



KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Enriching Lives

NOTICE

NOTICE is hereby given that the 97th Annual General Meeting (AGM) of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held on Thursday, the 27th day of July, 2017 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, 2017 together with the Report of the Auditors and Board of Directors thereon and consolidated financial statements of the Company for the Financial Year ended on March 31, 2017.
2. To declare dividend on equity shares of the Company for the Financial Year 2016-17.
3. To appoint a Director in place of Mr. Sanjay C. Kirloskar (DIN 00007885), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) 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 and the Board of Directors, M/s Sharp and Tannan Associates, Chartered Accountants, Mumbai (Firm Registration No. 109983W) be and are hereby appointed as the Auditors of the Company, to hold office for a term of 5 (Five) years, from the conclusion of 97th Annual General Meeting till the conclusion of 102nd Annual General Meeting, subject to ratification of the appointment by the Members at every Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to fix the remuneration plus out of pocket, travelling and any other expenses, etc., if any, as may be mutually agreed upon and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

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 Regulation 17(6)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the payment of ₹10,00,000/- (Rupees Ten Lakhs only), to Mr. Shrikrishna Narhar Inamdar (DIN 00025180) (Non Executive Independent Director), for availing professional legal services, over and above the remuneration and the sitting fees, to which he is entitled as a Director during the year 2016-17.



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine and fix the fees for availing professional legal services, if any, from Mr. Shrikrishna Narhar Inamdar (Non Executive Independent Director) from the Financial Year 2017-18, till the time he acts as a Director on the Board of the Company."

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 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 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 Auditor to conduct the audit of the cost records of the Company for the Financial Year 2017-18, amounting to ₹ 7,50,000/- (Rupees Seven Lakhs and Fifty Thousand only) excluding service tax and other taxes as may be applicable and out of pocket and travelling expenses, if any, be ratified and confirmed."

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

Sandeep Phadnis
Company Secretary

Pune : May 17, 2017



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NOTES:

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

A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for another person or shareholder. The instrument of proxy duly filled, stamped and signed should be lodged at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the Annual General Meeting (AGM). Every Member entitled to vote at this meeting shall be entitled during the period beginning 24 (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 (Three) 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. 5 and 6 above is annexed.
3. The unclaimed dividend for the Financial Year 2008–09 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 / interim dividend for the Financial Years 2009–10 onwards will become transferable at the end of 7 (Seven) years from the respective dates of transfer of such amount to the unclaimed dividend accounts of IEPF.

Year	Type of Dividend	Dividend in ₹ per share	Date of Declaration	Due Date of transfer to the IEPF Account
2009 - 10	Final	5.50	27-Jul-10	September, 2017
2010 - 11	Final	3.50	23-Jul-11	August, 2018
2011 - 12	Final	2.00	18-Jul-12	August, 2019
2012 - 13	Final	2.00	24-Jul-13	August, 2020
2013 - 14	Final	2.50	25-Sep-14	October, 2021
2014 - 15	Final	0.50	27-Jul-15	September, 2022
2015 - 16	Interim	0.50	14-Mar-16	April, 2023

The details of the same are given below:

The unclaimed fractional entitlement and subsequent dividend for the year 2009-10 thereon, pursuant to the scheme of arrangement between the Company and erstwhile Kirloskar Brothers Investment Limited is due to be transferred on April 16, 2018.

In terms of the IEPF (Uploading of information regarding unpaid dividend amount lying with the Companies)



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Rules, 2012, the details of unclaimed dividend up to 2014-15 have been uploaded on Company's website www.kirloskarpumps.com. This will facilitate the Members to claim their unclaimed dividend. Members are therefore requested to check and send their claims, if any, for the relevant Financial Years from 2009–10 onwards before the respective amounts become due for transfer to IEPF.

4. Pursuant to the provisions of Section 124(5) and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, ('IEPF Amendment Rules') all shares on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more shall be transferred to IEPF after complying with the procedure laid down under the IEPF Amendment Rules. The Company is in the process of complying with the provisions of these rules. The details of the shares identified to be transferred to IEPF is available on the website of the Company www.kirloskarpumps.com
5. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act will be available for inspection by the Members at the time of AGM.
6. Register of Contracts or arrangements in which the Directors are interested, as maintained under Section 189 of the Act will be available for inspection by the Members at the time of AGM.
7. In case, Members wish to ask for any information about the accounts or operations of the Company, they are requested to send their queries, in writing, at least 7 (Seven) days before the date of the meeting, so that the information can be made available at the time of the meeting.
8. Members of the Company and / or their Proxies only will be allowed to attend the AGM. Before entering the meeting hall, Members and / or Proxies are requested to sign the attendance slip in the prescribed form and leave it at the counter.

