



Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

### NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting ('AGM') of the Members of Kirloskar Industries Limited ('the Company') will be held on **Thursday, the 27<sup>th</sup> day of August 2020, at 11.30 a.m. (IST)** through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') facility, in compliance of provisions of the Companies Act, 2013, ('the Act') and Rules thereof read with the General Circular No. 14/2020 dated 8 April 2020; the General Circular No. 17/2020 dated 13 April 2020 and the General Circular No. 20/2020 dated 5 May 2020, issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, (hereinafter referred to as 'SEBI Circular') to transact the businesses as mentioned below:

#### ORDINARY BUSINESS:

##### ITEM NO. 1:

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2020 and the Reports of the Board of Directors and Auditors thereon.

##### ITEM NO. 2:

To confirm Interim Dividend paid on equity shares as Final Dividend for the Financial Year ended 31 March 2020.

##### ITEM NO. 3:

To appoint a Director in place of Mr. Mahesh Chhabria (holding DIN 00166049), who retires by rotation and being eligible, offers himself for re-appointment.

##### ITEM NO. 4:

To appoint a Director in place of Mr. Nihal Kulkarni (holding DIN 01139147), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### ITEM NO. 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, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder and Regulation 16 (1) (b) and 25 (8) including such other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Tejas Deshpande (holding DIN 01942507), whose period of office is liable to expire on 27 August 2020 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013



Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

and Rules thereunder, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from 28 August 2020.”

### ITEM NO. 6:

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 applicable provisions of the Companies Act, 2013 and Rules made thereunder and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendments, modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the approval of the members be and is hereby accorded for the continuation of Directorship of Mr. Anil Alawani (holding DIN 00036153) who will attain the age of 75 years on 24 August 2020, as a ‘Non-Executive, Non-Independent Director’ of the Company, liable to retire by rotation.”

### ITEM NO. 7

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 196, 197, and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17 (6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendments, modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of remuneration, in the nature of commission or perquisite(s) arising as a result of exercise of vested Equity Settled Stock Appreciation Rights (ESARs) granted under the ‘Kirloskar Industries Limited – Employees Stock Appreciation Rights Plan 2019’ to Mr. Vinesh Kumar Jairath (holding DIN 00391684), Non-Executive Director of the Company, in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2020-2021.

**RESOLVED FURTHER THAT** Mr. Mahesh Chhabria, Managing Director, Ms. Aditi Chirmule, Executive Director, Mr. Umesh Shastry, Chief Financial Officer and Mrs. Ashwini Mali, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors

Ashwini Mali  
Company Secretary

Place: Pune

Date: 22 June 2020



Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

### NOTES:

1. In view of massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. In view of the same, the Ministry of Corporate Affairs allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed personal presence of the members at the meeting.

The General Circular No. 14/2020 dated 8 April 2020; the General Circular No. 17/2020 dated 13 April 2020 and the General Circular No. 20/2020 dated 5 May 2020, issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, (hereinafter referred to as 'SEBI Circular') have prescribed the procedure and manner of conducting the AGM through VC / OAVM. of conducting the Annual General Meeting through VC / OAVM. In terms of the said Circulars, the 26<sup>th</sup> AGM of the members of the Company will be held through VC / OAVM.

For detailed procedure for participating in the AGM through VC / OAVM please refer point no. 26.

2. Pursuant to the provisions of the Companies Act, 2013, (the Act), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company.

Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Corporate Member(s) intending to appoint their authorised representative(s) to attend the AGM through VC / OAVM are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the AGM, pursuant to the provisions of Section 113 of the Act and Rules thereunder including amendments thereof, to the Scrutinizer by email at [csmosp.office@gmail.com](mailto:csmosp.office@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first-come-first-served basis. This will not include large Shareholders (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., who are allowed to attend the AGM without the restriction on account of first-come-first-served basis.
5. VC / OAVM facility for the AGM will be made available on the date of AGM from 15 minutes before the scheduled time till end of 15 minutes after the scheduled time for 1,000 Members on first-come-first-served basis.
6. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act and Rules thereunder, including amendments thereof.
7. The Statement setting out the material facts pursuant to the provisions of Section 102 (1) of the Act and Rules thereunder, including amendments thereof, relating to the Ordinary Business Nos. 3 and 4 and Special Business Nos. 5 to 7 in the Notice and is annexed and forms part of this Notice.



Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

8. Details pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), in respect of Directors seeking appointment / re-appointment at this AGM forms part of this Notice.
9. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21 August 2020 to Thursday, 27 August 2020, (both days inclusive), for the purpose of AGM.
10. Pursuant to the provisions of Sections 124 and 125 of the Act and Rules thereunder, any money transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF).

Members are requested to send their claims to the Company and the Company's Registrar and Share Transfer Agent (R & T Agent), i.e., Link Intime India Private Limited, R & T Agent of the Company, if any, before the amount becomes due for transfer to the above Fund. Members are requested to encash the dividend warrant(s) immediately on the receipt by them.

Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay to the R & T Agent. Due dates for transfer of unclaimed dividend to the IEPF are as follows:

Financial Year	Date of Declaration	Date of Payment	Dividend Percentage (%)	Date On Which Dividend Will Become Part Of IEPF
2012-2013	08.08.2013	22.08.2013	40	09.09.2020
2013-2014	02.09.2014	16.09.2014	40	07.10.2021
2014-2015	28.08.2015	15.09.2015	200	02.10.2022
2015-2016	10.03.2016	30.03.2016	200	11.04.2023
2016-2017	28.08.2017	11.09.2017	200	28.09.2024
2017-2018	11.08.2018	14.08.2018	210	10.09.2025
2018-2019	08.08.2019	14.08.2019	210	10.09.2026
2019-2020	17.03.2020	30.03.2020	100	23.04.2027

Pursuant to the provisions of Rule 5 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the details of unclaimed dividend amounts as on the date of AGM, (i.e., 8 August 2019) have been filed in e-Form No. IEPF-2 with the Ministry of Corporate Affairs (MCA) and have been uploaded on the website of the Company, viz., [www.kil.net.in](http://www.kil.net.in).

Further all the members who have not claimed or encashed their dividend in the last 7 consecutive years from the year 2012-13, are requested to claim the same by 8 September 2020. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the members concern and also published notice in the newspapers as per IEPF Rules. The details of such members and shares due for transfer are uploaded on the website of the Company, viz., [www.kil.net.in](http://www.kil.net.in).



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

### Transfer of equity shares to the Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendments thereon, all shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more, are required to be transferred to IEPF.

Accordingly, during the Financial Year 2019-2020, the Company has transferred 6,841 number of equity shares of ₹ 10 each, to the IEPF by way of corporate action.

Member(s) can claim the unclaimed dividend and the shares transferred to the IEPF including all benefits accruing on such shares, if any, from IEPF Authority after following the procedure prescribed by the Rules.

### 11. Register National Electronic Clearing Service (NECS) Mandate

Regulation 12 and Schedule I of the Regulations including amendments thereunder requires all companies to use the facilities of electronic clearing services for payment of dividend. In order to get your dividend through electronic mode or NECS, members who are holding shares in physical form are requested to inform their bank account details such as the name of the bank, branch, address, account number, 9 digit MICR code, IFSC code and type of account i.e. Savings or Current or Cash Credit etc. to R & T Agent of the Company having its office at 'Akshay' Complex, Block No. 202, 2<sup>nd</sup> Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune – 411 001. (Ph. No. 020-26161629).

Members holding shares in dematerialised form are requested to inform their bank account particulars to their respective Depository Participant (DP) and not to the R & T Agent of the Company. Those Members who do not opt for NECS facility may inform only bank account number and bank name for printing the same on the dividend warrant to ensure safety.

As per SEBI vide circular No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20 April 2018, unpaid / unclaimed dividend will be processed through electronic mode only.

12. The payment of Interim Dividend for the Financial Year 2019-2020, as declared by the Board of Directors of the Company in its meeting held on 17 March 2020, is processed on 30 March 2020, for the members of the Company (holding equity shares as on 25 March 2020, the Record Date fixed for the purpose of said Interim Dividend) whose bank accounts details are registered with the Company or R & T Agent or DP as the case may be.

