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## KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

### NOTICE

NOTICE is hereby given that the 98<sup>th</sup> Annual General Meeting (AGM) of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held on Friday, the 27<sup>th</sup> day of July, 2018 at 11.00 a. m. at “Yamuna”, Survey No. 98 (3-7), Baner, Pune – 411 045 to transact the following business: -

#### ORDINARY BUSINESS:

1. To receive, consider and adopt financial statements of the Company for the Financial Year ended on March 31, 2018 together with the Reports of the Auditors and Board of Directors thereon and consolidated financial statements of the Company for the Financial Year ended on March 31, 2018.
2. To declare dividend on equity shares of the Company for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. Alok Kirloskar (DIN 05324745), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. 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, 152,160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force and read with Schedule IV of the said Act, Dr. Rakesh Mohan (DIN 02790744), who was appointed by the Board as an Additional Director with effect from July 28, 2017 and who holds the office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term up to July 27, 2022.

**RESOLVED FURTHER THAT** Dr. Rakesh Mohan shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

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

5. 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 152,160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force, Ms. Rama S. Kirloskar (DIN 07474724), who was appointed by the Board as an Additional Director with effect from July 28, 2017 and who holds the office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Ms. Rama S. Kirloskar shall be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

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



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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit and Finance Committee, the remuneration amounting to ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) excluding GST and other taxes as may be applicable and out of pocket and travelling expenses, if any, payable to M/s. Parkhi Limaye & Co., Cost Accountants (Firm Reg. No. 000191), ‘Aabha’, Plot No. 16, Siddhakala CHS, Warje, Pune – 411 058, appointed by the Board of Directors of the Company as Cost Accountants to conduct the audit of the cost records of the Company for the Financial Year 2018-19, be and is hereby ratified and confirmed.”

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

A handwritten signature in black ink, appearing to read "Sandeep Phadnis", written in a cursive style.

**Sandeep Phadnis**  
Company Secretary

Pune: May 11, 2018



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**NOTES:**

- 1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. An authorised representative of a body corporate, holding shares in a Company, may appoint a proxy under his signature. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy for his entire shareholding and such person shall not act as a Proxy for another person or shareholder. The instrument of proxy duly filled, stamped, dated and signed should be lodged at the Registered Office of the Company not less than forty-eight hours before the commencement of Annual General Meeting (AGM). Every Member entitled to vote at this meeting shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company before the commencement of the meeting. The proxy holder shall bring his/her id-proof for the purpose of identification at the time of attending the meeting.

2. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), statement of material facts in respect of Item Nos. 4 and 5 above is annexed.
3. The unclaimed dividend for the Financial Year 2009–10 has been transferred to "Investor Education and Protection Fund" (IEPF), pursuant to applicable provisions of Section 124 of the Act. In terms of the said Section read with relevant rules, the amount transferred to the unpaid dividend account, which remains unpaid or unclaimed for a period of 7 (seven) consecutive years or more from the date of such transfer, shall be transferred by the Company to IEPF. Accordingly, the unpaid/ unclaimed final dividend for the Financial Years 2010–11 onwards will become transferable at the end of 7 (seven) years from the respective dates of transfer of such amount to the unclaimed dividend accounts to IEPF.

As per the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the underlying shares in respect of which the dividend has remained unclaimed / unpaid for 7 years or more will be transferred to IEPF authority. Accordingly, the Company has transferred underlying shares in respect of which the dividend remained unpaid / unclaimed for consecutive 7 years upto Financial Year 2009-10.

