



KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

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NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Kirloskar Industries Limited will be held on Saturday, the 11th day of August 2018, at 11.30 a.m. at S. M. Joshi Socialist Foundation (S.M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune 411 030, to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1:

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2018 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2:

To declare dividend on equity shares for the Financial Year ended on 31 March 2018.

ITEM NO. 3:

To appoint a Director in place of Mr. Nihal Kulkarni (holding DIN 01139147), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 4:

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

“RESOLVED THAT pursuant to the provisions of Section 94(1) and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to keep and maintain the Register of Members, Register of Debenture holders, Index of Members / Debenture holders at the office of the Registrar and Share Transfer Agent of the Company, viz., Link Intime India Private Limited at Pune and other statutory registers and other registers / records to be maintained under Section 88 of the Act and copies of the Annual Returns filed under Section 92 of the Act at 13/A, Karve Road, Kothrud, Pune 411 038, the place other than the Registered Office of the Company where the registers, returns and other documents are proposed to be kept with effect from 17 May 2018.

RESOLVED FURTHER THAT the Board or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.

E-mail : investorrelations@kirloskar.com

Registered Office : Office No. 801, 8th Floor, Cello Platina, Fergusson College Road, Shivajinagar, Pune - 411 005 (India)

Tel. No. : +91 (20) 2970 4374 Telefax : +91 (20) 2970 4374 Website : www.kil.net.in

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ITEM NO. 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 the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (hereinafter referred to as “SEBI SBEB Regulations”) and to such other applicable regulations which may be issued and / or amended from time to time by SEBI or any other relevant authority, from time to time, to the extent applicable and subject to such other approvals, permissions, and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, the consent of the members of the Company be and is hereby accorded for the extension of the period for exercise of vested options from earlier approved 1 year to 3 years under the Employee Stock Options Scheme of the Company, viz., Kirloskar Industries Limited – Employee Stock Option Plan 2017 (KIL ESOP 2017), being a variation of terms not detrimental but beneficial to the interest of the employees.

RESOLVED FURTHER THAT the amendment to Clause 8.2 of the KIL ESOP 2017, for extending the exercise period from 1 year to 3 years (with such exceptions as may be considered necessary or appropriate by the Board), be and is hereby approved.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary, or being incidental for the effective implementation of this resolution and the KIL ESOP 2017 and to settle all such questions and difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

ITEM NO. 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 Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Satish Jamdar (holding DIN 00036653), who was appointed as an Additional Independent Director with effect from 17 May 2018 and who holds office of Director up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years up to 16 May 2023.”

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ITEM NO. 7:

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 Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Mrunalini Deshmukh (holding DIN 07092728), who was appointed as an Additional Independent Director with effect from 17 May 2018 and who holds office of Director up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years up to 16 May 2023.”

ITEM NO. 8:

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 Sections 188(1), 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and as approved by the Audit Committee and by the Board of Directors and subject to Ms. Gauri Kirloskar resigning from her current employment with Kirloskar Ferrous Industries Limited, the consent of the members of the Company, be and is hereby accorded for the appointment of Ms. Gauri Kirloskar, as an employee of the Company, who is a relative of Mr. Atul Kirloskar, Chairman of the Company, to hold an office or place of profit under the Company for the position of ‘Senior General Manager’ with effect from 1 September 2018, on following terms and conditions:

1. Basic Salary shall be ₹ 88,000 (Rupees Eighty Eight Thousand Only) per month.
2. House Rent Allowance shall be ₹ 35,200 (Rupees Thirty Five Thousand Two Hundred Only) per month.
3. Special Allowance shall be ₹ 1,23,700 (Rupees One Lakh Twenty Three Thousand Seven Hundred Only) per month.
4. Leave Travel Allowance shall be ₹ 2,800 (Rupees Two Thousand Eight Hundred Only) per month, which will be paid annually.
5. Ex-gratia shall be ₹ 1,750 (Rupees One Thousand Seven Hundred Fifty Only) per month, which will be paid annually.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
7. Casual leaves 5 days per calendar year.
8. Privilege leaves 30 days per completed calendar year of service.
9. Accumulation of leaves shall be up to 180 days, at any given time.
10. Provision of Car.

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RESOLVED FURTHER 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 and also to vary the terms of remuneration from time to time without being required to seek any fresh approval of the members of the Company, but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration and that the decision of the Board of Directors shall be final and conclusive in this regard.

RESOLVED FURTHER THAT Mr. Mahesh Chhabria, Managing Director, Ms. Aditi Chirmule, Executive Director and Mrs. Jasvandi Deosthale, Chief Financial Officer of the Company, be and are hereby severally authorised to take such further steps, acts and execute deeds and documents, as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 9:

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

“**RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinesh Kumar Jairath (holding DIN 00361984), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 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 Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.”

