



## KIRLOSKAR ELECTRIC COMPANY LIMITED

CIN: L31100KA1946PLC000415

Reg Office : Industrial Suburb, Rajajinagar, Bangalore 560 010

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### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the company will be held on Friday, 24<sup>th</sup> day of June, 2016 at Vivanta by TAJ, 2275, Tumkur Road, Yeshwantpur, Bangalore, Karnataka 560 022 at 10:30 A.M to transact the following special business:

#### Item No.1: Increase in authorised capital & alteration to Memorandum of Association:

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

“**RESOLVED THAT** in supersession to the earlier resolution passed by the members at the 68<sup>th</sup> Annual General Meeting of the company held on September 28, 2015 and pursuant to the Articles of Association of the company and provisions of section 61 read with section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and other rules framed there under, the consent of the members is hereby accorded to increase the Authorised Share Capital of the company from existing Rs. 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (Six Crores) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each to Rs. 1,150,000,000/- (Rupees One Hundred and Fifteen Crores) divided into 85,000,000 (Eight Crores Fifty Lakhs) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each.

**RESOLVED FURTHER THAT** the earlier resolution passed by the members of the company at the 68<sup>th</sup> Annual General Meeting held on September 28, 2015 increasing the Authorised Share Capital of the company from Rs. 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (Six Crores) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each to Rs. 1,650,000,000/- (Rupees One Hundred and Sixty Five crores) divided into 90,000,000 (Nine Crores) Equity Shares of Rs. 10/- each and 7,500,000 (Seventy Five Lakhs) Preference Shares of Rs. 100/- each hereby stands cancelled and void ab initio and shall not take effect.

**RESOLVED FURTHER THAT** consequent to the increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the company (herein after referred as “MOA”) is hereby altered to read as under:

“V. The Capital of the company is Rs. 1,150,000,000/- (Rupees One Hundred and Fifteen Crores) divided into 85,000,000 (Eight Crores and Fifty Lakhs) Equity shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference shares of Rs. 100/- each, with powers to increase or reduce the capital of the company for the time being into several classes and to attach thereto repetitively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the company.”

**RESOLVED FURTHER THAT** the earlier resolution passed by the members at the 68<sup>th</sup> Annual General Meeting of the Company held on September 28<sup>th</sup> 2015 altering clause V of the MOA, hereby stands cancelled and void ab initio and shall not take effect.

**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of directors/ director/ any other Officer(s) / Authorized Representative(s) of the company to give effect to the aforesaid resolution.

#### Item No.2: Alteration to Articles of Association:

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

“**RESOLVED THAT** in supersession to the earlier resolution passed by the members at the 68<sup>th</sup> Annual General Meeting of the company held on September 28, 2015, and pursuant to the provisions of Section 14 read with Section 61 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the company is hereby accorded to alter the Articles of Association of the company (herein after referred as “AOA”) by substituting sub clause (1) of clause 6 of the AOA of the company with the following clause:

“The Authorized Share Capital of the company shall be such amount and divided into such number of shares as mentioned in Clause V of the Memorandum of Association of the company with the power to increase and to reduce the capital of the company and to divide or consolidate the shares in the capital for the time being divided into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be in determined by or in accordance with the regulations of the company.”

**RESOLVED FURTHER THAT** the earlier resolution passed by the members at the 68<sup>th</sup> Annual General Meeting of the company held on September 28, 2015 altering sub clause 1 of clause 6 of the AOA, hereby stands cancelled and void ab initio and shall not take effect.

**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of directors/ director/ any other Officer(s) / Authorized Representative(s) of the company to give effect to the aforesaid resolution.

#### Item No.3: Issue of Equity Shares through Qualified Institutions Placement:

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

“**RESOLVED THAT** pursuant to Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and all other applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively “the Act”) (including any amendments/ modifications thereto or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (“SEBI LODR”), the listing Agreement entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR”) as amended from time to time, the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000,

as amended, and in accordance with applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Registrar of Companies ("ROC"), the Stock Exchanges and any appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals") which may be agreed to by the Board of directors of the company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to create, issue, offer and allot Equity Shares to the Qualified Institutional Buyers ("QIBs"), on a private placement basis through Qualified Institutions Placement ("QIP") in accordance with Chapter VIII of the SEBI ICDR, whether or not such QIBs are members of the company, through a placement document, at such time or times in one or more tranche or tranches, at par or at such price or prices, as may be determined in accordance with the provisions under Chapter VIII of the SEBI ICDR, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the lead managers, advisors or other intermediaries, provided however that the total amount raised through the issuance of such Equity Shares shall not exceed Rs. 75 Crores (Rupees Seventy Five Crores only).