In terms of the provisions under the said Rule, the said shares and the dividend transferred to IEPF can be claimed by the shareholders or his or her legal heir subject to compliance of certain conditions as mentioned in the said Rule. The procedure for the same is available on the website of the Company at [www.kirloskarpumps.com](http://www.kirloskarpumps.com)



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The details of the same are given below:

Year	Type of dividend	Dividend in ₹ per share	Date of declaration	Due Date of transfer to the IEPF Account
2010 - 11	Final	3.50	July 23, 2011	August, 2018
2011 - 12	Final	2.00	July 18, 2012	August, 2019
2012 - 13	Final	2.00	July 24, 2013	August, 2020
2013 - 14	Final	2.50	September 25, 2014	October, 2021
2014 - 15	Final	0.50	July 27, 2015	August, 2022
2015 - 16	Interim	0.50	March 14, 2016	April, 2023
2016 - 17	Final	1.00	July 27, 2017	August, 2024

The unclaimed fractional entitlement and subsequent dividend for the Financial Year 2009-10 thereon, pursuant to scheme of arrangement between the Company and erstwhile Kirloskar Brothers Investments Limited was transferred on April 3, 2018.

In terms of the IEPF (Uploading of information regarding unpaid dividend amount lying with the Companies) Rules, 2012, the details of unclaimed dividend up to Financial Year 2015-16 have been uploaded on Company's website [www.kirloskarpumps.com](http://www.kirloskarpumps.com). This will facilitate the Members to claim their unclaimed dividend. Members are therefore, requested to check and send their claims if any, for the relevant Financial Years from 2010-11 onwards before the respective amounts become due for transfer to IEPF.

4. Register of Directors and Key Managerial Personnel and their shareholding, maintained pursuant to Section 170 of the Act will be available for inspection by the Members at the time of AGM.
5. Register of Contracts or arrangements in which the Directors are interested, as maintained pursuant to Section 189 of the Act will be available for inspection by the Members during AGM.
6. In case, Members wish to ask for any information about the accounts or operations of the Company, they are requested to send their queries, in writing, at least 7 (seven) days before the date of the meeting, so that the information can be made available at the time of the meeting.
7. Members of the Company and / or their proxies only will be allowed to attend the AGM. Before entering the meeting hall, Members and / or proxies are requested to sign the attendance slip in the prescribed form and deposit it at the counter.

Members/Proxies are requested to carry their Folio No. / Client Id and DP Id for identification.

8. Since, Company's shares are in compulsory dematerialized trading mode, to ensure better investor service and elimination of risk of holding shares in physical form, it is requested that the Members holding shares in physical form to get their shares dematerialized at the earliest.
9. Members having multiple folios are requested to intimate to the Company / Registrar and Transfer (R&T) Agent, such folios, to consolidate all shareholdings into a single folio.
10. Members who hold shares in physical form are requested to intimate the Company/ R&T Agent immediately of any change in their addresses along with necessary proof for identity and change in their addresses.
11. The Company has appointed M/s. Link Intime India Private Limited as its R&T Agent. All correspondence relating to transfer and transmission of shares, issue of duplicate share certificates, change of address,



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dematerialisation of shares, payment of dividend etc. will be attended and processed at the office of the R & T Agent at the following address:-

M/s. Link Intime India Private Limited  
(Unit: Kirloskar Brothers Limited),  
Block No. 202, 2<sup>nd</sup> Floor, Akshay Complex,  
Near Ganesh Temple, Off Dhole Patil Road, Pune – 411 001;  
Tel. No. (020) 2616 0084; Fax No. (020) 2616 3503;  
E-mail: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)

12. As per the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations, 2015) it has been clarified that for securities market transactions and off-market / private transactions involving transfer of shares in physical form, it shall be mandatory for the transferee(s) and transferor(s), to furnish copy of PAN Card to the Company / R & T Agent for registration of such transfer of shares, which investors may please note.

