



# KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

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## POSTAL BALLOT

### NOTICE

**Dear Member(s),**

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**CA 2013**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 General Circular No. 33/2020 dated September 28, 2020, and General Circular No. 39/ 2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 General Circular No. 10/ 2021 June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”) and all other applicable rules framed under CA 2013, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, that the consent of the members (“**Members**”) of Kirloskar Brothers Limited (“**the Company**”) is sought for the ordinary resolutions appended herein below which are proposed to be passed through postal ballot by way of remote electronic voting (“**e- voting**” or “**remote e-voting**”) (“**Notice**”).

The proposed resolutions along with the Statement of Material Facts to the Notice pursuant to Section 102 and other applicable provisions of the CA 2013, if any, setting out the material facts and the reasons thereof, is also annexed hereto for your consideration.

The Ministry of Corporate Affairs vide the above mentioned circulars has advised the companies to take all decisions requiring members’ approval (other than items of ordinary business or business where any person has a right to be heard) through the mechanism of postal ballot / e-voting in accordance with the provisions of the CA 2013. The MCA has further clarified that for companies that are required to provide e-voting facility under the CA 2013 while they are transacting any business(es) by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the company should send the postal ballot notice by email to all its shareholders who have registered their email addresses with the company or depository / depository participant and the communication of assent / dissent of the members will take place through the remote e-voting system only. This postal ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the MCA Circulars, the Notice is being sent in electronic form instead of a hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope, to the Members for this Postal Ballot. Members are requested to follow the procedure as stated in the Notes to this Notice and instructions for casting of votes by remote e-voting and communicate their assent or dissent through the remote e-voting facility only.



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In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the CA 2013 read with Rules 20 and 22 of the Rules and the MCA Circulars, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depositories Limited (“**NSDL**”) for the purpose of providing e-voting facility to enable the Members to cast their votes electronically. The e-voting facility is available from Monday, November 15, 2021 [9.00 A.M. (IST) onwards] till Tuesday, December 14, 2021 [upto 5.00 P.M. (IST)]. For this purpose, please read the instructions for remote e-voting carefully, as mentioned in the Notes. Assent or dissent of the Members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the aforementioned MCA Circulars.

The Scrutinizer shall submit his final report and other papers within the prescribed time to any Director or Company Secretary or Chief Financial Officer of the Company after completion of scrutiny of the e-voting, and the results of the Postal Ballot shall be declared within statutory timelines. The result of the Postal Ballot along with the Scrutinizers’ Report will be placed on the Company’s website i.e. [www.kirloskarpumps.com](http://www.kirloskarpumps.com) and shall be communicated to the BSE Limited and National Stock Exchange of India Limited on which the shares of the Company are listed.

You are requested to peruse the proposed resolutions along with the statement of material facts and thereafter record your assent or dissent by means of remote e-voting facility, as provided by the Company.

### **1. Appointment of Mr. Amitava Mukherjee (DIN 00003285), as an Independent Director of the Company.**

To consider and if thought fit, to pass 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 of the Act, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), (SEBI Listing Regulations, 2015), **Mr. Amitava Mukherjee (DIN 00003285)**, who was appointed by the Board of Directors as an Additional Director with effect from October 29, 2021 in terms of the provisions of Section 161 of the Act read with Article 166 of the Articles of Association of the Company and who holds office as such up to the date of the next Annual General Meeting and who has submitted the declaration in accordance with Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, 2015, that he meets the requisite criteria of independence, as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 161(1) of the Act, from a Member proposing Mr. Mukherjee’s candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders, be and is hereby accorded to appoint Mr. Amitava Mukherjee as an Independent Director of the Company to hold the office for a term of 5 consecutive years up to October 28, 2026.



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**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act 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. Amitava Mukherjee be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and 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. Amitava Mukherjee shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act, 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 Sections 149 and 152 of the Act.

