

## NOTICE OF 39th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of the Members of Kirloskar Pneumatic Company Limited will be held on Wednesday the 23rd day of July, 2014 at 2.30 p.m. at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002 to transact the following business :

### ORDINARY BUSINESS

- 1 To receive, consider and adopt the Financial Statements of the company for year ended 31 March, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the Report of the Auditors' and Board of Directors thereon.
- 2 To declare dividend on equity shares for the financial year ended on 31st March, 2014.
- 3 To appoint a Director in place of Mr. D. R. Swar (holding DIN 00007495), who retires by rotation and being eligible, offers himself for re-appointment.
- 4 To appoint Statutory Auditors and to fix their remuneration and in this regard pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED that pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s P.G. Bhagwat (Firm Registration No.101118W) Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of 39th Annual General Meeting till the conclusion of the 41st Annual General Meeting (after commencement of the Companies Act 2013), subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit".

### SPECIAL BUSINESS

- 5 To consider and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED that pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded for the payment of remuneration of Rs. 5 Lacs (Rupees Five Lacs only) to Company's Cost Auditor, M/s. S. G. Jog , a proprietary firm of Cost Accountant, for auditing the cost records maintained by the Company for the financial year ending 31st March, 2015."

- 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A. C. Mukherji (holding DIN 00063975), Director of the Company who retires by rotation at the Annual General Meeting in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years for a term up to 22nd July 2016.

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A. C. Mukherji be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time".

- 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sunil Shah Singh (holding DIN 00233918), Director of the Company who retires by rotation at the Annual General Meeting in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd July 2019.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Shah Singh be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time”.

- 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. G. Krishna Rao (holding DIN 00058985), Director of the Company whose period of office is liable to determination by retirement of director by rotation at the Annual General Meeting in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd July 2019.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr G. Krishna Rao be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time”.

- 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. P. S. Jawadekar (holding DIN 00155177), Director of the Company whose period of office is liable to determination by retirement of director by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years for a term up to 22nd July 2016.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P. S. Jawadekar be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time”.

- 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. J. Y. Tekawade (holding DIN 00075502), Director of the Company whose period of office is liable to determination by retirement of director by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years for a term up to 22nd July 2016.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. J. Y. Tekawade be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time”.

- 11 To consider and if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED** that pursuant to Section 14 and any other applicable provisions of the of the Companies Act, 2013 and the rules made thereunder (subject to any modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing Article 83 and substituting the following new Article 83.

### Number of directors

83. Until otherwise determined by Special Resolution the number of Directors of the Company shall not be less than three nor more than fifteen.

### ITEMS FOR POSTAL BALLOT

- 12 To consider and if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED** that in supersession of the earlier resolution passed under Section 293(1)(d) of the Companies Act, 1956 by way of Postal Ballot and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include and Committee thereof) for borrowing from time to time, any sum or sums of money for the purpose of the Company upon such terms and conditions and with or without security as the Board may at its discretion think fit so, in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount of such borrowing and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company’s Bankers in the ordinary course of business shall not exceed Rs.1000 Crores (Rupees One Thousand Crores Only) over and above the aggregate of the paid-up capital and free reserves of the Company.”

**RESOLVED FURTHER** that the Board or its Committee be and is hereby authorized to negotiate and finalize with the lenders, terms and conditions, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, agreements applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

- 13 To consider and if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED** that in supersession of the earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956 by way of Postal Ballot and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage and/or charge and/or hypothecation (and/or lease and/or assign, in addition to mortgage(s) and/or charge(s) and/or hypothecations and/or assignment(s) created/to be created by the Company, in such form and manner and with such ranking as to priority and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable, tangible and/or intangible properties of the Company, wherever situate, both present and future, and/or the whole or any part of undertaking(s) of the Company together with a power to take over the management of the business and concern of the Company in certain events of default, in favour of various lender(s), agent(s), trustee(s) for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and/or advances including credit facilities and/or securities (comprising fully/partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued or to be issued by the Company from time to time of an aggregate value not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) together with interest thereon at the respective agreed rates, compound interest, additional interest, accumulated interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other moneys payable by the Company in terms of loan agreement(s) and other moneys payable by the Company to the lenders in terms of loan agreement(s) and/or any other document(s) entered into/to be entered into between the Company and the lenders(s) / agent(s) / trustee(s) in respect of said loans / borrowings / debentures / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors (including any Committee thereof) and lender(s), agent(s) and trustee(s).