ITEM NO. 10:

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

“**RESOLVED THAT** on the recommendations of the Nomination and Remuneration Committee and the Audit Committee and pursuant to the provisions of Section 197(4), 188 and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations) including any amendments thereto, the consent of the members be and is hereby accorded for the appointment of Mr. Vinesh Kumar Jairath (holding DIN 00391684), Non-Executive Director of the Company, in the capacity as Advisor to the Company, who possesses requisite qualifications for office of profession, for a period of 5 years, with effect from 14 June 2018, for availing his professional services in conducting the business of the Company including Real Estate Activities, upon the terms and conditions as set out in the Agreement entered into between the Company and Mr. Vinesh Kumar Jairath on the consultancy fees and other terms as set out below:

1. Consultancy fees:

Fixed fees of ₹ 275.04 lakhs per annum excluding taxes payable in monthly equal installments.

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2. Facilities:

In addition to the above fees, he will be provided the following facilities which shall be revised by the Board of Directors of the Company from time to time for facilitating him in the performance of professional services to the Company:

- i. Administrative expenses, expenses related to meetings, travel and video conferencing at actuals. Significant expenses such as international air travel will be cleared with the Company in advance;
- ii. Telephone at residence and a mobile phone. Personal long-distance calls shall be billed by the Company to him.

RESOLVED FURTHER THAT Mr. Mahesh Chhabria, Managing Director, Ms. Aditi Chirmule, Executive Director, Mrs. Jasvandi Deosthale, Chief Financial Officer and Mrs. Ashwini Mali, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors

Place: Mumbai

Date: 14 June 2018

Ashwini Mali

Company Secretary

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NOTES:

- i. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- ii. Proxies, if any, in order to be effective must be received at the Company's Registered Office not later than 48 hours before the time fixed for holding the meeting. Proxies shall not have any right to speak at the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- iii. The Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, (the Act), concerning the Ordinary Business No. 3 and Special Business Nos. 4 to 10 in the Notice and is annexed hereto and forms part of this Notice.
- iv. Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), in respect of Directors seeking appointment / re-appointment at this Annual General Meeting forms part of this Notice.
- v. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 6 August 2018 to Saturday, 11 August 2018, (both days inclusive), for determining the names of members eligible for dividend on equity shares, if declared at this Annual General Meeting.
- vi. The dividend, if declared at the Annual General Meeting, will be paid to those members:
 - a. whose name appear as Beneficial Owners as at the end of the business hours on 4 August 2018, in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of equity shares held in electronic form; and
 - b. whose name appear as Members in the Register of Members of the Company after giving effect to valid share transfers / transmissions in physical form lodged with the Company / its Registrar and Share Transfer Agent on or before 4 August 2018.
- vii. Pursuant to the provisions of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more, shall be transferred by the Company to the designated demat account of the IEPF Authority (IEPF Account) within a period of 30 days of such shares becoming due to be transferred to IEPF Account. Accordingly, the Company had transferred 32,705 equity shares of ₹ 10 each to the IEPF Account on which dividends remain unpaid or unclaimed for 7 consecutive years with reference to the due date of 31 October 2017, after following the prescribed procedure.

Further all the members who have not claimed or encashed their dividend in the last 7 consecutive years from the year 2010-11, are requested to claim the same by 21 August 2018. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, Company has individually informed the members concern and also

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published notice in the newspapers as per IEPF Rules. The details of such members and shares due for transfer are uploaded on the website of the Company, viz., www.kil.net.in.

viii. Register National Electronic Clearing Service (NECS) Mandate

In order to get their dividend through National Electronic Clearing Service (NECS), members who are holding shares in physical form are requested to inform their bank account details such as name of the bank, branch, its address, account number, 9 digit MICR code, IFSC code and type of account, i.e., Savings or Current or Cash Credit, etc. to Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, (the R & T Agent), having its office at 'Akshay' Complex, Block No. 202, 2nd Floor, Off. Dhole Patil Road, Near Ganesh Temple, Pune 411 001. Members holding shares in dematerialised form are requested to inform their bank account particulars to their respective Depository Participant (DP) and not to the R & T Agent / the Company. Those members who do not opt for NECS facility may inform only Bank Account Number and Bank Name for printing the same on the dividend warrant to ensure safety. Members who wish to avail the above facility are requested to submit required information to the R & T Agent on or before the closing hours of 4 August 2018.

ix. Permanent Account Number (PAN)

The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members are requested to submit their PAN to their DPs (in case of shares held in dematerialised form) or to the Company / the R & T Agent (in case of shares held in physical form).

