



KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

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NOTICE

NOTICE is hereby given that the 99th Annual General Meeting (AGM) of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held on Monday, the 12th day of August 2019, at 11.00 a.m. at “Yamuna”, Survey No.98 (3-7), Baner, Pune – 411 045 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt financial statements of the Company for the Financial Year ended on March 31, 2019 together with the Reports of Auditors and Directors thereon and consolidated financial statements of the Company for the Financial Year ended on March 31, 2019.
2. To declare dividend on equity shares of the Company for the Financial Year 2018 -19.
3. To appoint a Director in place of Ms. Rama Kirloskar (DIN 07474724), who retires by rotation and being eligible, offers herself for re-appointment.

“RESOLVED THAT Ms. Rama Kirloskar (DIN 07474724), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for re-appointment be and is hereby re-appointed as a Director liable to retire by rotation.”

SPECIAL BUSINESS:

4. 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, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force read with Schedule IV of the said Act, Mr. Rajeev Kher (DIN 01192524), who was appointed by the Board as an Additional Director with effect from January 25, 2019 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold the office for a term up to January 24, 2022;

RESOLVED FURTHER THAT Mr. Rajeev Kher shall not be considered as a director liable to retire by rotation in terms of Section 152 read with Section 149(13) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

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 Sections 152,160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force, Mr. Tilak Dhar (DIN 00204912), who was appointed by the Board as an Additional Director with effect from March 22, 2019 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”



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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 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force, Mr. Pratap B. Shirke (DIN 00104902) who was appointed by the Board as an Additional Director with effect from April 1, 2019 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

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, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force and read with Schedule IV of the said Act, Mr. Pradyumna Vyas (DIN 02359564), who was appointed by the Board as an Additional Director with effect from May 16, 2019 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold the office for a term up to May 15, 2022;

RESOLVED FURTHER THAT Mr. Pradyumna Vyas shall not be considered as a director liable to retire by rotation in terms of Section 152 read with Section 149(13) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

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, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder including any statutory modification(s) or re-enactment thereof as may be in force read with Schedule IV of the said Act, Ms. Shailaja Kher (DIN 08450568), who was appointed by the Board as an Additional Director with effect from May 16, 2019 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold the office for a term up to May 15, 2022;

RESOLVED FURTHER THAT Ms. Shailaja Kher shall not be considered as a director liable to retire by rotation in terms of Section 152 read with Section 149(13) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

9. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Audit and Finance Committee, the remuneration amounting to ₹ 8,25,000/- (Rupees Eight Lakhs Twenty Five Thousand only) excluding GST and other taxes as may be applicable and out of pocket and travelling expenses, if any, payable to M/s. Parkhi Limaye & Co., Cost Accountants (Firm Reg. No. 000191), ‘Aabha’,



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Plot No. 16, Siddhakala CHS, Warje, Pune – 411 058, appointed by the Board of Directors of the Company as Cost Accountants to conduct the audit of the cost records of the Company for the Financial Year 2019 – 20, be and is hereby ratified and confirmed.”

10. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and as per the provisions of Schedule V to the said Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, the change in terms of the appointment of Mr. Sanjay C. Kirloskar as Managing Director of the Company as set out below, be and is hereby approved with effect from April 1, 2019 for a period up to the term of his appointment as Managing Director of the Company with all other terms and conditions remaining same:-

Salary:

₹ 9,37,500/- (Rupees Nine Lakhs Thirty Seven Thousand Five Hundred only) per month i.e. ₹ 1,12,50,000/- (One Crore Twelve Lakhs and Fifty Thousand only) per year, to be reviewed and revised by the Board within the statutory limits as may be applicable;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary to give effect to this resolution.”

By order of the Board of Directors
For **KIRLOSKAR BROTHERS LIMITED**

Sandeep Phadnis
Company Secretary

Pune: May 16, 2019

**NOTES:**

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a Proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. An authorised representative of a body corporate, holding shares in a Company, may appoint a proxy under his signature. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy for his entire shareholding and such person shall not act as a Proxy for another person or shareholder. The instrument of proxy duly filled, stamped, dated and signed should be lodged at the Registered Office of the Company not less than forty-eight hours before the commencement of Annual General Meeting (AGM). Every Member entitled to vote at this meeting shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company before the commencement of the meeting. The proxy holder shall bring his/her id-proof for the purpose of identification at the time of attending the meeting.

2. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), statement of material facts in respect of Item Nos. 4 to 10 above is annexed.
3. The unclaimed dividend for the Financial Year 2010-11 has been transferred to "Investor Education and Protection Fund Authority" (IEPF), pursuant to the applicable provisions of Section 124 of the Act. In terms of the said Section read with relevant rules, the amount transferred to the unpaid dividend account, which remains unpaid or unclaimed for a period of 7 (seven) consecutive years or more from the date of such transfer, shall be transferred by the Company to IEPF. Accordingly, the unpaid / unclaimed final dividend for the Financial Years 2011-12 onwards will become transferable at the end of 7 (seven) years from the respective dates of transfer of such amount to the unclaimed dividend accounts to IEPF.

