**KIRLOSKAR INDUSTRIES LIMITED**
A Kirloskar Group Company

Enriching Lives

7 July 2017

The Manager
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051

**Ref.: Stock Code: KIRLOSIND**

Dear Sir,

**Sub.: Intimation under Regulation 30(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform you that Kirloskar Ferrous Industries Limited (KFIL), a listed material subsidiary of the Company, has submitted to the stock exchange, where the shares of KFIL are listed, vide its letter dated 7 July 2017, pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Addendum to the Notice of 26th Annual General Meeting of the Members of the Company scheduled to be held on Thursday, 3 August 2017, at 12 noon at 'Pudumjee Hall', Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Near Nehru Stadium, Swargate Corner, Pune 411 002.

Further, KFIL informed that the Addendum to the Notice of Annual General Meeting is being sent to the registered members of the Company, either by electronic means or by courier / speed post / registered post / airmail, as the case may be.

A copy of the same is enclosed for your ready reference.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,
For Kirloskar Industries Limited

A.V.Mali

Ashwini Mali
Company Secretary &
Compliance Officer

KIRLOSKAR INDUSTRIES LTD. PUNE-38.

Encl.: As above

**KIRLOSKAR FERROUS INDUSTRIES LIMITED**
A Kirloskar Group Company

Enriching Lives

Ref No. 2297/17

7 July 2017

The Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai 400001

Kind Attention : Mr. Shyam Bhagirath / Mr. Amol Hosalkar / Mr. Rakesh Parekh

Dear Sir,

Subject : Addendum to the Notice of 26th Annual General Meeting

Reference : Scrip Code 500245

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; we are enclosing a copy of the Addendum to the Notice of 26th Annual General Meeting of the Members of the Company scheduled to be held on Thursday, 3 August 2017 at 12 noon at 'Pudumjee Hall', Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Near Nehru Stadium, Swargate Corner, Pune 411002.

The Addendum to the Notice of Annual General Meeting is being sent to the registered members of the Company, either by electronic means or by courier / speed post / registered post / airmail, as the case may be.

You are requested to take the same on record.

Thanking You,

Yours faithfully,
For Kirloskar Ferrous Industries Limited

KIRLOSKAR FERROUS INDUSTRIES LTD. INDIA (PUNE)

C. S. Panicker
Executive Vice President (Corporate Finance) and
Company Secretary

Encl : a/a

# KIRLOSKAR FERROUS INDUSTRIES LIMITED

Enriching Lives

A Kirloskar Group Company

**ADDENDUM TO THE NOTICE DATED 28TH APRIL, 2017 CONVENING 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KIRLOSKAR FERROUS INDUSTRIES LIMITED SCHEDULED TO BE HELD ON THURSDAY, THE 3RD AUGUST, 2017 AT 12 NOON AT PUDUMJEE HALL, MAHRATTA CHAMBER OF COMMERCE, INDUSTRIES AND AGRICULTURE, TILAK ROAD, NEAR NEHRU STADIUM, SWARGATE CORNER, PUNE 411002**

Attention of the members is invited to the Notice of Annual General Meeting of the Members of the Company dated 28th April, 2017.

**NOTICE** is further given that following items of business shall be included as Addendum to the Notice of Annual General Meeting dated 28th April, 2017 as Special Business as set out below :

**SPECIAL BUSINESS**

**Item No. 8**

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

**"RESOLVED THAT,** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or any substitution or re-enactment thereof, for the time being in force) and in accordance with the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI LODR Regulations"), Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the introduction and implementation of KFIL Employee Stock Option Scheme 2017 (hereinafter referred to as the "KFIL ESOS 2017") authorising the Board of Directors of the Company to create, offer and grant from time to time, in one or more tranches, not exceeding 2,500,000 (Twenty Five Lakhs) Employee Stock Options, to or for the benefit of such person(s), specified senior management employees, who are in permanent employment of the Company and Director(s), whether whole time or otherwise, (other than Promoters of the Company, Persons belonging to Promoters Group, Independent Directors and Directors holding directly or indirectly more than 10 percent of the outstanding Equity Shares of the Company), as may be decided under KFIL ESOS 2017, exercisable into not more than 2,500,000 (Twenty Five Lakhs) equity shares of face value of Rs. 5 (Rupees Five) each fully paid-up, on such terms and in such manner as the Board may decide from time to time in accordance with the provisions of the applicable laws and the provisions of KFIL ESOS 2017.

**RESOLVED FURTHER THAT,** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking, or other reorganisation and others, if any additional equity shares are to be issued by the Company to the Shareholders ('Additional Shares'), the ceiling as foresaid of 2,500,000 (Twenty Five Lakhs) Options and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such additional equity shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the exercise price payable by the option grantees under the KFIL ESOS 2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5 (Rupees Five) per equity share bears to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board including designated committee of the Board, if any be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under KFIL ESOS 2017 on the Stock Exchange(s) where the Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the KFIL ESOS 2017.



**Registered Office:** 13, Laxmanrao Kirloskar Road, Khadki, Pune 411003
Tel.: +91 (20) 66084664 Fax : +91 (20) 25813208 Email : investor@kfil.com Website : www.kfil.com
CIN:L27101PN1991PLC063223

**RESOLVED FURTHER THAT,** the Board including designated committee of the Board, if any be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the KFIL ESOS 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the KFIL ESOS 2017 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT,** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Compliance Officer, and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of KFIL ESOS 2017, as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.**"**

**Item No. 9**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary **Resolution :**

**"RESOLVED THAT,** pursuant to the provisions of Sections 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereof and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof) and as approved by the Audit Committee and by the Board of Directors and subject to such other approvals, permissions and sanctions as may be necessary; the consent of the Members of the Company be and is hereby accorded to the appointment and the remuneration of Ms. Gauri Kirloskar (daughter of Mr. Atul Kirloskar, Chairman) as Senior General Manager in the Company to hold an office or place of profit in the Company with effect from 1st September, 2017 on the terms as mentioned below :

| | **Particulars** | **Payable per month (in Rupees)** |
|---|---|---|
| 1 | Basic Salary | 88,000 |
| 2 | House Rent Allowance | 11,000 |
| 3 | Educational Allowance | 200 |
| 4 | Uniform maintenance allowance | 500 |
| 5 | Special Allowance | 140,000 |
| 6 | Variable incentive** | 6,650 |
| 7 | Leave Travel Allowance | 2,083 |
| 8 | Medical reimbursement * | 1,250 |
| | **Total** | **249,683** |
| **Other perquisites :** | | |
| 1 | Contribution to Provident Fund as per Provident Fund Act | |
| 2 | Gratuity as per the Payment of Gratuity Act. | |
| 3 | Mediclaim Rs. 2,262 per month as per Company Policy | |
| 4 | Provision of a Car as per Company policy | |
| 5 | Vehicle Maintenance Rs. 9,000 per month * | |
| 6 | Telephone expenses reimbursement Rs. 500 per month | |
| 7 | Exgratia Rs. 1,400 per month | |
| 8 | Annual Performance Award Rs. 14,000 per month ** | |
| 9 | Leave as per Company policy | |

* Medical reimbursement and Vehicle Maintenance on submission of bills.
** Based on performance.

**RESOLVED FURTHER THAT,** the Board of Directors be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to vary the terms of remuneration from time to time without being required to seek any fresh approval of the Members of the Company, but with such other approvals, sanctions or permissions, if any, required for remuneration and revision thereof and that the decision of the Board of Directors shall be final and conclusive in this regard."

By order of the Board of Directors,

Registered Office :
13, Laxmanrao Kirloskar Road,
Khadki, Pune 411003.
CIN : L27101PN1991PLC063223
Email : investor@kfil.com

C. S. Panicker
Company Secretary

Pune : 4th July, 2017

**NOTES :**

i) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 25th July, 2017 to Thursday, 3rd August, 2017 (both days inclusive).

ii) A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE SAID MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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.**

Proxy Form/s, in order to be effective, must be received at the Registered Office of the Company at Pune, not later than 48 hours before the time fixed for the meeting.

Proxies shall not have any right to speak at the meeting.

**STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 8**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes in rewarding its specified senior management employees and Director(s), whether whole time or otherwise, of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement Employee Stock Option scheme with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

With this objective in mind, your Company intends to implement KFIL Employee Stock Option Scheme 2017 ("KFIL ESOS 2017") for the specified senior management employees and Director(s), whether whole time or otherwise, of the Company.

The main features of the KFIL ESOS 2017 are as under:

a) Brief description of the scheme:

The Company proposes to introduce the KFIL ESOS 2017 primarily with a view to attract, retain, incentivise and motivate the existing specified senior management employees of the Company, new employees joining the Company and its Director(s), whether whole time or otherwise, that would lead to higher corporate growth. The KFIL ESOS 2017 contemplates grant of options to the eligible employees (including Whole time Directors), as may be determined in due compliance of SEBI SBEB Regulations and provisions of the KFIL ESOS 2017. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercised period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall administer KFIL ESOS 2017. All questions of interpretation of the KFIL ESOS 2017 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in KFIL ESOS 2017.

b) Total number of Options to be granted :

The total number of options granted under KFIL ESOS 2017 shall not exceed 2,500,000 number of options convertible into equivalent number of shares of Rs. 5 each fully paid up equity share capital of the Company.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees/ Director(s), whether whole time or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled options as per the KFIL ESOS 2017.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under KFIL ESOS 2017 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 2,500,000 (Twenty Five Lakhs) shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in KFIL ESOS 2017

Following classes of employees are entitled to participate in KFIL ESOS 2017:

i) Specified senior management employees, who are in the permanent employment of the Company,

ii) Any Director(s), whether whole time or otherwise, of the Company.

Following persons are not eligible to participate in KFIL ESOS 2017:

i) an employee who is a Promoter or belongs to the Promoter Group;

ii) a Director, who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10 percent of the outstanding Equity Shares of the Company; and

iii) an Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI LODR Regulations.

d) Requirements of vesting and period of vesting :

Options granted under this Scheme would vest based on continuation of employment and subject to individual performance parameters or any other criteria as may be decided by the Committee and specified in the Grant Letter.

Options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 4 (four) years from the date of grant of options as may be determined by the Committee.

e) Maximum period within which the options shall be vested:

Options granted on any date shall vest not later than a maximum of 4 (four) years from the date of grant of options as may be determined by the Committee.

f) Exercise price or pricing formula:

The exercise price shall be upto 40% discount to closing market price on the stock exchange(s) on the previous trading day of the date of grant of Options, as decided by the Nomination and Remuneration Committee.

g) Exercise period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion 3 (three) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time and as set out in the Grant Letter.

The vested options shall be exercisable by the employees by a written application to the Company expressing their desire to exercise such Options in such manner and in such format and in such numbers as may be prescribed by the Committee from time to time. The Options shall lapse, if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under KFIL ESOS 2017:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance and such other parameters as may be decided by the Committee from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee of the Company under the KFIL ESOS 2017, in any financial year and in aggregate under the KFIL ESOS 2017 shall not exceed 1,370,000 Employee Stock Options.

j) Maximum quantum of benefits to be provided per employee under the KFIL ESOS 2017:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options.

k) Implementation or administration of the KFIL ESOS 2017:

The KFIL ESOS 2017 shall be implemented and administered directly by the Company without forming or involving any trust.

l) Source of acquisition of shares under the KFIL ESOS 2017:

The Scheme involves issue of new shares against exercise of options. There is no involvement of trust and therefore, there will not be any secondary acquisition.

m) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

The KFIL ESOS 2017 is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, provision of any loan to a Trust under the Scheme does not arise.

n) Maximum percentage of secondary acquisition:

The KFIL ESOS 2017 is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, the scheme does not envisage any secondary acquisition.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS/Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS/ Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the KFIL ESOS 2017.

As the KFIL ESOS 2017 provides issue of equity shares to be offered to specified senior management employees and Director(s), whether whole time or otherwise, of the Company, the consent of the Members is sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of SEBI SBEB Regulations.

The Board recommends the special resolution as set out at Item No. 8 of the Notice for approval by the Members.

**Item No. 9**

The Audit Committee and the Board of Directors at their meetings held on 4th July, 2017 have approved the appointment of Ms. Gauri Kirloskar as Senior General Manager in the Company on a remuneration of Rs. 249,683 per month alongwith other perquisites with effect from 1st September, 2017 subject to the approval of the Members at the 26th Annual General Meeting and such other approvals, permissions and sanctions as may be necessary.

Ms. Gauri Kirloskar has done B. Sc. in Business Administration (Finance) from Carnegie Mellon University, USA. She worked for two years in New York City as an Analyst in the Merril Lynch Mergers and Acquisitions Group, advising on mergers, divestitures and corporate restructuring with clients spanning across multiple industries and around the globe.

Following her time at Merrill Lynch, she joined the Corporate Finance and Strategy Group at Pearson Plc, in New York for three years, where she advised them on acquisitions in the education industry in the US, Brazil and India.

She holds directorships in some companies and her experience will benefit the Company in the field of business strategy.

Ms. Gauri Kirloskar is a Related Party within the definition of Section 2(76) of the Companies Act, 2013.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of any related party to any office or place of profit in the company at a monthly remuneration exceeding Rs. 250,000 requires prior approval of the Members by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 is as under:

1. Name of the related party : Ms. Gauri Kirloskar
2. Name of the Director who is related : Mr. Atul Kirloskar, Chairman
3. Nature of relationship : Ms. Gauri Kirloskar is a daughter of Mr. Atul Kirloskar.
4. Nature, material terms, monetary value and particulars of the contract or arrangement : Ms. Gauri Kirloskar is proposed to be appointed as an employee of the Company on remuneration and terms and conditions as stated in the resolution.
5. Duration of contract : Ms. Gauri Kirloskar will be appointed under contract of employment, pursuant to which she will function according to the directions as may be given by the Company from time to time. The contract will continue as long as she remains an employee as per the contract of employment.
6. Any other information relevant or important for the members to take a decision on the proposed resolution : Please refer to her qualifications and experience as mentioned aforesaid under this item of business.

Mr. Atul Kirloskar, being the father of Ms. Gauri Kirloskar and their other relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding.

Save and except the above, none of other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

The Board recommends the ordinary resolution as set out at Item No. 9 of the Notice for approval by the Members.

By order of the Board of Directors,

Registered Office :
13, Laxmanrao Kirloskar Road,
Khadki, Pune 411003.
CIN : L27101PN1991PLC063223
Email : investor@kfil.com

C. S. Panicker
Company Secretary

Pune : 4th July, 2017

Tear Here

**PROXY FORM**

Name of the Company : Kirloskar Ferrous Industries Limited
CIN : L27101PN1991PLC063223
Registered Office : 13, Laxmanrao Kirloskar Road, Khadki, Pune 411003 (Maharashtra)
Tel No (020) 66084664 Fax No (020) 25813208
Email : investor@kfil.com Website : www.kfil.com

| | |
|---|---|
| Name of the member (s) | |
| Registered address | |
| Email ID | |
| Folio No / DP ID and Client ID | |

I/We, being the member(s) of ……..…… shares of the above named Company, hereby appoint :

1. Name : ……
   Address : ……
   Email : ……
   Signature :……....., or failing him

2. Name : ……
   Address : ……
   Email : ……
   Signature :……....., or failing him

3. Name : ……
   Address : ……
   Email : ……
   Signature :……

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 26th Annual General Meeting of the Company, to be held on Thursday, the 3rd day of August, 2017 at 12 Noon at the Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Near Nehru Stadium, Swargate Corner, Pune 411002 and at any adjournment thereof in respect of such resolutions as are indicated below :

| Resolution No | Particulars of Resolutions | Optional # | |
|---|---|---|---|
| | | For | Against |
| **Special Business** | | | |
| 8 | To approve KFIL Employee Stock Options Scheme 2017 and to grant 25,00,000 stock options to employees of the Company. | | |
| 9 | To approve the appointment and the remuneration of Ms. Gauri Kirloskar (daughter of Mr. Atul Kirloskar, Chairman) as Senior General Manager in the Company to hold an office or place of profit in the Company with effect from 1st September, 2017 | | |

Signed this …… day of …….. 2017

Affix Revenue Stamp

Signature of Member : ……

Signature of Proxy holder(s) :……

**Notes :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 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.**
4. # This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.

**Route Map of the venue of the Annual General Meeting**

