



Enriching Lives

KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

SEC/ F:20

July 14,2020

(NSE Symbol - KIRLOSBROS)
National Stock Exchange of India Ltd.,
5th Floor, Exchange Plaza,
Bandra (East)
Mumbai – 400 051

Ref: 1. Your letter -NSE/LISTCOMP/21292 dated 13th July,2020.
2.Our letters - April 23, 2020 & May 13, 2020.

Sub: Reply to clarification sought on Corporate Governance Report-June 2020

Dear Sir,

We are writing to you in connection with your aforementioned letter vide which you have sought certain clarifications in respect of the change in the category of Mr. Kishor Anant Chaukar in the Corporate Governance Report (CGR) submitted by us for the quarter ended on June 30,2020, and Composition of Board as per the requirements under SEBI (LODR), 2015 .

In this regard, we would like to clarify as under;

1. Mr. Kishor Anant Chaukar (DIN 00033830)- completed his initial term of 5 years as an Independent Director on April 26,2020 He was appointed by the Board of Directors of the Company as an Additional Director in the category of Independent Director subject to approval at the ensuing Annual General Meeting (AGM) of the Company with effect from April 27,2020 till conclusion of the ensuing AGM of the Company. We have made a disclosure to stock exchanges to this effect under Regulation 30 of LODR on 23rd April,2020. As mentioned above, his appointment as an Independent Director has to be approved by way of Special Resolution at the ensuing AGM, for which the Notice is yet to be issued.
2. Further, in terms of Regulation 17 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015, for the purpose of complying with the Board composition requirements, although Mr. Chaukar is currently an Additional Director with effect from April 27, 2020 and not an Independent Director, he can be declared as an Independent Director only once he is appointed as Independent Director by the shareholders at the ensuing AGM of the Company. Therefore, he has been categorised as “Non-Executive-Non-Independent Director” in the CGR filed for the quarter ended on June 30,2020 as per the options available in the XBRL mode of filing of CGR.



Registered & Corporate Office : "Yamuna", Survey No. 98 (3 to 7), Plot No. 3, Baner, Pune 411045, INDIA.
Tel: +91 (20) 2721 4444 Email: marketing@kbl.co.in Website: www.kirloskarpumps.com
CIN No.: L29113PN1920PLC000670



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3. You may also note that, we have given a brief note to this effect in the remarks column of composition of Nomination and Remuneration Committee of the CGR for your ready reference.
4. We also wish to inform you that the Board has appointed Mr. M.S. Unnikrishnan (DIN-01460245) on June 5, 2020 as an Additional Director in the category of Independent Director till conclusion of ensuing Annual General Meeting of the Company. He will be appointed as Non-Executive-Independent Director subject to shareholders' approval at the ensuing AGM of the Company.

In case you need further information, kindly let us know.

Due to closure of our offices in light of COVID-19 and ongoing 'Lockdown', we are submitting this clarification in Sd/-mode.

You are requested to take the same on your record.

Thanking you.

For Kirloskar Brothers Limited

Sd/-

**Sandeep Phadnis
Company Secretary**