**RESOLVED FURTHER THAT** the allotment of Equity Shares shall only be made to Qualified Institutional Buyers within the meaning of Chapter VIII of SEBI ICDR Regulations and such Equity Shares shall be fully paid up and the allotment of such Equity Shares shall be completed within 12 (Twelve) months from the date of passing this resolution or such other time as may be allowed under the SEBI ICDR from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations. The company may, in accordance with the applicable law, also offer a discount of not more than 5 percentage (%) or such percentage (%) as permitted under the applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the "Relevant Date" for the purpose of determination of price for the issue of the Equity Shares shall be the date of meeting in which the Board decides to open the proposed issue of Equity Shares.

**RESOLVED FURTHER THAT** the Equity Shares so issued shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the company

**RESOLVED FURTHER THAT** for the purpose of giving effect to the issue, allotment, listing and trading of Equity Shares as above, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as may be necessary, including to obtain any approvals, permissions, sanctions from SEBI, Stock Exchanges, Foreign Investment Promotion Board, Reserve Bank of India and such other authorities which may be necessary or desirable, and to execute all such arrangements, contracts/agreements, memorandum, documents, etc. and to appoint and remunerate the managers, bankers, lawyers, advisors and all such agencies / intermediaries by way of commission, brokerage, fees and the like that may be involved or connected in such offerings of the Equity Shares, with power on behalf of the company to settle any questions, difficulties or doubts that may arise in regard to such issue, offer and allotment of Equity Shares and utilization of issue proceeds.

**RESOLVED FURTHER THAT** the Board of directors shall have authority and power to accept any modification(s) in the proposal as may be required or imposed by GOI / RBI / SEBI / Stock Exchanges where the shares of the company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to the issue, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of directors or any other Officer(s) / Authorized Representative(s) of the company to give effect to the aforesaid resolution."

**Item No.4: Increase in the aggregate limit of investment by Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in Equity Share Capital of the company:**

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2015 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of directors of the company (Board which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the company be and is hereby accorded for purchase/acquisition of Equity Share(s) by foreign investors including Foreign Institutional Investors ("FIIs") / Foreign Portfolio Investors ("FPIs") registered with the Securities and Exchange Board of India ("SEBI"), on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), Non Resident Indians and other eligible Investors under the Portfolio Investment Scheme/Foreign Direct Investment Scheme and / or any such investments scheme of the RBI, on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the such investors shall not exceed 49% (Forty nine percent) of the paid up equity share capital of the company, provided however that the shareholding of each FII / FPI, on its own account and on behalf of each of the SEBI approved sub-accounts of FPI shall not exceed 10% (ten percent) of paid-up share capital of the company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.

**RESOLVED FURTHER THAT** the said purchase/acquisition of shares as aforesaid upto a limit of 49% (Forty nine percent) of the paid-up equity share capital of the company shall be subject to the conditions and restrictions laid down under the Portfolio Investment Scheme/Foreign Direct Investment Scheme and / or any such investments schemes of the RBI for the time being in force and as amended from time to time.

**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the company before any government authorities and delegating all or any of the power conferred herein to any Committee or directors of the company."

**"RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of directors/ director or any other Officer(s) / Authorized Representative(s) of the company to give effect to the aforesaid resolution."

**Item No. 5: Adoption of new set of Articles of Association:**

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

**"RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment

thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board of directors be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED THAT** any of the directors and/or the company secretary be and are hereby authorised severally to do such acts and deeds to give effect to this resolution and file all necessary forms/returns with the Registrar of Companies/Ministry of Corporate Affairs.”

By the order of the Board  
**For Kirloskar Electric Company Limited**

*Chinmoy Patnaik*  
**Associate Vice President - Legal &  
Company Secretary**

Date : 18.05.2016  
Place : Bangalore

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received by the company at its registered office not less than 48 hours prior to the commencement of the meeting. 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 appointing proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a Certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
  2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
  3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
  4. In case of joint members attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote (if cast at the EGM).
  5. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote (if cast at the EGM) on their behalf at the meeting.
  6. Members are requested to bring their copy / printout of notice along with the attendance slips to the meeting and handover the slips at the entrance duly signed by them.
  7. Relevant documents referred to in the accompanying notice of EGM and explanatory statement are open for inspection by the members at the Registered Office of the company on all working days except Saturday between 9:30 A.M. and 5:30 P.M. up to the date of the meeting.
  8. The members are requested to –
    - i. Intimate to the Registrars and Transfer Agents of the Company/Depository Participants of changes, if any, in their registered addresses at an early date.
    - ii. Quote Ledger Folio/Client ID in all the correspondence.
  9. Members holding shares in physical form are requested to notify any change of their addresses timely to the company's Registrar and Share Transfer Agent, M/s. Integrated Enterprises (India) Limited, #30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru 560003. For members holding shares in electronic form, intimation needs to be made to the respective Depository Participant and not to the company or the Registrar.
  10. The Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Registrars and Transfer Agents/Depositories. However, any member may request for a physical copy which will be provided by the company. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. A copy of the notice of the EGM is also available for download on the website of the company at [www.kirloskar-electric.com](http://www.kirloskar-electric.com).
  11. In terms of Section 108 of the Companies Act, 2013 read with the rule 20 of Companies (Management and Administration) Rules, 2014, and pursuant to regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is additionally providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying notice.
  12. The Board of directors has appointed Mr. Swaroop Suryanarayana, Practicing Company Secretary (FCS No.27907/PCS No.9997) of M/s. Swaroop, Ravishankar & Associates, Company Secretaries, Bengaluru, who in the opinion of the Board is duly qualified person as a scrutinizer and who will collate the electronic voting process in a fair and transparent manner. He has also conveyed his willingness to be appointed as such.
- 13. The instructions/Procedure for e-voting are as under:**
- (i) The e-voting period will begin on June 21, 2016 (from 9.00 A.M onwards) and will end on June 23, 2016 (up to 5.00 P.M). During this period the members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of June 17, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5 PM on June 23, 2016.

- (ii) The members who have already voted through remote e-voting would not be entitled to vote at the meeting.
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Shareholders / Members" tab.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT members as well as physical members) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the DEMAT account/folio number in the PAN Field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your DEMAT account or in the company records for the said DEMAT account or folio in DD/MM/YYYY format.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **KIRLOSKAR ELECTRIC COMPANY LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If DEMAT account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for non – individual members and custodians
  - Non-Individual members (i.e. other than Individuals, HUF etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) The results of the e-voting along with the scrutinizer's report shall be placed in the company's website [www.kirloskar-electric.com](http://www.kirloskar-electric.com) and on the website of CDSL within 48 hours of passing of the resolution at the EGM of the company. The results will also be communicated to the stock exchanges where the shares of the company are listed.

By the order of the Board  
**For Kirloskar Electric Company Limited**

*Chinmoy Patnaik*  
**Associate Vice President - Legal &  
Company Secretary**

Date : 18.05.2016  
Place : Bangalore



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS:**

### **Item No. 1 & 2:**

The Authorised Share Capital of the company as reflected in the MOA & AOA as on date is Rs. 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (Six Crores) Equity shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference shares of Rs. 100/- each. Members are aware that the company had passed resolutions at the 68<sup>th</sup> Annual General Meeting of the company held on September 28, 2015 increasing the Authorised Share Capital of the company from Rs. 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (Six Crores) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each to Rs. 1,650,000,000/- (Rupees One Hundred and Sixty Five Crores) divided into 90,000,000 (Nine Crores) Equity Shares of Rs. 10/- each and 7,500,000 (Seventy Five Lakhs) Preference Shares of Rs. 100/- each. However, the resolution was not acted upon due to changed circumstances which warranted revision in the proposed increase in the Share Capital and the Board of directors therefore decided to restructure the Share Capital of the company strictly in tune with the present requirements of funds and the type of instruments to be issued therefor. The Board of directors of the company at their meeting held on May 18, 2016 has, subject to requisite approvals and consents, resolved to offer Equity Shares by way of Qualified Institutions Placement under Chapter VIII of SEBI (ICDR) Regulations, 2009 as amended, to raise funds to a tune upto Rs. 75 crores (Rupees Seventy Five crores). Therefore, the Authorised Share Capital of the company is required to be increased from Rs. 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (Six Crores) equity shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference shares of Rs. 100/- each to Rs. 1,150,000,000/- (Rupees One Hundred and Fifteen Crores) divided into 85,000,000 (Eighty Crores and Fifty lakhs) Equity shares of Rs.10/- each and 3,000,000 (Thirty Lakhs) Preference shares of Rs. 100/- each. Consequent to the increase of Authorized Share Capital, the Authorised Share Capital Clause contained in Clause V of the MOA and Clause 6 (1) of the AOA of the company are required to be altered as indicated in Item No. 1 & 2 respectively in the Notice convening the Extraordinary General Meeting.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of directors recommends the resolutions set out at item. No 1 for the approval of the members of the company as an Ordinary Resolution and item no. 2 as a Special Resolution.

### **Item No. 3:**

The company is engaged in the manufacture of various electrical equipment's such as Motors, Alternators and Generators, Transformers, DG Sets etc., The company has different product groups such as Transformer & Distribution Group, Large Machine Group, Low Voltage Machine Group, Power Generation Group. Each product group is having different products within its broad range. It supplies the products to core economic sectors such as Power Generation, Transmission & Distribution, Transportation, Sugar, Cement, Renewable energy and many other important and key sectors. The company is having ten (10) manufacturing locations and more than 25 sales offices, about one hundred (100) dealers and approximately two hundred (200) authorized service providers across the country and three (3) branch offices in overseas, JVs and subsidiaries in Singapore, Malaysia, Netherland and Germany. Thus, the company has business operations spread across Globe and at multiple locations.

The company is having a large network of spare parts dealers and service centers. This enables the company to provide premium products, exemplary systems and timely services at competitive rates to our valuable customers. Our products are known for their high quality, durability, and reliability. This is due to our emphasis on design, engineering, and manufacturing. We adhere to international standards by acquiring & adopting latest technologies along with in-house R&D.

The company's products and services are used by the following industries namely Power, Sugar, Steel, Cement, Agriculture, Oil & Gas, Refineries, Nuclear and many more. Our core strength is being customer oriented, being sensitive to their needs, and responsive to the changes in the market. The company's products are having good demand in Indian and overseas markets. As a renowned company, it provides elite products and strives to fulfill the expectations of industries and clients spread across the world. Our products are widely accepted not only in India but also in countries like USA, Europe, Singapore, South Africa, Malaysia, Japan, Korea, Indonesia, Philippines, Thailand, Vietnam and many other Southeast Asian countries.

Kirloskar Electric Company is the only company in India manufacturing and supplying motors which are used in electric vehicles. It also supplies D G Sets to Indian Railways for its power cars.

The company provides tailor made electrical equipments to its customers. The company's valued customers are who's who in Indian industries including the Indian Railways, all major industry houses like TATA, RELIANCE, ADITYA BIRLA GROUP, JINDAL GROUP, GMR GROUP, ESSAR, Mahindra & Mahindra and also leading PSUs such as BHEL, NTPC, EIL, Nuclear power, NHPC, BPCL, HPCL, IOC and many more and EPCS including L& T, NCC, Doosan and many more .

The company proposes to raise additional capital for an amount not exceeding Rs. 75 crores (Rupees Seventy five crores) or its equivalent thereof by way of placement of Equity Shares to qualified institutional buyers through Qualified Institutions Placement ("**QIP**") in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**") The QIP may be consummated in one or more tranches at such time or times at such price as the Board of directors may in its absolute discretion decide, subject, however, to the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations.

The Board of directors may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined in accordance with Chapter VIII of the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date on which the Board of directors or the Committee of the Board of directors thereof decides to open the QIP for subscription. The Special Resolution also seeks to give the Board of directors' powers to issue Equity Shares in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board of directors in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/ offering(s) will be determined by the Board of directors or its committee in its sole discretion in consultation with the advisors, lead managers,

underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted would be listed on one or more stock exchanges in India. The offer/ issue / allotment would be subject to obtaining necessary regulatory approvals, if applicable. As and when the Board of directors takes a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the SEBI LODR Regulations.

Section 62(1)(a) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing members of such company in the manner laid down therein unless the members by way of a special resolution in a General Meeting decide otherwise. Since, the special resolution proposed in the business of the Notice may result in the issue of Equity Shares of the company to persons other than members of the company, consent of the members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and the provisions of the Listing Agreements executed by the company with the stock exchanges where the Equity Shares of the company are listed.

This special resolution, if passed, will have the effect of allowing the Board of directors to offer, issue and allot Equity Shares to the investors who may or may not be the existing members of the company.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of directors recommends the resolutions set out at Item No. 3 for the approval of the members of the company as a special resolution.

#### **Item No. 4**

In terms of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and the Consolidated FDI Policy 2015, the Foreign Institutional Investors (“FII”) and Foreign Portfolio Investors (“FPIs”) registered with the Securities and Exchange Board of India (“SEBI”) can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts together, up to an aggregate limit of 24% (twenty four per cent) of the paid up Equity Share capital of an Indian company. The said Regulations further provide that the limit of 24% (twenty four per cent) can be further increased up to the sectoral cap/statutory ceiling as applicable, by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India (“RBI”).

As of March 31, 2016, holding of FIIs/FPIs, OCBs and NRIs was less than 24% of the paid up Share capital of the company. To make more space for FIIs / FPIs/NRIs to invest in the equity of the company, it is proposed to increase the present limit of FIIs / FPIs/NRIs shareholding in the company to 49% (forty nine per cent) of paid up equity share capital of the company.

