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KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company
SEC/ F:20

September 3, 2020

(BSE Scrip Code – 500241)

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

(NSE Symbol - KIRLOSBROS)

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

Dear Sir,

Sub.: Notice of Annual General Meeting of the Company

Pursuant to Regulation 30 and Regulation 34 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Notice of the 100th Annual General Meeting of the Company.

Due to partial closure of office in the light of COVID-19, we are submitting this covering letter in Sd/- mode.

This is for your information and record.

Thanking you,

Yours faithfully,
For **KIRLOSKAR BROTHERS LIMITED**

Sd/-

Sandeep Phadnis
Company Secretary

Encl: As above





KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

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NOTICE

NOTICE is hereby given that the 100th Annual General Meeting (AGM) of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held on Friday, the 25th day of September, 2020 at 11.00 a.m, Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited financial statements of the Company for the Financial Year ended on March 31, 2020 together with the Reports of Auditors and Board thereon and consolidated financial statements of the Company for the Financial Year ended on March 31, 2020.
2. To confirm payment of Interim Dividend at ₹ 2/- (100%) per equity share of the Company for the Financial Year 2019-20
3. To declare Final Dividend on equity shares of the Company for the Financial Year 2019 - 20.
4. To appoint a Director in place of Mr. Alok Kirloskar (DIN 05324745), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force), and applicable rules there under, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) Mr. Kishor Anant Chaukar (DIN 00033830), who was appointed by the Board of Directors as an Additional Director in the category of Independent Director, with effect from April 27, 2020 and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration that he meets the requisite criteria of independence and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of director, be and is hereby re-appointed as an Independent Director of the Company to hold the office for the second term of 5 (five) consecutive years up to April 26, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kishor Chaukar be paid such fees and remuneration and profit related commission as the Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Kishor Chaukar shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 unless he is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Section 149 and 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient 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 149,150,152,160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the said Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Mr. M.S. Unnikrishnan (DIN 01460245), who was appointed by the Board of Directors as an Additional Director in the category of Independent Director, with effect from June 5, 2020 and who holds office as such up to the date of this Annual General Meeting and who has submitted a declaration that he meets the requisite criteria of independence and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 consecutive years up to June 4, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M. S. Unnikrishnan be paid such fees and remuneration and profit related commission as the Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. M. S. Unnikrishnan shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 unless he is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Section 149 and 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, 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', 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 2020 - 21, be and is hereby ratified and confirmed."

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

Sandeep Phadnis
Company Secretary

Pune: June 5, 2020



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NOTES:

1. The Statement of Material Facts pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 5 to 7 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on June 5, 2020 considered that the special business under Item Nos. 5 to 7, being considered unavoidable, be transacted at the 100th AGM of the Company.
2. **General instructions for accessing and participating in the 100th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting**
 - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restrictions on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
 - b. In terms of the MCA Circulars the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
 - c. In line with the MCA Circulars and SEBI Circular, the Notice of the AGM will be available on the website of the Company at www.kirloskarpumps.com on the website of BSE Limited at www.bseindia.com, on the website of NSE Limited at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
 - d. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
 - e. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
 - f. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 10:30 a.m. IST i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the AGM.
 - g. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
 - h. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of considering the quorum under Section 103 of the Act.
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing



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Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

3. **Instructions for Members for Remote e-Voting are as under:-**

- a. The remote e-Voting period will commence on Tuesday, September 22, 2020 (9:00 am IST) and end on Thursday, September 24, 2020 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2020, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- b. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- c. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://e-services.nsdl.com/> with your existing ID as login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.

IV. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 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 hold shares in demat account with CDSL.	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.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



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- V. Your password details are given below:
- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - iii. How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password click on:
 - a) "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - v. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - vi. Now, you will have to click on "Login" button.
 - vii. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of the Company.
- IV. Now you are ready for e-Voting as the Voting page opens.



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- V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
 - VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- d. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email ids: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-24994360 or +91-22-24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address grievance.redressal@kbl.co.in

4. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company grievance.redressal@kbl.co.in
- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company grievance.redressal@kbl.co.in

5. Instructions for Members for participating in the AGM through VC/OAVM are as under:

- a. Members will be able to attend the AGM through VC/OAVM facility through the NSDL e-Voting system at <https://www.evoting.nsdl.com> under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company's AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Members connecting from mobile devices or tablets or through laptops etc



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connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- d. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address grievance.redressal@kbl.co.in at least 48 hours in advance before the start of the meeting i.e. by September 23, 2020 by 11:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- e. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address grievance.redressal@kbl.co.in at least 48 hours in advance before the start of the AGM i.e. by September 23, 2020 by 11:00 a.m. IST. Those Members who have registered themselves as speakers shall be allowed to ask questions during the AGM, on first-come-first-served basis and subject to availability of time.
- f. The Company reserve its right to restrict the number of people for participation depending on the availability of time for AGM.
- g. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM facility.