As per the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the underlying shares in respect of which the dividend has remained unclaimed / unpaid for 7 years or more will be transferred to IEPF. Accordingly, the Company has transferred underlying shares, in respect of which the dividend remained unpaid / unclaimed for consecutive 7 years upto the Financial Year 2010-11.

In terms of the provisions under the said Rule, the said shares and the dividend transferred to IEPF can be claimed by the shareholders or his or her legal heir/successor/nominee subject to the compliance of certain conditions as mentioned in the said Rule. The procedure for the same is available on the website of the Company i.e. www.kirloskarpumps.com

The details of transfer of dividend to IEPF are given below:

| Financial Year | Type of dividend | Dividend in ₹ per share | Date of declaration | Due Date of transfer to the IEPF Account |
|----------------|------------------|-------------------------|---------------------|--|
| 2011 - 12 | Final | 2.00 | 18-Jul-12 | August, 2019 |
| 2012 - 13 | Final | 2.00 | 24-Jul-13 | August, 2020 |
| 2013 - 14 | Final | 2.50 | 25-Sep-14 | October, 2021 |
| 2014 - 15 | Final | 0.50 | 27-Jul-15 | September, 2022 |
| 2015 - 16 | Interim | 0.50 | 14-Mar-16 | April, 2023 |
| 2016 - 17 | Final | 1.00 | 27-Jul-17 | September, 2024 |
| 2017 - 18 | Final | 2.50 | 27-Jul-18 | September, 2025 |



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In terms of the IEPF (Uploading of information regarding unpaid dividend amount lying with the Companies) Rules, 2012, the details of unclaimed dividend up to 2016-17 have been uploaded on the Company's website www.kirloskarpumps.com. This will facilitate the Members to claim their unclaimed dividend. Members are therefore, requested to check and send their claims if any, for the relevant Financial Years from 2011-12 onwards before the respective amounts become due for transfer to IEPF.

4. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act will be available for inspection at the time of AGM.
5. Register of Contracts or arrangements in which the Directors are interested, as maintained under Section 189 of the Act will be available for inspection at the time of AGM.
6. In case, Members wish to ask for any information about the accounts or operations of the Company, they are requested to send their queries in writing, at least 7 (seven) days before the date of the meeting at the Registered Office or by an e-mail at secretarial@kbl.co.in, so that the information can be made available at the time of AGM.
7. Members of the Company and/ or their Proxies only will be allowed to attend the AGM. Before entering the meeting hall, Members and/ or Proxies are requested to sign the attendance slip in the prescribed form and leave it at the counter.

Members/Proxies are requested to carry their Folio No. / Client Id and DP Id for easy identification.

8. Since, the Company's shares are in compulsory dematerialized trading mode, to ensure better investor service and elimination of risk of holding shares in physical form, the Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
9. Members having multiple folios are requested to intimate to the Company / Registrar and Transfer (R&T) Agent, such folios to consolidate all shareholdings into one folio.
10. Members who hold shares in physical form are requested to intimate to the Company / R&T Agent immediately of any change in their addresses along with necessary proof for identity and change in their addresses.
11. The Company has appointed M/s. Bigshare Services Private Limited as its R&T Agent. All correspondence relating to transmission of shares, issue of duplicate share certificates, change of address, dematerialisation of shares, payment of dividend etc. will be attended and processed at the office of the R & T Agent at the following address:-

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai 400059
Board No.: 022-6263 8200 Direct No: 022-62638214
E-mail: KBL@bigshareonline.com

12. As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and vide Notification dated November 30, 2018, issued by the Ministry of Corporate Affairs, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with effect from April 01, 2019. Shareholders holding shares in physical form shall get their shares dematerialized and credited in their demat account before undertaking any securities market transactions and off-market / private transactions involving transfer of shares.
13. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 as amended and Secretarial Standards on General Meeting (SS 2) and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Regulations, 2015) all the businesses i.e. Ordinary and Special may be



transacted through electronic voting system (remote e-voting), which is being provided by the Company or by ballot paper at the venue of AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility, which is available at the link <https://www.evoting.nsdl.com>. The instructions for remote e-voting are given herein below.

E- Voting instructions:

- 14. The notice of AGM is being sent to the Members, whose names appear in the Register of Members as on June 28, 2019. The cut-off date for determining entitlement of voting rights for the purpose of remote e-voting shall be considered on the number of shares registered in the name of the shareholders, in case of all those beneficial owners holding shares in electronic form as per the ownership data made available to the Company by NSDL and Central Depository Services (India) Limited (CDSL) on Friday, August 2, 2019 and to all those Members holding shares in physical form on Friday, August 2, 2019 only.
- 15. The Board has appointed Mr. Shyamprasad Limaye, Practicing Company Secretary, Pune as a Scrutinizer to scrutinize voting by electronic mode and ballot in accordance with the applicable laws in a fair and transparent manner.
- 16. The remote e-voting shall commence on Friday, August 9, 2019 at 9.00 a.m. and end on Sunday, August 11, 2019 at 5.00 p.m. Remote e-voting shall not be allowed beyond Sunday, August 11, 2019 after 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 2, 2019 may cast their vote electronically. The remote e-voting portal shall forthwith be blocked by NSDL for voting after 5.00 p.m. on Sunday, August 11, 2019.