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

### **2. Appointment of Mr. Vivek Pendharkar (DIN 02791043), as an Independent Director of the Company.**

To consider and if thought fit, to pass 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 of the Act, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), (SEBI Listing Regulations, 2015), **Mr. Vivek Pendharkar (DIN 02791043)**, who was appointed by the Board of Directors as an Additional Director with effect from October 29, 2021 in terms of the provisions of Section 161 of the Act read with Article 166 of the Articles of Association of the Company and who holds office as such up to the date of the next Annual General Meeting and who has submitted the declaration in accordance with Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, 2015, that he meets the requisite criteria of independence, as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 161(1) of the Act, from a Member proposing Mr. Pendharkar’s candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders, be and is hereby accorded to appoint Mr. Vivek Pendharkar as an Independent Director of the Company to hold the office for a term of 5 consecutive years up to October 28, 2026.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act 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. Vivek Pendharkar be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.



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**RESOLVED FURTHER THAT** Mr. Vivek Pendharkar shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act, 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 Sections 149 and 152 of the Act.

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

### **3. Appointment of Ms. Rekha Sethi (DIN 06809515), as an Independent Director of the Company.**

To consider and if thought fit, to pass 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 of the Act, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), (SEBI Listing Regulations, 2015), **Ms. Rekha Sethi (DIN 06809515)** who was appointed by the Board of Directors as an Additional Director with effect from October 29, 2021 in terms of the provisions of Section 161 of the Act read with Article 166 of the Articles of Association of the Company and who holds office as such up to the date of the next Annual General Meeting and who has submitted the declaration in accordance with Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, 2015, that she meets the requisite criteria of independence, as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 161(1) of the Act, from a Member proposing Ms. Sethi’s candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders, be and is hereby accorded to appoint Ms. Rekha Sethi as an Independent Director of the Company to hold the office for a term of 5 consecutive years up to October 28, 2026.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act 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), Ms. Rekha Sethi (DIN 06809515) be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and 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** Ms. Rekha Sethi (DIN 06809515) shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act, unless she 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 Sections 149 and 152 of the Act.



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

**By Order of the Board of Directors  
For Kirloskar Brothers Limited**

**Place:** Pune

**Date:** October 29, 2021

Sd/-

**Sanjay Kirloskar  
Chairman and Managing Director  
(DIN 00007885)**



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### NOTES AND INSTRUCTIONS:

1. The statement of material facts pursuant to Section 102 of the CA 2013 read together with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out all material facts and reasons relating to the proposed resolution is annexed hereto for your information and consideration and the same should be considered as part of this Notice.
2. The Notice is being sent to/ published/ displayed for all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) on **Monday, November 8, 2021**, which is considered as cut-off date (“**Cut-Off Date**”) for the purposes of remote e-voting and who have registered their e-mail addresses in respect of electronic holdings with the Company or with the depositories/depository participants or with the Company’s Registrar and Share Transfer Agent i.e., Bigshare Services Private Limited (“**BSS**”) in accordance with the provisions of CA 2013, read with the Rules made thereunder and the framework provided under the MCA Circulars.
3. The Notice has also been placed on Company’s website: [www.kirloskarpumps.com](http://www.kirloskarpumps.com) and NSDL’s e-voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com); and will also be available on the website of stock exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
4. In compliance with the provisions of Sections 108 and Section 110 of the Companies Act read with Rule 20 and Rule 22 of the Rules and SS-2, the Company is providing e-voting facility to enable members to cast their votes electronically (instead of dispatching Postal Ballot Form for this Postal Ballot) on the matters included in this Notice. The Company has engaged the services of National Securities Depositories Limited (“NSDL”) for providing facility for voting through remote e-Voting for the postal ballot activity. In terms of the MCA Circulars, voting can be done by remote e-voting only.
5. The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. 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.
7. The Board of Directors of the Company has appointed Mr. Shyamprasad D. Limaye, Company Secretary in Practice (ICSI Membership No. FCS 1587; Certificate of Practice No.: 572) as the scrutinizer to conduct the process of the postal ballot in a fair and transparent manner (“**Scrutinizer**”). The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company’s website [www.kirloskarpumps.com](http://www.kirloskarpumps.com) besides communicating to the stock exchanges on which the securities of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)



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8. The last date specified by the Company for remote e-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they were duly passed at a general meeting of the Members convened in that regard.

