



Enriching Lives

KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

14 November 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.: Postal Ballot Notice

This has reference to our letter dated 1 November 2017, regarding approval of the Board of Directors of the Company to conduct the Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking approval of the members of the Company for alteration of Main Object Clause by insertion of new Clause related to real estate activities.

We wish to inform you that the Company has sent the Postal Ballot Notice along with Postal Ballot Forms to all the members whose name appear in the Register of Members / list of Beneficial Owners received from the Registrar and Share Transfer Agent of the Company, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 3 November 2017, i.e., cut-off date. The Company has completed today, i.e., on 14 November 2017, the physical and electronic dispatch of the Postal Ballot Notice dated 1 November 2017, along with the Postal Ballot Form.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of the Notice of the Postal Ballot and Postal Ballot Form are enclosed.

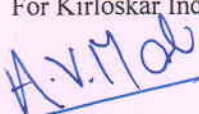
The Company has engaged the services of the NSDL for providing e-voting facility and e-voting period will commence on Wednesday, 15 November 2017, at 9.00 a.m. and end on Thursday, 14 December 2017, at 5.00 p.m. The results of the Postal Ballot will be announced on 19 December 2017, on or before 6.00 p.m.

The Notice of Postal Ballot Notice with explanatory statement, instructions for e-voting and Postal Ballot Form are available on the website www.kil.net.in.

You are requested to take the same on your records.

Thanking you.

Yours faithfully,
For Kirloskar Industries Limited


Ashwini Mali
Company Secretary



Encl.: As above



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POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the Rules) and read with Regulation 44 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR), including any statutory modification(s) or re-enactment thereof, for the time being in force, for obtaining assent of the members of the Company by means of Postal Ballot and voting through electronic means (e-voting) on the resolution set out in this Notice.

Pursuant to the provisions of Section 102 of the Act, the explanatory statement pertaining to the resolution, stating the material facts and the reasons thereof is set out below for your consideration and the Postal Ballot Form is annexed with this Notice.

The Company has appointed Mr. Mahesh J. Risbud, Practicing Company Secretary, Pune, (Membership No. 810 and CP No. 185), as the Scrutinizer (Scrutinizer) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Voting through Postal Ballot / e-voting shall commence from Wednesday, 15 November 2017, at 9.00 a.m. and ends on Thursday, 14 December 2017, at 5.00 p.m. The Scrutinizer's decision on the validity of votes shall be final. If a member votes via both modes, votes given via e-voting shall be finally considered by the Scrutinizer.

Members desiring to exercise their vote by Postal Ballot:

- Read carefully instructions given on the back side of the Postal Ballot Form.
- Send duly filled Form to the Scrutinizer not later than 5.00 p.m. on Thursday, 14 December 2017.

Shareholders desiring to exercise their vote by e-voting:

- Read carefully instructions given on the back side of the Postal Ballot Form.
- Voting shall be closed by NSDL on Thursday, 14 December 2017, at 5.00 p.m.

The Scrutinizer after completing the scrutiny of the Postal Ballot Forms (including e-voting) will submit his Report to the Chairman or the Managing Director or the Executive Director on Tuesday, 19 December 2017 and the results will be announced by the Chairman or the Managing Director or the Executive



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Director of the Company duly authorised on the same day on or before 6.00 p.m., at the Registered Office of the Company.

The results together with the Scrutinizer's Report will be posted on the Company's website, viz., www.kil.net.in and also on the website of NSDL, viz., www.evoting.nsdl.com besides being communicated to the BSE Limited and the National Stock Exchange of India Limited where the Company's shares are listed. The results shall also be intimated to the general public through press release in newspapers.

In the event the draft resolution as set out in the Notice are assented by requisite majority by means of e-voting or Postal Ballot (whichever method the members opts for), those shall be deemed to have been passed as Special Business at a general meeting.

SPECIAL BUSINESS:

ITEM NO. 1:

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 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereof, including any statutory modification(s) or re-enactment thereof, for the time being in force and other approvals as may be necessary, from the competent authorities, Clause III (A) the Main Object Clause of the Memorandum of Association of the Company, be approved to be altered by insertion of the following new Clause 4F, after the existing Clause 4E therein:

4F: "To carry on the business of development of land, estates, plantations, forests, gardens, real estate, held by the Company or purchased, taken on lease, exchange or otherwise acquired or landed properties and estate or interest therein or rights connected therewith, infrastructure development for industrial, institutional, commercial, residential purposes and constructing and setting up of Software Technology Parks, Special Economic Zones (SEZs) and engage in construction activities of buildings, complexes, factories, warehouses, godowns, shops, clubs, theatres, water works, roads, schools, hospitals, hotels, restaurants, malls, garden, pavilions, bridges canals, pleasure grounds, amusement parks on BOT basis or otherwise and in particular by laying out and preparing building sites by planting, paving, draining and cultivating land and by demolishing, constructing, reconstructing, altering, improving, decorating, furnishing, maintaining, administering, equipping the same and generally to carry on the business of land development company and to appropriate, use or layout land belonging to the Company and transfer by sell / lease / give on rent or license or otherwise dispose off or present such land so laid out and / or properties so constructed, to the Government / semi-government authorities, public or to any person(s) or company(ies), conditionally or unconditionally as the Board of Directors think fit."