The Chairman shall, at the 99th AGM, at the end of discussion on the resolutions as mentioned in the Notice, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

A Member whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the Depositories, as on the cut-off date i.e. August 2, 2019, only shall be entitled to avail the facility of remote e-voting or voting at the AGM vide ballot paper for resolutions set out in the Notice.

- 17. In respect of representatives of the Corporations, the authorization should be received by the scrutinizer/ Company on or before close of remote e-voting. Representative attending the AGM in person to vote thereat, shall submit the letter of appointment / authorisation, as the case may be before the commencement of AGM.
- 18. In case of Members, who have registered their e-mail IDs with the Company :
 - i. For remote e-voting, a Member should log on to <https://www.evoting.nsdl.com> and click on 'Shareholder – Login' during the period mentioned in point No. 16 above.
 - ii. Enter user ID, password and verification code as shown on the screen and click login.

Alternatively, if a Member has registered for NSDL e-services i.e. IDEAS, Member can log-in at <https://eservices.nsdl.com/> with his/her existing IDEAS login. Once Member logs-in to NSDL eservices after using log-in credentials, click on e-Voting and proceed to cast vote electronically.

User ID details for existing and new users are as given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | User ID |
|---|--|
| a) For Members holding shares in demat account with NSDL. | Eight (8) character DP ID followed by Eight (8) Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |



| | |
|---|--|
| b) For Members who holding shares in demat account with CDSL. | Sixteen (16) Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in physical form. | 'Electronic Voting Event Number' (EVEN) followed by your Folio Number registered with the Company. For example: if folio number is 001*** and EVEN is _____ then user ID is _____001*** |

iii. If a Member is already registered with NSDL for remote e-voting, then a Member can use his/her existing user-ID & password for login.

iv. Password details for new users are as given below:

a) If a Member is using NSDL e-Voting system for the first time, he/she will need to retrieve the 'initial password' which was communicated. Once 'initial password' is retrieved, the system will prompt to change the password.

b) Steps to retrieve 'initial password'

(i) If e-mail ID is registered in demat account, use the 'initial password' sent by NSDL on registered e-mail ID. The password to open the attached pdf file in the e-mail is Eight (8) digit client ID for NSDL account, last Eight (8) digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains 'User ID' and 'initial password'.

(ii) If email ID is not registered, the 'initial password' is communicated on his/her postal address.

If a Member is unable to retrieve or has not received the 'initial password' or has forgotten the password:

a) Click on 'Forgot User Details/Password'

b) Physical User- Click on 'Reset Password'

(iii) If a Member is still unable to get the password by aforesaid two options, he/she can send a request at evoting@nsdl.co.in mentioning his/her demat account number/folio number, PAN, name and registered address.

(iv) After entering the password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

Now, you will have to click on 'Login' button, Home page of e-Voting will open.

(v) After log in as mentioned in the above steps, click on 'e-voting: Active Voting Cycles'.

(vi) Select the (EVEN) of Kirloskar Brothers Limited (which is provided in the attendance slip).

(vii) Now you are ready for remote e-voting as 'voting page' opens.

(viii) Cast your vote by selecting appropriate option and click on 'submit' and also 'confirm' when prompted.

(ix) Upon confirmation, the message 'vote cast successfully' will appear. Once you have cast your vote on the resolution, you will not be allowed to modify it.



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- (x) Institutional shareholders are required to send scanned copy (in PDF or JPEG format) of the relevant Board Resolution / Authority letter / Power of Attorney etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at cssdlimaye@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xi) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

19. In case of other Members:

You will receive User ID and password at the bottom of the Attendance slip. Please follow steps from 18 (iv) to (ix) for casting vote electronically.

- 20. For those who have acquired the shares and become Members of the Company after dispatch of notice and are entitled on the cut-off date i.e. August 2, 2019 for voting, may write to the Company at designated email id grievance.redressal@kbl.co.in or Ms. Pallavi Mhatre, Assistant Manager, NSDL at designated email id: evoting@nsdl.co.in for obtaining User ID and password which would be sent to them forthwith in the manner mentioned above. Alternatively, you may reach the Company at 020-2721 1030 or NSDL at 022-2499 4600 or you can call on toll free number 1800 222 990 and lodge the request.
- 21. Members may participate in the AGM even after casting their vote through remote e-voting but shall not be allowed to vote again at the meeting and his vote, if any, cast at the AGM shall be treated as invalid. Kindly note that vote once cast cannot be modified or cast again. Please note that a person who is not a Member as on the cut-off date i.e. August 2, 2019 and who is in receipt of the Notice may treat this for information purpose only.
- 22. In case of any queries relating to remote e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company and not later than 2 (two) days of the conclusion of the meeting, make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
- 24. The result of the resolutions shall be declared by the Chairman or a person authorised by him in writing forthwith on receipt of the Scrutinizer's report.
- 25. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.kirloskarpumps.com and at www.evoting.nsdl.com immediately after the result is declared and simultaneously shall be forwarded to BSE Limited and National Stock Exchange of India Limited for displaying the same on their website.
- 26. The Notice has been uploaded on the website of the Company and NSDL.