6. Instructions for Members for e-Voting during the AGM are as under:

- a. Members may follow the same procedure for e-Voting during the AGM as mentioned above for remote e-Voting.
- b. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. The Members casting their votes through remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM facility but shall not be entitled to cast their votes again.
- d. The Helpline details of the person who may be contacted by the Members regarding the use of technology, before or during the AGM, shall be same as below:
 - I. Mr. Amit Vishal, Senior Manager- NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number : +91-22-24994360.
 - II. Ms. Pallavi Mhatre, Manager- NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number +91 22 2499 4545.

7. Other Guidelines for Members

- a. 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.



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- b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of August 21, 2020.
 - c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM by email and holds shares as on the cut-off date i.e. August 21, 2020, may obtain the User ID and password by sending a request to the Company's email address grievance.redressal@kbl.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
 - d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the AGM. Mr. Shyamprasad Limaye, Practicing Company Secretary from Pune, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and vote cast through the e-Voting system during the AGM.
 - e. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
 - f. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
 - g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.kirloskarpumps.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman. The results shall also be immediately forwarded to the BSE and NSE, Mumbai.
8. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the Financial Year 2019-20 are being sent only by e-mail to the Members. Therefore, Members, whose e-mail addresses are not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the Financial Year 2019 - 20 and all other communication sent by the Company, from time to time, can get their e-mail address registered by following the steps as given below:-
- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by e-mail to the Company's e-mail address grievance.redressal@kbl.co.in
 - b. For the Members holding shares in demat form, please update your e-mail address through your respective Depository Participant/s.
9. The Notice of the AGM and the Annual Report for the Financial Year 2019 - 20, will be available on the website of the Company at www.kirloskarpumps.com and the website of BSE and NSE. The Notice of AGM will also be available on the website of NSDL at www.evoting.nsdl.com



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10. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's e-mail address at grievance.redressal@kbl.co.in
11. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

The Company has been sending reminders to the Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.kirloskarpumps.com. Members who have not encashed their Dividend for the Financial Year 2012 -13 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.

12. The unclaimed dividend for the Financial Year 2011 - 12 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 dividend for the Financial Years 2012 - 13 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 up to the Financial Year 2011-12.

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 at www.kirloskarpumps.com

The details of transfer of unpaid/unclaimed 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
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
2018 - 19	Final	2.50	12-Aug-19	September, 2026
2019 - 20	Interim	2.00	14-Feb-20	March, 2027



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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 2017-18 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 2012-13 onwards before the respective amounts become due for transfer to IEPF.

13. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
14. Electronic copy of all the documents referred to in the accompanying Notice of the AGM and the Statement of material facts shall be available for inspection in the Investor Section of the website of the Company at www.kirloskarpumps.com.
15. During the AGM, Members with prior intimation of 48 hours, may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.



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ANNEXURE TO THE NOTICE OF 100th 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)**

Mr. Alok Sanjay Kirloskar (DIN: 05324745), age 36 is a Non-Executive Director on the Board of Kirloskar Brothers Limited. He has done his Bachelor of Science in Business Administration with concentration in Finance from Carnegie Mellon University, Pittsburgh, PA, USA. He had the honour to be on the Dean's list for his academic excellence throughout the course.

Mr. Alok Kirloskar has been associated with the Company from September, 2007. He was first entrusted with responsibilities of international marketing business and acquainted himself with the functioning of various departments / sectors. Later, he was head of the Industry sector of the Company, before he became a director.

Before joining the Company, he had worked with Sonasoft Corporation (Microsoft GPC) at San Jose, California, USA as Business Development Manager. He had also interned at Nasa Girvan Institute of Technology, Santa Clara, USA and Toyota Motor Corporation, Torrance, USA in the summers of 2003 and 2004.

Mr. Alok S. Kirloskar, is presently Managing Director of SPP Pumps Limited, UK, a subsidiary of the Company and is a Director on the Boards of Kirloskar Brothers International B.V., SPP International Pty. Limited, SPP Pumps Inc, Micawber 784 (Proprietary) Limited, Braybar Pumps (Proprietary) Limited, Syncroflo Inc., SPP Pumps MENA LLC, SPP Pumps Real Estate LLC, Rodelta Pumps International B.V., Rotaserve B.V., SPP Pumps (South Africa) Pty. Limited, SPP Pumps (Asia) Company Limited. He is also the Chairman of Kirloskar Corrocoat Pvt. Ltd, Kirloskar Pompen B.V. and Kirloskar Brothers (Thailand) Limited.

Mr. Alok S. Kirloskar is on the Board of the Company since July 18, 2012.

Mr. Alok S. Kirloskar 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.

For details of his remuneration drawn last year, you can refer reporting under 'Report on Corporate Governance'.