As per directives of the Central and State Government, the entire Country was under lock down from 24 March 2020, due to which Dividend Warrant(s) / Demand Draft(s) could not be printed and dispatched on 30 March 2020, to the members of the Company whose bank account details were not updated with the Company or the R & T Agent of the Company or DP as the case may be.

Due to the nationwide lockdown announced by the Government on account of the gravity of COVID-19, the Company could not dispatch Dividend Warrant(s) / Demand Draft(s) by post.

The communication in this regard was filed by the Company with BSE Limited and National Stock Exchange of India Limited on 30 March 2020.

Further with the partial lifting of lockdown and postal department commencing their operations, the Company is in process of dispatching Dividend Warrant(s) / Demand Draft(s) by post.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

### 13. Permanent Account Number (PAN)

SEBI has mandated the submission of PAN by every participant in securities market. Members are requested to submit their PAN to their DPs (in case of shares held in dematerialised form) or to the Company / the R & T Agent (in case of shares held in physical form).

14. Members are requested to immediately notify the R & T Agent (DP in case of shares held in dematerialised form) of any change in their correspondence address or e-mail address.

15. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries by providing full name, DP ID and Client ID / Folio Number and Contact Number at e-mail of the Company, viz., [investorrelations@kirloskar.com](mailto:investorrelations@kirloskar.com) at least 7 days in advance of the date of the meeting so that the information can be made available at the time of the meeting.

### 16. Dematerialisation of Shares

Trading in the shares of the Company can be done in dematerialised form only. Members are requested to avail the facility of dematerialisation by opening Depository Accounts with the DPs of either National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) and get the equity share certificates held by them dematerialised to ensure safe and speedy transaction in securities.

### 17. Share Transfer permitted only in Demat

SEBI has amended relevant provisions of the Regulations to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from 1<sup>st</sup> April 2019. The members who continue to hold shares of listed companies in physical form even after this date, will not be able to lodge the share transfer request with the Company / R & T Agent of the Company. They will need to convert the shares to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the Company / the R & T Agent.

18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

19. Members having multiple folios are requested to intimate to the Company / R & T Agent such folios, to consolidate all shareholdings into one folio.

20. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-2020, is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website [www.kil.net.in](http://www.kil.net.in), on the websites of Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

### 21. Nomination

Pursuant to the provisions of Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them





## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

in physical form. Members desirous of making a nomination are requested to send their requests in Form SH-13 in duplicate (which will be made available on request) to the R & T Agent of the Company.

### 22. Register E-mail Address

Members are requested to register their e-mail addresses with the Company / the R & T Agent in case of holding of shares in physical form and with the concerned DPs in case of shares held in dematerialised form. Due to outbreak of the COVID-19 pandemic and prolonged situation, the postal / courier services are hampered.

In order to receive the correspondence / dividend, if any, from the Company in a timely manner, Members are requested to register their e-mail addresses / Bank Account details, the details of which as under:

For shares held in Physical Form	<p>Visit the link <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> &gt; select the Company Name - Kirloskar Industries Limited and follow the registration process as guided therein.</p> <p>Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, Mobile Number and Email ID and also upload the image of Share Certificate / Aadhaar / valid Passport in PDF or JPEG format (up to 1MB) alongwith supporting documents. In case of any query, Member can contact the R &amp; T Agent at telephone numbers +91 (020) 26160084 / 26161629 or send email to <a href="mailto:pune@linkintime.co.in">pune@linkintime.co.in</a>.</p> <p>On submission of details, an One Time Password (OTP) will be received by the Member, which needs to be entered in the link for verification.</p>
For shares held in Dematerialised Form	Kindly contact your Depository Participant (DP) for registration of updation of email address (es).

The Members (in case of holding shares in physical form) who have not updated their bank account details for receiving the dividend, if any, directly in their bank accounts through electronic mode, may update their bank account details through the aforesaid link by uploading the necessary documents. The Members (in case of holding shares in dematerialised form) are requested to contact DPs for updating bank account details.

### 23. Inspection Documents:

Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to [investorrelations@kirloskar.com](mailto:investorrelations@kirloskar.com) for the same.

Electronic copies of necessary statutory registers and auditors' reports / certificates will be available for inspection by the Members at the time of AGM.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

25. NSDL will be providing facility for voting through remote e-Voting, for participation in the 26th AGM through VC / OAVM facility and e-voting during the 26th AGM.



Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

### 26. Instructions for e-voting and procedure for joining the AGM through VC / OVAM

#### A. Voting through electronic means (Remote e-voting / Venue e- voting)

- I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, Regulation 44 of the Regulations, including amendments thereunder and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, including amendments thereunder and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 26<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- III. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period **begins on 24 August 2020 (9.00 a.m.) (IST) and ends on 26 August 2020 at (5.00 p.m.) (IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the **Cut-Off Date** i.e., Thursday, **20<sup>th</sup> August 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 casted by the member, the member shall not be allowed to change it subsequently.

A Member attending the AGM, who has not casted the vote by means of remote e-voting, shall be able to cast the vote at the AGM through e-voting.

- A. Member whose e-mail IDs are registered with the Company / R & T Agent / DPs will receive an e-mail from NSDL informing them of their User-ID and Password. Once the Members receive the e-mail, he or she will need to go through the following steps to complete the remote e-voting process:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned 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?**

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 ‘Shareholders’ / Members’ section.





## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

3. 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 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. Your password details 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. a .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, then kindly follow procedure for procuring USER ID and password for e-voting and accessing the VC / OAVM facility at the AGM.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

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) Click on **“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.
  - 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.

Details on Step 2 is given below:

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

1. 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.
2. 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.
3. Select “EVEN” of Kirloskar Industries Limited to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

### Step 3: How to access the VC / OAVM facility at the AGM?

Members are requested to follow the instructions given below to attend and view the live proceedings of the AGM:

1. Log on to the NSDL website at <https://www.evoting.nSDL.com> using your remote e-voting credentials.
2. After you have successfully logged into NSDL e-voting system, you will see the home page of e-voting. Click on “e-voting” and “Active e-voting cycles / VC or OAVM” EVEN of Kirloskar Industries Limited “113245” will be visible, click on “VC / OAVM” below the “Join General Meeting” tab.
3. Kindly note that a Member, 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 instructions provided in Step 1 above to avoid last minute rush. Further, a Member can also use the OTP based login for logging into the e-voting system of NSDL.
4. In case of any query relating to attending the AGM through VC / OAVM, kindly contact Ms. Sarita Mote, Assistant Manager, National Securities Depository Limited, 4th Floor, ‘A’ wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.  
  
Email : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in)  
  
Telephone Nos. +91 (22) 2499 4545 or 1800-222-990

### B. Process for those shareholders whose email ids are not registered with the Company / the R & T Agent / DPs for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., name of member, 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 [investorrelations@kirloskar.com](mailto:investorrelations@kirloskar.com).
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 [investorrelations@kirloskar.com](mailto:investorrelations@kirloskar.com).
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. Please follow all steps from Sr. No. III (A) above, to cast vote.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

### General Guidelines for shareholders

1. 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 authorised signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csmsp.office@gmail.com](mailto:csmsp.office@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members 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 to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### IV. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted 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.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.
5. In case any Member casts the vote through e-voting to be conducted at the time of AGM in addition to the remote e-voting, the voting through remote e-voting shall be considered as final and vote casted through e-voting at the time of the AGM shall be considered as invalid.

#### B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders / Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

Shareholder / Members login where the EVEN of Company will be displayed. 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 to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.

Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and closed after 15 minutes from scheduled time for AGM (except for the members holding more than 2%).

5. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager - NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) / 022-24994553.
6. Members who would like to ask questions during the 26<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 26<sup>th</sup> AGM, need to register themselves as a 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 [investorrelations@kirloskar.com](mailto:investorrelations@kirloskar.com) at least 4 days in advance before the start of the 26<sup>th</sup> AGM. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the 26<sup>th</sup> AGM, depending upon the availability of time.

For smooth conduct of proceedings of the AGM, Members may note that the Company reserves the right to restrict number of questions and speakers during the AGM depending upon availability of time.

27. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.
28. You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).
29. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **20 August 2020**.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

30. Any person, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date, i.e., **20 August 2020**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or issuer or R & T Agent. 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" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800-222-990**.
31. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the DPs as on the cut-off date, i.e., **20 August 2020** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
32. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
33. Manasi Paradkar, Practising Company Secretary, Pune, (Membership No. FCS 5447 CP No. 4385) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
34. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "e-voting facility availed from NSDL" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
35. The Scrutinizer shall after the conclusion of e-voting at the AGM, will unblock the votes cast through remote e-voting / e-voting at the time of AGM, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
36. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.kil.net.in](http://www.kil.net.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

Ashwini Mali  
Company Secretary

Place: Pune  
Date: 22 June 2020





Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

### ANNEXURE TO THE NOTICE

STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 (3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### ITEM NO. 3 OF THE NOTICE:

Mr. Mahesh Chhabria (holding DIN 00166049) retires by rotation and being eligible, offers himself for re-appointment.

Mr. Mahesh Chhabria (Aged 56 years) is a dedicated, focused and accomplished professional with over 31 years of experience in the financial services industry. In these 31 years, he worked with investment banks, private equity funds and has been an independent director of several companies.

He has been appointed as the Managing Director of the Company since 4 July 2017, by the members in the Annual General Meeting held on 28 August 2017. Prior to this, he worked as a partner with Actis, where he was responsible for advising Actis Global LLP, a leading private equity fund in the emerging market space, to invest their money in growth capital and buy out businesses in India. Mr. Mahesh Chhabria previously worked at 3i India, where he was a partner in the firm's Growth Capital Group and the lead partner globally for the Healthcare sector, heading up and contributing to 3i investments in India and international markets. Before making the move to private equity in 2006, Mr. Mahesh Chhabria was co-head of investment banking at Enam, one of the leading domestic investment banks in India.

He is a regular Speaker at various industry forums and occasionally contribute to some Indian business publication.

He holds a Bachelor of Commerce from the University of Mumbai and is an Associate Member of the Institute of Chartered Accountants of India.

He is a relationship builder with strong communication and inter-personal skills, with an extensive network of contacts, associates and friends at all levels in the financial service sectors, corporates, professional, legal and accounting firms, media and select regulatory bodies.

Mr. Mahesh Chhabria shall continue to hold his office of Managing Director and the re-appointment as such director shall not be deemed to constitute a break in his office of Managing Director.

He is a member of the Risk Management Committee.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

Mr. Mahesh Chhabria is also a Director in the following other companies:

Name of the Company	Board position held	Committee membership
Kirloskar Oil Engines Limited	Director	1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member
Kirloskar Ferrous Industries Limited	Director	-
Deepak Fertilizers and Petrochemicals Corporation Limited	Independent Director	1. Audit Committee – Chairman
Tube Investments of India Limited	Independent Director	1. Audit Committee – Member 2. Corporate Social Responsibility Committee – Member 3. Risk Management Committee – Member
Kirloskar Proprietary Limited	Director	1. Nomination and Remuneration Committee – Member
Arka Fincap Limited (Formerly known as Kirloskar Capital Limited)	Director	1. Audit Committee – Chairman 2. Nomination and Remuneration Committee – Member 3. Risk Management Committee – Member 4. Allotment Committee – Members 5. IT Strategy Committee – Member 6. Wholesale Lending Credit Committee – Member 7. Asset Liability Committee – Member
Enam Asset Management Company Private Limited	Independent Director	-
Sox Control Solutions Private Limited	Director	-
Wabco India Limited	Additional Independent Director	1. Audit Committee – Chairman 2. Independent Directors Committee (Constituted pursuant to the open offer) - Chairman

Mr. Mahesh Chhabria is holding 21,197 (0.22%) equity shares of the Company.

He attended all six meetings of the Board of Directors held during the Financial Year 2019-2020.

Save and except, Mr. Mahesh Chhabria and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

### ITEM NO. 4 OF THE NOTICE:

Mr. Nihal Kulkarni (holding DIN 01139147) retires by rotation and being eligible, offers himself for re-appointment.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

Mr. Nihal Kulkarni (Aged 39 years), A. B. in Economics from Brown University, USA, has over fifteen years of experience in the areas of finance and investments. Mr. Nihal Kulkarni has undergone extensive training with the Kirloskar Group, Toyota Motor Sales, USA and DSP Merrill Lynch. Mr. Nihal Kulkarni was the Managing Director of the Company from 23 October 2010 up to 25 January 2012. Mr. Nihal Kulkarni was the Managing Director of Kirloskar Oil Engines Limited (KOEL) during the period from 26 January 2012 to 28 April 2020. He continues as a Non-Executive Director of KOEL with effect from 29 April 2020. Mr. Nihal Kulkarni is the Chairman and Director of G. G. Dandekar Machine Works Limited.