By order of the Board of Directors
For **KIRLOSKAR BROTHERS LIMITED**

Sandeep Phadnis
Company Secretary

Pune: May 16, 2019



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ANNEXURE TO THE NOTICE OF 99th ANNUAL GENERAL MEETING

I. **Details of Directors Seeking Appointment / Re-appointment as required under Regulation 36 of the Listing Regulations, 2015 and Secretarial Standards (SS-2)**

Ms. Rama Kirloskar (DIN 07474724) age 29 is a Non-Executive Director on the Board of the Company. Ms. Rama Kirloskar is associated with the Company from 28th July 2017.

She currently serves as the Managing Director of Kirloskar Ebara Pumps Limited (KEPL), a joint venture between and Kirloskar Brothers Limited, parent company of the 130-year-old Kirloskar Group and Ebara Corporation, Japan. Previously, she was General Manager and Head of the Product Portfolio Management at Kirloskar Brothers Limited, where she was responsible for driving the Go-to-market strategy, product value management and restructuring for the mass production business; material grade rationalization and streamlining for the foundry business and product rationalization for the made-to-order business. She holds a double major in Mathematics and Biology from Bryn Mawr College, USA. After graduation, she went on to work at Polaris Partners, a multi-stage venture capital firm that principally invests in technology, healthcare and consumer products, headquartered at Boston, MA, USA. Subsequently, she worked at the Koch Institute at Massachusetts Institute of Technology (MIT), USA. Her research led her and the team to begin working with Visterra Inc., an MIT biotechnology start-up company that currently uses its proprietary platform to design therapeutics for infectious diseases.

She is one of the authors of a publication in the journal Cell (Robinson et al.,2015, Cell 162,1–12, doi:10.1016/j.cell.2015.06.057), in the paper titled “Structure-Guided Design of an Anti-Dengue Antibody Directed to a Non-Immunodominant Epitope”.

She is also on the Board of Karad Projects and Motors Limited and Prakar Investments Private Limited.

She is a member of Corporate Social Responsibility Committee. She has attended all the 6 (six) Board meetings held during the year 2018-19.

Ms. Rama Kirloskar does not hold any shares in the Company.

Ms. Rama Kirloskar will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.

For details of her remuneration drawn last year, one can refer reporting under ‘Report on Corporate Governance’.

Ms. Rama Kirloskar is a daughter of Mr. Sanjay C. Kirloskar and sister of Mr. Alok Kirloskar. Apart from this none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Board recommends her re-appointment as a Non-Executive Director, liable to retire by rotation and the passing of this resolution as an Ordinary Resolution.



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II. Statement of material facts as required under Section 102 of the Companies Act, 2013

Item No. 4

Mr. Rajeev Kher (DIN 01192524), age 63, is an Additional Director on the Board of the Company with effect from January 25, 2019.

Mr. Rajeev Kher superannuated as Commerce Secretary, Government of India in 2015 after serving for 35 years in the Indian Administrative Services (IAS). He then worked as a Member in the Competition Appellate Tribunal. He is now a distinguished Fellow with RIS, a leading think tank of the Ministry of External Affairs. He is a Professional Arbitrator. He is also nominated on some of the Government Committees and Task Forces on Trade and Industrial Development.

Mr. Rajeev Kher has held prominent assignments in the Central Government and State Government of UP like in the Department of Trade and Commerce, Ministry of Environment and The Energy and Resources Institute (TERI) in Delhi and Senior level assignments in the Departments of Renewable Energy, Finance, Planning and Science and Technology.

He was instrumental in bringing the first comprehensive Foreign Trade Policy for India. He led negotiations on behalf of India for Trade Agreements with major blocks such as EU, EFTA, RCEP and ASEAN. He has made an immense contribution in the Indian Pharmaceutical sector in Generic Medicine and building India as a brand in this sector. He is instrumental in protecting India's interest in the Multilateral Trade Facilitation Agreement and in Services at the center stage of negotiations.

Mr. Rajeev Kher significantly contributed in preparation of Country's first National Environment Policy as the Principal investigator in TERI. He also led the various teams in designing and implementing sustainable development projects.

He also chairs the Task Force on Global value chains of the CII. He is presently a member of CII committees on International trade Policy, India-China Trade and International Council of CII and of the High-Level Advisory Group constituted by Ministry of Commerce and Industry. He was a member of Niti Ayog Task Force on Exports and Employment and FICCI Trade Policy Committee and is an advisor on Foreign Trade to PHD Chamber of Commerce and Industry.

He has published work on Indias' Patent Policy, Trade Policy, WTO Dispute Settlement Mechanism, Product Standards and Technical Regulations etc.

Considering his rich experience in finance and related discipline, the Board considers his appointment as an Independent Director on the Board of the Company would be beneficial for the Company.

He is a member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee. He has attended 2 (two) Board meetings held during the year 2018-19.