- x. Members are requested to inform change in address or Bank mandate to their respective DPs with whom they are maintaining their demat accounts and with the R & T Agent or the Company for the shares held in physical form by a written request duly signed by the member for receiving all communication in future.
- xi. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries in writing at least 7 days in advance of the date of the meeting so that the information can be made available at the time of the meeting.
- xii. Members may avail the facility of dematerialisation by opening demat accounts with the DPs of either NSDL or CDSL and get the equity share certificates held by them dematerialised.
The requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in the dematerialized form with a depository after 5 December 2018, as per SEBI Notification dated 8 June 2018.
- xiii. Members who hold shares in electronic form are requested to bring their Client ID and DP ID for easy identification.
- xiv. Members are requested to bring their attendance slip and copy of the Annual Report at the meeting.
- xv. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.
- xvi. Members having multiple folios are requested to intimate to the Company / the R & T Agent such folios, to consolidate all shareholdings into one folio.

xvii. Register Email Address

Members are requested to register their email addresses with the Company / the R & T Agent in case of holding of shares in physical form and with the concerned DPs in case of shares held in dematerialised form.

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- xviii. All documents referred to in the Notice or in the accompanying Statement annexed to the Notice are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 12.00 noon, prior to the date of the Annual General Meeting and also available for inspection at the meeting.
- xix. Pursuant to the provisions of Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making a nomination are requested to send their requests in Form SH-13 in duplicate (which will be made available on request) to the R & T Agent of the Company.
- xx. The Notice along with the Annual Report will be sent electronically indicating the process and manner of e-voting to the members whose e-mail addresses are registered with the DPs / the Company. The physical copy of the Notice along with the Annual Report will be sent to those members whose email addresses are not registered with the DPs / the Company indicating the process and manner of e-voting.

The members will be entitled to receive physical copy of Annual Report for the Financial Year ended 31 March 2018, free of cost, upon sending a request to the R & T Agent or the Company. The Notice along with the Annual Report will also be available on the Company's website, viz., www.kil.net.in.

xxi. **Voting through electronic means:**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") is provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Ballot Form shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Form.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, 8 August 2018 (9:00 a.m.) and ends on Friday, 10 August 2018 (5:00 p.m.). During this period, members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 4 August 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting is as under:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

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Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8

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digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password.
 - a) Click on "*Forgot User Details/Password?*" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for members:

1. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to csmsp.office@gmail.com with a copy marked to evoting@nsdl.co.in.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- xxii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xxiii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Form.
- xxiv. A person, who is not a member as on the cut-off date should treat this Notice for information purpose only.
- xxv. Mrs. Manasi Paradkar, Practicing Company Secretary, (Membership No. FCS 5447 CP No. 4385), Pune, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xxvi. 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 Form" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xxvii. The Scrutinizer shall after the conclusion of voting at the AGM, will 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 shall make not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxviii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz., www.kil.net.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited.
- xxix. Route map showing directions to reach to the venue of the AGM is given at the end of this Notice as per the requirement of SS-2.

By Order of the Board of Directors

A.V. Mali

Ashwini Mali

Company Secretary

Place: Mumbai

Date: 14 June 2018

E-mail : investorrelations@kirloskar.com

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CIN No. : L70100PN1978PLC088972



KIRLOSKAR INDUSTRIES LIMITED

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ANNEXURE TO THE NOTICE

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102(1) of the Companies Act, 2013, (the Act) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), the following Statement sets out all material facts relating to Item Nos. 3 to 10 in the accompanying Notice of the 24th Annual General Meeting of the Company to be held on Saturday, the 11th day of August 2018, at 11.30 a.m. at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune 411 030.

ITEM NO. 3 OF THE NOTICE:

Mr. Nihal Kulkarni (holding DIN 01139147) retires by rotation and being eligible, offers himself for re-appointment.

Mr. Nihal Kulkarni (aged 36 years), A. B. in Economics from Brown University, USA, has over ten years of experience in the areas of finance and investments. Mr. Nihal Kulkarni has undergone extensive training with the Kirloskar Group, Toyota Motor Sales, USA and DSP Merrill Lynch. Mr. Nihal Kulkarni was the Managing Director of the Company from 23 October 2010 up to 25 January 2012. Mr. Nihal Kulkarni has been appointed as Managing Director of Kirloskar Oil Engines Limited with effect from 26 January 2012. Mr. Nihal Kulkarni is the Chairman and Director of G. G. Dandekar Machine Works Limited.

Mr. Nihal Kulkarni is also a Director in the following other companies:

Name of the Company	Board position held	Committee membership	
Kirloskar Oil Engines Limited	Managing Director	1.	Corporate Social Responsibility Committee – Member
G. G. Dandekar Machine Works Limited	Director	1.	Share Transfer cum Shareholders' / Investors' Grievance and Stakeholders' Relationship Committee – Member
Kloudq Technologies Limited	Director	-	
Achyut and Neeta Holding and Finance Private Limited	Director	-	
Expert Quality Cloud Information Technology Private Limited	Director	-	

Mr. Nihal Kulkarni is holding NIL (0.00%) equity shares of the Company.

