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KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

NOTICE

Notice is hereby given that the 7th Annual General Meeting of Kirloskar Oil Engines Limited will be held on Friday, the 5th day of August 2016 at 11.45 a.m. at Hotel Le Meridien, Raja Bahadur Mill Road, Pune – 411 001, to transact the following business:

ORDINARY BUSINESS

ITEM NO.1

To receive, consider and adopt the Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2016 together with the Reports of the Directors and the Auditors thereon.

ITEM NO.2

To confirm the payment of Interim Dividend of ₹ 5 per equity share (250%) as final dividend for the year ended 31 March 2016.

ITEM NO.3

To appoint a director in place of Rajendra R. Deshpande (DIN 00007439) who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO.4

To appoint Auditors and fix their remuneration and in this regard 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 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. P. G. Bhagwat, Chartered Accountants (Firm Registration no. 101118W), be and are hereby re-appointed as the Auditors of the Company to hold office for a second term of 5 years from conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the year 2021 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting), and at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

ITEM NO.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 Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory



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modification(s) or re-enactment thereof for the time being in force), and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Vinesh Kumar Jairath (DIN 00391684), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 27 January 2016 and who holds office of Director up to the date of this Annual General Meeting pursuant to 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 from a member under Section 160 of the Companies Act, 2013, 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 consecutive years from the date of this Annual General Meeting.”

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 Section 148 and other applicable provisions if any 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), the remuneration upto ₹ 7,50,000/- plus service tax as applicable and out of pocket expenses on actual basis as approved by the Board of Directors of the Company, payable to M/s. Parkhi Limaye and Co., Cost Accountants, for conducting the audit of the Cost records maintained by the Company for the financial year ended 31 March 2017, be and is hereby ratified and confirmed.”

By Order of the Board of Directors

Place : Pune
Date : 18 May 2016

Sd/-
Smita Raichurkar
Company Secretary



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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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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 shareholder.

- 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 submitted on behalf of the Companies, Societies etc., must be supported by appropriate resolution / authority, as applicable.
- iii. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
- iv. Details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of directors seeking appointment/re-appointment at Annual General Meeting forms part of the notice.
- v. The Register of Members and Share Transfer Books of the Company will remain closed from 3 August 2016 to 5 August 2016 both days inclusive for annual closing.
- vi. Pursuant to Sections 205A and 205C of the Companies Act, 1956, (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified) 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 required to be transferred to the 'Investor Education and Protection Fund' (IEPF) set up by the Central Government. Accordingly, the unpaid / unclaimed dividend for the period ended 31 March 2010 and Financial Year 2010-11 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 period ended 31 March 2010 and Financial Year 2010-11 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. The details of due dates for transfer of unclaimed dividend to IEPF are as under:

Year	Date of Declaration	Date of Payment	Dividend %	Dividend in ₹ per share	Date on which dividend will be transferred to IEPF
2009-10	9 July 2010	20 July 2010	200	4	13 August 2017
2010-11	21 July 2011	10 August 2011	200	4	25 August 2018
2011-12	19 July 2012	30 July 2012	200	4	23 August 2019
2012-13	25 July 2013	6 August 2013	250	5	29 August 2020
2013-14	12 August 2014	26 August 2014	250	5	16 September 2021
2014-15	7 August 2015	21 August 2015	250	5	11 September 2022
2015-16	9 March 2016	29 March 2016	250	5	13 April 2023



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The details of unclaimed and unpaid amount of Dividend due to the shareholders of the Company as on 7 August 2015 for the period ended 31 March 2010 and Financial Year 2010-11 onwards, are available on the Company's website viz. www.koel.co.in

vii. **Register National Electronic Clearing Service (NECS) Mandate**

In order to get your dividend through 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, R&T 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 (DP) and not to the R&T Agent of the Company. Those shareholders 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 R & T Agent.

viii. **Permanent Account Number (PAN)**

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 / R&T Agent (in case of shares held in physical form).

ix. Members are requested to immediately notify the R&T Agent (DP, 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.

