

KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company



Registered Office: Yamuna, Survey No. 98 (3 to 7), Plot No. 3, Baner, Pune – 411 045, INDIA.
Tel: 020 – 6721 4444 Email: secretarial@kbl.co.in; Website: www.kirloskarpumps.com
Corporate Identification Number (CIN): L29113PN1920PLC000670

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NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) 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 Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circulars No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No.3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the **"MCA Circulars"**) and all other applicable rules framed under the Act, 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, the consent of the members (**"Members"**) of **Kirloskar Brothers Limited ("the Company")** is being sought for the Special Resolution appended herein below which is proposed to be passed through postal ballot by way of remote electronic voting (**"e- voting"** or **"remote e-voting"**).

The proposed resolution as per this Notice along with the Statement of Material Facts pursuant to Section 102 and other applicable provisions of the Act, if any, and details as required under Regulation 36 of the Listing Regulations, Secretarial Standard on General Meetings (SS-2), is also annexed hereto for your consideration.

MCA 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 Act. MCA has further clarified that for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by postal ballot up to September 30, 2023, 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 members 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 MCA Circulars, the Notice is being sent in electronic form instead of a hard copy of the Postal Ballot Notice, 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.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 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 period shall commence on **Saturday, August 12, 2023 at 9.00 A.M. (IST)** and shall end on **Sunday, September 10, 2023 at 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 resolution 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 the Chairman or in his absence, any other person authorised by him after completion of scrutiny of the e-voting and the results of the Postal Ballot shall be declared within statutory timelines accordingly by the Chairman or in his absence, any other person authorised by him. The result of the Postal Ballot along with the Scrutinizers' Report will be placed on the Company's website i.e. 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 resolution 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.



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Appointment of Mr. Vinayak Deshpande (DIN 00036827), as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution **as a Special Resolution** (subject to (i) Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and (ii) what is stated in the Annexure to the Notice) :

“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 Regulations 17(1C) and 25 (2A) and any other applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), (“Listing Regulations”), Mr. Vinayak Deshpande (DIN 00036827), who was appointed by the Board of Directors as an Additional Director with effect from August 02, 2023 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 has given his consent along with declaration in accordance with Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, that he meets the requisite criteria of independence, as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from August 02, 2023 to hold the office for a term of 5 consecutive years from August 02, 2023 up to August 01, 2028 (both dates inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinayak Deshpande 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 as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally 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**

Devang Trivedi

Company Secretary

ICSI Membership No. A13339

Pune: August 1, 2023

NOTES AND INSTRUCTIONS:

1. Additional information pursuant to Regulation 36 of the Listing Regulations and the statement of material facts pursuant to Section 102 of the Act 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 as a part of this Notice, for your information and consideration.
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 **Friday, August 4, 2023**, 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 their 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 (“**RTA**”) in accordance with the provisions of the Act, read with the Rules made thereunder and the framework provided under MCA Circulars.
3. The Notice has also been placed on Company’s website: www.kirloskarpumps.com and NSDL’s e-voting website: www.evoting.nsdl.com; and will also be available on the websites of stock exchanges i.e., www.bseindia.com and www.nseindia.com.



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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. In terms of 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. Persons 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 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.
8. The last date specified by the Company for remote e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. Resolution 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 Act 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 Circulars 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:

Commencement of remote e-voting	<u>Saturday, August 12, 2023 from 9:00 A.M.(IST)</u>
End of remote e-voting	<u>Sunday, September 10, 2023 upto 5:00 P.M. (IST)</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 Sunday, September 10, 2023**. 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:

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. 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="815 1120 1078 1274" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 abovementioned 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders 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*****.
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***

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



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the email and open the attachment i.e. a .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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - 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.

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

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

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (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 cssdlimate@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- 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.
- 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:



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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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to grievance.redressal@kbl.co.in. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to 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. 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.
- ii. 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 or call on: 022-4886 7000 and 022-2499 7000 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal – Assistant Vice President or Ms. Pallavi Mhatre – Senior 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 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.
- iii. The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of the scrutiny of votes cast. The Chairman or in his absence, any other person authorised by him 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, NSDL i.e. <https://www.evoting.nsdl.com> and stock exchanges i.e., www.bseindia.com and www.nseindia.com. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., Sunday, September 10, 2023.

