



KIRLOSKAR INDUSTRIES LIMITED

Enriching Lives

NOTICE

Notice is hereby given that the Annual General Meeting of Kirloskar Industries Limited will be held on Thursday, the 8th day of August 2013 at 11.00 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 business:

ORDINARY BUSINESS:

ITEM NO. 1:

To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31 March 2013, the Balance Sheet as at that date 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 2013.

ITEM NO. 3:

To appoint a Director in place of Mr. Shrikrishna N. Inamdar, who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO. 4:

To appoint a Director in place of Mr. Vijay K. Bajhal, who retires by rotation and being eligible, offers himself for re-appointment.

ITEM No. 5:

To appoint M/s. G. D. Apte & Co., Chartered Accountants, (Firm Registration Number 100515W) as Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board of Directors

Aditi Chirmule

Executive Director &
Company Secretary

Place: Pune

Date: 29 April 2013



KIRLOSKAR INDUSTRIES LIMITED

Enriching Lives

NOTES:

- i. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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.
- iii. Pursuant to Section 173 of the Companies Act, 1956, an Explanatory Statement in respect of the businesses mentioned under Item No. 3 and 4 above, is annexed.
- iv. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 1 August 2013 to Thursday, 8 August 2013, both days inclusive.
- v. Dividend on shares as recommended by the Directors, if declared, at this Annual General Meeting, will be paid to those members whose names will appear on the Register of Members as on 8 August 2013. In respect of the shares in the electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- vi. Pursuant to Section 205A of the Companies Act, 1956, the amount of unclaimed final dividend for the year ended 31 March 2005 has already been transferred to the 'Investor Education and Protection Fund' on 16 August 2012.
- vii. Pursuant to Sections 205A and 205C of the Companies Act, 1956, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for a period of 7 years from the date of such transfer is now required to be transferred to the 'Investor Education and Protection Fund' set up by the Central Government. Accordingly, the unpaid / unclaimed dividend for the years 2005 – 06 onwards will become transferable at the end of respective seven years to the said Fund. Once the amount is so transferred, no claim shall lie against the Fund or the Company in respect of dividend amount thereafter. Shareholders are requested to send their claims, if any, for the Financial Year 2005–06 onwards, before the amount becomes due for transfer to the above Fund. Shareholders are requested to encash the dividend warrants immediately on their receipt by them.
- viii. 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 the 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 having its office at 'Akshay' Complex, Block No. 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune – 411 001. Shareholders holding shares in dematerialised form are requested to inform their bank account particulars to their respective Depository Participant and not to the Registrar and Share Transfer Agent / the Company. Those shareholders who do not opt for NECS facility may inform only Bank Account No. 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 Registrar and Share Transfer Agent on or before the closing hours on Wednesday, 31 July 2013.
- ix. Members are requested to immediately notify the Registrar and Share Transfer Agent (Depository Participant, in case of shares held in dematerialised form) of any change in their address.
- x. 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.



KIRLOSKAR INDUSTRIES LIMITED

Enriching Lives

- xi. Members may avail of the facility of dematerialisation by opening depository accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialised.
- xii. Members are requested to bring their attendance slip and copy of the Annual Report at the meeting.
- xiii. Members are requested to register their e-mail addresses with the Company / the Registrar and Share Transfer Agent in case of holding of shares in physical form and with concerned Depository Participants in case of shares held in dematerialised form.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "A Chirmule".

Aditi Chirmule
Executive Director &
Company Secretary

Place: Pune
Date: 29 April 2013



KIRLOSKAR INDUSTRIES LIMITED

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**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT**

As required by Section 173 of the Companies Act, 1956, and pursuant to Clause 49 of the Listing Agreement, the following Explanatory Statement sets out all material facts relating to Item Nos. 3 and 4 in the accompanying notice of Annual General Meeting of the Company to be held on Thursday, 8 August 2013 at 11.00 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. Shrikrishna N. Inamdar retires by rotation and being eligible, offers himself for re-appointment.

He holds 1,432 (0.01%) equity shares in the Company.

A brief profile of Mr. Shrikrishna N. Inamdar is included in the Report on Corporate Governance attached to the Directors Report.

Mr. Shrikrishna N. Inamdar is not related to any other Director on the Board of the Company as per the provisions of Section 6 of the Companies Act, 1956.

ITEM NO. 4 OF THE NOTICE:

Mr. Vijay K. Bajhal retires by rotation and being eligible, offers himself for re-appointment.

He does not hold any equity shares in the Company.

A brief profile of Mr. Vijay K. Bajhal is included in the Report on Corporate Governance attached to the Directors Report.

Mr. Vijay K. Bajhal is not related to any other Director on the Board of the Company as per the provisions of Section 6 of the Companies Act, 1956.

By Order of the Board of Directors

Aditi Chirmule

Executive Director &
Company Secretary

Place: Pune

Date: 29 April 2013



KIRLOSKAR INDUSTRIES LIMITED

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Dear Shareholder,

Subject: Green Initiative - Registration of E-mail address

The Ministry of Corporate Affairs (MCA) had taken a "Green Initiative in the Corporate Governance" vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively and had permitted the companies to serve the documents viz. annual reports, notices of general meetings/ postal ballot, other documents etc. to the shareholders through electronic mode.

SEBI, vide its circular ref. No. CIF/CFD/DIL/2011 dated 5 October 2011, has directed listed companies to supply soft copies of full annual reports to all those shareholders who have registered their email addresses.

Your Company, being dedicated towards preserving and protecting environment, continuously seeks opportunities to reduce adverse impact on the planet. In order to continue our support for this year also towards "Green Initiative", your Company has decided to have paperless documentations to the maximum possible extent by forwarding the above referred documents to you through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your E-mail address and / or changes therein from time to time with the Company's Registrar and Share Transfer Agent (R & T Agent) at kirloskarindgogreen@linkintime.co.in, in case you are holding shares in physical mode by filling up the form appearing on reverse of this communication and with your Depository Participant (DP), in case you are holding shares in dematerialised mode.

In case you require physical copies of annual reports and other documents, you may send an email at kirloskarindgogreen@linkintime.co.in or write to the Company's R & T Agent viz. Link Intime India Private Limited at 'Akshay' Complex, Block No. 202, 2nd Floor, Off Dhole Patil Road, Pune – 411 001, by quoting the name of first / sole shareholder, Folio no./DP ID and Client ID. The above documents will be sent to you free of cost.

We request your whole-hearted support to this "Green Initiative" by opting for electronic mode of communication.

Thanking you,

Yours faithfully,
For **Kirloskar Industries Limited**

Aditi Chirmule
Executive Director &
Company Secretary

Place: Pune

Date: 17 May 2013

Registered Office : 13/A, Karve Road, Kothrud, Pune - 411 038
Tel. No. : +91 (20) 2545 2721 Fax : +91 (20) 2545 4723
Website : www.kirloskar.com

REGISTRATION OF E-MAIL ADDRESS FORM

(In terms of Circular Nos.17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively issued by the Ministry of Corporate Affairs)
(For shares in physical mode)

Link Intime India Private Limited

(Unit: Kirloskar Industries Limited)
'Akshay' Complex, Block No.202,
Near Ganesh Temple,
Off Dhole Patil Road,
Pune - 411 001

I / We shareholder(s) of Kirloskar Industries Limited hereby accord my / our approval to receive documents viz. annual reports, notices of general meetings postal ballot, and such other documents that the Ministry of Corporate Affairs may allow to be sent in electronic mode.

I / We request you to note my / our latest email address, as mentioned below. If there is any change in the E-mail address, I / We will promptly communicate the same to you. I / We attach the self attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No.	
Name of first/sole shareholder	
Name of joint shareholder(s) if any	
Registered Address	
E-mail address (to be registered)	

Place:

Date:

(Signature of shareholder)

Note: This form is available on Company's website www.kirloskar.com

TEAR HERE

(For Shares in dematerialized mode)

You are requested to register you E-mail address and/or changes therein from time to time with your Depository Participant.

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