Accordingly, the resolution set out at item No. 4 of this Notice is proposed to enable the FIIs/ FPIs/NRIs to acquire equity shares of the company upto the revised ceiling limit of 49% (forty nine per cent) of the paid-up Equity Share Capital of the company.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of directors recommends the resolutions set out at Item No. 4 for the approval of the members of the company as a special resolution.

#### **Item No. 5**

The Articles of Association (“AoA”) of the company is presently in force from the incorporation of the company in the year 1946 with amendments carried out from time to time. The existing AOA are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). The new Act is now largely in force and substantive sections of the Act, which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing AOA of the company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. It is thus expedient to adopt a new set of AOA (primarily based on Table F set out under the Companies Act, 2013), in place of existing AOA of the company. Therefore, the Board of directors at its meeting held on 18th May, 2016 decided to adopt new set of Articles in place of existing AOA of the company and seeks members’ approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of AOA. Your approval is sought in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new AOA of the company would be available for inspection for the members at the Registered Office of the company during the office hours on any working day, except Saturdays, between 9:30 a.m. to 5:30 p.m.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of directors recommends the resolutions set out at Item No. 5 for the approval of the members of the company as a special resolution.

By the order of the Board  
**For Kirloskar Electric Company Limited**

*Chinmoy Patnaik*  
**Associate Vice President - Legal &  
Company Secretary**

Date : 18.05.2016  
Place : Bangalore



## KIRLOSKAR ELECTRIC COMPANY LIMITED

CIN: L31100KA1946PLC000415

REGISTERED OFFICE : Industrial Suburb, Rajajinagar, Bangalore 560 010  
, Phone No: 080 2337 4865; Fax No: 080 2337 7706; website: www.kirloskar-electric.com

### FORM NO.MGT - 12

### POLLING / BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1)  
(c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company</b>	Kirloskar Electric Company Limited
<b>Registered Office</b>	Industrial Suburb, Rajajinagar, Bangalore-560010
<b>Meeting Type</b>	Extraordinary General Meeting

Sl.No.	Particulars	Details
1	Name of the First Named Member (In Block Letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*Applicable to investor holding shares in dematerialized form)	
4	Class of Share	Equity

Sl.No	Agenda Item	No of Shares held by me	I Assent to the Resolution	I Dissent from the Resolution
	<b>SPECIAL BUSINESS</b>			
1	Increase in authorised capital & alteration to Memorandum of Association			
2	Alteration to Articles of Association			
3	Issue of Equity Shares through Qualified Institutions Placement			
4	Increase in the aggregate limit of investment by Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in Equity Shares Capital of the company			
5	Adoption of new set of Articles of Association			

Place:  
Date:

(Signature of Member)



# KIRLOSKAR ELECTRIC COMPANY LIMITED

CIN: L31100KA1946PLC000415

REGISTERED OFFICE : Industrial Suburb, Rajajinagar, Bangalore 560 010  
Phone No: 080 2337 4865; Fax No: 080 2337 7706; website: www.kirloskar-electric.com

## FORM NO.MGT -11

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the member	
Registered Address	
Email ID	
Folio No /Client ID- DP ID	

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

- Name: .....  
Address: .....  
Email ID: ..... Signature : ..... of falling him
- Name: .....  
Address: .....  
Email ID: ..... Signature : ..... of falling him
- Name: .....  
Address: .....  
Email ID: ..... Signature : ..... of falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the 24<sup>th</sup> day of June, 2016 at Vivanta by TAJ, 2275, Tumkur Road, Yeshwantpur, Bangalore, Karnataka 560022 At 10:30 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No	Resolution	Optional	
		For	Against
	<b>SPECIAL BUSINESS</b>		
1	Increase in authorised capital & alteration to Memorandum of Association		
2	Alteration to Articles of Association		
3	Issue of Equity Shares through Qualified Institutions Placement		
4	Increase in the aggregate limit of investment by Foreign Institutional Investors/ Foreign Portfolio Investors and Non Resident Indians in Equity Shares Capital of the company		
5	Adoption of new set of Articles of Association		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of member :

Signature of Proxy holder(s) :

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.
- For the resolutions, explanatory statement and notes, please refer to notice of the Extraordinary General Meeting.
- Please complete all details including details of member(s) in above box before submission
- \* It is optional to put a "X" in the appropriate column against the resolutions indicated in the box. If you leave the "for" or "against" column blank against any or all resolutions, your proxy will entitle to vote in the manner as he / she thinks appropriate.
- 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 appointing proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

Affix  
Re. 1/-  
revenue  
stamp