#### **E- Voting:**

13. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Companies (Management and Administration) Amendment Rules, 2015 as amended and Secretarial Standards on General Meeting (SS 2) and in terms of Regulation 44 of Listing Regulations, 2015 all the business i.e. Ordinary and Special may be transacted through electronic voting system (remote e-voting), which is being provided by the Company or by ballot paper at the venue of AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility, which is available at the link <https://www.evoting.nsdl.com>. The instructions for remote e-voting are given herein below.
14. The notice of AGM is being sent to the Members, whose names appear in the Register of Members as on June 15, 2018.
15. The cut-off date for entitlement of voting rights for the purpose of remote e-voting shall be considered on the number of shares registered in the name of the shareholders. The said date for remote e-voting shall be Friday, July 20, 2018 for beneficial owners holding shares in electronic form and Members holding shares in physical form.
16. The Board has appointed Mr. Shyamprasad Limaye, Practicing Company Secretary, Pune as a Scrutinizer to scrutinize the voting by electronic mode and ballot in accordance with the law in a fair and transparent manner.
17. The remote e-voting shall commence on Tuesday, July 24, 2018 at 9.00 a.m. and end on Thursday, July 26, 2018 at 5.00 p.m. Remote e-voting shall not be allowed beyond Thursday, July 26, 2018 after 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 20, 2018 may cast their votes electronically. The remote e-voting portal shall forthwith be blocked by NSDL for remote e-voting after 5.00 p.m. on Thursday, July 26, 2018.  
The Chairman shall, at the 98<sup>th</sup> AGM, at the end of discussion on the resolutions as mentioned in the Notice, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
18. In respect of representatives of the Corporations, the authorization should be received by the Scrutinizer/ Company on or before close of remote e-voting. Representative attending the AGM in person to vote thereat, shall submit the letter of appointment/ authorisation, as the case may be, before the commencement of AGM.



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19. In case of Members, whose e-mail IDs are registered with the Company :

- i. For remote e-voting, a Member should log on to <https://www.evoting.nsdl.com> and click on 'Shareholder – Login' during the period mentioned in point No. 17 above.
- ii. Enter user ID, password and verification code as shown on the screen and click login.

Alternatively, if a Member is registered for NSDL [eservices](https://eservices.nsdl.com/) i.e. IDEAS, a Member can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once a Member logs-in to NSDL eservices after using log-in credentials, click on e-Voting and proceed to cast vote electronically.

User ID details for existing and new users are as given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID
a) For Members who hold shares in demat account with NSDL.	Eight (8) character DP ID followed by Eight (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.	Sixteen (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.	'Electronic Voting Event Number' (EVEN) followed by your Folio Number registered with the Company. For example - if folio number is 001__ and EVEN is 101456 then user ID is 101456001_____.

iii. If a Member is already registered with NSDL for remote e-voting, then a Member can use his/her existing user-ID & password for login.

iv. Password details for new users are as given below:

- a) If a Member is using NSDL e-Voting system for the first time, he/she will need to retrieve the 'initial password' which was communicated. Once 'initial password' is retrieved, the system will prompt to change the password.
- b) Steps to retrieve 'initial password':
  - (i) If e-mail ID is registered in demat account, use the 'initial password' sent by NSDL on registered e-mail ID. The password to open the attached pdf file in the e-mail is Eight (8) digit client ID for NSDL account, last Eight (8) digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains 'User ID' and 'initial password'.
  - (ii) If email ID is not registered, the 'initial password' is communicated on his/her postal address.

If a Member is unable to retrieve or has not received the "Initial password" or has forgotten the password:

- a) Click on "Forgot User Details/Password"
- b) Physical User- Click on "Reset Password"