### 9. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the CA 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations, MCA and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the Members to cast their votes electronically through the remote e-voting services provided by NSDL.

The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	From 9:00 A.M.(IST) on <u>Monday, November 15, 2021</u>
<b>End of remote e-voting</b>	Upto 5:00 P.M. (IST) on <u>Tuesday, December 14, 2021.</u>

The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled by NSDL for voting from 5:00 P.M. (IST) on Tuesday, December 14, 2021. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.

#### **The procedure and instructions for remote e-voting are as follows:**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in Demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants.



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Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>









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	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their User Id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

## **Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 - 23058738 or 022 - 23058542-43

### **B) Login Method for e-Voting other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. 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*****



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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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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone nos. : +91-22-24994360 or +91-99202 64780 or 1800-222-990 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](mailto:grievance.redressal@kbl.co.in)
9. **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:**
  1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self - attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [grievance.redressal@kbl.co.in](mailto:grievance.redressal@kbl.co.in)
  2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [grievance.redressal@kbl.co.in](mailto:grievance.redressal@kbl.co.in). If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and for Individual shareholders holding securities in demat mode.**



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3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User Id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

### General Guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - ii. 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](http://www.evoting.nsdl.com) to reset the password.
  - iii. 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.
  - iv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990/ 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto: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](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means. Members may also write to the Secretarial Department at the Company’s email address [grievance.redressal@kbl.co.in](mailto:grievance.redressal@kbl.co.in)
10. The Scrutinizer will submit his report to any Director or Company Secretary or Chief Financial Officer of the Company, after completion of the scrutiny of votes cast. The Chairman or Company Secretary or Chief Financial Officer shall declare the results of the postal ballot as per the statutory timelines. The results along with the Scrutinizer’s report will also be posted on the websites of the Company i.e., [www.kirloskarpumps.com](http://www.kirloskarpumps.com), NSDL i.e. <https://www.evoting.nsdl.com> and stock exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., Tuesday, December 14, 2021.



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### **ANNEXURE TO THE NOTICE OF POSTAL BALLOT**

#### **Statement of Material Facts as required under Section 102 of the Companies Act, 2013 (the Act).**

##### **Resolution No. 1**

Mr. Amitava Mukherjee (DIN 00003285) age 68, is an Additional Director on the Board of the Company, from October 29, 2021.

##### **Brief Profile:**

Mr. Amitava Mukherjee has over 20 years of experience in Investment Banking and has served as a Managing Director and Board member at Lazard India and Ambit Corporate Finance. In addition to his present position and other commitments, he provides mentorship to organizations in the social sector.

Presently he is serving on the Board of Godrej Properties Limited, Dystar India Private Limited, Texanlab Laboratories Private Limited, Godrej Projects Development Limited, Godrej Landmark Redevelopers Private Limited, Godrej Redevelopers (Mumbai) Private Limited, Impact Foundation (India). He has been associated with organizations in social sector such as Culture Aangan. He is a Member of the Group Advisory Council of Group Dempo.

He has a master's degree in Management from the Asian Institute of Management, Manila and a degree in Business Economics from the Delhi School of Economics, New Delhi.

Mr. Mukherjee has rich and varied experience in Investment Banking, Mergers and Amalgamations and his appointment will be in the best interest of the Company.

Mr. Mukherjee does not hold any share of the Company either singly or jointly, with others.

Mr. Mukherjee is not debarred from holding office of a Director by virtue of any Order of SEBI or any other Authority.

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

The Company has received a notice under Section 160 (1) of the Act, from a shareholder proposing his candidature to the office of a director. The Board is of the opinion that; he fulfils the conditions regarding his appointment as an Independent Director.



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On the recommendation of the Nomination and Remuneration Committee and as per the requirements of Sections 149 read with 152 of the Act the Board recommends passing of this resolution as an Ordinary Resolution appointing him as an Independent Director of the Company for a term up to October 28, 2026.

### **Resolution No. 2**

Mr. Vivek Pendharkar (DIN 02791043) age 63, is an Additional Director on the Board of the Company, from October 29, 2021.

