



Enriching Lives

KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

NOTICE

Notice is hereby given that the Annual General Meeting of Kirloskar Oil Engines Limited will be held on Tuesday, the 12th day of August 2014 at 11.30 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 Statement of Profit and Loss for the Financial Year ended 31 March 2014, 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 31 March 2014.

ITEM NO.3

To appoint a director in place of Rahul C. Kirloskar (DIN 00007319) 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 Section 139 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 Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of second consecutive Annual General Meeting to be held for Financial Year 2016-17 (subject to ratification of their appointment at every Annual General Meeting), 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 Sections 149, 152 and read with Schedule IV 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), U.V. Rao (DIN 00012490), Director of the Company 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 two consecutive years upto 11 August 2016.”



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

ITEM NO.6

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and read with Schedule IV 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), R. Srinivasan (DIN 00043658), Director of the Company 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 three consecutive years upto 11 August 2017.”

ITEM NO.7

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and read with Schedule IV 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), Pratap G. Pawar (DIN 00018985), Director of the Company 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 upto 11 August 2019.”

ITEM NO.8

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and read with Schedule IV 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), M. Lakshminarayan (DIN 00064750), Director of the Company 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 upto 11 August 2019.”

ITEM NO.9

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and read with Schedule IV 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), Dr. Naushad D. Forbes (DIN 00630825), Director of the Company 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 upto 11 August 2019.”



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

ITEM NO.10

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and read with Schedule IV 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), Mahesh R. Chhabria (DIN 00166049) , who was appointed as an Additional Director by the Board of the Directors of the Company with effect from 17 June 2014 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 upto 11 August 2019.”

ITEM NO.11

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, 161 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), Gauri Kirloskar (DIN 03366274), who was appointed as an Additional Director by the Board of the Directors of the Company with effect from 17 June 2014 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 her candidature for the office of Director, be and is hereby appointed as Director of the Company who shall be liable to retire by rotation.”

ITEM NO. 12

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, one of the term of appointment of Nihal G. Kulkarni as Managing Director be and is hereby modified with effect from 1 April 2014 as under:

‘Nihal G. Kulkarni shall be director liable to retire by rotation.’

RESOLVED FURTHER THAT, all other terms and conditions of his appointment remain unchanged.”

ITEM NO. 13

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

“RESOLVED THAT pursuant to 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 ₹ 7,00,000/- plus service tax as applicable and out of



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

pocket expenses on actual basis as approved by the Board of Directors of the Company, to be paid to M/s. Parkhi Limaye and Co., Cost Accountants, for the conduct of cost audit of the Company as may be prescribed by the Central Government for Financial Year ended 31 March 2015 be and is hereby ratified and confirmed.”

ITEM NO. 14

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

“RESOLVED THAT pursuant to the provisions of Section 197 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), and clause 49 of the Listing Agreement, the consent of the members of the Company be and is hereby accorded to the Board of Directors to decide and to pay the remuneration by way of commission (over and above the payment of sitting fees) to the Directors of the Company (other than Managing Director or a Director who is in the Whole time employment of the Company), a sum not exceeding one percent per annum of the Net profit of the Company computed in the manner laid down in Section 198 and other applicable provisions, if any of the Companies Act, 2013, for each financial year, commencing from the Financial Year 2014-15.”

ITEM NO. 15

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

“RESOLVED THAT pursuant to Section 14 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 existing Article 121 of the Articles of Association of the Company be deleted and the following shall stand substituted in its place:

Article No. 121 – Number of Directors

Unless and otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Smita Raichurkar
Asst. Company Secretary

Place : Pune
Date : 17 June 2014



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

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/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 clause 49 of the Listing agreement with the stock exchanges 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 5 August 2014 to 12 August 2014, both days inclusive.
- vi. Dividend on shares as recommended by the Directors, if declared, at this Annual General Meeting, will be paid to those members
- a) whose names appears as beneficial owners as at the end of Business hours on 4 August 2014, in the list of beneficial owners made available by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialised form; and
- b) whose names appears as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with Company / Registrar and Share Transfer Agent (R & T Agent) on or before 4 August 2014.
- 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 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:



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

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

The details of unclaimed and unpaid amount of Dividend due to the shareholders of the Company as on 25 July 2013 for the period ended 31 March 2010 and Financial Year 2010-11 onwards, are available on the Company's website www.koel.co.in under path "**Investor>IEPF/Others**"

viii. 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 on or before the closing hours on 4 August 2014.

ix. 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).

x. 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.

xi. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries in writing at least 7 days in advance of the date of the meeting so that the information can be made available at the time of the meeting.

xii. Dematerialisation of Share

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.



