



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

NOTICE

Notice is hereby given that the Annual General Meeting of Kirloskar Brothers Investments Limited will be held on Monday, the 29th day of June 2015 at 11.00 a.m. at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune 411 030, to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2015 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2:

To confirm interim dividends paid on equity shares for the Financial Year ended on 31 March 2015.

ITEM NO.3:

To appoint a Director in place of Mr. Anil N. Alawani, (DIN : 00036153), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO.4:

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. P. G. Bhagwat, Chartered Accountants, (Firm Registration Number 101118W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the effective date of the Composite Scheme of Arrangement and Amalgamation between the Company and Pneumatic Holdings Limited (PHL) and Kirloskar Oil Engines Limited (KOEL) and their respective shareholders and creditors ("Composite Scheme"), at a remuneration to be decided by the Board of Directors."

SPECIAL BUSINESS:

ITEM NO. 5:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 1956 read with Article 196 of the Articles of Association of the Company, Mr. Anil C. Kulkarni (DIN : 00030995), be and is hereby re-appointed as the Executive Director of the Company, not liable to retire by rotation, for a period of five years commencing from 13 February 2015, on the terms and conditions as set out in the agreement to be entered into between the Company and Mr. Anil C. Kulkarni and on the remuneration as set out below, as recommended by the Nomination and Remuneration Committee.



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

RESOLVED FURTHER THAT the aggregate remuneration shall not exceed the limits as laid down under Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 1956.

A) BASIC SALARY:

Basic Salary shall be ₹ 2,51,400/- (Rupees Two Lakhs Fifty One Thousand Four Hundred only) per month with annual increments to be decided by the Board of Directors not exceeding ₹ 25,000/- p.m. (Rupees Twenty Five Thousand Only).

B) PERQUISITES:

In addition to the aforesaid salary, Mr. Anil C. Kulkarni, as Executive Director shall be entitled to the following perquisites:

1. Reimbursement of all medical expenses incurred for self and family, subject to a limit of ₹ 42,000/- (Rupees Forty Two Thousand Only) per annum. In addition hospitalisation expenses incurred in India for self and family will be paid on actual basis.
2. Leave travel assistance for self and family, once in a year, not exceeding half a month's salary.
3. Provision of car for use on company business. Use of car for private purpose will be billed by the Company to the Executive Director.
4. Telephone at residence and a mobile phone. Personal long distance calls shall be billed by the Company to the Executive Director.
5. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company:
 - a. If contribution to Provident Fund and Superannuation Fund or Annuity Fund from the Company would not be feasible then in lieu thereof the Special Allowances as follows be paid to Executive Director:
 - i. ₹ 43,700/- p.m. against Provident Fund Contribution and
 - ii. ₹ 38,400/- p.m. against Superannuation Fund Contribution
 - b. Annual increments in above Special Allowances shall be equal to Percentage of increase in Basic Salary.
6. Gratuity at the rate not exceeding fifteen days salary for each completed year of service.
7. Leave at the rate of 30 days per calendar year of service. Leave calculation for a part of the calendar year at the date of appointment as Executive Director or on ceasing to be Executive Director shall be made on a pro – rata basis at the rate of two and a half days leave for every month of service. Leave accumulated and not availed of may be encashed at the end of the tenure as per the rules of the Company.

"Family" for the above purpose means wife, dependent children and dependent parents of the Executive Director.

Perquisites shall be evaluated as per the provisions of the Income Tax Rules.



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

C) MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any Financial Year during the currency of his tenure as Executive Director, the payment of salary, perquisites and other allowances shall stand reduced to the limit prescribed in Schedule V of the Companies Act, 2013, as minimum remuneration.

For the purpose of computation of minimum remuneration, the following shall not be included –

- (a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity at the rate not exceeding fifteen days salary for each completed year of service as Executive Director.
- (c) Encashment of leave at the end of the tenure.
- (d) The Executive Director, so long as he functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

D) COMMISSION:

Commission as may be decided by the Board of Directors based on the net profits of the Company each year subject to the conditions that the aggregate remuneration of the Executive Director shall not exceed the limit laid down under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and is hereby authorized severally to take such steps to give effect to this resolution.”

By Order of the Board of Directors
For **Kirloskar Brothers Investments Limited**

Aniket A. Deshpande
Company Secretary
A 23094

Pune : 19 May 2015



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirlokar Group Company

Enriching Lives

NOTES:

- i. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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.**

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

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.