#### **Brief Profile:**

Mr. Vivek Pendharkar is a Technology Executive based in Silicon Valley for 30+ years with experience spanning Fortune 500 companies as well as Early-Stage Venture backed start-ups and CEO positions for the past 15 years, delivering complete lifecycle from Series-A financings, building teams, establishing Product-Market fit, revenue ramp and successful M&A/ exits.

He has worked in successive breakthrough technologies emerging out of Silicon Valley starting with Microprocessors, Systems, Software, Internet, Video, Wireless, Cloud and Data technologies. He has extensive international experience with customers, partners and teams across Europe, Asia-Pacific/ Japan and Americas. Currently he is on the Advisory Board & Mentoring for technology companies/ Founders in Enterprise Software, Security and Digital Health markets.

He has done SEP, Business Administration from Stanford University Graduate School of Business, MSEE, Computer Engineering from Virginia Tech. BS Electrical Engineering from Birla Institute of Technology and Science Pilani.

Mr. Pendharkar has rich and varied experience in technology field and, his appointment will be in the best interest of the Company.

Mr. Pendharkar does not hold any share of the Company either singly or jointly, with others.

Mr. Pendharkar is not debarred from holding office of a Director by virtue of any Order of SEBI or any other Authority.

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

The Company has received a notice under Section 160 (1) of the Act, from a shareholder proposing his candidature to the office of a director. The Board is of the opinion that; he fulfils the conditions regarding his appointment as an Independent Director.



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On the recommendation of the Nomination and Remuneration Committee and as per the requirements of Sections 149 read with 152 of the Companies Act, 2013, (the Act) the Board recommends passing of this resolution as an Ordinary Resolution appointing him as an Independent Director of the Company for a term up to October 28, 2026.

### Resolution No. 3

Ms. Rekha Sethi (DIN 06809515) age 58, is an Additional Director on the Board of the Company, from October 29, 2021.

#### Brief Profile:

Ms. Rekha Sethi is the Director General of the All-India Management Association (AIMA), the apex body for management in India.

She took charge of AIMA in June 2008. She has since established AIMA as the preferred platform for discussions and debate on management and has deepened AIMA's relationship with the Government of India and India Inc. She represents AIMA on the Governing Council of the National Productivity Council, an autonomous organisation of the Department for Promotion of Industry and Internal Trade

Ms. Rekha Sethi is on the Boards of some leading Indian companies as an Independent Director including CESC Ltd., one of India's leading Power generation and distribution companies and the flagship company in the RP-Sanjiv Goenka Group. She is also on the Board of Motherson Sumi – a diversified global manufacturing automotive parts supplier. She is on the Boards of Spencer's Retail Ltd – one of India's leading retailers and Hero Steels Limited. She served on the Board of Sun Pharmaceutical Industries Ltd, world's fourth largest specialty generic pharmaceutical company and on the Boards of Sun Pharma Laboratories Ltd and Sun Pharma Distributors Ltd.

She is also a Member of the Governing Council of the India Habitat Centre. Prior to joining AIMA, she worked with the Confederation of Indian Industry (CII) for over 17 years. She started her career with the Centre for Development of Telematics (C-DoT). She is an alumna of St. Stephens College, Delhi University.

Ms. Sethi has rich and varied experience in field of promotion of Industry and Internal Trade and, her appointment will be in the best interest of the Company.

Apart from her, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

Ms. Sethi is not debarred from holding office of a Director by virtue of any Order of SEBI or any other Authority.

Ms. Sethi does not hold any share of the Company either singly or jointly, with others.





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Ms. Sethi 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.

The Company has received a notice under Section 160 (1) of the Act, from a shareholder proposing her candidature to the office of a director. The Board is of the opinion that she fulfils the conditions regarding her appointment as an Independent Director.

On the recommendation of the Nomination and Remuneration Committee and as per the requirements of Sections 149 read with 152 of the Companies Act, 2013, (the Act) the Board recommends passing of this resolution as an Ordinary Resolution appointing her as an Independent Director of the Company for a term up to October 28, 2026.

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

**Sd/-**  
**Sanjay C. Kirloskar**  
**Chairman and Managing Director**  
**DIN (00007885)**

Pune: October 29, 2021