E-mail : investorrelations@kirloskar.com

Registered Office : 13/A, Karve Road, Kothrud, Pune - 411 038. (India)

Tel. No. : +91 (0)20 - 2545 2721 Telefax : +91 (0)20 - 2545 4723 Website : www.kil.net.in

CIN No. : L29112PN1978PLC088972



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RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution either on its own or by delegating all or any of its powers to any of the Director, Company Secretary or any other officer of the Company.”

By Order of the Board of Directors
For KIRLOSKAR INDUSTRIES LIMITED

Sd/-
ASHWINI MALI
Company Secretary

Place: Pune
Date: 1 November 2017

NOTES:

1. The Statement setting out material facts and reasons for the proposed Special Resolution pursuant to the provisions of Section 102, read with Section 110 of the Companies Act, 2013, (the Act), is annexed to this Notice.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 3 November 2017. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 3 November 2017, will be considered for the purpose of voting. A person who is not a member on the relevant date should treat this Notice for information purpose only.
4. Resolution passed by members with requisite majority through Postal Ballot and e-voting is deemed to have been passed at a general meeting of the members of the Company.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.



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6. In case a member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to investorrelations@kirloskar.com. The Registrar and Share Transfer Agent / the Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the members.
7. Voting rights shall be reckoned on the paid-up value of share registered in the name of the members as on Friday, 3 November 2017. The Postal Ballot period commences on Wednesday, 15 November 2017, at 9.00 a.m. and ends on Thursday, 14 December 2017, at 5.00 p.m.
8. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on resolution through the e-voting facility arranged by NSDL. The instructions for e-voting are annexed to this Notice.
9. Members cannot exercise votes by proxy.
10. Members wishing to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed on the back side of Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 5.00 p.m.) on Thursday, 14 December 2017. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier / registered / speed post at the expense of the members will also be accepted. Postal Ballot Forms received after 5.00 p.m. on Thursday, 14 December 2017, shall be deemed invalid.
11. The Scrutinizer will submit his Report to the Chairman or the Managing Director or the Executive Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman or the Managing Director or the Executive Director, on the same day and will also be displayed on the Company website (www.kil.net.in) and communicated to the Stock Exchanges, Depository, the Registrar and Share Transfer Agent on the same date.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, 14 December 2017, i.e., the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. All the material documents referred to in the Statement setting out material facts annexed thereto will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
13. Voting through electronic means:



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In compliance with Regulation 44 of SEBI LODR and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by permitted mode. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The instructions for voting through electronic means are as under:

- a. Members whose email addresses are registered with the depository participant(s) will receive an email from NSDL informing them of their USER ID and password. Once the member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - i. Open e-mail and open PDF file viz., “KIL postal ballot e-voting.pdf” with your Client ID or Folio No. 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.
 - 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 e-voting opens. Click on e-voting: Active e-voting Cycles.
 - vii. Select “EVEN” of Kirloskar Industries Limited.
 - viii. Now you are ready for 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.



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- 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 authorised signatory(ies) who are authorised 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 Postal Ballot Form by post and opting to vote through e-voting process:
 - i. Initial password is provided at the bottom of the enclosed Postal Ballot Form in the following format:

EVEN (E-voting Event Number)	USER ID	PASSWORD / PIN
 - ii. Please follow all steps from Sl. No. 13(a) (ii) to Sl. No. 13(a) (xii) above, to cast your vote.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com.
- d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- e. You can also update you mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

NOTE: Shareholders who forgot the User Details / Password can use “Forgot User Details / Password?” OR “Physical User Reset Password?” Option available on www.evoting.nsdl.com.

In case shareholders are holding shares in demat mode, user ID is the combination of DPID + Client ID.

In case shareholders are holding shares in physical mode, user ID is the combination of EVEN + Folio No.

14. The e-voting period commences on Wednesday, 15 November 2017, (9.00 a.m.) and ends on Thursday, 14 December 2017, (5.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., Friday, 3



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November 2017, 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 a member, he or she will not be allowed to change it.

15. 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 relevant date, i.e., Friday, 3 November 2017. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy, through corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorisation.

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

As the members you are aware, at present your Company is carrying on the business of Wind Power Generation covered under Clause 4E of the Main Object of the Memorandum of Association (MOA) of the Company.

The Company also has investments in properties and securities. Based on its investment and income pattern, the Company is classified as Non-Banking Financial Company – Core Investment Company (NBFC-CIC).

The Company can invest its surplus funds only in group companies as defined in Reserve Bank of India Circular (RBI/2010-11/360 DNBS (PD) CC. No. 206/03.10.001/2010-11) dated 5 January 2011. Accordingly, the Company is having its investments in group companies.