Mr. Rajeev Kher does not hold any shares of the Company.

Mr. Rajeev Kher will be entitled to sitting fees as may be decided by the Board from time to time and commission if any, as may be approved by the Board.

Apart from Mr. Rajeev Kher, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Company has received a notice from a shareholder proposing his candidature to the office of a director.



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On the recommendation of Nomination and Remuneration Committee, the Board recommends the passing of this resolution as an Ordinary Resolution appointing him as an Independent Director of the Company for a term up to January 24, 2022.

Item No. 5

Mr. Tilak Dhar (DIN 00204912), age 63, is an Additional Director on the Board of the Company with effect from March 22, 2019.

He is presently Sr. Managing Director of DCM Shriram Industries Ltd., a listed company having operations in sugar, alcohol, chemicals and rayon tyre cord. The company is also engaged in co-generation of power and bottling of premium brand liquors. Previously, he was the Chairman & Managing Director of the said company.

He started his career with DCM Limited in 1980 and joined the Board of DCM Shriram Industries Limited, which had taken over part of the business of DCM Limited through a Scheme of Arrangement in April, 1990. He has about 39 years of experience in various areas of corporate management.

He spearheaded setting up of Daurala Organics Limited (DOL), a company for the manufacture of drug intermediaries and fine chemicals in 1991. He was associated as Managing Director. DOL was subsequently merged with DCM Shriram Industries Limited considering synergy of operations with the chemical business of the latter.

Mr. Tilak Dhar is also the Vice Chairman of Shriram Institute of Industrial Research, an Institution of International repute engaged in research and development.

Mr. Tilak Dhar has been active and takes special interest in sugar and alcohol industries. He is past President of Indian Sugar Mills Association and a Member of the Sugar Technologists Association of India, the International Society of Sugar Cane Technologists and Committee Member of the Indian Sugar Exim Corporation Ltd. Mr. Tilak Dhar is also on the Managing Committee of All India Distillers' Association and UP Distillers' Association. As a member of the Executive Committee of FICCI, he was active in its Environment Committee. He was on the Study Group on Technology / Application of Biotechnology set up by the Government of India.

He is a Committee Member of the Indian National Trust for Art & Culture Heritage (INTACH).

He is an alumnus of the Shriram College of Commerce, Delhi and the International Management Institute, Geneva.

He is also on the Board of Gentech Chemicals Private Limited and H R Travels Private Limited.

He is not a member of any Committee of the Board. He has not attended any Board meeting held during the year 2018-19.

Mr. Tilak Dhar does not hold any shares of the Company.

Mr. Tilak Dhar will be entitled for sitting fees as may be decided by the Board from time to time and commission if any, as may be approved by the Board.

Apart from Mr. Tilak Dhar, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Company has received a notice from a shareholder proposing his candidature to the office of director.



Enriching Lives

On the recommendation of the Nomination and Remuneration Committee, the Board recommends his appointment as a Non-Executive Director liable to retire by rotation and the passing of this resolution as an Ordinary Resolution.

Item No. 6

Mr. Pratap B. Shirke (DIN 00104902), age 71, is a Non-Executive Director on the Board of Kirloskar Brothers Limited. Mr. Pratap B. Shirke is associated with the Company since 20th July 2007.

He holds a Degree in Civil Engineering from College of Engineering, Pune and a Master's degree from Stanford University, USA. He has also done his MBA from Stanford University.

In 1974, he went to Dubai and founded the Pan Gulf Group of Companies for executing construction projects in Dubai, Saudi Arabia, Yemen, Iraq and Kuwait.

In 1983, he moved to London and formed Oak Group PLC, which owned a chain of hotels in and around UK.

In 1987, he got involved in shipping business and purchased a number of Panamax dry bulk cargo vessels. Pan Gulf Group activities cover Ship Management, Hotels, Commercial Properties, Energy Management and Ship Ownership.

He also serves on the Boards of B. G. Shirke Construction Technology Private Limited, ASP Pacific Holdings Pty. Ltd., British Naval Architects Ltd., Grand Havre Holdings Ltd., Marine Shipping Mutual Insurance Company Ltd., North of England P&I Association Ltd., Oak Group Ltd., Pan Gulf Aviation Ltd., SPP Pumps Ltd., Northern Navigation Fund I LLC, Kirloskar Brothers International B.V., Sunderland Marine Mutual Insurance Company Ltd., Kirloskar Pompen B.V., ASP Marine (NZ) Limited, KOKAKO Pte. Limited and North of England P&I DAC.

Mr. Pratap Shirke has expertise in management, Governance and overall experience in industry.

Mr. Pratap B. Shirke will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board. For details of his remuneration drawn last year, one can refer reporting under 'Report on Corporate Governance'.

Mr. Pratap B. Shirke attended 5 (five) Board meetings of the Company held during the year 2018-19.

He is a member of Audit and Finance Committee.

Presently, he is holding 20,000 (0.02%) equity shares of ₹ 2/- each of the Company.

Apart from Mr. Pratap B. Shirke, no other Director, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Company has received a notice from a shareholder proposing his candidature to the office of the director.