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- (iii) If a Member is still unable to get the password by aforesaid two options, he/she can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning his/her demat account number/folio number, PAN, name and registered address.
  - (iv) After entering the password, tick on Agree to “Terms and Conditions” by selecting on the check box. Now, click on “Login” button, home page of e-Voting will open.
  - (v) After log-in as mentioned in the above steps, click on ‘e-voting: Active Voting Cycles’.
  - (vi) Select the (EVEN) of Kirloskar Brothers Limited (which is provided in the attendance slip).
  - (vii) Now you are ready for remote e-voting as ‘voting page’ opens.
  - (viii) Cast your vote by selecting appropriate option and click on ‘submit’ and also ‘confirm’ when prompted.
  - (ix) Upon confirmation, the message ‘vote cast successfully’ will appear. Once you have cast your vote on the resolution, you will not be allowed to modify it.
  - (x) Institutional shareholders are required to send scanned copy (in PDF or JPEG format) of the relevant Board Resolution / Authority letter /Power of Attorney etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (xi) 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](http://www.evoting.nsdl.com) to reset the password.
20. In case of other Members:  
You will receive user ID and password at the bottom of the Attendance slip. Please follow steps from 18 (ii) to (xi) for casting vote electronically.
21. For those who have acquired the shares and become Members of the Company after dispatch of notice and are entitled on the cut-off date i.e. July 20, 2018 for voting, may write to the Company at designated email id [grievance.redressal@kbl.co.in](mailto:grievance.redressal@kbl.co.in) or Ms. Pallavi Mhatre, Assistant Manager or Mr. Mandar Gaikwad, Assistant Manager, NSDL at designated email id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining user ID and password which would be sent to them forthwith in the manner mentioned above. Alternatively, you may reach the Company at 020-27211035 / 4405 or NSDL at 022 – 24994600 and lodge the request.
22. Members may participate in the AGM even after casting their vote through remote e-voting but shall not be allowed to vote again at the meeting and his vote, if any, cast at the AGM shall be treated as invalid. Kindly note that vote once cast cannot be modified or cast again. Please note that a person who is not a Member as on the cut-off date i.e. July 20, 2018 and who is in receipt of the Notice may treat this for information purpose only.



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23. In case of any queries relating to remote e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and not later than 2 (two) days of the conclusion of the meeting, make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
25. The result of the resolutions shall be declared by the Chairman or a person authorised by him in writing forthwith on receipt of the Scrutinizer's report.
26. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at [www.kirloskarpumps.com](http://www.kirloskarpumps.com) and at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared and simultaneously shall be forwarded to BSE Limited and National Stock Exchange of India Limited for displaying the same on their website.
27. The Notice has been uploaded on the website of the Company and NSDL.

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

A handwritten signature in black ink, appearing to read "Sandeep Phadnis", written in a cursive style.

**Sandeep Phadnis**  
Company Secretary

Pune: May 11, 2018





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## ANNEXURE TO THE NOTICE OF 98<sup>th</sup> ANNUAL GENERAL MEETING

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

Mr. Alok Sanjay Kirloskar (DIN: 05324745), age 34 is a Non-Executive Director on the Board of Kirloskar Brothers Limited. He has done his Bachelor of Science in Business Administration with concentration in Finance from Carnegie Mellon University, Pittsburgh, PA, USA. He had the honour to be on the Dean's list for his academic excellence throughout the course.

Mr. Alok S. Kirloskar is associated with the Company from September, 2007. He was first entrusted with responsibilities of international marketing business and acquainted himself with the functioning of various departments / sectors. Later, he was head of the Industry sector of the Company, before he became a director.

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

Mr. Alok S. Kirloskar, is presently Managing Director of SPP Pumps Limited, UK, a subsidiary of the Company and on the Boards of Kirloskar Brothers International B.V., Kirloskar Brothers International Pty. Limited, SPP Pumps Inc, Micawber 784 (Proprietary) Limited, Braybar Pumps (Proprietary) Limited, Syncroflo Inc., SPP Pumps MENA LLC, SPP Pumps Real Estate LLC, Rodelta Pumps International B.V., Rotaserve B.V., SPP Pumps (South Africa Pty.) Limited, SPP Pumps (Asia) Company Limited. He is also a Chairman of Kirloskar Corrocoat Private Limited, Kirloskar Pompen B.V. and Kirloskar Brothers (Thailand) Limited.

Mr. Alok S. Kirloskar is on the Board of the Company since July 18, 2012.

Mr. Alok S. Kirloskar will be entitled for sitting fees as may be decided by the Board from time to time and commission if any, as may be approved by the Board.

For details of his remuneration drawn last year, one can refer reporting under 'Report on Corporate Governance'.

Mr. Alok S. Kirloskar attended all the 4 (four) Board meetings of the Company held during the year 2017-18.

He is not a member of any Committee of the Board.

Presently, he is holding 6,187 (0.01%) equity shares of ₹ 2/- each of the Company.