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board or its Committee be and is hereby authorized to negotiate and finalize with the lenders, terms and conditions, including the nature and ranking of charge and/or mortgage, documents / deeds / writings / papers / agreements as may be required for creation of



mortgage and/or charge and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubts relating thereto that may arise in regard to creating mortgage/charge as aforesaid.

- 14 To consider and if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED** that pursuant to Section 186 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give loan(s) to any person or other body corporate and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any other body corporate or person and/or to acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section.”

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

#### NOTES :

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY / PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of companies must be supported by an appropriate resolution/authority as applicable.
- 2 The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 (corresponding to 173(2) of the Companies Act, 1956), in respect of the special business under item nos. 5 to 14 are annexed hereto.
- 3 Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 16th day of July, 2014 to Wednesday, the 23rd day of July, 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the payment of dividend.
- 4 Subject to the provisions of Section 126 of the Companies Act, 2013 (corresponding to Section 206A of the Companies Act, 1956), dividend as recommended by the Board of Directors, if declared at the meeting will be dispatched/remitted after July 23, 2014. In order to get their dividend through Electronic Clearing Service (ECS) members who are holding shares in physical form are requested to inform their Bank Account Details i.e Name of the Bank, Branch, its address, Account Number and Type of Account to Link Intime India Pvt. Ltd. (LIPL) or to the Company. Shareholders holding shares in electronic form are requested to inform their Bank Account details to their respective Depository Participants. Those shareholders who do not opt for ECS facility may inform their details to the LIPL for printing the same on the Dividend Warrants to ensure safety.
- 5 All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days between 11.00 a.m. and 1.00 p.m. except Saturdays, from the date hereof up to the date of the Annual General Meeting.
- 6 In terms of the provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956), the amount of dividend not encashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2006-07 is due for transfer to the said Fund in July 2014. In terms of provisions of Section 124 of the Companies Act, 2013



(corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the Company or the said Fund after the said transfer.

- 7 Members who have neither received nor encashed their dividend warrant(s) for the financial years 2006-07 to 2012-13, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
- 8 Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at Hadapsar Industrial Estate, Pune 411013 or its registrar M/s. Link Intime India Pvt. Ltd. (LIPL) at their address, Akshay Complex, No. 202, 2nd floor, near Ganesh Temple, Off Dhole Patil Road, Pune 411001. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
- 9 Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.

**10 Voting through electronic means for Annual General Meeting**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronics means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:-

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (I) Open e mail and open PDF file viz. "KPCL 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 Voting Cycles.
- (vii) Select "EVEN" of Kirloskar Pneumatic Company 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.
- (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 to [deulkarcs@gmail.com](mailto:deulkarcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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/Depository Participant(s) or requesting physical copy):

- (i) Initial password will be provided separately:  
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. 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.
- 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 e-voting period commences on 17th July, 2014 (9.00 a.m.) and ends on 19th July, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th June, 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 shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6th June 2014.
- VII. Mr. S. V. Deulkar, of S. V. Deulkar & Co, Company Secretaries, (Membership No. FCS: 1321) (C/o. LINK INTIME INDIA PVT. LTD. (Unit : Kirloskar Pneumatic Company Limited) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to 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 unlock 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 or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.kirloskarkpcl.com](http://www.kirloskarkpcl.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

- 11 Under the provisions of the Income Tax Act, 1961, dividend amount is tax free in the hands of shareholders.
- 12 Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.
- 13 Queries on Accounts of the Company, if any, may please be sent to the Company Secretary at the Registered Office of the Company seven (7) days in advance of the Meeting so that the answers may be made available at the Meeting.
- 14 Members are requested to bring their personal copy of the Annual Report to the Meeting.
- 15 Re-appointment of Director at the Annual General Meeting :

Mr. D. R. Swar is liable to retire by rotation and being eligible, offers himself for re-appointment. Pursuant to Clause 49(IV)(G)(i) of the Listing Agreement relating to the Code of Corporate Governance, the particulars of the aforesaid Director is given below :