On the recommendation of Nomination and Remuneration Committee, the Board recommends his appointment as Non-Executive Director liable to retire by rotation and the passing of this resolution as an Ordinary Resolution.



Enriching Lives

Item No. 7

Mr. Pradyumna Vyas DIN (02359564) age 60, is an Additional Director on the Board of the Company with effect from May 16, 2019.

Mr. Pradyumna Vyas holds Master's in industrial design from the Indian Institute of Technology, Mumbai. Mr. Vyas has more than 36 years of professional and teaching experience in different spheres of design. Since last 30 years, he was associated with National Institute of Design (NID).

Mr. Vyas has received many awards and was a jury member of various design related Boards and has represented NID at various National and International events.

Considering his rich experience, the Board feels that his appointment as an Independent Director on the Board of the Company would be beneficial for the Company.

Mr. Pradyumna Vyas does not hold any shares of the Company.

He has a rich experience and expertise in design and industries. He is on the Boards of Dynamic Technologies Limited and Titan Company Limited as an Independent Director.

Mr. Pradyumna Vyas will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.

Apart from Mr. Pradyumna Vyas, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Company has received a notice from a shareholder proposing his candidature to the office of a director.

On the recommendation of Nomination and Remuneration Committee, the Board recommends the passing of this resolution as an Ordinary Resolution appointing him as an Independent Director of the Company for a term up to May 15, 2022.

Item No. 8

Ms. Shailaja Kher is a Double Graduate, having majored in History and Political Science from the University of Mumbai, and thereafter completed her Bachelors Degree in Law from Government Law College, Mumbai. She hails from a family of lawyers, being a third generation lawyer herself.

After Ms. Shailaja Kher completed her law, she joined the Firm of M/s. Manilal Kher Ambalal & Company, Mumbai as an Associate. She then commenced Counsel Practice by joining the Chambers of a Senior Advocate.

In 1989, she rejoined M/s. Manilal Kher Ambalal & Company, Mumbai as a Partner. In 1999, Ms. Shailaja Kher started her own independent legal Firm. In 2011, she joined the Firm of M/s. India Law Alliance, Advocates, Mumbai as a Partner.

She has expertise on various aspects of law which includes Company Law, Indirect Tax and Anti-Dumping Laws.

As a Partner in M/s. Manilal Kher Ambalal & Company, Mumbai she was concerned in handling cases of several companies in Pimpri-Chinchwad area who were facing charges of Excise Duty evasion.

Her first contact with Kirloskar Brothers Limited came as far back as 1987 when she was briefed to appear for them in the Excise Duty evasion case which started with a Show Cause Notice being issued by the Commissioner Pune and which involved all the top Directors of the Company. This case went on for four years where she assisted the Senior Advocate appearing on behalf of the Company.



Enriching Lives

Shailaja Kher appears in the Supreme Court of India, in various High Courts as well as various Tribunals.

Considering her rich experience, the Board considers her appointment as an Independent Director on the Board, beneficial for the Company.

Ms. Shailaja Kher does not hold any shares of the Company.

Ms. Shailaja Kher will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.

Apart from Ms. Shailaja Kher, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Company has received a notice from a shareholder proposing her candidature to the office of a director.

On the recommendation of the Nomination and Remuneration Committee, the Board recommends the passing of this resolution as an Ordinary Resolution appointing her as an Independent Director of the Company for a term up to May 15, 2022.

Item No. 9

In terms of Section 148 of the Act read with The Companies (Cost Records and Audit) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the Company is required to get its cost records audited by a Cost Accountant and the remuneration to be paid to such Cost Accountant would be required to be approved by the Members of the Company. The Board of Directors of the Company has appointed, M/s. Parkhi Limaye & Co., Pune, as Cost Auditors in terms of the provisions of Section 148 of the Act, for the purpose of auditing the cost records of the Company for the Financial Year 2019-20 on a yearly remuneration of Rs. ₹ 8,25,000/- p.a. excluding GST and other taxes as may be applicable and out of pocket and travelling expenses if any.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of this resolution as an Ordinary Resolution.

Item No. 10

Taking into consideration the progress made by the Company under the leadership of Mr. Sanjay C. Kirloskar as Managing Director of the Company, the Nomination and Remuneration Committee of the Board has recommended revision in the terms of his appointment as Managing Director.

The Board of Directors of the Company at its meeting held on May 16, 2019, has approved an amendment as mentioned below. This amendment would be subject to the approval of the Members.

Salary:

₹ 937,500/- (Rupees Nine Lakhs Thirty Seven Thousand Five Hundred only) per month with effect from April 1, 2019 i.e. ₹ 11,250,000/- (One Crore Twelve Lakhs and Fifty Thousand only) per annum, to be reviewed and revised by the Board within the statutory limits as may be applicable from time to time.

All the other terms and conditions of the Managing Director's agreement would remain same.

Mr. Sanjay C. Kirloskar (62) did his graduation in Mechanical Engineering from the Illinois Institute of Technology, Chicago-U.S.A. in 1978. He underwent practical training in a number of Kirloskar group companies. He held the positions of Vice President-Operations at Kirloskarvadi factory and Executive Vice President of the Company. Presently, Mr. Sanjay C. Kirloskar is the Chairman and Managing Director of the Company.



Enriching Lives

He was appointed on the Board of the Company on November 19, 1985 and currently is also a Director on the Boards of Kirloskar Ebara Pumps Limited, Kulkarni Power Tools Limited, DCM Shriram Industries Limited, Prakar Investments Private Limited, Asara Sales & Investments Private Limited, SPP Pumps Limited, UK and Kirloskar Brothers International B.V., The Netherlands.

Mr. Sanjay C. Kirloskar attended all the six Board meetings of the Company held during the Financial Year 2018-19.

The details of his membership/chairmanship of the companies on which he is a Director are as follows:

| Name of the Companies | Name of the Committees | Chairperson / Member |
|--------------------------------|---|----------------------|
| Kirloskar Brothers Limited | Stakeholders Relationship Committee | Member |
| | Corporate Social Responsibility Committee | Member |
| | Nomination and Remuneration Committee | Member |
| Kirloskar Ebara Pumps Limited | Audit Committee | Chairman |
| | Share Transfer Committee | Chairman |
| | Nomination and Remuneration Committee | Member |
| DCM Shriram Industries Limited | Nomination and Remuneration Committee | Member |

Presently, he is holding 17,839,037 (22.46%) equity shares of Rs. 2/- each of the Company [16,077,118 (20.25%) equity shares in individual capacity; 1,758,904 (2.21%) equity shares as a trustee of KBL Employee Welfare Trust Scheme and 3,015 (0.00%) equity shares as a trustee of C. S. Kirloskar Testamentary Trust.]

Except Mr. Alok Kirloskar and Ms. Rama Kirloskar, his son and daughter respectively, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The copy of the draft agreement is available for inspection by the Members at its Registered and Corporate Office of the Company during business hours on any working day (excluding Saturday and Sunday) on prior notice.

The approval of the Members is sought for the alteration in the terms of appointment of Mr. Sanjay C. Kirloskar as Managing Director of the Company.

The Board recommends passing of this resolution as an Ordinary Resolution.