Save and except Mr. Nihal Kulkarni and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the members.

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ITEM NO. 4 OF THE NOTICE:

The Board of Directors accorded its approval to shift the Registered Office of the Company from 13/A, Karve Road, Kothrud, Pune 411 038, to Office No. 801, 8th Floor, Cello Platina, Fergusson College Road, Shivajinagar, Pune 411 005, in the State of Maharashtra, with effect from 17 May 2018.

In the interest of operational and administrative convenience, it is proposed to keep and maintain the Register of Members, Register of Debenture holders, Index of Members / Debenture holders at the office of the Registrar and Share Transfer Agent of the Company at Pune and copies of Annual Returns and other statutory registers at the Company's office situated at 13/A, Karve Road, Kothrud, Pune 411 038, a place other than its registered office with effect from 17 May 2018.

In terms of the provisions of Section 94 and all other applicable provisions of the Companies Act, 2013, (the Act) and the Rules made thereunder, certain documents such as the Register of Members and Index of Members separately for each class of equity and preference shares, Register and Index of Debenture holders, Register of Renewed and Duplicate Share Certificate, Register of ESOP and copies of all Annual Returns prepared, together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, and other related books may also be kept at any place in India other than the Registered Office of the Company, in which more than one tenth of the total number of members entered in the Register of Members reside, if approved by Special Resolution by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5 OF THE NOTICE:

The members of the Company at the 23rd Annual General Meeting of the Company held on 28 August 2017, accorded their approval for the introduction and implementation of the Kirloskar Industries Limited – Employee Stock Option Plan 2017 (KIL ESOP 2017). In KIL ESOP 2017, the maximum period for exercise of stock options provided is 1 year from the date of vesting.

Pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (SEBI SBEB Regulations), it is proposed to recommend to the members of the Company for the extension of the exercise period from 1 year to 3 years, after considering the recommendations of the Nomination and Remuneration Committee of the Company (the Committee). It will be more beneficial to the interests of the employees and will also help in employee retention.

This is allowed by the SEBI SBEB Regulations, subject to your approval by way of Special Resolution.

Particulars to be disclosed in accordance with sub-Regulation 4 of Regulation 7 of the SEBI SBEB Regulations, for the variation of the terms of the KIL ESOP 2017 are given below:

- a. **Details of the variation:** Extension of exercise period from 1 year to 3 years for the KIL ESOP 2017.
- b. **Rationale for the variation:** The rationale for the variation is to ensure employee retention as the term of the KIL ESOP 2017 is bound to increase upon increase in the exercise period. The aforementioned variation is not detrimental / prejudicial to the interest of the employees.

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- c. **Details of the employees who are beneficiaries of such variation:** The beneficiaries of these variations shall be the employees to whom options already granted under the Scheme in the past / pre-existing grants under the KIL ESOP 2017 and the eligible employees for whom options may be granted in future under the KIL ESOP 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution, except to the extent of their entitlements, if any, under the KIL ESOP 2017 and to the extent of their Shareholding, if any.

The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6 OF THE NOTICE:

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Mr. Satish Jamdar (holding DIN 00036653), as an Additional Independent Director of the Company with effect from 17 May 2018.

In terms of the provisions of Section 161(1) of the Act, Mr. Satish Jamdar would hold office up to the date of this Annual General Meeting. He is also proposed to be appointed as an Independent Director for a term of five (5) consecutive years with effect from 17 May 2018 up to 16 May 2023, pursuant to the provisions of Section 149 (including other applicable provisions, if any) of the Act and Rules made thereunder.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Satish Jamdar for the office of Director of the Company.

Mr. Satish Jamdar (aged 66 years) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Pursuant to the provisions of Section 149 of the Act, an independent director can hold office for a term up to five (5) consecutive years on the Board of a Company and as per Section 152 of the Act, he shall not be included in the total number of directors for retirement by rotation.

The Company has received declarations from Mr. Satish Jamdar that he meets with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Regulations.

Mr. Satish Jamdar, BE (Mech.) from IIT, Mumbai, with a vast experience of 43 years, has held leadership positions in several organisations. Mr. Satish Jamdar completed his management studies in USA and UK. Mr. Satish Jamdar was an Executive Director on the Board of Blue Star for 13 years of which last 7 years was as the Managing Director. Mr. Satish Jamdar retired from Blue Star as Managing Director in March and as Special Advisor in May 2016.