Mr. Alok S. Kirloskar is a son of Mr. Sanjay C. Kirloskar and brother of Ms. Rama S. Kirloskar. Apart from this none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed resolution.

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



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

### Item No. 4

Dr. Rakesh Mohan (DIN 02790744) age 70 is an Additional Director on the Board of the Company with effect from July 28, 2017. He is one of the senior most economic policy makers in India and an expert on central banking, monetary policy, infrastructure and urban affairs. He is the former Deputy Governor of the Reserve Bank of India. In addition to serving in various posts for the Indian government, including representing India in a variety of international forums such as Basel and G20, he has worked for the World Bank and headed prestigious research institutes. Dr. Rakesh Mohan has written extensively on urban economics, urban development and Indian economic policy reforms.

Dr. Rakesh Mohan received BA in Economics from Yale University. He is also a Bachelor of Science in Electrical Engineering from Imperial College of Science and Technology, University of London. He secured his Master's Degree and Doctorate in Economics from Princeton University, New Jersey, United States.

He is presently Senior Fellow, Jackson Institute for Global Affairs, Yale University and Distinguished Fellow Brookings India. He is also an Independent Non-Executive Director of Mahindra United World College of India and Nestle India Limited.

Considering his rich experience, the Board considers his appointment as an Independent Director on the Board of the Company which would be beneficial for the Company.

He is not a member of any Committee of the Board. He has attended 1 (one) Board meeting held during the Financial Year 2017-18.

Dr. Rakesh Mohan is holding Nil shares of the Company.

Dr. Rakesh Mohan will be entitled to sitting fees as may be decided by the Board from time to time and commission if any, as may be approved by the Board.

Apart from Dr. Rakesh Mohan, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed resolution.

The Company has received a notice from a shareholder proposing his candidature to the office of the director.

On the recommendation of the Nomination and Remuneration Committee, the Board recommends the passing of this resolution as an Ordinary Resolution appointing him as an Independent Director of the Company for a term up to July 27, 2022.

### Item No. 5

Ms. Rama S. Kirloskar (DIN 07474724) age 28 is an Additional Director on the Board of the Company with effect from July 28, 2017.

She currently serves as the Managing Director of Kirloskar Ebara Pumps Limited (KEPL), a joint venture between Ebara Corporation, Japan and Kirloskar Brothers Limited. Previously, she was General Manager and Head of the Product Portfolio Management at Kirloskar Brothers Limited, where she was responsible for driving the Go-to-market strategy, product value management and restructuring for the mass production business; material grade rationalization and streamlining of the foundry business and product rationalization for the made-to-order business.



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She holds a double major in Mathematics and Biology from Bryn Mawr College, USA. After graduation, she went on to work at Polaris Partners, a multi-stage venture capital firm that principally invests in technology, healthcare and consumer products, headquartered at Boston, MA, USA. Subsequently, she worked at the Koch Institute at Massachusetts Institute of Technology (MIT), USA. Her research led her and the team to begin working with Visterra Inc., an MIT biotechnology start-up company that currently uses its proprietary platform to design therapeutics for infectious diseases.

She is one of the authors of a publication in the journal Cell (Robinson et al., 2015, Cell 162, 1–12, doi:10.1016/j.cell.2015.06.057), in the paper titled “Structure-Guided Design of an Anti-Dengue Antibody Directed to a Non-Immunodominant Epitope”.

She is also a Member of the Board of Karad Projects and Motors Limited and Prakar Investments Private Limited.

She is not a member of any Committee of the Board. She has attended 2 (two) Board meetings held during the year 2017-18.

Ms. Rama S. Kirloskar is holding Nil shares of the Company.

Ms. Rama S. Kirloskar will be entitled to sitting fees as may be decided by the Board from time to time and commission if any, as may be approved by the Board.

Ms. Rama S. Kirloskar is a daughter of Mr. Sanjay C. Kirloskar and sister of Mr. Alok S. Kirloskar. Apart from this none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed resolution.

The Company has received a notice from a shareholder proposing her candidature to the office of the director.