xi. **Dematerialisation of Share**

Trading in the shares of the Company can be done in dematerialized form only. Members are requested to avail the facility of dematerialisation by opening Depository accounts with the DPs of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialised, in order to avoid hassles involved with physical shares such as possibility of loss/ mutilation of share certificate(s), and to ensure safe and speedy transaction in securities.

xii. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

xiii. Members having multiple folios are requested to intimate to the Company / R&T Agent such folios, to consolidate all shareholdings into one folio.

xiv. Members are requested to submit Nomination forms duly filed with R&T Agent in case of holding of shares in physical form and with their respective DPs, in case of shares held in dematerialised form. The Nomination Form is available with R&T Agent of the Company.



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xv. Register E-mail Address

To support Green Initiative, Members are requested to register their e-mail addresses with the Company / R&T Agent viz. Link Intime India Private Limited, in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialised form.

xvi. Members may also note that the Notice of the 7th Annual General Meeting and Annual Report for 2015-16 will also be available on the Company's website www.koel.co.in. The relevant documents referred to in the Notice will be open for inspection by the members at the Registered Office of the Company on all working days of the Company during business hours.

xvii. Electronic copy of the Notice of the 7th Annual General Meeting and Annual Report for 2015-16 are being sent to all the members whose email IDs are registered with the Company/ R & T Agent / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copy of the Notice of the 7th Annual General Meeting and Annual Report for 2015-16 are being sent in the permitted mode.

xviii. Members are requested to bring their attendance slip and copy of the annual report at the meeting.

xix. Route Map showing directions to reach to the venue of the 7th Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on 'General Meeting.'

xx. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS2) 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 7th 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') will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper 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 paper.

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 **2 August 2016 (9:00 am) and ends on 4 August 2016 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29 July 2016, 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 instructions for remote e-voting through electronic means are as under:

A. **Member whose email IDs are registered with the Company / R&T Agent viz. Link Intime India Private Limited / Depository Participant(s) will receive an email from NSDL**



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informing them of their User-ID and Password. Once the Members receive the email, he or she will need to go through the following steps to complete the remote e-voting process:

1. Open email and open PDF file viz. **“KOEL remote e-Voting.pdf”** with your Folio no. / Client ID as password. The said PDF file contains your User ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 2. Open internet browser and type URL viz. **<https://www.evoting.nsdl.com>**
 3. Click on Shareholder-Login
 4. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password / PIN.
 5. If you are logging in for the first time, please enter the ‘USER ID’ and ‘Initial Password’ as noted in Step 1 above and click ‘Login’.
 6. The Password Change Menu will appear on your screen. Change to a new Password of your choice making sure that, it contains a minimum of 8 digits or characters or combination of the two. Please take utmost care to keep your Password confidential.
 7. Once e-Voting home page opens, Click on e-Voting > Active Voting Cycles
 8. Select the EVEN (E-Voting Event Number) of Kirloskar Oil Engines Limited.
 9. Now you are ready for e-voting as ‘the Cast Vote’ page opens.
 10. Cast your vote by selecting appropriate option and click Submit and also Confirm when prompted.
 11. Upon confirmation, the message ‘Vote cast successfully’ will be displayed. Please note that once your vote is cast on selected resolution, it cannot be modified.
 12. Institutional shareholders (i.e. members other than individuals, HUF, NRIs etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature (s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at mjrpcs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. **In case a Member receives physical copy of the Notice of AGM** [for members whose email IDs are not registered with the Company / R&T Agent viz. Link Intime India Private Limited / Depository Participant(s) or requesting physical copy]:
1. Initial password will be provided separately:
EVEN (E-Voting Event Number) USER ID PASSWORD/PIN
 2. Please follow all steps from Sr. No. (2) to (12) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available on the website www.evoting.nsdl.com under the ‘Downloads section’. You can also contact NSDL via email at evoting@nsdl.co.in or call on toll free no. 1800-222-990.
- VII. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password / PIN for casting your vote.