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

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.

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

xviii. **Voting through electronic means**

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder and Clause 35B of the Listing Agreement, the Company is providing facility of e-voting system to the members holding shares as on 4 July 2014 being cut-off date (record date), to exercise their right to vote on business to be transacted at the Annual General Meeting (AGM) of the Company. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility.

The instructions for Voting through electronic means are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / R & T Agent viz. Link Intime India Private Limited / Depository Participants(s)]:

1. Open email and open PDF file viz. **“KOEL e-Voting.pdf”** with your Folio no. / Client ID as password. The said PDF file contains your User ID and password/PIN for 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. Insert ‘USER ID’ and ‘Initial Password’ as noted in Step 1 above and click ‘Login’.
5. 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.
6. Once e-Voting home page opens, Click on e-Voting > Active Voting Cycles
7. Select the EVEN (E-Voting Event Number) of Kirloskar Oil Engines Limited.
8. Now you are ready for e-voting as ‘the Cast Vote’ page opens.
9. Cast your vote by selecting appropriate option and click Submit and also Confirm when prompted.
10. 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.



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

11. 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 (11) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and 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
- III. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.
- IV. 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).
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 4 July 2014.
- VI. **The e-voting period commences on 6 August 2014 (9:00 am) and ends on 8 August 2014 (6:00 pm).** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4 July 2014, may cast their vote electronically. The 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.
- VII. M. J. Risbud, Practicing Company Secretary, Pune, (Membership No. FCS 810 CP No. 185) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.koel.co.in and on the website of NSDL www.nsdl.co.in within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on 12 August 2014 and communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

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xix. For members who wish to vote through Ballot Forms

- I. The Ballot Form is provided for the benefit of Members, who do not have access to e-voting facility.
- II. Pursuant to clause 35B of the Listing Agreement, members who do not have access to e-voting facility, may exercise their right to vote on business to be transacted at the Annual General Meeting of the Company by submitting the Ballot Form enclosed to this Notice.
- III. Members may fill in the Ballot Form enclosed with the Notice (no other form or photocopy of the form will be accepted) and send the same in a sealed envelope addressed to the Scrutinizer, viz. M. J. Risbud, Practicing Company Secretary c/o Link Intime India Private Limited, (Unit: Kirloskar Oil Engines Limited), Block No. 202, Akshay Complex, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001, **so as to reach by 6 pm on 8 August 2014**. The Ballot Form received thereafter will be strictly treated as not received.
- IV. **A Member can opt for only one mode of voting i.e. either through e-voting or by the Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the Ballot Form shall be treated as invalid.**
- V. Please follow the instructions as mentioned in the Ballot Form.
- VI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.koel.co.in within two days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

Smita Raichurkar
Asst. Company Secretary

Place : Pune

Date : 17 June 2014



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT

ITEM NO. 3 OF THE NOTICE

Rahul C. Kirloskar retires by rotation and being eligible offers himself for re-appointment.

He holds 19,23,155 (1.33%) equity shares in the Company.

Rahul C. Kirloskar is qualified as B.S (Mechanical Engineering) USA. He has been with the Kirloskar Group of Companies for more than 25 years at senior levels in different capacities. He has resigned as a whole time director of Kirloskar Oil Engines Limited with effect from 21 January 2012 and continues as Non-Executive Director. Presently, he is the Executive Chairman in Kirloskar Pneumatic Company Limited. He has actively participated in a week long intensive course for top management professionals of major international Companies on Total Quality Management (TQM) in Japan, conducted by Japanese Union of Scientists and Engineering (JUSE). This course has exposed him to the latest methods of TQM prevailing in Japan. He is also on the Board of several companies. He has also been Chairman of the CII Pune Zonal Council as well as CII Maharashtra Council.