Mr. D. R. Swar is a graduate in Mechanical Engineering, started his career with Mahindra & Mahindra, Automotive Division for 16 years, then worked with Greaves Cotton Co. Ltd. for 5 years. In both these Companies, he predominantly worked in Vendor Development / Purchase and Materials Management. He joined Kirloskar Oil Engines Limited (KOEL) in 1987 and worked for 20 years in various senior positions, out of which last seven years as Executive Director. He has experience in varied fields such as purchase, vendor developments, materials management, manufacturing and overall business operations. As a head in material division in KOEL he implemented cost reduction programmes vigorously. His efforts in productivity improvement, cost reduction, introductions of new concepts in manufacturing paid rich dividends to KOEL. Besides being a qualified Engineer, Mr. D. R. Swar holds Diploma in Purchase Management from American Society and Diploma in Material Management and Production Management, both from Jamanalal Bajaj Institute of Management. He also attended Senior Management Development Programme at IIM, Ahmedabad.

The Directorship/Committee membership in other companies is as follows:

Name of the Company	Board position held
G. G. Dandekar Machine Works Ltd.	Director
Kirloskar Oil Engines Ltd.	Director
Kirloskar Integrated Technologies Ltd.	Director

Mr. D. R. Swar does not hold any shares in the Company.

Mr. D. R. Swar is not related to any other director on the Board of the Company as per Section 2(77) of the Companies Act, 2013.

- 16 **ITEM Nos. 12 to 14 are required to be passed by Postal Ballot and the relevant postal ballot forms have been sent along with this Annual Report.**
- 17 **Voting through electronic means for Postal Ballot**

I In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the

Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote for the Postal Ballot by electronics means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:-

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - (i) Open e mail and open PDF file viz. "KPCL 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 Voting Cycles.
  - (vii) Select "EVEN" of Kirloskar Pneumatic Company 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.
  - (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 to [deulkarcs@gmail.com](mailto:deulkarcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Please note that proxies are not allowed to cast their votes through postal ballot.
  - (xiii) Kindly note that shareholders can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case of receipt of vote by both the modes voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- B. In case a member receives the Postal Ballot Form along with the Annual Report (for members whose email IDs are not registered with the Company/Depository Participant(s)):
  - (i) Initial password will be provided separately:  
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. 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.
- IV. You are required to fill in the Postal ballot form and enclose it in a sealed pre-paid envelope and send it to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The Postal Ballot must be received by the Scrutinizer on or before 19th July, 2014 (6.00 p.m.) The Scrutinizers decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot only and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the postal ballot vote would be ignored.
- V. 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).
- VI. The e-voting period commences on 20th June 2014 (9.00 a.m.) and ends on 19th July, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th June, 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 shareholder, the shareholder shall not be allowed to change it subsequently.

- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6th June 2014.
- VIII. Mr. S. V. Deulkar, of S. V. Deulkar & Co, Company Secretaries, (Membership No. FCS: 1321) (C/o. LINK INTIME INDIA PVT. LTD. (Unit : Kirloskar Pneumatic Company Limited) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078) has been appointed as the Scrutinizer for Postal Ballot to conduct Postal Ballot in a fair and transparent manner.
- IX. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unlock 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 or against, if any, forthwith to the Chairman of the Company.
- X. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.kirloskarkpcl.com](http://www.kirloskarkpcl.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

By Order of the Board of Directors



**Jitendra R. Shah**  
Company Secretary

Registered Office :  
Hadapsar Industrial Estate,  
Pune 411 013  
Date : May 27, 2014

## ANNEXURE TO THE NOTICE

### Explanatory statement as required under Section 102 of the Companies Act, 2013.

#### ITEM NO. 5 OF THE NOTICE

The Board of Directors at their meeting held on April 23, 2014, based on the recommendation of the Audit Committee, had appointed M/s. S. G. Jog, a proprietary firm of Cost Accountants as Cost Auditors of the Company for auditing the cost records maintained by the Company for the financial year ending 31st March, 2015 and also fixed their remuneration for the said purpose.

Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Therefore, the Board of Directors recommend the proposed resolution for your approval.