During his overall 20 years with Blue Star, India's leading air conditioning and refrigeration company, Mr. Satish Jamdar was instrumental in setting up an enhanced product development, AC&R technology and manufacturing footprint for Blue Star. This also included design, manufacture and servicing of products for OEM customers for the Middle East and European markets.

Mr. Satish Jamdar helped to grow the customer service business with a host of new offerings related to technology upgrades with remote monitoring and energy efficiency, among others. Mr. Satish Jamdar also helped to set up a strong global supply chain, including procurement from China and strategic technology partnerships with global suppliers.

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Prior to this, Mr. Satish Jamdar was with Siemens, Voltas, GEC Alstom, and BPL Sanyo. During his long corporate stint, he oversaw a wide range of activities related to manufacturing, product development, supply chain, product service, EPC contracts, international business operations, HR, Finance, corporate governance and general management.

Mr. Satish Jamdar had been actively involved with CII (India's largest corporate body) as Chairman of CII Maharashtra State Council and subsequently, as Chairman of CII Western Region Sub-Committees for inclusive growth and ease of doing business. Mr. Satish Jamdar was a member of the CII National Manufacturing Council, as well.

Mr. Satish Jamdar is currently associated with a few select start-up companies as their Investors, Chief Mentor and Business Advisor. Mr. Satish Jamdar is also engaged with a few social initiatives and programs to help needy to realise their full potential.

Mr. Satish Jamdar is also a Director in the following other companies:

Name of the Company	Board position held	Committee membership	
Kirloskar Oil Engines Limited	Director	1.	Nomination and Remuneration Committee – Member
V-Nova Business Growth Services Private Limited	Director	-	
Prolynx Foundation	Director	-	

Mr. Satish Jamdar is holding NIL (0.00%) equity shares of the Company.

The Board is of the opinion that Mr. Satish Jamdar fulfills the conditions for his appointment as an Independent Director and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Satish Jamdar as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Statement may also be regarded as a disclosure under Regulation 36(3) of the Regulations.

Save and except Mr. Satish Jamdar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7 OF THE NOTICE:

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Mrs. Mrunalini Deshmukh (holding DIN 07092728), as an Additional Independent Director of the Company with effect from 17 May 2018.

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In terms of the provisions of Section 161(1) of the Act, Mrs. Mrunalini Deshmukh would hold office up to the date of this Annual General Meeting. She is also proposed to be appointed as an Independent Director for a term of five (5) consecutive years with effect from 17 May 2018 up to 16 May 2023, pursuant to the provisions of Section 149 (including other applicable provisions, if any) of the Act and Rules made thereunder.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mrs. Mrunalini Deshmukh for the office of Director of the Company.

Mrs. Mrunalini Deshmukh (aged 66 years) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Pursuant to the provisions of Section 149 of the Act, an independent director can hold office for a term up to five (5) consecutive years on the Board of a Company and as per Section 152 of the Act, she shall not be included in the total number of directors for retirement by rotation.

The Company has received declarations from Mrs. Mrunalini Deshmukh that she meets with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Regulations.

Mrs. Mrunalini Deshmukh is an alumna of the St. Xavier's College and the Government Law College, Mumbai, and holds an LLM from the University of Mumbai in Commercial Law and Matrimonial Law. Mrs. Mrunalini Deshmukh is a renowned lawyer with over 15 years of experience and a special expertise in Family Law. A dedicated advocate of gender equality, Mrs. Mrunalini Deshmukh often participates and addresses domestic and international conferences on issues relating to family law, structuring of wealth and alimony issues, and the laws governing women. She recently addressed an International Conference on Wealth Planning for Global Indian Families in Dubai, U.A.E.

Mrs. Mrunalini Deshmukh is also a Director in the following other companies:

Name of the Company	Board position held	Committee membership
Talwalkar Better Value Fitness Limited	Director	-
Forbes Facility Services Private Limited	Director	-

Mrs. Mrunalini Deshmukh is holding NIL (0.00%) equity shares of the Company.

The Board is of the opinion that Mrs. Mrunalini Deshmukh fulfills the conditions for her appointment as an Independent Director and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and she is independent of the management.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that she is appointed as an Independent Director.

Copy of the draft letter for appointment of Mrs. Mrunalini Deshmukh as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Statement may also be regarded as a disclosure under Regulation 36(3) of the Regulations.

Save and except Mrs. Mrunalini Deshmukh and her relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the members.

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ITEM NO. 8 OF THE NOTICE:

The Audit Committee and the Board of Directors at their meetings held on 14 June 2018, have approved the appointment of Ms. Gauri Kirloskar as 'Senior General Manager' of the Company on a remuneration of ₹ 2,75,210 per month along with other perquisites with effect from 1 September 2018, subject to the approval of the members at the 24th Annual General Meeting and such other approvals, permissions and sanctions as may be necessary.