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

9. Since Company's shares are in compulsory dematerialized trading mode, to ensure better investor service and elimination of risk of holding shares in physical form, it is requested that the Members holding shares in physical form to get their shares dematerialized at the earliest.
10. Members having multiple folios are requested to intimate to the Company / Registrar and Transfer (R&T) Agent, such folios, to consolidate all shareholdings into one folio.
11. Members who hold shares in physical form are requested to intimate the Company/ R&T Agent immediately of any change in their addresses, along with necessary proof for identity and change in their addresses.
12. 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, dematerialisation of shares, payment of dividend etc. will be attended and processed at the office of the R & T Agent at the following address:-

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



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13. 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.
14. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 as amended and in terms of Regulation 44 of Listing Regulations, 2015 all the businesses i.e. Ordinary and Special may be transacted through electronic voting system (remote e-voting), which is being provided by the Company or by ballot paper at the venue of the 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.

E-Voting instructions:

15. The Notice of the AGM is being sent to the Members, whose names appear in the Register of Members as on Friday, June 16, 2017. 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, in case of all those beneficial owners holding shares in electronic form as per the ownership data made available to the Company by NSDL and Central Depository Services (India) Limited ('CDSL') on Thursday, July 20, 2017 and to all those Members holding shares in physical form on Thursday, July 20, 2017, only.
16. The Board has appointed Mr. Rajesh Karunakaran, 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 Monday, July 24, 2017 at 9.00 a.m. and end on Wednesday, July 26, 2017 at 5.00 p.m. Remote e-voting shall not be allowed beyond Wednesday, July 26, 2017 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, 2017, may cast their vote electronically. The remote e-voting portal shall forthwith be blocked by NSDL for voting after 5.00 p.m. on Wednesday, July 26, 2017.

The Chairman shall, at the AGM, after the end of discussion on the resolutions as mentioned in the Notice, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Please note that a Member whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the Depositories, as on the cut-off date i.e. July 20, 2017, only shall be entitled to avail the facility of remote e-voting or voting at the AGM, by use of ballot paper for resolutions set out in the Notice.

18. In case of Members, who have registered their e-mail Ids with the Company:
 - i. You will receive an e-mail from NSDL containing your user Id and password for e-voting along with the Notice of the meeting. Please note that the password is an initial password and needs to be changed on initial login.
 - ii. If you are already registered with NSDL for e-voting, then you can use your existing user-Id & password for login.



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- iii. For remote e-voting, you should log on to <https://www.evoting.nsdl.com> and click on 'Shareholder – Login' during the period mentioned in point No. 17 above.
 - iv. Enter user Id and password as initial password and click login.
 - v. 'Password Change' menu appears. Please change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Click on 'e-voting: Active Voting Cycles'.
 - vii. Select the 'Electronic Voting Event Number' (EVEN) of Kirlskar Brothers Limited (which is provided in the attendance slip).
 - viii. Now you are ready for remote e-voting as 'cast vote' page opens.
 - ix. Cast your vote by selecting appropriate option and click on 'submit' and also 'confirm' when prompted.
 - x. Upon confirmation, the message 'vote cast successfully' will appear. Once you have cast your vote on the resolution, you will not be allowed to modify it.
 - xi. Institutional shareholders are required to send scanned copy (in PDF or JPEG format) of the relevant Board Resolution/Power of Attorney together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at karunakaran2004@yahoo.com with a copy marked to evoting@nsdl.co.in.
19. 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.
20. 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, 2017 for voting, may write to the Company at designated e-mail id grievance.redressal@kbl.co.in or Mr. Rajiv Ranjan, Assistant Manager NSDL at their designated e-mail ids: evoting@nsdl.co.in or rajivr@nsdl.co.in for obtaining user Id and password which would be sent to them forthwith in the manner mentioned above. Alternatively, you may reach the Company at 020-27211030/67211030 or NSDL at 022 – 24994738 and lodge the request.
21. Members may participate in the AGM even after casting their vote through remote e-voting but shall not be allowed to vote again at the meeting. Kindly note that vote once cast cannot be modified. Please note that a person who is not a Member as on the cut-off date i.e. July 20, 2017 and who is in receipt of the Notice may treat this for information purpose only.
22. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at 'Downloads' section of www.evoting.nsdl.com.
23. 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, who shall countersign the same.



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24. The result of the resolutions shall be declared by the Chairman forthwith on receipt of the Scrutinizer's report.
25. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.kirloskarpumps.com and simultaneously at www.evoting.nsdl.com and shall be sent to BSE Limited and National Stock Exchange of India Limited for displaying the same on their website.
26. The Notice has been uploaded on the website of the Company and NSDL.