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- VIII. You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 29 July 2016.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 29 July 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- XI. A member may participate in the AGM even after exercising his / her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 paper.
- XIII. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- XIV. M. J. Risbud, Practicing Company Secretary, Pune, (Membership No. FCS 810 CP No. 185) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. 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 Paper' for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.koel.co.in and on the website of NSDL www.nsdl.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

Sd/-

Smita Raichurkar
Company Secretary

Place : Pune

Date : 18 May 2016



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ANNEXURE TO THE NOTICE

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

ITEM NO. 3 OF THE NOTICE

Rajendra R. Deshpande who retires by rotation and being eligible offers himself for re-appointment.

He holds 11,250 (0.01%) equity shares in the Company.

Rajendra R. Deshpande, who is a Graduate in Mechanical Engineering, joined the Company in July 1977. He has worked for Small, Medium and Large Engines Business Groups of the Company. He started Ancillary Development Department in the Company. During his tenure as a Business Unit Head, Medium Engines Business Group has become the largest Strategic Business Unit amongst the KIRLOSKAR group. He was re-appointed as Whole Time Director with designation as Joint Managing Director for a period of three years w.e.f. 29 April 2015 by the members in the AGM held on 7 August 2015.

He holds directorship in the following other companies:

Swaraj Engines Ltd.	Kothrud Power Equipments Ltd.
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He is neither a Member nor a Chairman of the Committees in the other Public Limited Companies.

Rajendra R. Deshpande may be deemed to be concerned or interested, financially or otherwise in this resolution.

Except Rajendra R. Deshpande, none of the other Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise in this resolution.

ITEM NO. 5 OF THE NOTICE

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company, the Board of Directors of the Company appointed, Vinesh Kumar Jairath as an Additional Director of the Company with effect from 27 January 2016.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Vinesh Kumar Jairath 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 5 (Five) consecutive years from the date of this Annual General Meeting, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Vinesh Kumar Jairath for the office of Director of the Company.

Vinesh Kumar Jairath joined Indian Administrative Service in 1982. He is an Ex-IAS officer. 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 had served as Joint Managing Director at Indiabulls Real Estate Limited from September 29, 2014 to October 02, 2015. He holds directorship in Tata Motors Limited and Tata Motors Finance Solutions



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Limited. 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 is a director in the following other companies:

Tata Motors Limited@\$	Tata Motors Finance Solutions Limited*
TML Distribution Co. Ltd.*	Concorde Motors (India) Ltd.@

@Audit Committee – Member

*Audit Committee – Chairman

\$ Stakeholders Relationship Committee - Member

He does not hold any shares in the Company.

He is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as director.

The Company has also received declarations from Vinesh Kumar Jairath that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules made thereunder and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that Vinesh Kumar Jairath fulfills the conditions specified in the said Act and the rules made thereunder 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.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Vinesh Kumar Jairath as an Independent Director for a term of 5 (Five) consecutive years from the date of this Annual General Meeting.

The draft letter for the appointment of Vinesh Kumar Jairath as independent director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company on all working days of the Company during business hours.

Except Vinesh Kumar Jairath, none of the other directors or key managerial personnel of the Company or their relatives, are concerned or interested financially or otherwise in this resolution.

The Board recommends resolution set out in Item no. 5 of the notice for approval by the members.

ITEM NO. 6 OF THE NOTICE

The Board of Directors on the recommendation of Audit Committee has approved the appointment of M/s. Parkhi Limaye and Co., Cost Accountants to conduct the audit of the cost records of the Company for Financial Year ended 31 March 2017, at the remuneration upto ₹ 7,50,000 plus service tax as applicable and out of pocket expenses on actual basis.



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Pursuant to provisions of Section 148 and all 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), the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

The Board recommends resolution set out in Item no. 6 of the notice for approval and ratification by the members of the Company.

None of the directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

By Order of the Board of Directors

Place : Pune
Date : 18 May 2016

Sd/-
Smita Raichurkar
Company Secretary

ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING



