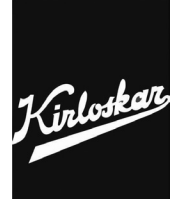


KIRLOSKAR ELECTRIC COMPANY LIMITED

REGISTERED OFFICE: Industrial Suburb, Rajajinagar, Bangalore 560 010
Phone No: 080 2337 4865; Fax No: 080 2337 7706
Email: investors@kirloskarelectric.com; website: www.kirloskarelectric.com
CIN: L31100KA1946PLC000415



NOTICE OF THE POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed as a ordinary / special resolutions by way of postal ballot / electronic voting. The company is, therefore, seeking your consent for the said proposals by way of ordinary / Special Resolutions in compliance with the Sections 180(1)(a), 188 and other applicable provisions, if any, of the Act. The explanatory statement, pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of directors (the "Board") of the company has appointed Mr. Karthick V (COP no. 4680), Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions on the Postal Ballot Notice and the Ballot Form and return the completed Ballot Form in the prepaid Business Reply Envelope attached hereto, so as to reach the Scrutinizer at the address provided therein, at or before 5.00 p.m. on Friday, January 25, 2019, being the last date for the receipt of the completed Postal Ballot Form. Postal Ballot Form received after the said date shall be deemed to have been not received.

Item no: 1

Approval for sale / disposal / transfer of the non-core assets of the company:

To consider and, if thought fit, to give assent or dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ("Act"), if any, and the rules framed thereunder including, the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Memorandum and Articles of Association of the company and other applicable statutory provisions and regulations, if any as amended from time to time and subject to such other approvals, consents and permissions and sanctions required, if any from the appropriate authorities under any laws or regulations or guidelines and subject to such terms and conditions as may be specified by any of them while granting any such approvals and which may be agreed to, in its sole discretion, by the Board of Directors of the company, (hereinafter referred to as "Board", which term shall include a duly constituted committee thereof and any person authorized by the Board in this behalf), the consent, authority and approval of the members of the company, be and is hereby accorded to the Board, to sell, liquidate, transfer, dispose of, assign or cause to be sold, assigned, transferred and delivered the company's non-core assets or any other assets of the company (including the properties situated at Bangalore, Coimbatore, Hyderabad, Hubballi, Pune & Mysore) which are not adding any value to the operations of the company, in one or more transactions/tranches and to one or more persons/Companies/Institutions and others upto a limit not exceeding Rs. 300 crores (Rupees Three Hundred crores only) subject to the market situation and other matters (payable/in cash and/or securities and/or otherwise), and at such time and in such manner, whether by way of business transfer or otherwise to one or more with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate, without any further reference to or approval of the shareholders in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be necessary, or deemed necessary or incidental thereto, to effect the sale and transfer and to undertake all actions and deeds as may be required in relation to the aforesaid sale(s), including determination of the purchaser(s), manner and mode of sale, consideration for sale, timing of sale, and related matters, finalizing, varying and settling the terms and conditions of the sale to settle and to finalise all

issues that may arise in this regard, without further referring to the members of the company, to negotiate and finalize all relevant transaction documents (including providing such representations, warranties, indemnities and covenants, as may be required) and to execute, deliver and perform all such transaction documents, other contracts, deeds, undertakings and other documents and subsequent modifications thereto, to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders, to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and / or local authorities, and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers or authorities herein conferred by this resolution, to any director(s) or to any other official(s) of the company or to any Committee of directors or any other officer(s)/ authorized representative(s) of the company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the company and / or any of its directors and / or officers and / or representatives for and in the name of the company in this regard be and the same are hereby noted, ratified and approved.”

Item no: 2

Approval to related party transaction:

To consider and, if thought fit, to give assent or dissent to the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any amendment thereof, consent of the members of the company be and is hereby accorded, to sell, liquidate, transfer, dispose of such non-core assets of the company or any other assets of the company (including the properties situated at Bangalore, Coimbatore, Hyderabad, Hubballi, Pune & Mysore) which are not adding any value to the operations of the company to one or more Related Parties as defined under the provisions of Section 2(76) of the Act, in one or more transactions, at such market price which is not disadvantageous to the company and in such manner from such date and on such terms and conditions, and with such modifications as may be required, as the Board of Directors may deem fit and appropriate, without any further reference to or approval of the shareholders in this regard.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to delegate all or any of the powers herein above conferred, to any director or Committee of directors or company Secretary or any other officer(s) / authorised representative(s) of the company to give effect to the aforesaid resolution.”