He does not hold any committee position in the Company.

Mr. Nihal Kulkarni is also a Director in the following other companies:

Name of the Company	Board position held	Committee membership
Kirloskar Oil Engines Limited	Director	1. Corporate Social Responsibility Committee – Member
G. G. Dandekar Machine Works Limited	Director	2. Share Transfer cum Shareholders' / Investors' Grievance and Stakeholders' Relationship Committee – Member
Kloudq Technologies Limited	Director	-
Achyut and Neeta Holdings and Finance Limited	Director	-
Navasasyam Dandekar Private Limited	Director	-
Arka Fincap Limited (Formerly known as Kirloskar Capital Limited)	Director	1. IT Strategy Committee – Member 2. Credit Committee – Member 3. Audit Committee – Member 4. Risk Management Committee – Member
Expert Quality Cloud Information Technology Private Limited	Director	-

Mr. Nihal Kulkarni is holding 5,89,296 (6.07%) equity shares of the Company.

He attended five meetings of the Board of Directors held during the Financial Year 2019-2020.

Save and except, Mr. Nihal Kulkarni and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

### ITEM NO. 5 OF THE NOTICE:

The members of the Company in its meeting held on 28 August 2015, appointed Mr. Tejas Deshpande (holding DIN 01942507) as an Independent Director for a term of 5 years by the members of the Company. His term is valid up to 27 August 2020.

Mr. Tejas Deshpande is associated with the Company for over 5 years as a Board Member, he made significant contribution towards guiding the Company on various strategic, financial, legal, compliance and business issues and that the Company benefited immensely because of his vast experience.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

The Board of Directors based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, considered re-appointment of Mr. Tejas Deshpande as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 28 August 2020, pursuant to the provisions of Section 149 of the Companies Act, 2013, (including other applicable provisions if any) and Rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder.

Mr. Tejas P. Deshpande (Aged 39 years) passed out of ILS, Law College, Pune and has been practicing law for the last 16 years. He predominantly has a litigation practice, in various courts, with focus on High Court, Mumbai and Supreme Court of India. He specializes in real estate, infrastructure and company law related cases.

Mr. Tejas P. Deshpande assisted in writing and researching book 'Kuler – Indian Contract Act' on Indian Contract Act published in 2003. He also assisted in researching book 'Pollock & Mulla – Indian Contract Act and Specified Relief Acts' which was edited and republished in 2004.

He is a member of the Audit and Risk Management Committee.

Mr. Tejas Deshpande is also a Director in the following other companies:

Name of the Company	Board position held	Committee membership
Valecha Engineering Limited	Additional Director	1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. Stakeholders Relationship Committee – Member

Mr. Tejas Deshpande does not hold any equity shares of the Company.

He attended all six meetings of the Board of Directors held during the Financial Year 2019-2020.

He is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013, and Rules thereunder including amendments thereto and has given his consent to act as director.

The Company has also received declaration from Mr. Tejas Deshpande that he meets with the criteria of Independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013 and Rules thereunder and Regulation 16(1) (b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereto.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Tejas Deshpande for the office of Director of the Company. The Board is of the opinion that Mr. Tejas Deshpande fulfills the conditions specified in the said Act and the Rules thereunder and also possess requisite expertise and experience (including the proficiency) and he is a person of high integrity and repute so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Mr. Tejas Deshpande as an Independent Director for a second term of 5 (five) consecutive years with effect from 28 August 2020.

The draft letter for the re-appointment of Mr. Tejas Deshpande as an Independent Director setting out the terms and conditions is available for inspection by the members.



Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

He is not related to any other Director or Key Managerial Personnel of the Company.