None of the Directors and Key Managerial Personnel is concerned or interested, financial or otherwise, in the resolution set out at an Item No. 5.

#### ITEM NO. 6 OF THE NOTICE

Mr. A. C. Mukherji is a Non-Executive Independent Director of the Company.

##### Profile of Director

Mr. A. C. Mukherji has a long and varied experience in Finance, Insurance and other Corporate subjects, having held important position as Chairman and Managing Director of The New India Assurance Company Limited. In the past, served as director on the Board of a large number of Public Limited Companies, in both India and abroad. The Company would be able to draw upon his long and varied experience.

The Directorship/Committee membership in other companies of Mr. A. C. Mukherji is as follows:

Name of the Company	Board position held	Committee Membership
Digjam Ltd.	Director	Audit Committee & Investor's Grievance Committee
NPR Finance Ltd.	Director	Audit Committee
Ludlow Jute & Specialties Ltd.	Director	Audit Committee

Mr. A. C. Mukherji retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 Mr. A. C. Mukherji being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for two consecutive years for a term upto 22nd July, 2016. A notice has been received from a member proposing Mr. A. C. Mukherji as a candidate for the office of Director of the Company.

In the opinion of the Board, that Mr. A. C. Mukherji fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. A. C. Mukherji as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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 Mr. A. C. Mukherji as an Independent Director. The Board recommends the resolution in relation to appointment of Mr. A. C. Mukherji as an Independent Director, for the approval of members of the Company.

Under the Companies Act, 2013, Independent Directors can only receive fees under the provisions of Section 197(5) and profit related commission as may be approved by the members. Accordingly, approval of the members is also being sought for the purposes of payment of fees and profit related commission, which amounts may be decided by the Board / Nomination and Remuneration Committee, from time to time subject to the limit prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

Mr. A. C. Mukherji does not hold any shares in the Company.

Except Mr. A.C. Mukherji, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### ITEM NO.7 OF THE NOTICE

Mr. Sunil Shah Singh is a Non-Executive Independent Director of the Company.

### **Profile of Director**

Mr. Sunil Shah Singh has experience in varied fields such as purchase, materials management, manufacturing, marketing and overall business operations. He has held many key positions like, Managing Director of ITD Cementation India Ltd., President of Tetra Pak Processing, Country Head of Energy Work India, Board member of Mather & Platt India Ltd. He was also a member of Construction Federation of India, Construction Industry Development Council, National Institute of Construction Management and Research.

Mr. Sunil Shah Singh does not hold any Directorship/Committee membership in other companies.

Mr. Sunil Shah Singh Director retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 Mr. Sunil Shah Singh being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 22nd July, 2019. A notice has been received from a member proposing Mr. Sunil Shah Singh as a candidate for the office of Director of the Company.

In the opinion of the Board, that Mr. Sunil Shah Singh fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. Sunil Shah Singh as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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 Mr. Sunil Shah Singh as an Independent Director. The Board recommends the resolution in relation to appointment of Mr. Sunil Shah Singh as an Independent Director, for the approval of members of the Company.

Under the Companies Act, 2013, Independent Directors can only receive fees under the provisions of Section 197(5) and profit related commission as may be approved by the members. Accordingly, approval of the members is also being sought for the purposes of payment of fees and profit related commission, which amounts may be decided by the Board / Nomination and Remuneration Committee, from time to time subject to the limit prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

Mr. Sunil Shah Singh holds 1000 shares in the Company.

Except Mr. Sunil Shah Singh, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### **ITEM NO.8 OF THE NOTICE**

Mr. G. Krishna Rao is a Non-Executive Independent Director of the Company.

### **Profile of Director**

Mr. G. Krishna Rao is B.Com, ACA and AFII. He was in senior level position in General Insurance Corporation of India and National Insurance Company for several years. He has a vast experience in Finance, Insurance and HRD matters.

Mr. G. Krishna Rao does not hold any Directorship/Committee membership in other companies.

Mr. G. Krishna Rao is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 Mr. G. Krishna Rao being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 22nd July, 2019. A notice has been received from a member proposing Mr. G. Krishna Rao as a candidate for the office of Director of the Company.