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

Details of Director seeking Appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards (SS-2) and Statement of Material Facts as required under Section 102 of the Companies Act, 2013 (the Act).

With a view to strengthen the Board with professionals from diversified background, the Board at its meeting held on August 01, 2023, based on the recommendations of the Nomination & Remuneration Committee (NRC) and subject to approval of the shareholders, appointed Mr. Vinayak Deshpande (DIN 00036827) as an Additional Director with effect from August 02, 2023 and as an Independent Director of the Company with effect from August 02, 2023 up to August 01, 2028.

Mr. Vinayak Deshpande, age 66, is a graduate in Chemical Engineering (1980) from IIT, Kharagpur. He has over 42 years' of experience, largely in 2 domains; industrial automation, software, advanced controls and Level 4 MES, Optimisation (Honeywell), and large infrastructure projects spanning Telecom, Power Generation, Refinery & Petrochem, Minerals & Metals, Urban Infrastructure with metros, bridges and airports.

In the last 22 years, he has occupied Chief Executive Officer (CXO) positions starting as Managing Director at Tata Honeywell in 2000, then at Tata Teleservices, HCC and Tata Projects. He possesses deep experience in business management, strategy & new business formulation, investment analysis and implementation of large, nation building projects, and HR and talent development.



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He has been extensively engaged in design, engineering & innovation, business process re-engineering, corporate quality and business excellence management and has been a long term member of Tata Innovation forum, TAS recruitment panel, and a Mentor in TBEM (Tata Business Excellence Model), a Tata group wide excellence platform.

Mr. Deshpande presently serves on the Boards of Kennametal India Ltd., Voltas Ltd., Universal MEP Projects & Engineering Services Ltd. and Signify Innovations India Ltd.(Chairman). He is Chairman of Nomination & Remuneration Committee and also a member of Audit & Risk Committee of Kennametal India Ltd. He is Chairman of Safety committee and Member of Project Risk Committee of Voltas Ltd.

He is also Chairman for Structural Engineering Research Council of the CSIR, Government of India. Until recently, he was Co-Chair for CII - Construction committee. He has also served as Chairman, Pune Metro, Line 3, a Tata-Siemens JV in PPP Format.

During the last three years, Mr. Deshpande has resigned from one listed entity namely TRF Limited.

Since no Board Meeting has been held after his appointment on the Board, the details of 'number of Board Meetings attended during the year' is not applicable.

Mr. Deshpande does not hold any equity shares of the Company. He is not related to any Director / Manager / Key Managerial Personnel of the Company.

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

Mr. Deshpande 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 Member proposing candidature of Mr. Deshpande to the office of a director. The Board is of the opinion that; he fulfils the conditions regarding his appointment as an Independent Director.

NRC has identified amongst others, skills and expertise required for this role. Considering this, NRC and Board of Directors are of the view that Mr. Deshpande possesses requisite skills, and capabilities identified as mentioned above in addition to his deep experience in business management, strategy and new business formulation, industry knowledge. In view of the expertise and exposure, NRC and Board of Directors consider that the association of Mr. Deshpande with the Company would immensely benefit the Company and therefore, it is desirable to avail the services of Mr. Vinayak Deshpande as an Independent Director.

In accordance with the provisions of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. In view of the stipulations as contained in the First proviso to Regulation 25(2A) of the Listing Regulations, if a special resolution for the appointment of Mr. Deshpande as an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution then the appointment of Mr. Deshpande an independent director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations.

In view of thereof, the approval of the Members for appointment of Mr. Vinayak Deshpande as an Independent Director, is being sought as a special resolution (but subject to the provisions contained in Regulation 25(2A) of the Listing Regulations).

The draft letter of appointment to be issued to Mr. Deshpande setting out all the terms and conditions of appointment as an Independent Director is available on the website of the Company at www.kirloskarpumps.com.

Apart from Mr. Deshpande, none of the 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 Board recommends appointment of Mr. Vinayak Deshpande as an Independent Director of the Company for a term of 5 years i.e., up to August 01, 2028, not liable to retire by rotation, and passing of this resolution as a Special Resolution (but subject to the provisions contained in Regulation 25(2A) of the Listing Regulations).

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

Devang Trivedi

Company Secretary

Pune: August 1, 2023

ICSI Membership No. A13339