The Company also owns lands and buildings thereon and apartments and offices in Pune, Bangalore, New Delhi and Jaipur. The subject land parcels along with the buildings constructed thereon are currently given on leave and license basis to group and other companies. In this era of rapid economic liberalization and growth, your Company proposes to engage in the business of development of these identified lands by construction of buildings, houses, apartments, structures for industrial, institutional, commercial and residential purposes including setting up of Software Technology Parks, Special Economic Zones (SEZs), etc.

Before arriving at this conclusion, your Board has evaluated the commercial / technical feasibility of the proposed development in detail and is driven only by the principal of value creation for the members. The proposed activity, which is at this stage restricted to the identified / available land parcels, will generate cash flows on annuity basis for the Company. The Company will also get into arrangements with partners / developers at the relevant stages, if feasible.



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To enhance the scope of business, it is proposed to undertake the above-mentioned land development activities by inserting / introducing new Clause 4F after existing Clause 4E of MOA. The proposed business activities would be conveniently and advantageously combined with the existing activity of the Company.

As per the provisions of Section 13 of the Companies Act, 2013, (the Act), it has been made mandatory to seek the approval of members by passing Special Resolution before initiating any change in the existing Object Clause. Further, as per the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, alteration in the Object Clause of the MOA has to be approved by the members of the Company by way of Postal Ballot.

Accordingly, the Board of Directors of your Company has, in its meeting held on 1 November 2017, decided to obtain the above said approval for amendment in the Main Object Clause of MOA.

Therefore, the resolution is being sent to seek your consent, by way of Postal Ballot as per the requirements of the Act.

None of the Directors, Key Managerial Personnel of the Company including their relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding interest, if any.

By Order of the Board of Directors
For KIRLOSKAR INDUSTRIES LIMITED

Sd/-
ASHWINI MALI
Company Secretary

Place: Pune
Date: 1 November 2017

KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Registered Office: 13/A, Karve Road, Kothrud, Pune – 411 038 (India).

Tel. No.: +91-(20)-2545 2721, Tele fax: +91-(20)-2545 4723

Website: www.kil.net.in E-mail: investorrelations@kirloskar.com

CIN L29112PN1978PLC088972

POSTAL BALLOT FORM

(Please carefully read the instructions printed overleaf before exercising the vote)

Sr. No.:

Name and Registered address of the sole / first named Member	
Name(s) of Joint Member(s) if any	
Registered Folio No. /DP ID No. /Client ID No. * (* Applicable to member(s) holding shares in dematerialized form]	
No. of shares held	

I / We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 1 November 2017, by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

(Ticks in both would render your Ballot Form invalid)

Sr. No.	Description of the Resolution	No. of shares for which votes cast	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1	Special Resolution under Section 13 of the Companies Act, 2013, for alteration of Main Object Clause of the Memorandum of Association (MOA) by inserting / introducing new clause 4F after existing clause 4E of MOA.			

Place:

Date:

Signature of Member

Details of E-voting

EVEN (Electronic Voting Event Number)	User ID	Password / PIN
107997		

Note:

1. Please return duly filed and signed Postal Ballot Form in the envelope enclosed.
2. Please read the instructions printed overleaf carefully before exercising your vote.
3. Last date for receipt of Postal Ballot Form on or before 14 December 2017.
4. Voting facility will be available during following voting period :

Commencement of e-voting	Closure of e-voting
Wednesday, 15 November 2017 at 9:00 a.m.	Thursday, 14 December 2017 at 5:00 p.m.

Instructions for voting in physical form

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy of the form will be permitted) in all respects and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by Courier / Registered / Speed Post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The Company has appointed Mr. Mahesh J. Risbud, Practicing Company Secretaries, Pune, as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The self-addressed Business Reply Envelopes bear the address of the Scrutinizer.
4. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
5. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him / her, by the next named shareholder and so on. In case of shares held by the Company, Trust, Society, etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution / Authority Letter.
6. Duly completed Postal Ballot Form(s) should reach the Scrutinizer by 5.00 p.m. on Thursday, 14 December 2017. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.
7. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked (✓) both in favour and also against in the Ballot Paper;
 - d. If the Ballot Paper received in torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
8. A member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company / the Registrar and Share Transfer Agent, viz., Link Intime India Private Limited, (Unit: Kirlskar Industries Limited), Block No. 202, Akshay Complex, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune 411 001. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 6 above.
9. The voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the relevant date, i.e., Friday, 3 November, 2017.
10. A member need not use all the votes or cast all the votes in the same way.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope. Any extraneous paper found in such Envelope will be destroyed by the Scrutinizer.
12. Only a member entitled to vote is entitled to exercise his / her vote through Postal Ballot or through electronic voting (e-voting) and a member having no right may treat this Notice as intimation only.
13. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
14. The results of the Postal Ballot will also be posted on the website of the Company, i.e. www.kil.net.in and also in the newspaper(s) for the information of the members.
15. The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
16. The results will be announced by the Chairman or the Managing Director or the Executive Director of the Company on Tuesday, 19 December 2017, on or before 6.00 p.m. at the Registered Office of the Company.