In the opinion of the Board, that Mr. G. Krishna Rao fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. G. Krishna Rao as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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 Mr. G. Krishna Rao as an Independent Director. The Board recommends the resolution in relation to appointment of Mr. G. Krishna Rao as an Independent Director, for the approval of members of the Company.

Under the Companies Act, 2013, Independent Directors can only receive fees under the provisions of Section 197(5) and profit related commission as may be approved by the members. Accordingly, approval of the members is also being sought for the purposes of payment of fees and profit related commission, which amounts may be decided by the Board /



Nomination and Remuneration Committee, from time to time subject to the limit prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

Mr. G. Krishna Rao does not hold any shares in the Company.

Except Mr. G. Krishna Rao, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### ITEM NO.9 OF THE NOTICE

Mr. P. S. Jawadekar is a Non-Executive Independent Director of the Company.

##### Profile of Director

Mr. P. S. Jawadekar, graduate with Electrical Engineering, Fellow Institution of Engineers India, having a good and varied experience of more than three decades in the industry and with professional institutions, gained experience in technology sourcing, technology development and management, structuring of business units, human resources and industrial relations management, marketing management, quality management and leadership development. He was Executive Director of Kirloskar Electric Co. Ltd. for a period from 1993-98. He was President of Indian Electrical & Electronic Manufacturers' Association in the year 1996-97.

The Directorship/Committee membership in other companies of Mr. P. S. Jawadekar is as follows:

Name of the Company	Board position held	Committee Membership
Kirloskar Brothers Ltd.	Director	Audit & Finance Committee – Member
		Compensation Committee –Chairman
		Remuneration Committee –Chairman

Mr. P. S. Jawadekar is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. P. S. Jawadekar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for two consecutive years for a term upto 22nd July, 2016. A notice has been received from a member proposing Mr. P. S. Jawadekar as a candidate for the office of Director of the Company.

In the opinion of the Board, that Mr. P. S. Jawadekar fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. P. S. Jawadekar as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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 Mr. P. S. Jawadekar as an Independent Director. The Board recommends the resolution in relation to appointment of Mr. P. S. Jawadekar as an Independent Director, for the approval of members of the Company.

Under the Companies Act, 2013, Independent Directors can only receive fees under the provisions of Section 197(5) and profit related commission as may be approved by the members. Accordingly, approval of the members is also being sought for the purposes of payment of fees and profit related commission, which amounts may be decided by the Board / Nomination and Remuneration Committee, from time to time subject to the limit prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

Mr. P. S. Jawadekar does not hold any shares in the Company.

Except Mr. P. S. Jawadekar, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### ITEM NO. 10 OF THE NOTICE

Mr. J. Y. Tekawade is a Non-Executive Independent Director of the Company.

##### Profile of Director

Mr. J. Y. Tekawade, Agriculturist, is having good and varied experience in Corporate Sector. He is a social worker from Shirampur. He was appointed as Member of Legislative Council, Maharashtra State for 12 years from 1985. Mr. J. Y. Tekawade is also Founder member of The Shirampur Peoples Co-Op. Bank Ltd. He had won the Gold Medal from the government of India for producing highest sugarcane per acre.

The Directorship/Committee membership in other companies of Mr. J. Y. Tekawade is as follows:

Name of the Company	Board position held	Committee Membership
Yashparva Agro Processing Private Ltd.	Director	-

Mr. J. Y. Tekawade is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 Mr. J. Y. Tekawade being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for two consecutive years for a term upto 22nd July, 2016. A notice has been received from a member proposing Mr. J. Y. Tekawade as a candidate for the office of Director of the Company.

In the opinion of the Board, that Mr. J. Y. Tekawade fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. J. Y. Tekawade as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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 Mr. J. Y. Tekawade as an Independent Director. The Board recommends the resolution in relation to appointment of Mr. J. Y. Tekawade as an Independent Director, for the approval of members of the Company.

Under the Companies Act, 2013, Independent Directors can only receive fees under the provisions of Section 197(5) and profit related commission as may be approved by the members. Accordingly, approval of the members is also being sought for the purposes of payment of fees and profit related commission, which amounts may be decided by the Board / Nomination and Remuneration Committee, from time to time subject to the limit prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

Mr. J. Y. Tekawade holds 104 equity shares in the Company.