- iii. The Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, ("the Act") in respect of Ordinary Business No. 3 and Special Business No. 5 to be transacted at this Annual General Meeting is annexed hereto.

- iv. Details pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking re-appointment at this Annual General Meeting forms part of the notice.

- v. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24 June 2015 to Monday, 29 June 2015, both days inclusive.

- vi. 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' set up by the Central Government. 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 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 receipts by them.

- vii. In order to get their dividend through National Electronic Clearing Service (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, Registrar and Share Transfer 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 and not to the Registrar and Share Transfer Agent / 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 the Registrar and Share Transfer Agent.



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

- viii. Members are requested to inform change in address or bank mandate to their respective depository participants with whom they are maintaining their demat accounts and to the Registrar and Share Transfer Agent i.e., Link Intime India Private Limited or the Company Secretary of the Company for the shares held in physical form by a written request duly signed by the member for receiving all communication in future.
- ix. 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.
- x. Members may avail of the facility of dematerialisation by opening depository accounts with the Depository Participants of either National Securities Depository Limited OR Central Depository Services (India) Limited and get the equity share certificates held by them dematerialised.
- xi. Members are requested to bring their attendance slip and copy of the Annual Report at the meeting.
- xii. Members are requested to register their e-mail addresses with Company / Registrar and Share Transfer Agent in case of holding of shares in physical form and with concerned Depository Participants in case of shares held in dematerialised form.
- xiii. All documents referred to in the Notice or in the accompanying Statement are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 12.00 noon, prior to the date of the Annual General Meeting and also available for inspection at the meeting.
- xiv. Pursuant to Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH - 13 in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
- xv. The Notice along with Annual Report will be sent electronically indicating the process and manner of e-voting to the members whose e-mail addresses are registered with the Depository Participants / Company. The physical copy of Notice along with Annual Report will be sent to those members whose email addresses are not registered with the Depository Participants / Company indicating the process and manner of e-voting.

The members will be entitled to receive physical copy of Annual Reports for the Financial Year ended 31 March 2015, free of cost, upon sending a request to the Registrar and Share Transfer Agent or the Company Secretary of the Company. The Notice along with Annual Report will also be available on the Company's website www.kbil.co.in.

- xvi. Voting through electronic means:-
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

e-voting") is provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through Ballot Form 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 Form.
- 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 26 June 2015 (9.00 a.m.) and ends on 28 June 2015 (5.00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22 June 2015, 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 process and manner for remote e-voting is as under:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company / the R & T Agent viz. Link Intime India Private Limited / Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "KBIL Annual Report remote e-voting.pdf" with your Client ID or Folio No. 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.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder –Login
 - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Kirloskar Brothers Investments Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mahesh.athavale@kanjcs.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 / the R & T Agent viz. Link Intime India Private Limited / Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN
-------------------------------------	---------	----------------

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) 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 at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password / PIN for casting your vote.
- 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 the cut-off date of 22 June 2015.
- 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. 22 June 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- 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 contact NSDL at the following toll free no.: 1800-222-990
- XI. 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 Form.
- XII. Mr. Mahesh Athavale, Company Secretary in Practice, (Membership No. FCS 2412 CP No. 1488) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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 "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. 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



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

countersign the same and declare the result of the voting forthwith.

- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kbil.co.in and on the website of NSDL 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 BSE Limited and National Stock Exchange of India Limited.
- XVI. For members who wish to vote through Ballot Forms
- The Ballot Form is provided for the benefit of shareholders, who do not have access to remote e-voting facility.
 - Pursuant to Clause 35B of the Listing Agreement, members who do not have access to remote 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.
 - Shareholders 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. Mr. Mahesh Athavale, Practicing Company Secretary c/o Link Intime India Private Limited (Unit: Kirloskar Brothers Investments Limited), Block No. 202, Akshay Complex, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune 411 001, so as to reach by 5.00 p.m. on 28 June 2015. The Ballot Form received thereafter will be strictly treated as not received.
 - A shareholder can opt only one mode of voting either through remote e-voting or by Poll or by the Ballot. If a shareholder casts votes by all modes, then voting done through remote e-voting shall prevail and the Ballot Form shall be treated as invalid.
 - Please follow the instructions as mentioned in the Ballot Form.