By order of the Board of Directors
For **KIRLOSKAR BROTHERS LIMITED**

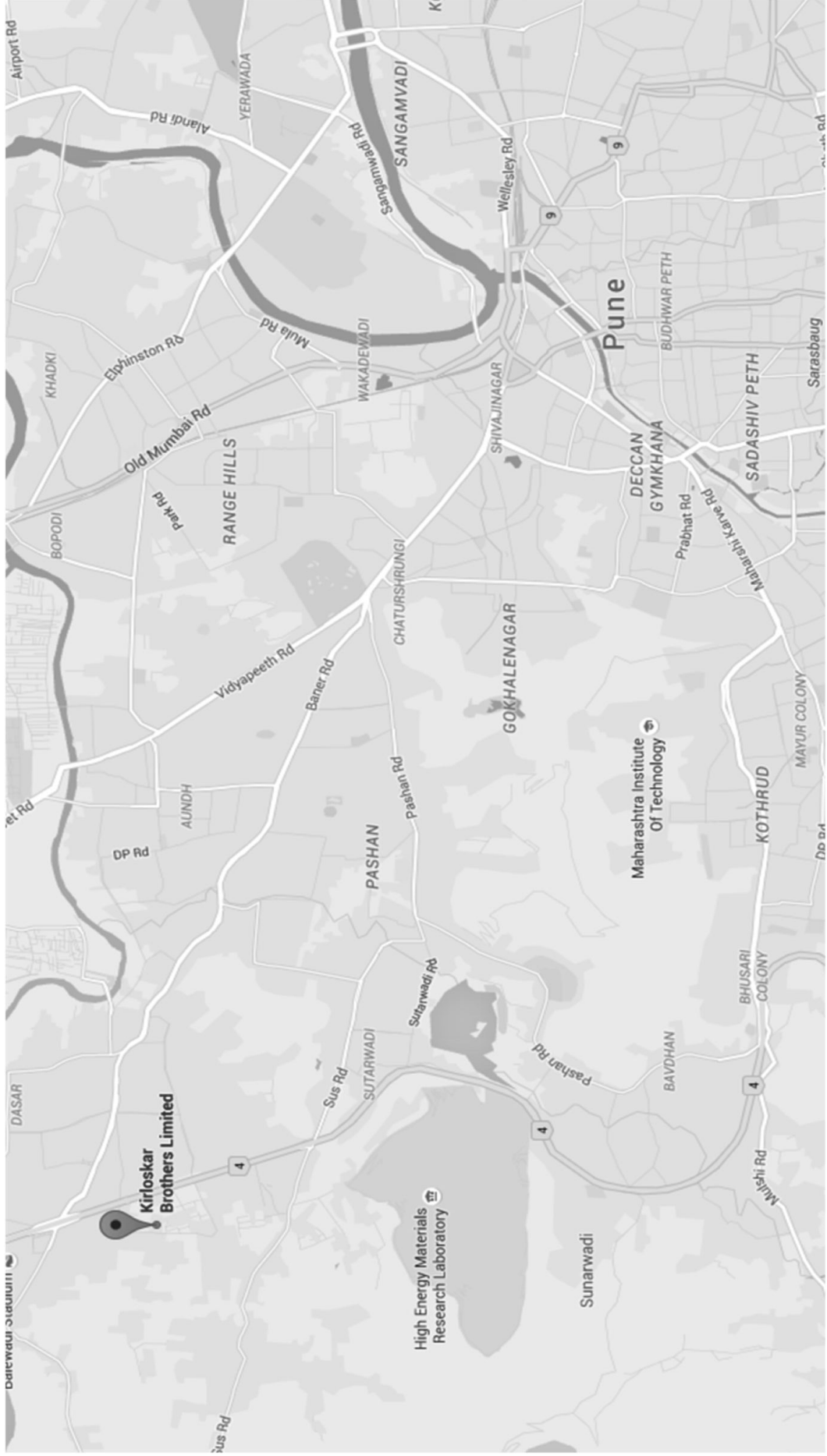
Sandeep Phadnis
Company Secretary

Pune: May 16, 2019

Route Map for Venue of Annual General Meeting

Kirloskar Brothers Limited

Global Headquarters: 'Yamuna', Survey No. 98 / (3-7), Baner, Pune – 411 045



Dear Shareholders,

Sub : Transport arrangements for Annual General Meeting to be held on August 12, 2019

As you are aware, the Annual General Meeting (AGM) of the Company is scheduled on Monday, August 12, 2019 at 11:00 a.m. at our Corporate Office at "Yamuna", Survey No. 98(3-7), Baner, Pune - 411 045.

The Corporate Office is situated about 20 kms away from the Company's Registered Office at Udyog Bhavan, Tilak Road, Pune - 411 002.

In order to facilitate the shareholders to attend the said AGM, we have made special bus arrangements. This facility will be provided from the Registered Office at Udyog Bhavan to the Corporate Office and back to Udyog Bhavan after completion of meeting.

Shareholders who wish to avail this facility are requested to register their names before August 7, 2019 through letter or at following e-mail id / phone :

E-mail Id : secretarial@kbl.co.in Phone Nos. : (020) 2721 1030 / 35

On August 12, 2019 such shareholders should report at Udyog Bhavan along with this circular duly filled in and signed at 9.15 a.m. The bus would start at 09.30 a.m. sharp for Corporate Office.

Kindly note that only registered shareholders and proxies will be permitted to avail this facility. Entry to family members, children and/or friends of the shareholders/proxies will not be permitted.

Thanking you,

Yours faithfully,
For **KIRLOSKAR BROTHERS LIMITED**



Sandeep Phadnis
Company Secretary

Pune : May 16 , 2019

(to be filled in and handed over, while boarding)

Name(s) of shareholder(s)/Proxy

Folio No./DP ID & Client ID

Signature(s)

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Dear Shareholder,

Subject : Green Initiative - Registration of E-mail address

As you are aware, as a part of "Green Initiative in the Corporate Governance" and in terms of Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, it is permitted to serve the documents to the eligible shareholders through the electronic mode.

In order to support this "Green Initiative", we have already started serving certain documents i.e. the Notice of the Annual General Meeting, Annual Report, etc. to a few shareholders through the electronic mode at the email address provided by them or obtained from the depositories from time to time. We wish to continue this initiative as a step forward towards protecting environment for all of us.

This initiative also helps in prompt receipt of communication and it would help to avoid the losses/delays in postal transit. We expect your absolute participation in the initiative and therefore, request you to register your email address and / or changes therein from time to time:

- In case your shares are in demat mode - with the concerned Depository Participant (DP), by following related procedure as laid down by the concerned DP
- In case your shares are in physical mode - with the Company's Registrar and Transfer Agent at the following address :

Bigshare Services Private Limited
 1st Floor, Bharat Tin Works Building,
 Opp. Vasant Oasis, Makwana Road,
 Marol, Andheri (East), Mumbai 400 059
 Board No.: 022-6263 8200 Direct No: 022-6263 8214
 E-mail: KBL@bigshareonline.com

In any case, on your specific request with detailed Name, Address, Folio/DPID/Client ID and signature, physical copies of above documents will be sent to you, free of cost.

We expect your whole-hearted support to this "Green Initiative" for its successful implementation.

Thanking you and assuring you of our best attention at all times.

Yours faithfully,
For **KIRLOSKAR BROTHERS LIMITED**



Sandeep Phadnis
Company Secretary

Pune : May 16, 2019

E-COMMUNICATION REGISTRATION FORM
(For shares in physical mode)

Kirloskar Brothers Limited
Regd. Office : Udyog Bhavan,
Tilak Road, Pune 411 002

Folio No. :

Name of the 1st Shareholder :

Name of Joint Shareholder/s :

Email ID (to be registered) :

PAN :

Phone No. :

Please register my above email ID in your records for receiving communication through email from Company of which I/we am/ are shareholder(s).

Place :

Date :

Signature :
(First shareholder)

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