He is a director in the following other companies:

Kirloskar Pneumatic Company Limited@	Asara Sales & Investments Private Limited
Kirloskar Proprietary Limited	Pratibha Communications Private Limited
GreenTek Systems (India) Limited	Pune City Connect Development Foundation
Kirloskar Ferrous Industries Limited	Kirloskar Kenya Limited, Nairobi, Kenya
Alpak Investments Private Limited	

@ Investor Grievances Committee - Member

Rahul C. Kirloskar may be deemed to be concerned or interested, financially or otherwise, to the extent for his shareholding in respect of his re-appointment. Atul C. Kirloskar, Director of the Company, being brother and other relatives of Rahul C. Kirloskar, to the extent of their shareholding in the Company, may be deemed to be concerned or interested financially or otherwise in this resolution.

Except above, 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 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder, U.V. Rao is proposed to be appointed as an Independent Director for a term of two consecutive years upto 11 August 2016.



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

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 U.V. Rao for the office of Director of the Company.

U.V. Rao, former Chief Executive Officer and Managing Director of Larsen and Toubro Limited, is a B.E. in Electrical Engineering; Post Graduate from the Indian Institute of Science, Bangalore, in Power Engineering; Post Graduate from Bombay University in Industrial Management; and has studied Advanced Management at the Harvard Business School and at Stanford University USA.

He is the past President of Indian Electrical and Electronic Manufacturer's association, past Chairman CII {WR}, past Honorary Consul-General for Denmark for Western India, past Chairman Indo-Danish Business Committee; past member Board of governors, IIM Ahmedabad, past Member of the Capital Goods Committee of Planning Commission, Government of India, past member Development Council for Heavy Electrical Industries, and Earth moving Machineries, Government of India, etc.

He has had nearly 4 decades of experience in Larsen & Toubro Limited, during which time he held various positions in marketing, manufacturing and management including that of running the company as its Chief Executive Officer and Managing Director.

He is the recipient of several National and International Awards for excellence in his profession.

He holds directorship in the following other companies:

Kirloskar Brothers Limited*	Dickinson Fowler Private Limited
TIL Limited**	

* Audit Committee – Member

** Audit Committee – Chairman

He holds Nil (0.00%) equity 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 declaration from U.V. Rao 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.

The Board is of the opinion that U.V. Rao fulfills the conditions specified in the said Act and the rules made thereunder and also possess 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 continued association would be of immense benefit to the Company and it is desirable to continue to avail services of U.V. Rao as an Independent Director.

The draft letter for appointment of U.V. Rao as an 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 U.V. Rao, 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.

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



KIRLOSKAR OIL ENGINES LIMITED

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ITEM NO.6 OF THE NOTICE

Pursuant to the provisions of Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder, R. Srinivasan is proposed to be appointed as an Independent Director for a term of three consecutive years upto 11 August 2017.

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 R. Srinivasan for the office of Director of the Company.

R. Srinivasan did his graduation in Mechanical Engineering from the University of Madras. He underwent practical training with Buckau Wolf, Grevenbroich, and later with M/s Krupp Widia, Essen, West Germany.

He has served Widia, an Indo-German Joint Venture Limited initially as a Works Manager and later as its Managing Director till 1994. He is the past Chairman of CII, Karnataka and Governing Council of CMTI, Bangalore. He is the Past President of Greater Mysore Chamber of Commerce and Indian Machine Tool Manufacturers Association.

He is a director in the following other companies:

ACE Designers Limited**	Yuken India Limited*
Murugappa Morgan Thermal Ceramics Limited	Edutech NTTF India Private Limited
TTK Prestige Limited*	NTTF Industries Private Limited
Sterling Abrasives Limited	Bangalore International Exhibition Services Private Limited
TTK Healthcare Limited	Taegu Tec India Private Limited
Sundaram Fasteners Limited**	Nettur Technical Training Foundation

* Audit Committee – Member

** Audit Committee – Chairman

He holds 3,750 (0.00 %) equity 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 declaration from R. Srinivasan 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.

The Board is of the opinion that R. Srinivasan fulfills the conditions specified in the said Act and the rules made thereunder and also possess 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 continued association would be of immense benefit to the Company and it is desirable to continue to avail services of R. Srinivasan as an Independent Director.

The draft letter for appointment of R. Srinivasan as an 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.



KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

Except R. Srinivasan, 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.

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

ITEM NO.7 OF THE NOTICE

Pursuant to the provisions of Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder, Pratap G. Pawar is proposed to be appointed as an Independent Director for a term of five consecutive years upto 11 August 2019.

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 Pratap G. Pawar for the office of Director of the Company.