Ms. Gauri Kirloskar has done B.Sc. in Business Administration (Finance) from the Carnegie Mellon University, USA.

Ms. Gauri Kirloskar worked for two years in New York city as an analyst in the Merrill Lynch Mergers and Acquisitions group, advising on mergers, divestitures and corporate restructuring with clients spanning across multiple industries and around the globe. Following her time at Merrill Lynch, she joined the Corporate Finance and Strategy Group at Pearson Plc, in New York for three years, where she advised them on acquisitions in the education industry in the US, Brazil and India.

Ms. Gauri Kirloskar holds directorship in some companies and her experience will benefit the Company.

Presently, Ms. Gauri Kirloskar is a Senior General Manager in Kirloskar Ferrous Industries Limited (KFIL).

Ms. Gauri Kirloskar is a related party within the definition of Section 2(76) of the Companies Act, 2013, (the Act). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the company, at a monthly remuneration exceeding ₹ 2,50,000 requires prior approval of the members by way of Ordinary Resolution. Hence, approval of members is sought for the appointment and remuneration subject to she resigning from her current employment with KFIL.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, is as under:

1. Name of the related party: Ms. Gauri Kirloskar
2. Name of the Director or KMP who is related: Mr. Atul Kirloskar, Chairman of the Company.
3. Nature of relationship: Ms. Gauri Kirloskar is a daughter of Mr. Atul Kirloskar.
4. Nature, material terms, monetary value and particulars of the contract or arrangement: Ms. Gauri Kirloskar is proposed to be appointed as an employee of the Company on remuneration and terms and conditions as stated in the Resolution.
5. Any other information relevant or important for the members to take a decision on the proposed Resolution: Please refer to her qualifications and experience as mentioned aforesaid under this item of business.

Mr. Atul Kirloskar, Chairman of the Company, being father of Ms. Gauri Kirloskar and their other relatives, may be deemed to be concerned or interested, in the Resolution to the extent of their shareholding.

Save and except the above, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 8 of the Notice for approval by the members.

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ITEM NO. 9 AND 10 OF THE NOTICE:

Mr. Vinesh Kumar Jairath (holding DIN 00391684) was appointed as an Independent Director of the Company with effect from 4 July 2017, pursuant to the approval of the members of the Company at the 23rd Annual General Meeting held on 28 August 2017.

The Company has embarked on the business of Real Estate Activities and in view thereof the Company needs guidance of an expert relating to these activities.

Mr. Vinesh Kumar Jairath, Director of the Company, is having rich and varied experience and can play a crucial role in conducting the business of the Company including Real Estate Activities.

A proposal was placed before the Board for the appointment of Mr. Vinesh Kumar Jairath in the capacity as Advisor to the Company for a period of 5 years with effect from 14 June 2018, in its meeting held on 14 June 2018. Considering the said proposal, he resigned as Independent Director of the Company with immediate effect.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors at their meetings held on 14 June 2018, appointed Mr. Vinesh Kumar Jairath as an Additional Non-Executive Director of the Company with effect from 14 June 2018.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, (the Act), proposing the candidature of Mr. Vinesh Kumar Jairath, for the office of Director of the Company. Mr. Vinesh Kumar Jairath is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Vinesh Kumar Jairath joined Indian Administrative Service in 1982. He was a Member of Indian Administrative Services. He has a Masters in Development Economics from the University of Manchester, U.K. He holds Bachelor of Arts Degree in Public Administration and Bachelor of Laws Degree, both, from the Punjab University. He served as the Principal Secretary of Industries at Government of Maharashtra until 2008. He has over 25 years of experience in public administration, rural development, poverty alleviation, infrastructure planning and development and infrastructure financing, finance, industry, urban development, environmental management, while occupying various important positions in the Government of India and the State Government of Maharashtra. He had served as Joint Managing Director at Indiabulls Real Estate Limited from September 29, 2014 to October 02, 2015 and also as an Advisor on Indiabulls Real Estate Limited.

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Mr. Vinesh Kumar Jairath is also a Director in the following other companies:

Name of the Company	Board position held	Committee membership	
The Bombay Dyeing and Manufacturing Company Limited	Director	1.	Audit Committee – Member
Wockhardt Limited	Director	1.	Audit Committee – Member
		2.	Stakeholders' Relationship Committee – Member
Tata Motors Limited	Director	1.	Audit Committee – Member
Kirloskar Oil Engines Limited	Director	1.	Audit Committee – Member
Concorde Motors (India) Limited	Director	-	
TML Distribution Company Limited	Director	1.	Audit Committee – Chairman
Go Airlines (India) Limited	Director	1.	Audit Committee – Member
Tata Motors Finance Solutions Limited	Director	1.	Audit Committee – Chairman

Mr. Vinesh Kumar Jairath is holding NIL (0.00%) equity shares of the Company.