Mr. Alok S. Kirloskar attended all the 5 (five) Board Meetings of the Company held during the Financial Year 2019 - 20.

He is a member of Stakeholders' Relationship Committee of the Board.

Presently, he is holding 6,187 (0.01%) equity shares of ₹ 2/- each of the Company.

Mr. Alok Kirloskar is a son of Mr. Sanjay C. Kirloskar and brother of Ms. Rama Kirloskar. Apart from this other Director, Key Managerial Personnel of the Company and their relatives are concerned or interested, directly or indirectly, financially or otherwise in the proposed resolution.

Board recommends his 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. Details of Directors seeking Appointment/ Re-appointment as required under Regulation 36 of the Listing Regulations, 2015 and Secretarial Standards (SS-2) and Statement of material facts as required under Section 102 of the Companies Act, 2013

Item No. 5

Mr. Kishor A. Chaukar (DIN 00033830) age 73, was appointed as an Independent Director of the Company for an initial term of 5 years i.e. up to April 26, 2020, by the shareholders of the Company at the 95th AGM.

Subsequently, he was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from April 27, 2020 on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Kishor Chaukar, BA in Economics from Karnataka University and has completed his PGDBA from the Indian Institute of Management, Ahmedabad. He also holds a DEA in Rural Economics from the University of Dijon, France.

Mr. Chaukar began his professional career with Godrej Soaps Private Limited (1971-75) where he helped them to set up and operate their distribution and sales network for the marketing of Animal Feeds, especially cattle feed. This was a trail blazing effort on his part and contributed to the growth and expansion of Godrej Soaps in the 1970s.

From 1975 to 1984, he served as the Executive Secretary of Bharatiya Agro Industries Foundation (BAIF), a reputed NGO engaged in extending relevant technology to rural India for generating economically remunerative employment. Whilst at BAIF, Mr. Chaukar was involved with its administration, project planning, manpower planning and also in building partnerships with sponsors/co-operative societies/ government authorities and also with international donor agencies. He also helped in organizing logistical support for the supply of critical items like frozen bull semen, liquid nitrogen, cryogenic equipment etc. and in developing systems for purchase, manpower management and inventory management for the Rural Development Projects and the FMD Vaccine Project undertaken by BAIF. His contribution to BAIF and its growth is significant and he is even today on the Board of the BAIF Institute of Sustainable Livelihoods and Development.

From July 1993 to October 1998, Mr. Chaukar was the Managing Director of ICICI Securities & Finance Company Limited. He was also a member of the Board of Directors of ICICI Limited from February 9, 1995 to October 15, 1998. During his association with the ICICI Group, Mr. Chaukar played a crucial role in setting up I-Sec Limited, an Investment Bank, a joint venture between ICICI Ltd and J P Morgan and leading it as its first Managing Director. Prior thereto, as Delhi Regional Manager of ICICI Limited, he contributed to enhancing the ICICI portfolio in North India, both in terms of quality and size.

Thereafter, Mr. Chaukar was from 1998 till 2012 associated with the prestigious Tata Group. He retired as the Managing Director of Tata Industries Limited in August 2012. He thereafter continued as a Non-Executive, Non-Independent Director on the Boards of several Tata Companies; some of these being Tata Investment Corporation Limited, Tata AIA Life Insurance Company Limited, Tata Trustee Company Limited, Tata Petrodyne Limited, Tata Yazaki Limited, Tata Business Support Services Limited, Tata Autocomp Systems Limited and Tata Communications Limited.

As the Managing Director of Tata Industries Limited, Mr. Chaukar was responsible for providing strategic direction and support to Tata Group Companies, promoted by Tata Industries Limited. He was also involved in strengthening Tata Industries Limited's role as a catalyst for the introduction of new businesses, especially in the areas of high technology and future economic potential. He also had a crucial role in realigning its portfolio which inter alia, included businesses across various sectors such as Telecommunications, Oil and Gas Exploration, Advanced Materials, Building and Managing Business



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Centres, Logistics, IT Enabled Services, Alternate Energy and Auto components etc. through and by way of start-ups, closures, mergers, amalgamations, acquisitions and/or sell-offs.

Mr. Chaukar's responsibilities with the Tata Group as a mentor and strategist were further enhanced by his membership of the Tata Group Corporate Centre which formulates strategy for the House of Tata. This task involved contributing to enhancement of operating efficiencies, growth, and governance standards at all Tata Companies with which he was connected.

Mr. Chaukar also chaired the Tata Council for Community Initiatives (TCCI) - the nodal forum of the Tata Group on matters related to Corporate Sustainability, for several years.

He has also been a member of the Board and Advisory Board of national and international organizations in the Corporate Sustainability and Human Rights space, such as Global Reporting Initiative of Amsterdam, Social Accountability International of New York, and the Tata Memorial Centre, at Mumbai.