Pratap G. Pawar who is a Chairman of Sakal Papers Private Limited and Chairman of ASK Chemicals India Pvt. Ltd., is an Engineer from the prestigious Birla Institute of Technology & Science, (BITS), Pilani. He was the Former President of The Mahratta Chamber of Commerce, Industries & Agriculture, Pune, The Federation of Chambers and Associations all over Maharashtra, The Indian Newspaper Society, New Delhi and Indian Language Newspapers Association. He is Vice President of the World Association of Newspapers (WAN- IFRA) Paris, and also Director from January 2007. These are some of his memberships on prestigious committees across the world. He is well known social worker and is actively associated as trustee/Member with many trusts/organizations.

He is a director in the following other companies:

Bharat Forge Limited **	A.P Holdings Private Ltd
Finolex Cables Limited *@	Rajgadh Agro Farms Private Limited
Force Motors Limited*	Sakal Papers Private Limited
P.P. Holdings Limited	ASK Chemicals India Private Limited
Abhijit Pawar Media Limited	Ojas Engineering Private Ltd
Pasle Agro Farms Private Limited	Bhimthadi Developers and Miners Private Limited
Karha Developers and Miners Private Limited	

* Audit Committee – Member

** Audit Committee – Chairman

@ Share Transfer Cum Investor's Grievance Committee - Member

He holds 5,355 (0.00 %) equity 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 declaration from Pratap G. Pawar 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.



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The Board is of the opinion that Pratap G. Pawar fulfills the conditions specified in the said Act and the rules made thereunder and also possess 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 continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Pratap G. Pawar as an Independent Director.

The draft letter for appointment of Pratap G. Pawar as an 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 Pratap G. Pawar, 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.

The Board recommends resolution set out in Item no. 7 of the notice for approval of members.

ITEM NO. 8 OF THE NOTICE

Pursuant to the provisions of Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder, M. Lakshminarayan is proposed to be appointed as an Independent Director for a term of five consecutive years upto 11 August 2019.

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 M. Lakshminarayan for the office of Director of the Company.

M. Lakshminarayan, aged 67, holds a Master's degree in Technology from the Indian Institute of Technology, Mumbai. After working in Tata Motors for 16 years in the Pune plant, he moved to Bosch Limited (MICO). He has served in various capacities before joining the Board as Joint Managing Director in 2000.

He is presently the Managing Director of Harman International India Private Limited, a 100% subsidiary of Harman International USA. He is deeply connected with the activities of CII and was the past Chairman, CII Southern Region. He is the Chairman of WABCO India.

He is a director in the following other companies:

Rane (Madras) Limited **	TVS Automobile Solutions Limited*
Carborundum Universal Limited *	Harman International (India) Private Limited
WABCO India Limited	Wholsum Foods Private Limited
Manipal Acunova Limited	Janaadhar (India) Private Limited

* Audit Committee – Member

** Audit Committee – Chairman

He holds NIL (0.00 %) equity 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.



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The Company has also received declaration from M. Lakshminarayan 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.

The Board is of the opinion that M. Lakshminarayan fulfills the conditions specified in the said Act and the rules made thereunder and also possess 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 continued association would be of immense benefit to the Company and it is desirable to continue to avail services of M. Lakshminarayan as an Independent Director.

The draft letter for appointment of M. Lakshminarayan as an 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 M. Lakshminarayan, 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.

The Board recommends resolution set out in Item no. 8 of the notice for approval of members.

ITEM NO. 9 OF THE NOTICE

Pursuant to the provisions of Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder, Dr. Naushad D. Forbes is proposed to be appointed as an Independent Director for a term of five consecutive years upto 11 August 2019.

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 Dr. Naushad D. Forbes for the office of Director of the Company.

Dr. Naushad Forbes is Director of Forbes Marshall, India's leading Steam Engineering and Control Instrumentation firm. He chairs the Steam Engineering Companies within the group. He has been a Lecturer and Consulting Professor at Stanford University in the Program in Science, Technology and Society from 1987 to 2004. He developed courses in Technology and Policy in Newly Industrialized Countries and the Management of Technology in Firms in Newly Industrialized Countries. He has written widely on innovation in developing countries and higher education in India, including a book, From Followers to Leaders, co-authored with David Wield. He received his Bachelors, Masters and PhD Degrees from Stanford University. He is on the Advisory Council IIT Bombay; Board of Directors of Godrej Industries, Kirloskar Oil Engines Limited and Jump Associates, California; Governing Council National Institute of Design and India Design Council; Trustee Ruby Hall Clinic.