Except Mr. J. Y. Tekawade, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 10. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

## ITEM NO. 11 OF THE NOTICE

As per the Section 149(1) of the Companies Act, 2013 allows maximum strength of fifteen Directors.

As per existing Article 83 of the Articles of Association of Company, the number of Directors of the Company shall not be less than three nor more than twelve.

Currently the Company has ten Directors. In anticipation of the future business requirements it is proposed to increase the upper limit to fifteen Directors on an enabling basis.

The Resolution at Item No 11 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Articles of Association of the Company together with the proposed alteration would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 11.

## EXPLANATORY STATEMENT TO ITEMS FOR POSTAL BALLOT

### ITEM NO. 12 OF THE NOTICE

The Members of the Company approved by way of Postal ballot on June 10, 2011 by way of an Ordinary Resolution under Section 293 (1) (d) of the Companies Act, 1956 borrowings over and above the aggregate of paid-up share capital and free reserves of the Company provided that the total amount of such borrowings shall not exceed Rs. 1,000 Crores (Rupees One Thousand Crores only) notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans, if any, obtained from the companies bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Further under law, it is now required that such a resolution be by way of special resolution.

As per sections 180(1) (c) and other applicable provisions of the Companies Act, 2013 the consent of shareholders is required for increasing the borrowing limits of the Company. The increasing business operations and future growth plans of the Company would necessitate to increase the borrowing limit by authorizing the Board of Directors to borrow money, therefore it is proposed to increase the borrowing limit up to an amount of Rs.1000 Crores (Rupees One Thousand Crores only) (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business). Such enhanced borrowing limit would also enable the Company to borrow for its routine business purposes.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules 2014.

Therefore, the Board of Directors recommend the proposed resolution for your approval.

None of the Directors and Key Managerial Personnel is concerned or interested, financial or otherwise, in the resolution set out at an Item No. 12.

#### **ITEM NO. 13 OF THE NOTICE**

The Members of the Company approved by way of Postal ballot on June 10, 2011 by way of an Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956 creation of mortgage, lease and/or charge in addition to charge created/to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible or properties of the Company upto the borrowing limits of the Company. Further under law, it is now required that such a resolution be by way of special resolution.

The Company proposes to enhance the limit of mortgage of and/or creation of security on the moveable and/or immoveable properties of the Company, in order to commensurate the same with the borrowing limit as referred to in the resolution at Item No. 12.

As per the provisions of Section 180(1) (a) of the Companies Act, 1956 the consent of Members is required to authorize the Board of Directors of the Company to mortgage, lease and/or create charge in addition to charge created/to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible or properties of the Company. Hence it is necessary to obtain approval for the same from the Members, voting by way of Postal Ballot.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules 2014.

Therefore, the Board of Directors recommend the proposed resolution for your approval.

None of the Directors and Key Managerial Personnel is concerned or interested, financial or otherwise, in the resolution set out at an Item No. 13.

#### **ITEM NO. 14 OF THE NOTICE**

The Company is proposing to make substantial investments in the areas of business of the Company. Company might have required to make loans or give guarantee or to provide security to any person in connection with a loan provided to its wholly owned subsidiary, subsidiary or associate company, as and when required.

As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects, it is proposed that the Board of Directors be authorized to invest upto Rs. 1000 Crores (Rs. One Thousand Crores) in any body corporate by way of subscription and /or purchase of equity/equity related securities and/or debentures, grant of loan, guarantee and/or providing of security from time to time.

As per Section 186 of the Companies Act, 2013, a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out therein unless it is previously authorised by a special resolution. Hence, it is necessary to obtain approval for the same from the Members by passing a special resolution. The funds required for the investment will be sourced through internal accruals, equity proceeds and/or borrowings.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules 2014.

Therefore, the Board of Directors recommend the proposed resolution for your approval.

None of the Directors and Key Managerial Personnel is concerned or interested, financial or otherwise, in the resolution set out at an Item No. 14.

By Order of the Board of Directors

Registered Office :  
Hadapsar Industrial Estate,  
Pune 411 013  
Date : May 27, 2014



**Jitendra R. Shah**  
Company Secretary