On the recommendation of the Nomination and Remuneration Committee, the Board recommends the passing of this resolution as an Ordinary Resolution.

### **Item No. 6**

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Cost Records and Audit) Amendment Rules, 2014 thereunder, the Company is required to get its cost records audited by a Cost Accountant and the remuneration to be paid to such Cost Accountant would require to be approved by the Members of the Company. The Board of Directors of the Company has appointed, M/s. Parkhi Limaye & Co., Pune, as Cost Accountants in terms of the provisions of Section 148 of the Act, for the purpose of auditing the cost audit records of the Company for the Financial Year 2018-19.

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

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

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

**Sandeep Phadnis**  
Company Secretary

**Pune: May 11, 2018**

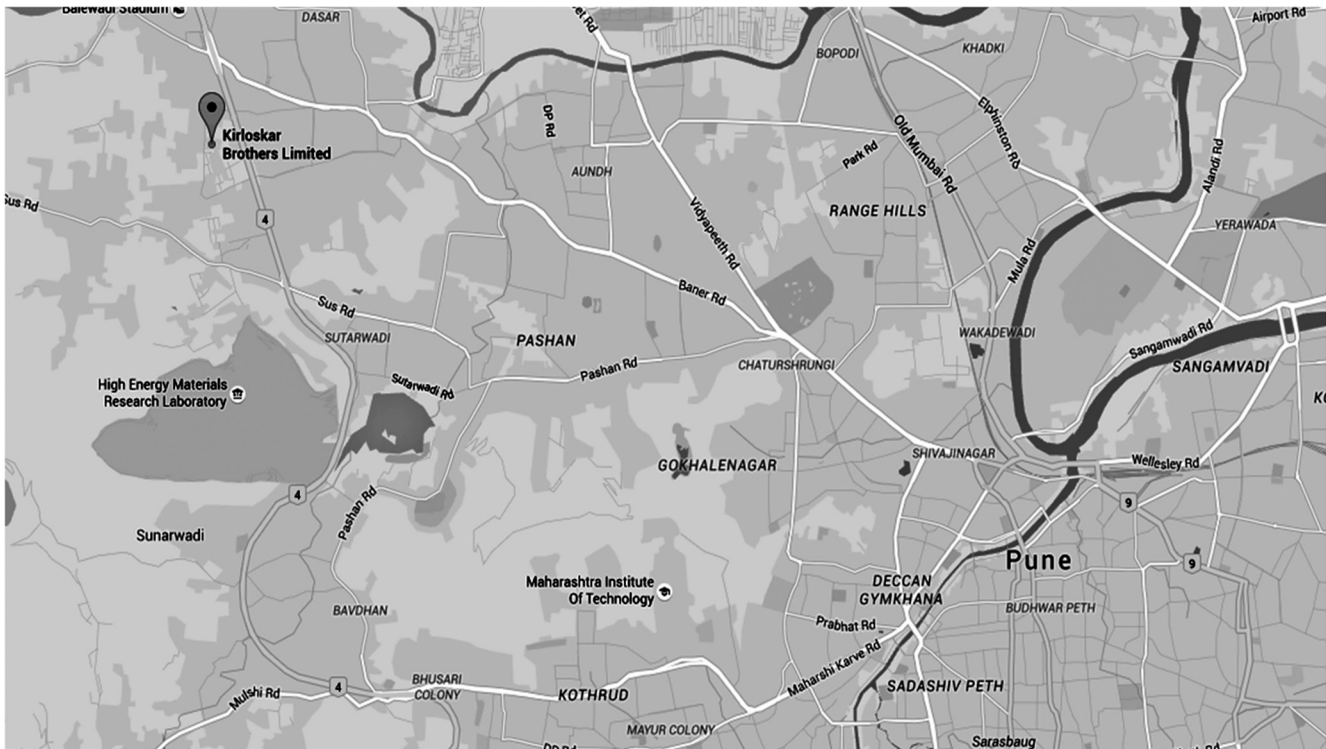


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Route Map for Venue of Annual General Meeting.