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He is a director in the following other companies:

Godrej Industries Limited	Forbes Marshall (Hyd.) Private Limited
J. N. Marshall Private Limited	Forbes Solar Private Limited
Forbes Marshall Private Limited	Forbesvyncke Private Limited
Forbes Marshall Arca Private Limited	Spirax Marshall Private Limited
Krohne Marshall Private Limited	Codel International Inc., UK
Forbes Marshall (Lanka) Private Limited	Forbes Marshall Canada, Inc.
Forbes Marshall Codel Private Limited	Jump Associates San Mateo, California

He is neither a Member nor a Chairman of any Committees in the other Public Limited Companies.

He holds 9,000 (0.00 %) equity 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 declaration from Dr. Naushad D. Forbes 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.

The Board is of the opinion that Dr. Naushad D. Forbes fulfills the conditions specified in the said Act and the rules made thereunder and also possess 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 continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Naushad D. Forbes as an Independent Director.

The draft letter for appointment of Dr. Naushad D. Forbes as an 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 Dr. Naushad D. Forbes, 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.

The Board recommends resolution set out in Item no. 9 of the notice for approval of members.

ITEM NO. 10 OF THE NOTICE

Pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, the Board of Directors of the Company appointed, Mahesh R. Chhabria as an Additional Director of the Company with effect from 17 June 2014.

In terms of the provisions of Section 161(1) of the Act, Mahesh R. Chhabria would hold office up to the date of this Annual General Meeting. He is also proposed to be appointed as an Independent Director for a term of five consecutive years upto 11 August 2019, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder.



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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 Mahesh R. Chhabria for the office of Director of the Company.

Mahesh Chhabria has a firm belief in the emerging market growth story and corporate India's push to go global. He decided to act on this belief by joining Actis which is recognized as a long-standing investor in India with an emerging market sector-based approach to investing both in minority and control deals. Mahesh R. Chhabria previously worked at 3i India, where he was a partner in the firm's Growth Capital Group and the lead partner globally for the Healthcare sector, heading up and contributing to 3i investments in India and international markets. Before making the move to private equity in 2006, Mahesh R. Chhabria was co-head of investment banking at Enam, one of the leading domestic investment banks in India. He holds a Bachelor of Commerce from the University of Mumbai, and is an Associate Member of the Institute of Chartered Accountants of India. Since joining Actis in 2010, he has plunged himself into the business: forging new contacts, and calling upon his existing network to help build value in Actis India-based portfolio.

He is a director in the following other companies:

AGS Transact Technologies Limited	Securevalue India Limited**
Symbiotec Pharmalab Limited	Actis Advisers Private Limited

** Audit Committee – Chairman

He holds 8,512 (0.00 %) equity 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 declaration from Mahesh R. Chhabria 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.

The Board is of the opinion that Mahesh R. Chhabria fulfills the conditions specified in the said Act and the rules made thereunder and also possess 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 Mahesh R. Chhabria as an Independent Director for a term of five consecutive years upto 11 August 2019.

The draft letter for appointment of Mahesh R. Chhabria as an 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 Mahesh R. Chhabria and his relatives to the extent of their shareholding in the Company, 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.

The Board recommends resolution set out in Item no. 10 of the notice for approval of members.



KIRLOSKAR OIL ENGINES LIMITED

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ITEM NO. 11 OF THE NOTICE

Pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, the Board of Directors of the Company appointed, Gauri Kirloskar as an Additional Director of the Company with effect from 17 June 2014.

In terms of the provisions of Section 161(1) of the Act, Gauri Kirloskar would hold office up to the date of this Annual General Meeting.

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 Gauri Kirloskar for the office of Director of the Company.

Gauri Kirloskar has a B.Sc. in Business Administration (Finance) from the Carnegie Mellon University, USA. She worked for two years as an analyst in the Merrill Lynch Mergers & Acquisitions group, advising on over \$ 10 billion of mergers, divestitures and corporate restructuring with clients spanning across multiple industries and around the globe.