The Nomination and Remuneration Committee in its meeting held on 14 June 2018, confirmed and recommended that Mr. Vinesh Kumar Jairath, Non-Executive Director of the Company possesses the requisite qualification for office of profession for his appointment in the capacity as Advisor to the Company upon the terms and conditions as set out in the Agreement entered into between the Company and Mr. Vinesh Kumar Jairath.

The Audit Committee and the Board of Directors at their respective meetings held on 14 June 2018, have approved the appointment of Mr. Vinesh Kumar Jairath, Non- Executive Director of the Company in the capacity as Advisor to the Company for a period of 5 years with effect from 14 June 2018, alongwith the terms and conditions.

Mr. Vinesh Kumar Jairath is a related party within the definition of Section 2(76)(i) of the Act. Pursuant to the provisions of Section 188(1)(d) of the Act and Rules thereof, except with a prior approval of the shareholders, a company shall not enter into a transaction or transactions, whether transaction or transactions to be entered into for availing or rendering any services with related party, directly or through appointment of agent, amounting to 10% or more of the turnover of the company or ₹ 50 crores, whichever is lower.

Besides, the payment of remuneration in the professional capacity, Mr. Jairath will be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014, is as under:

1. Name of the related party: Mr. Vinesh Kumar Jairath
2. Name of the Director or KMP who is related: None.
3. Nature of relationship: None.

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4. Nature, material terms, monetary value and particulars of the contract or arrangement: Mr. Vinesh Kumar Jairath is proposed to be appointed in the capacity as Advisor to the Company on remuneration and terms and conditions as stated in the Resolution.
5. Any other information relevant or important for the members to take a decision on the proposed Resolution: Please refer to his qualifications and experience as mentioned aforesaid under this item of business.

The above transactions of appointment with payment of professional fees and other facilities to him as set out in Agenda Item No. 10 is not a 'material related party transaction', in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that requires approval of members of the Company. However, under the provisions of Section 188 and 197 of the Act, approval of the members is required for the appointment of Mr. Jairath in the capacity as Advisor to the Company for a period of 5 years with effect from 14 June 2018.

The Statement may also be regarded as a disclosure under Regulation 36(3) of the Regulations.

A copy of the Agreement entered into between the Company and Mr. Vinesh Kumar Jairath in the capacity of Advisor to the Company is available for inspection by members at the Registered Office of the Company.

Save and except Mr. Vinesh Kumar Jairath and his relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolutions as set out at Item No. 9 and 10 of the Notice for approval by the members.

By Order of the Board of Directors

Ashwini Mali

Company Secretary

Place: Mumbai

Date: 14 June 2018

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Email: investorrelations@kirloskar.com, Website: www.kil.net.in

PROXY FORM

Name of the Member(s) _____

Registered Address _____

E mail ID _____

Folio / DP ID / Client ID _____

I / We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:

E-mail Id:Signature:, or failing him

2. Name: Address:

E-mail Id:Signature:, or failing him

3. Name: Address:

E-mail Id:Signature:, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Saturday, 11 August 2018, at 11.30 a.m. at any adjournment thereof in respect of such resolutions:

Resolution No.	Resolution	Number of equity shares	Optional*	
			For	Against
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 March 2018 and Report of Board of Directors and Auditors thereon			
2.	Declaration of Dividend on equity shares for the Financial Year ended 31 March 2018			
3.	Re-appointment of Mr. Nihal Kulkarni (DIN 01139147), who retires by rotation			
4.	Maintenance of Registers, copies of Returns, etc. at a place other than the Registered Office of the Company			

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CIN No. : L70100PN1978PLC088972



KIRLOSKAR INDUSTRIES LIMITED

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Resolution No.	Resolution	Number of equity shares	Optional*	
			For	Against
5.	Approval for extension of exercise period under the Kirloskar Industries Limited – Employee Stock Option Plan 2017 (KIL ESOP 2017)			
6.	Appointment of Mr. Satish Jamdar (holding DIN 00036653) as an Independent Director with effect from 17 May 2018			
7.	Appointment of Mrs. Mrunalini Deshmukh (holding DIN 07092728) as an Independent Director with effect from 17 May 2018			
8.	Appointment of Ms. Gauri Kirloskar as an employee of the Company for the position of Senior General Manager with effect from 1 September 2018			
9.	Appointment of Mr. Vinesh Kumar Jairath (holding DIN 00391684) as a Non-Executive Director with effect from 14 June 2018			
10.	Appointment of Mr. Vinesh Kumar Jairath, Non-Executive Director, in the capacity as Advisor to the Company for a period of 5 years with effect from 14 June 2018			

Signed this _____ day of _____ 2018

Please affix Revenue Stamp

Signature of Member

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. For the Resolutions, Annexure to the Notice and Notes, please refer to the Notice of the Annual General Meeting.
- *3. It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

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ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON SATURDAY, 11 AUGUST 2018, AT 11.30 A.M.