**KIRLOSKAR BROTHERS LIMITED**

Global Headquarters: ‘Yamuna’, Survey No. 98 (3-7)  
Baner, Pune – 411 045





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Dear Shareholder,

**Subject : Green Initiative - Registration of E-mail address**

As you are aware, as a part of “Green Initiative in the Corporate Governance” and in terms of Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, it is permitted to serve the documents to the eligible shareholders through the electronic mode.

In order to support this “Green Initiative”, we have already started serving certain documents i.e. the Notice of the Annual General Meeting, Annual Report, etc. to a few shareholders through the electronic mode at the email address provided by them or obtained from the depositories from time to time. We wish to continue this initiative as a step forward towards protecting environment for all of us.

This initiative also helps in prompt receipt of communication and it would help to avoid the losses/delays in postal transit. We expect your absolute participation in the initiative and therefore, request you to register your e-mail address and / or changes therein from time to time:

- In case your shares are in demat mode - with the concerned Depository Participant (DP), by following related procedure as laid down by the concerned DP
- In case your shares are in physical mode - with the Company’s Registrar and Transfer Agent at the following address :

M/s. Link Intime India Private Limited,  
 Unit: Kirloskar Brothers Limited,  
 A Wing, Block No. 202, 2 Floor, Akshay Complex, Near Ganesh Temple,  
 Off Dhole Patil Road, Pune - 411 001  
**E-mail address: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)**

In any case, on your specific request with detailed Name, Address, Folio/DPID/Client ID and signature, physical copies of above documents will be sent to you, free of cost.

We expect your whole-hearted support to this “Green Initiative” for its successful implementation.

Thanking you and assuring you of our best attention at all times.

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

  
**Sandeep Phadnis**  
**Company Secretary**

Pune: May 11, 2018

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**E-COMMUNICATION REGISTRATION FORM**  
 (For shares in physical mode)

**Kirloskar Brothers Limited**  
 Regd. Office : Udyog Bhavan,  
 Tilak Road, Pune 411 002

Folio No. : .....

Name of the 1 Shareholder : .....

Name of Joint Shareholder/s : .....

E-mail ID (to be registered) : .....

PAN : .....

Phone No. : .....

Please register my above e-mail ID in your records for receiving communication through E-mail from Company of which I/we am/are shareholder(s).

Place : ..... Date : .....

Signature : .....  
First shareholder

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Enriching Lives

Dear Shareholders,

**Sub. : Transport arrangements for Annual General Meeting to be held on July 27, 2018**

As you are aware, the Annual General Meeting (AGM) of the Company is scheduled on Friday, July 27, 2018 at 11:00 a.m. at our Corporate Office at "Yamuna", Survey No. 98(3-7), Baner, Pune - 411 045.

The Corporate Office is about 20 kms away from the Company's Registered Office at Udyog Bhavan, Tilak Road, Pune - 411 002.

In order to facilitate the shareholders to attend the said AGM, we have made special bus arrangements. This facility will be provided from the Registered Office at Udyog Bhavan to the Corporate Office and back to Udyog Bhavan after completion of AGM.

Shareholders who wish to avail this facility are requested to register their names before July 20, 2018 through letter or at following e-mail id/ phone :

**E-mail Id : [grievance.redressal@kbl.co.in](mailto:grievance.redressal@kbl.co.in) Phone Nos. : (020) 2721 1030 / 4405**

On July 27, 2018, such shareholders should report at Udyog Bhavan along with the portion of this circular duly filled in and signed at 9.45 a.m. The buses would start at 10.00 a.m. sharp for Corporate Office.

**Kindly note that only registered shareholders and proxies will be permitted to avail this facility. Entry to family members, children and/or friends of the shareholders/proxies will not be permitted.**

Thanking you,

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

**Sandeep Phadnis**  
**Company Secretary**

Pune : May 11, 2018

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

\_\_\_\_\_  
Name/s of shareholder/s/Proxy

\_\_\_\_\_  
Folio No./DP ID & Client ID

\_\_\_\_\_  
Signature/s

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