Following her time at Merrill Lynch, Gauri Kirloskar joined the Corporate Finance and Strategy Group at Pearson Plc, a \$ 15 billion (Enterprise Value) Education and Publishing Conglomerate where for two years she executed the firm's bolt-on acquisition strategy. She is currently an Executive Director of Kirloskar Integrated Technologies Limited and GreenTek Systems (India) Limited.

She is a director in the following other companies:

GreenTek Systems (India) Limited	Kirloskar Integrated Technologies Limited
Kirloskar Industries Limited	

She is neither a Member nor a Chairman of Committees in the other Public Limited Companies.

She holds NIL (0.00%) equity shares in the Company.

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

The Board considers that her experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Gauri Kirloskar as a Director.

Atul C. Kirloskar, Director of the Company, being father and her other relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested in this resolution.

Except above and Gauri Kirloskar being appointee, 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.

The Board recommends resolution set out in Item no. 11 of the notice for approval of members.

ITEM NO. 12 OF THE NOTICE

Pursuant to Section 149 of the Companies Act, 2013, Independent Directors are not liable to retire by rotation.

Currently as per provisions of Companies Act, 1956 and Articles of Association of the Company and as per terms



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KIRLOSKAR OIL ENGINES LIMITED

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of appointment, Executive Chairman, Executive Vice Chairman and Managing Director are non-retiring directors.

Nihal G. Kulkarni was appointed by the members of the Company in its meeting held on 19 July 2012. As per his term of appointment, he shall be non-retiring director.

In order to comply with provisions of Companies Act, 2013, approval of the members is sought for modification of the term of his appointment as set out in the resolution.

He holds 1,59,756 (0.11 %) equity shares in the Company.

Nihal G. Kulkarni may be deemed to be concerned or interested, financially or otherwise in this resolution, to the extent for aforesaid shareholding. Gautam A. Kulkarni, Director of the Company, being father and other relatives of Nihal G. Kulkarni, to the extent of their shareholding in the Company, may be deemed to be concerned or interested in this resolution.

Except above, 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. 13 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 cost audit of the Company as may be prescribed by the Central Government for Financial Year ended 31 March 2015, at the remuneration upto ₹ 7,00,000/- plus service tax as applicable and out of pocket expenses on actual basis.

Pursuant to provisions of Section 148 and all other applicable provisions of 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 Auditors has to be ratified by the members of the Company.

The Board recommends resolution set out in Item no. 13 of the notice for approval and ratification by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this resolution.

ITEM NO. 14 OF THE NOTICE

The members of the Company in its meeting held on 9 July 2010 and the Central Government had approved the payment of remuneration by way of commission, not exceeding in aggregate, 1% of the net profit of the Company computed in accordance with provisions of Section 198, 349 and 350 of the Companies Act, 1956, to the Non-Executive Directors of the Company in any Financial Year upto a period of 5 years, commencing from Financial Year ended on 31 March 2010.

It is proposed to seek approval of the members for payment of Commission to the Non-Executive Directors of the Company, in each Financial Year commencing from the Financial Year 2014-15, pursuant to Section 197 (including 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), and clause 49 of the Listing Agreement.



KIRLOSKAR OIL ENGINES LIMITED

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The Board recommends special resolution set out in Item no. 14 of the notice for approval by the members of the Company.

All Non-Executive Directors of the Company may be deemed to be concerned or interested in this resolution to the extent of their shareholding and commission which may be received by each of them. The relatives of Non-Executive Directors of the Company may be deemed to be concerned or interested in this resolution to the extent of their shareholding.

Atul C. Kirloskar, Director of the Company, being brother of Rahul C. Kirloskar and father of Gauri Kirloskar and other relatives of Rahul C. Kirloskar and Gauri Kirloskar, to the extent of their shareholding in the Company, may be deemed to be concerned or interested financially or otherwise in this resolution.

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

ITEM NO. 15 OF THE NOTICE

Section 149 (1) of the Companies Act, 2013, allows maximum strength of fifteen directors on the Board.

As per existing Article 121 of the Articles of Association, the number of directors of the Company shall not be less than three nor more than twelve.

Consequently Article 121 of the Articles of Association of the Company is sought to be amended in the manner set out in the resolution.

In terms of Section 14 of the Companies Act, 2013, the resolution set out at Item no. 15 of the Notice requires approval of the members by passing special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in this resolution.

By Order of the Board of Directors

Smita Raichurkar
Asst. Company Secretary

Place : Pune

Date : 17 June 2014