Apart from having been a Director of India's leading corporates across various sectors, Mr. Chaukar is currently on the Board of the BAIF Institute of Sustainable Livelihoods and Development and has contributed to their growth, planning and budgeting processes, systems for control and governance, assessment of new technologies / proposals for field implementation and to organizational development.

Mr. Chaukar, with his rich and varied experience in the corporate world, has provided invaluable guidance to the Board and the Company as an Independent Director of Kirloskar Brothers Limited, which has greatly benefitted from the same.

Considering his wide experience with some of India's premier corporate groups in finance and other related disciplines and given his tremendous contribution to KBL and its growth story, the Board considers that his re-appointment as an Independent Director on the Board of the Company would be beneficial for the Company, particularly as it has to deal with a challenging economic environment exacerbated by the COVID -19 pandemic and return to becoming a financially strong company.

During his tenure as an Independent Director of the Company, apart from sharing his invaluable guidance and advice with the Board, he also served as the Chairman of the Audit and Finance Committee and Stakeholders Relationship Committee. Presently, he is a member of the Nomination and Remuneration Committee of the Board. He has attended 5 (Five) Board Meetings held during the Financial Year 2019-20.

Mr. Chaukar does not hold any shares of the Company.

Mr. Chaukar 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. Chaukar, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, directly or indirectly, 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. The Board is of the opinion that he fulfills the conditions specified in the Act and the Rules made thereunder regarding his re-appointment as an Independent Director and that Mr. Kishor Chaukar is independent of the management.

On the recommendation of Nomination and Remuneration Committee, and as per the requirements of Section 149 read with 152 of the Companies Act, 2013, the Board recommends the passing of this resolution as a Special Resolution re-appointing him as an Independent Director of the Company for a succeeding 2nd term up to April 26, 2025.



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Item No. 6

Mr. M. S. Unnikrishnan (DIN 01460245) age 59, was appointed as an Additional Director of the Company with effect from June 5, 2020 on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. M. S. Unnikrishnan is the Managing Director & CEO of the Thermax Group since July 2007. Thermax, the USD 900 Indian engineering major, focused on energy and environment solutions, with a growing global manufacturing footprint spread across India, China, Denmark, Germany, Poland and Indonesia. As a member of its Executive Council and later as the Managing Director & CEO, Mr. Unnikrishnan has played a pivotal role in transforming the Thermax Group from a family-run company into a professionally managed conglomerate, with the group revenues having multiplied by over twelve times in the last fifteen years.

From export contributing thirteen percent of Thermax's revenue at the turn of the century, he has driven growth of the international operations to account for over forty percent of its total revenues in the current year. This was achieved through multiple M & As in Europe, creation of greenfield entities in China & South East Asia, and marketing subsidiaries in Africa & South America.

In the run-up to him taking over the mantle of running the entire organization, he led the turn-around of two loss-making businesses, drove growth of the project businesses, created a National Channel for the standard products of the company, and created the corporate sourcing infrastructure for the entire organization.

During the tumultuous management transition period of transforming Thermax from a family-run to a professionally run organization, he held the additional portfolio of leading the human resources function, thus guiding the group's evolution into a high performance organization. This was accomplished through the identification and nurturing of leadership pipeline by creation of development centers and implementation of a three-tier leadership development program, which has enabled filling of most of the business leadership positions from within.

To keep the manufacturing facilities of the group at par with the global benchmark, each of them were modernized and automated, and are currently well on the path of digitalization. An Operation Excellence program has been conceived with Sustainability and Business Responsibility at the core, and is personally championed by him.

In order to sustain market leadership through Innovation, he has created Innovation groups in every business vertical of the company that has delivered highly differentiated products and solutions to build and defend the market-share. In order to create viable solutions an independent Research Technology and Innovation Center was created, which is manned by high caliber technology talent who are currently working on products and solutions that has the potential to create large business entities in the future apart from delivering over 250+ patents in the field of energy and environment.

Currently he is on the Board of Thermax Limited, Thermax Onsite Energy Solutions Limited, Thermax Babcock and Wilcox Energy Solutions Pvt. Limited and KEC International Limited.

Mr. M. S. Unnikrishnan does not hold any shares of the Company.

Mr. M. S. Unnikrishnan 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. M. S. Unnikrishnan, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.



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The Company has received a notice from a shareholder proposing his candidature to the office of a director. The Board is of the opinion that he fulfills the conditions regarding his appointment as an Independent Director.

On the recommendation of Nomination and Remuneration Committee, and as per the requirements of Section 149 read with 152 of the Companies Act, 2013 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 June 4, 2025.

Item No. 7

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 2020 - 21 on a yearly remuneration of ₹ 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, directly or indirectly, financially or otherwise, in the proposed resolution.

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

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

Sandeep Phadnis
Company Secretary

Pune: June 5, 2020