Registered Folio No. / DP ID and Client ID	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of shares	

I / We hereby record my / our presence at the Annual General Meeting of the Company at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune 411 030, on Saturday, 11 August 2018, at 11.30 a.m.

Member's Folio / DP ID / Client ID Member's / Proxy's name in Block Letter Member's / Proxy's Signature

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	Password

Note: Please complete the Folio / DP ID / Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification counter at the ENTRANCE OF THE MEETING HALL.

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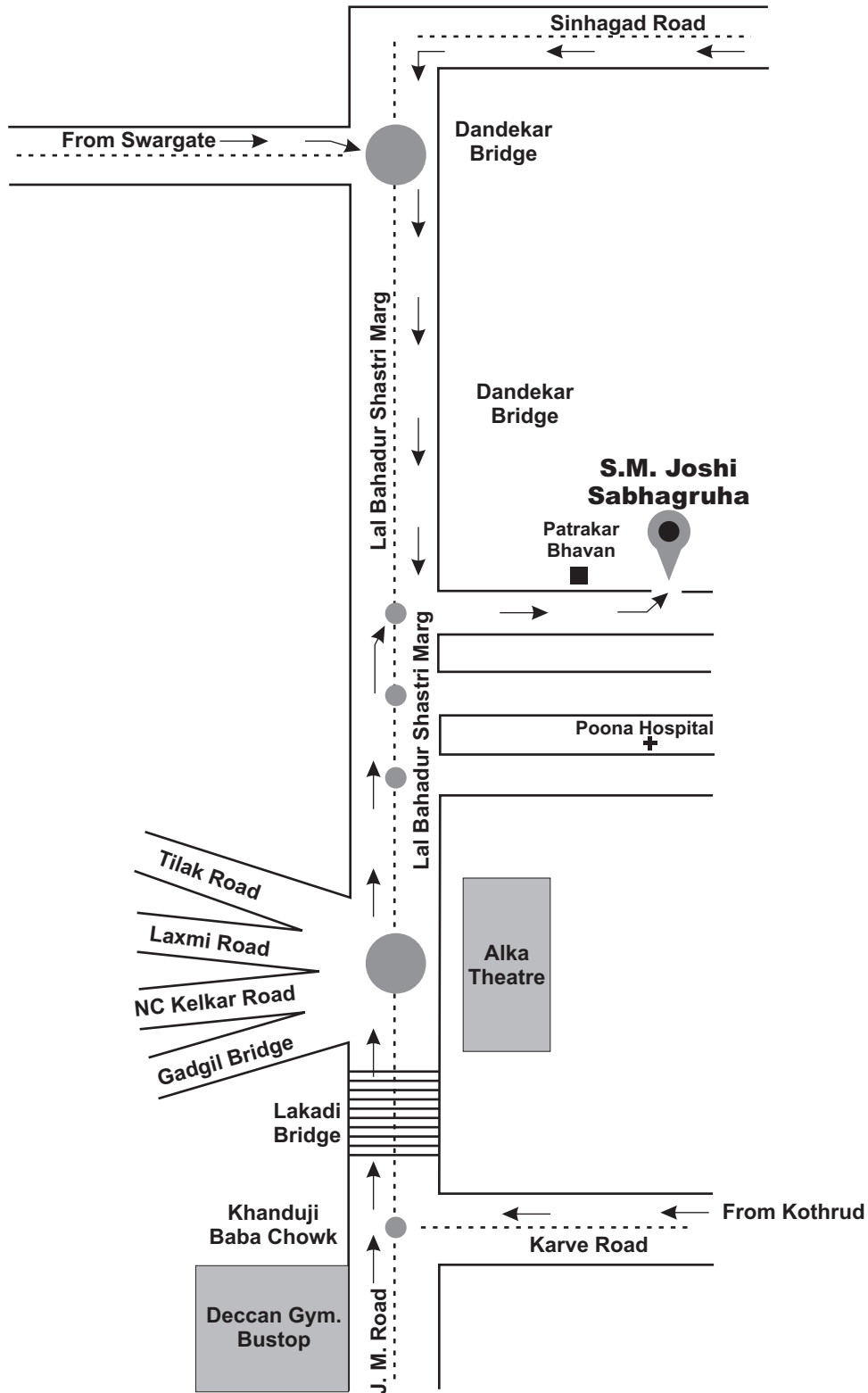
CIN No. : L70100PN1978PLC088972



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