By Order of the Board of Directors
For Kirloskar Brothers Investments Limited

Aniket A. Deshpande
Company Secretary
A 23094

Pune : 19 May 2015



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

ANNEXURE TO THE NOTICE

As required by Section 102 (1) of the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement, the following Statement sets out all material facts relating to Item Nos. 3 and 5 in the accompanying Notice of Annual General Meeting of the Company to be held on Monday, the 29th day of June 2015 at 11.00 a.m. at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune 411 030.

ITEM NO. 3 OF THE NOTICE:

Mr. Anil N. Alawani, aged 70 years, is a Chartered Accountant and has been associated with the Kirloskar Group of Companies since 1977. Prior to his appointment in Kirloskar Oil Engines Limited, he was working with Inex Engines Valves Limited, Kirloskar Consultants Limited and Kirloskar Ferrous Industries Limited. He retired as Director-Finance of Kirloskar Oil Engines Limited in August, 2005.

Besides his core area of Finance and Taxation, he has experience in Import Export and Labour Matters. His expertise in Corporate Tax Planning and Finance has helped the Kirloskar Group of Companies in financial restructuring and taxation matters.

Mr. Anil N. Alawani is a member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Chairman of Share Transfer Cum Shareholders' / Investors' Grievance and Stakeholders Relationship Committee.

Directorships / Committee memberships / Chairmanships of Mr. Anil N. Alawani in other companies are as under:

Name of the Company	Board position held	Name of the Committees	Chairman/ Member
Kirloskar Ferrous Industries Limited	Director	Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Member
		Audit Committee	Member
		Rights Issue and allotment Committee	Member
		Compensation Committee	Member
		Capex Planning Committee	Member
Kirloskar Industries Limited	Director	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Nomination and Remuneration Committee	Member
		Share Transfers' cum Shareholders' / Investors' Grievance and Stakeholders Relationship Committee	Chairman
Kirloskar Integrated Technologies Private Limited	Director	Audit Committee	Chairman
		Remuneration Committee	Chairman



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

Name of the Company	Board position held	Name of the Committees	Chairman/ Member
Pneumatic Holdings Limited	Director	---	
Kothrud Power Equipment Limited	Director	---	

Mr. Anil N. Alawani is holding 500 equity shares of ₹ 10/- each of the Company. He is not related to any other Director on the Board of the Company.

Save and except, Mr. Anil N. Alawani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 5 OF THE NOTICE:

The members of the Company at their Annual General Meeting held on 27 July 2010 had approved the appointment of Mr. Anil C. Kulkarni as Executive Director with effect from 13 February 2010 for a period of 5 years. His term of 5 years as Executive Director expired on 13 February 2015. The Board of Directors of the Company at its meeting held on 31 January 2015, approved the re-appointment of Mr. Anil C. Kulkarni as Executive Director of the Company for a further period of five years with effect from 13 February 2015, after considering performance evaluation and on recommendation of Nomination and Remuneration Committee, subject to the approval of shareholders.

Mr. Anil C. Kulkarni, aged 64 years, is Chartered Accountant with All India ranking in Final Examination. He is associated with Kirloskar Group of Companies in various capacities for 37 years.

He is a member of Corporate Social Responsibility Committee and Share Transfer Cum Shareholders / Investors Grievance and Stakeholders Relationship Committee of the Company.

Directorships, Committee memberships / Chairmanships of Mr. Anil C. Kulkarni in other companies are as under:

Name of the Company	Board position held	Name of the Committees	Chairman/ Member
Better Value Holdings Private Limited	Director	Corporate Social Responsibility Committee	Member
		Audit Committee	Member
		Nomination Committee	Member
		Risk Management Committee	Member



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

Name of the Company	Board position held	Name of the Committees	Chairman/ Member
Kirloskar Integrated Technologies Private Limited	Director	Audit Committee	Member
		Nomination and Remuneration Committee	Member
Kirloskar Proprietary Limited	Director	-----	
Achyut & Neeta Holdings & Finance Private Limited	Director	-----	
Alpak Investments Private Limited	Director	-----	
Asara Sales & Investments Private Limited	Director	-----	
Binaza Travels Private Limited	Director	-----	
Prakar Investments Private Limited	Director	-----	
Pneumatic Holdings Limited	Director	-----	

Mr. Anil C. Kulkarni does not hold any shares in the Company. He is not related to any other Director on the Board of the Company.

Save and except, Mr. Anil C. Kulkarni and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval of the shareholders.

By Order of the Board of Directors
For **Kirloskar Brothers Investments Limited**

Aniket A. Deshpande
Company Secretary
A 23094

Pune : 19 May 2015

This page is intentionally left blank