holding shares in DEMAT form and Physical form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT members as well as physical members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the DEMAT account/folio number in the PAN Field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA0000100 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your DEMAT account or in the company records for the said DEMAT account or folio in dd/mm/yyyy format.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of KIRLOSKAR ELECTRIC COMPANY LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If DEMAT account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional members (Non Individual and Custodians)
 - Institutional members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The results of the e-voting along with the scrutinizer’s report shall be placed in the company’s website www.kirloskar-electric.com and on the website of CDSL within Forty Eight hours of the conclusion of AGM. The results will also be communicated to the stock exchanges where the shares of the company are listed.
- (xxii) In case of joint members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote (if cast at the AGM).
- (p) Information about directors seeking appointment / reappointment given in the annexure appended hereto and forms part of this report.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

In terms of the provisions of Section 148 of the Companies Act, 2013, as amended, the company is required to undertake audit of its cost records by a Cost Accountant in practice. Based on the recommendations of the audit committee, Board of directors at its meeting held on August 12, 2016 approved, subject to the approval of the members, the appointment of M/s. Rao Murthy and Associates as the cost auditors of the company for the financial year 2016-17.

In this regard, Board recommends the resolution set out at Item No. 4 in this Notice for approval by the members for their appointment as cost auditors for the financial year 2016 – 17 and for the payment of audit fees for the financial year 2015 - 16.

None of the directors, key managerial personnel or their relatives is concerned or interested in the resolution set forth under item no. 4.

Item No. 5:

Dr. Ashok Misra was appointed as an independent director by the Board of directors at its meeting held on November 5, 2015 for a period of five consecutive years. The company has received declaration from Dr. Ashok Misra stating that he meets the criteria of independence as prescribed under the provisions of Sub Section (6) of Section 149 of the Companies Act, 2013. The Board of directors is also of the opinion that he fulfills all the conditions specified under the act and therefore, appointed him as an independent director subject to the approval of the members.

The Board of directors considers that appointment of Dr. Ashok Misra as an independent director would immensely benefit the company. Accordingly, Board recommends the appointment under the provisions of Section 149 of the Companies Act, 2013 to hold office for five consecutive years effective from November 5, 2015 and that he shall not be liable to retire by rotation.

Except for Dr. Ashok Misra and his relatives, none of the directors or key managerial personnel or their relatives is concerned or interested in the resolution set forth under item no. 5.

Item No. 6:

According to the provisions of sub section (2) of section 20 of the Companies Act, 2013, relating to service of documents, the company is entitled to serve any document to any member of the company either by speed post, registered post or such other mode as is prescribed under law. However, if any request is received from any member to serve a particular document in a particular mode then the company is under statutory obligation to serve the document accordingly, for which the member shall pay such fees as may be determined by the members in the annual general meeting of the company.

After receipt of such a request from a member, it is proposed by the Board of directors to fix fees not exceeding a sum of ₹ 1,000/- and empower the Board of directors to fix the exact amount of fees depending upon various factors like the weight of document to be served, the place of residence of the member, etc.,

None of the directors, key managerial personnel or their relatives is concerned or interested in the resolution set forth under item no. 6.

By order of the Board of directors,
For **KIRLOSKAR ELECTRIC COMPANY LIMITED**

Place: Bengaluru
Date: August 12, 2016

Vijay R Kirloskar
Executive Chairman
DIN: 00031253

KIRLOSKAR ELECTRIC COMPANY LTD

Annexure

Name of director	Mrs. Meena Kirloskar	Dr. Ashok Misra
Age	60 years	68 years
Date of appointment	31-07-2009	13-08-2015
Relationship with other directors/ KMP	Mr. Vijay Kirloskar and Mrs. Meena Kirloskar are spouses and Ms. Janaki Kirloskar is the daughter of Mr. Vijay Kirloskar and Mrs. Meena Kirloskar.	He is not related to any director or key managerial personnel of the company.
Qualification & experience	Graduated from the Institute of Hotel management & catering. She has over 20 years experience in the field of business management	<p>He is B. Tech. in chemical engineering from Indian Institute of Technology, Kanpur and M.S. in chemical engineering from Tufts University, Medford, MA, USA. He was conferred a Doctorate Degree in Polymer Science & Engineering by the University of Massachusetts, Amherst, USA in 1974.</p> <p>Presently, Dr. Ashok Misra is Chairman-India, Intellectual Ventures. He is on the Board of Governors of the Indian Institute of Technology, Delhi and Member of the IIT Council. He is also member of Advisory Board and Investment Committee of Aditya Birla Private Equity. He is a Fellow of the Indian National Academy of Engineering (INAE) and a Fellow as well as past President of the National Academy of Sciences, India (NASI).</p>
Directorship in other listed companies	None	Reliance Industries Limited and Jubilant Life Sciences Ltd
Shareholding in the company	184,514	NIL
*Chairperson of committees	None	NIL
*Member of committees	Nomination & Remuneration committee	Reliance Industries Limited. - Stakeholders relationship committee Jubilant Life Sciences Limited - Audit committee - Stakeholders relationship committee

*committees include audit committee & stakeholders' relationship committee.