Item no: 3

Continuation of directorship of Mr. Sarosh Jehangir Ghandy (DIN: 00031237), non-executive independent director who has attained the age above 75 years:

To consider and, if thought fit, to give assent or dissent to the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations”), other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the company be and is hereby accorded to continue the directorship of Mr. Sarosh Jehangir Ghandy (DIN: 00031237), as the Non-Executive Independent Director of the company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., upto the conclusion of the 72nd Annual General Meeting of the company to be held in the year 2019.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

Item no: 4

Continuation of directorship of Mr. Mahendra Vellore Padmanaban (DIN: 00033270), non-executive independent director who has attained the age above 75 years:

To consider and, if thought fit, to give assent or dissent to the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations”), other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the company be and is hereby accorded to continue the directorship of Mr. Mahendra Vellore Padmanaban (DIN: 00033270), as the Non-Executive Independent Director of the company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., upto the conclusion of the 72nd Annual General Meeting of the company to be held in the year 2019.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

Item no: 5

Continuation of directorship of Mr. Anil Kumar Bhandari (DIN: 00031194), non-executive independent director who will attain the age of 75 years after April 01, 2019:

To consider and, if thought fit, to give assent or dissent to the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations”), other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the company be and is hereby accorded to continue the directorship of Mr. Anil Kumar Bhandari (DIN: 00031194), as the Non-Executive Independent Director of the company, who will attain the age of 75 years on June 18, 2019, till the expiry of his term i.e., upto the conclusion of the 72nd Annual General Meeting of the company to be held in the year 2019.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

**By the order of the Board
For and on behalf of Kirloskar Electric Company Limited**

Date: 17/12/2018
Place: Bangalore

K S Swapna Latha
Sr. General Manager - Legal & Company Secretary

Notes :

1. The Explanatory Statement and reasons for the proposed items of Businesses to be transacted, pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts are appended herein below.
2. The Board of Directors (the “Board”) of the company has appointed Mr. Karthick V (COP no. 4680), a Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The completion of dispatch of the postal ballot notice and the Explanatory Statement will be announced through an advertisement in one English newspaper and vernacular newspaper and published on the website of the company.
4. The Notice is being sent to all the members of the company, whose names appear on the Register of members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the record date, i.e., on close of business hours on December 14, 2018. A person who is not a member on the record date should treat this notice, for information purposes only.
5. In accordance with the provisions of Section 101 of the Act, read with, rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this postal ballot notice is being sent by e-mail to those members who have registered their e-mail address with the company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the company by the Depositories. Members who have not registered their e-mail address will receive this postal ballot notice along with the postal ballot form through courier. Members who have received Postal Ballot notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link www.kirloskarelectric.com.

6. In compliance with the provisions of section 110 of the Companies Act, 2013, read with rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the company has provided facility to its members to exercise their votes electronically through e-voting service arranged through Central Depository Services (India) Limited (“CDSL”). Please note that e-voting is optional.
7. Kindly note that the members can opt for only one mode of voting i.e., either by postal ballot or e-voting. If the members opt for e-voting, then they should not vote by postal ballot and vice versa. However, in case members cast their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
8. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate one, the Member may write to the company or send an e-mail to investors@kirloskarelectric.com. The company shall forward the same along with self addressed pre-paid postage Business Reply Envelope to the Member.
9. Instruction for Voting:
 - A. **Voting through Physical Postal Ballot Form**
 - i) A Member desiring to exercise vote by postal ballot shall complete the enclosed postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the company. However, in case a Member sends the postal ballot by courier or registered post or delivers it in person at his expense, such postal ballots will also be accepted. An unsigned postal ballot will be rejected.
 - ii) The postal ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on January 25, 2019. Any postal ballot form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the postal ballot form will be permitted/ accepted.
 - iii) The Postal Ballot(s) may also be deposited personally.
 - B. **E-Voting Facility**
 - i) The voting period will begin on Thursday, December 27, 2018 (from 9.00 A.M) and will end on Friday, January 25, 2019 (at 5.00 P.M). During this period members of the company, holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) The cut-off date for e-voting facility is December 14, 2018 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the company after of the dispatch of notice of the postal ballot and holding shares as on the cut-off date is requested to contact company’s RTA to get the details relating to his / her user-id and password. Members may call the RTA through telephone number +91-80-23460815-818 or send an email request to irg@integratedindia.in
 - iii) The members should log on to the e-voting website www.evotingindia.com during the voting period
 - iv) Click on “Shareholders / Members” tab.
 - v) 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 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:

	For Members holding shares in DEMAT Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT members as well as physical members)</p> <ul style="list-style-type: none"> 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. 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.
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 Postal Ballot 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 Institutional Members(Non Individual and Custodians)
 - Institutional members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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
 - 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 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
10. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
 11. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the company as on December 14, 2018. The resolutions mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the resolution.
 12. The Scrutinizer will submit his report to the Executive Chairman of the company after scrutiny of the Postal Ballot forms and the result of the Postal Ballot shall be declared by the Executive Chairman, or in their absence, by any other person authorized by the Executive Chairman, on January 28, 2019 at the Registered Office of the company at Industrial Suburb, Rajajinagar, Bangalore - 560010. The day on which results of the Postal Ballot is announced by the company would be the date on which resolutions are passed. The result of the Postal Ballot shall be hosted on the website of the company at www.kirloskar-electric.com.
 13. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the company on all working days between 11.00 AM to 1.00 PM up to the date of declaration of the result of Postal Ballot.
 14. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
 15. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot will be final.

**By the order of the Board
For and on behalf of Kirloskar Electric Company Limited**

Date: 17/12/2018
Place: Bangalore

K S Swapna Latha
Sr. General Manager - Legal & Company Secretary

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”).

Item no. 1:

Approval for sale /disposal/ transfer of the non-core assets of the company:

The Board of Directors (hereinafter referred to as “Board”) of the company has identified some of the noncore asset of the company including the properties satiated at Hyderabad, Bangalore, Coimbatore, Hubballi, Pune and Mysore and other vacant lands available which has no value to the operations of the company.

Hence the Board has proposed to sell, liquidate, transfer, or dispose such non-core assets of the company upto a limit not exceeding Rs.300 crores (Rupees three hundred crores only) at Market Price which is not disadvantageous to the company. The proceeds of the sale/disposal of said noncore assets shall be utilized towards reduction of debt of the company or for such purposes as the Board may approve.

As per the explanation to Section 180(1)(a) of the Act, “undertaking” is construed to mean an undertaking where the investment of the company exceeds 20% of the net worth of the company as per the audited balance sheet of the preceding financial year or if the undertaking generated 20% of the total income of the company during the previous financial year. The net worth of the company has eroded and is negative and hence it is proposed that shareholder consent by way of a special resolution be obtained for the proposed sale/disposal of the above said noncore assets, pursuant to the provisions of Section 180(1)(a) of the Act.

Basis the foregoing, assent (FOR) or dissent (AGAINST) of the members of the company in respect of the aforementioned special resolution, is being sought through postal ballot / e-voting.

None of the Directors / Key Managerial Personnel of the company and their relatives is / are, in any way, concerned or interested in the said resolution, if any. The Board recommends passing of this resolution.

Item no. 2:

Approval to related party transaction:

Some of the noncore assets of the company as referred above in the item no.1 are proposed to be sold or disposed of to any of the person/persons or entity/ies being a related party as defined under the provisions of section 2(76) of the Companies Act, 2013 (“the Act”) either wholly or partly. The Board of Directors of the company seeks

approval of members to do so, provided that the price and other terms and conditions are in line with the market prices and the same shall not be disadvantageous to the company.

In terms of provisions of Section 188(1)(b) of the Act, approval of the members of the company is required for selling or otherwise disposing of property of any kind, directly or through appointment of any agent, amounting to ten percent or more of net worth of the company or rupees one hundred crores, whichever is lower.

Basis the foregoing, assent (FOR) or dissent (AGAINST) of the members of the company in respect of the aforementioned resolution, is being sought through postal ballot / e-voting.

Except for those directors who may be interested in the above transaction, none of other Directors / Key Managerial Personnel of the company and their relatives is / are, in any way, concerned or interested in the said resolution, if any.

The Board of Directors recommends passing of this resolution.

Item no. 3, 4 & 5:

Continuation of Directorship of Mr. Sarosh J Ghandy (DIN: 00031237), Mr. V.P. Mahendra (DIN: 00033270) & Mr. Anil Kumar Bhandari (DIN: 00031194) who have attained/yet to Attain the age of 75 years :

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director (which includes directorship of Independent Directors) who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Sarosh J Ghandy (DIN: 00031237), is 81 years of age and a graduate from Carnegie Institute of Technology, USA. Mr. Ghandy joined Tata Engineering & Locomotive Co. Ltd, Jamshedpur in the year 1958. He held various positions in TELCO, Jamshedpur and joined the Board of directors of TELCO in 1976 and was on the Board of TELCO till 1999. Mr Ghandy was Managing Director of Telco Construction Equipment Company Ltd from 1999 to 2002. Mr. Ghandy was also a Special Advisor to the Chairman of Telco Construction Equipment Company Limited for a year. Mr. Sarosh J Ghandy was appointed as Non-Executive Independent Director of the company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made there under to hold office from the conclusion of 67th Annual General Meeting till the conclusion of the 72nd Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

Mr. V.P. Mahendra (DIN: 00033270) is 76 years of age and an engineering graduate. Mr. Mahendra joined VST Tillers Tractors Limited in the year 1968 and worked in various capacities through the years and was appointed as Deputy Managing Director of the company in February, 1984. He was elevated to the position of Managing Director in 1989 which post he holds to date. Besides being on the Board of several companies he is also member of several philanthropic institutions. Mr. V P Mahendra was appointed as Non-Executive Independent Director of the company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made there under to hold office from the conclusion of 67th Annual General Meeting till the conclusion of the 72nd Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

Mr. Anil Kumar Bhandari (DIN: 00031194) is 74 years of age (turning 75 in June 2019) and an Economics Graduate. He is a former Vice Chairman and presently a member of Coffee Board. He is also Chairman of Coffee Committee of United Planters Association of South India and Chairman of Karnataka Planters Association. Mr. Anil Kumar Bhandari was appointed as Non-Executive Independent Director of the company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made there under to hold office from the conclusion of 67th Annual General Meeting till the conclusion of the 72nd Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

The brief resume of said directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of directors of the company considering the need for providing advice, guidance and mentorship to the company's executive management, is of opinion that Mr. Sarosh J Ghandy, Mr. V P Mahendra & Mr. Anil Kumar Bhandari possess relevant expertise and vast experience. Their association as non-executive Independent directors will be beneficial and in the best interest of the company.

Except Mr. Sarosh J Ghandy, Mr. VP Mahendra & Mr. Anil Kumar Bhandari may be deemed to be interested, or otherwise, in the resolutions as set out at item no. 3, 4 & 5 of the Notice with regard to continuance of their respective Directorships, none of the other Directors / Key Managerial Personnel of the company and their relatives is / are, in any way, concerned or interested in the said resolution.

The Board of directors accordingly recommends the Special Resolutions as mentioned at item no. 3, 4 & 5 of this notice for approval of the members of the company.

**By the order of the Board
For and on behalf of Kirloskar Electric Company Limited**

Date: 17/12/2018
Place: Bangalore

K S Swapna Latha
Sr. General Manager - Legal & Company Secretary

ANNEXURE - A TO THE NOTICE

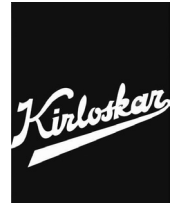
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Details of the directors seeking continuation of present term:

Name of director	Mr. Sarosh J Ghandy	Mr. V P Mahendra	Mr. Anil Kumar Bhandari
Date of Birth	21/12/1937	16/07/1942	18/06/1944
Date of appointment	30 th September 2014	30 th September 2014	30 th September 2014
Qualification	A graduate from Carnegie Institute of Technology, USA	An engineering graduate.	An Economics Graduate
Expertise	Mr. Ghandy joined Tata Engineering & Locomotive Co. Ltd, Jamshedpur in the year 1958. He held various positions in TELCO, Jamshedpur and joined the Board of directors of TELCO in 1976 and was on the Board of TELCO till 1999. Mr Ghandy was Managing Director of Telco Construction Equipment Company Ltd from 1999 to 2002. Mr. Ghandy was also a Special Advisor to the Chairman of Telco Construction Equipment Company Limited for a year	Mr. Mahendra joined VST Tillers Tractors Limited in the year 1968 and worked in various capacities through the years and was appointed as Deputy Managing Director of the company in February, 1984. He was elevated to the position of Managing Director in 1989 which post he holds to date. Besides being on the Board of several companies he is also member of several philanthropic institutions.	Mr. Bhandari is a former Vice Chairman and presently a member of Coffee Board. He is also Chairman of Coffee Committee of United Planters Association of South India and Chairman of Karnataka Planters Association.
Directorship held in Other Public companies	1. Quippo Infrastructure Equipment Limited; 2. Bhuruka Gases Limited	1. VST Tillers Tractors Limited; 2. Lakshmi Ring Travellers (Coimbatore) Limited 3. Gove Finance Limited	1. The Waterbase Limited 2. Pinnae Feeds Limited (<i>merged with The Waterbase Limited</i>)
Chairperson of committees	Nil	Nil	Audit Committee of The Waterbase Limited Stakeholder relationship Committee of Kirloskar Electric Company Limited
Membership of committees	Member of Audit Committee 1. Kirloskar Electric Company Limited 2. Bhuruka Gases Limited	Member of Audit Committee & Stakeholder relationship committee in Kirloskar Electric Company Limited.	Member of Audit Committee of Kirloskar Electric Company Limited Member of Stakeholder relationship Committee of The Waterbase Limited
Shareholding in the company	615 equity shares	2,533 equity shares	500 equity shares
Relationship with other directors / KMP	Nil	Nil	Nil

KIRLOSKAR ELECTRIC COMPANY LIMITED

REGISTERED OFFICE: Industrial Suburb, Rajajinagar, Bangalore 560 010
Phone No: 080 2337 4865; Fax No: 080 2337 7706
Email: investors@kirloskarelectric.com; website: www.kirloskarelectric.com
CIN: L31100KA1946PLC000415



POSTAL BALLOT FORM

Sl. No.

1. Name (s) of Member (s) & Registered Address of the sole / first named Member (including joint holders, if any) :

2. Registered Folio No./ DP ID No.*/ Client ID* :
(*Applicable to investors holding shares in Dematerialized form)

3. No. of equity shares held :

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot /e-voting, by conveying my/our assent or dissent to the said resolutions by placing tick (v) mark in the appropriate box below:

Sl. No.	Description of Resolutions	No. of Ordinary Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Approval for sale / transfer of the non-core assets of the company passed as Special resolution			
2	Approval to related party transaction, passed as Ordinary resolution			
3	Continuation of directorship of Mr. Sarosh Jehangir Ghandy (DIN: 00031237), non-executive independent director who has attained the age above 75 years, passed as special resolution.			
4	Continuation of directorship of Mr. Mahendra Vellore Padmanaban (DIN: 00033270), non-executive independent director who has attained the age above 75 years, passed as special resolution.			
5	Continuation of directorship of Mr. Anil Kumar Bhandari (DIN: 00031194), non-executive independent director who will attain the age of 75 years after April 01, 2019, passed as special resolution			

Place:

Date:

(Signature of member)

Email Id: _____ Tel / Mobile no. _____

To be provided by the Members holding equity shares in physical form

(Please send the postal ballot form in the Envelope enclosed herewith)

Electronic Voting Particulars

EVSN - E-Voting Sequence Number	User ID	PAN/Seq No.	Password
181217001			Please refer to the postal Ballot Notice for instructions

* Kindly use this sequence number for e-voting in PAN Field

Note: Please read the instructions given in the notes to the postal ballot notice dated December 17, 2018 carefully before exercising your vote.