By order of the Board of Directors
For KIRLOSKAR BROTHERS LIMITED

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

Sandeep Phadnis
Company Secretary

Pune : May 17, 2017



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ANNEXURE TO THE NOTICE OF 97th ANNUAL GENERAL MEETING

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

Mr. Sanjay C. Kirloskar, (60 years) (DIN 00007885) completed his graduation in Mechanical Engineering from the Illinois Institute of Technology, Chicago U.S.A. in 1978. He underwent practical training in a number of Kirloskar group companies. He held the positions of Vice President Operations at Kirloskarvadi factory and Executive Vice President of the Company. He was appointed on the Board of the Company on November 19, 1985 and presently he is the Chairman and Managing Director of the Company. In compliance with provisions of Section 152 of the Companies Act, 2013 ('the Act'), he shall retire by rotation at the ensuing AGM and offers himself for re-appointment.

He is also a member of the Boards of Directors of Kirloskar Ebara Pumps Limited, Kulkarni Power Tools Limited, Kirloskar Proprietary Limited, Prakar Investments Private Limited, Asara Sales & Investments Private Limited, SPP Pumps Limited, UK and Kirloskar Brothers International B.V., The Netherlands.

Mr. Sanjay C. Kirloskar attended all the 6 (Six) Board meetings of the Company held during the year 2016-17.

The details of his Membership/Chairmanship of the Board Committees are as follows:

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

Presently, he is holding 17,529,133 (22.07%) equity shares of ₹ 2/- each of the Company [15,812,118 (19.91%) equity shares in individual capacity; 3,015 (0.00%) equity shares as trustee of C. S. Kirloskar Testamentary Trust and 1,714,000 (2.16%) equity shares as trustee of Kirloskar Brothers Limited Employee Welfare Trust Scheme].

Except Mr. Alok Kirloskar, his son, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed resolution.

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

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

Item No. 5

Mr. Shrikrishna Narhar Inamdar (DIN 00025180) is a Non Executive Independent Director of the Company. He is commerce and law graduate and a leading Advocate and Tax Consultant. He has been practicing as an Advocate both on original and appellate side of the Bombay High Court for last 40 years. He has specialization in Tax and allied laws and presently, a Senior Advocate at Bombay High Court.



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His long experience in the corporate taxation and appellate matters helped the Company to deal in such matters. The Company had availed his professional services during the Financial year 2016-17.

Pursuant to Regulation 17(6) (a) of the Listing Regulations, 2015, the approval of Members is sought for the payment of fees paid for aforementioned professional services during the Financial Year 2016-17 and also to authorize the Board of Directors to determine the amount of fees from the Financial Year 2017-18, till the time he acts as a Director on the Board of the Company.

Mr. Shrikrishna Narhar Inamdar is concerned or interested in the resolution, financially or otherwise, to the extent of the professional fees paid to him. No other Director or Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution.

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 be required to be ratified and confirmed 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 2017-18.

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 17, 2017

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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 e-mail address provided by them or obtained from the depositories from time to time. We wish to continue this initiative as a step forward towards protecting environment for all of us.

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

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

Link Intime India Private Limited, Unit : Kirloskar Brothers Limited,
 A Wing, Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple,
 Off Dhole Patil Road, Pune - 411 001
 E-mail address : pune@linkintime.co.in

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

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

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

Yours faithfully,

For **KIRLOS KAR BROTHERS LIMITED**

Sandeep Phadnis
Company Secretary

Pune : May 17, 2017

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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 1st Shareholder :

Name of Joint Shareholder/s :

E-mail ID (to be registered) :

PAN :

Phone No. :

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

Place :

Date :

Signature :

(First shareholder)

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Dear Shareholders,

Sub : Transport arrangements for Annual General Meeting to be held on July 27, 2017

As you are aware, the Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, July 27, 2017 at 11.00 a.m. at our Corporate Office at "Yamuna", Survey No. 98 (3-7), Baner, Pune - 411 045.

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

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

Shareholders who wish to avail this facility are requested to register their names before July 19, 2017 through letter or at following e-mail id/ phone :

E-mail Id : grievance.redressal@kbl.co.in Phone Nos. : (020) 2721 1030 / 2721 1035 / 2721 4405

On July 27, 2017, such shareholders should report at Udyog Bhavan along with this circular duly filled in and signed at 9.45 a.m. The bus would start at 10.00 a.m. sharp for Corporate Office.

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

Thanking you,

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

Sandeep Phadnis
Company Secretary

Pune : May 17, 2017

(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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