Save and except, Mr. Tejas Deshpande and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

In terms of Section 149 of the Companies Act, 2013, including Rules thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

### ITEM NO. 6 OF THE NOTICE:

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered and sought the approval of the Members by way of Special Resolution for the continuation of Directorship of Mr. Anil Alawani (holding DIN 00036153) as a Non-Executive Non-Independent Director of the Company, who will complete the age of seventy five years on 24 August 2020.

Mr. Anil Alawani (Aged 74 years) is a Chartered Accountant by profession and has been associated with the Kirloskar Group of Companies since 1977. Prior to his appointment as a Director in the Company, he was Director (Finance) of Kirloskar Oil Engines Limited. Besides his core area of finance and taxation, he has experience in import-export and labour matters. His abilities in corporate tax planning and finance have helped the Company immensely, in financial restructuring and tax benefits.

He was appointed as a Director of the Company on 21 January 2009.

He is a Member of the Audit Committee and the Nomination and Remuneration Committee. He is also a Chairman of the Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee.

Mr. Anil Alawani is also a Director in the following other companies:

Name of the Company	Board position held	Committee membership
Kirloskar Ferrous Industries Limited	Director	1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. Stakeholders' Relationship Committee – Member 4. Selection Panel - Member
Kirloskar Integrated Technologies Private Limited	Director	-
S.L. Kirloskar CSR Foundation	Director	-

Mr. Anil Alawani is holding 2,285 (0.02%) equity shares of the Company.

He attended all six meetings of the Board of Directors held during the Financial Year 2019-2020.

He is not related to any other Director or Key Managerial Personnel of the Company.

Save and except, Mr. Anil Alawani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

The Board of Directors is of the opinion that continuation of Directorship of Mr. Anil Alawani would be beneficial to the Company and recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

### ITEM NO. 7 OF THE NOTICE:

The Nomination and Remuneration Committee (Committee) of the Company in its meeting held on 30 January 2020, has granted 33,000 Equity Settled Stock Appreciation Rights (ESARs) under the 'Kirloskar Industries Limited – Employees Stock Appreciation Rights Plan 2019' (KIL ESARP 2019) to Mr. Vinesh Kumar Jairath, Non-Executive Director of the Company, on the following terms and conditions:

Sr. No.	Description	No. of ESARs		
1	Vesting	Dates of vesting	ESAR due for vesting	Vesting condition(s)  · Your continued employment with the Company on relevant date of vesting; and  · Nomination and Remuneration Committee may specify certain performance criteria.
		At the end of 12 months from the date of grant i.e., on or after 30 January 2021.	50% of ESAR granted	
		At the end of 24 months from the date of grant i.e., on or after 30 January 2022.	30% of ESAR granted	
		At the end of 36 months from the date of grant i.e., on or after 30 January 2023.	20% of ESAR granted	
2	Exercise Price - ₹ 500			
3	Exercise - The vested ESARs shall be exercisable within 5 years from the date of vesting of ESARs.			

If Mr. Vinesh Kumar Jairath exercises all vested ESARs granted to him in different tranches at different points of time on or after 30 January 2021, it is likely to create a perquisite in the hands of Mr. Vinesh Kumar Jairath, to the extent of difference between the market price on the date of exercise and exercise price of the ESARs so vested during the Financial Year 2020-2021.

In case of exercise of vested ESARs by Mr. Vinesh Kumar Jairath, value of perquisite arising out of ESARs coupled with the commission paid to him as a Director for the Financial Year 2020-2021 may result in his remuneration exceeding 50% (fifty percent) of the total remuneration payable to all Non-Executive Directors of the Company.

It may be noted that pursuant to the provisions of Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members is required in case the annual remuneration payable to a single Non-Executive Director exceeds 50% (Fifty percent) of the total remuneration payable to all Non-Executive Directors.

In view of the above, on the recommendations of the Committee, the Board of Directors of the Company in its meeting held on 22 June 2020, approved a proposal for seeking consent of the members for payment of remuneration to Mr. Vinesh Kumar Jairath, in the nature of commission or perquisites arising as a result of exercise of ESARs, which may exceed 50% (fifty percent) of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2020-2021.





Enriching Lives

## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Disclosure as required under Secretarial Standards - 2 is given below:

Name	Mr. Vinesh Kumar Jairath
DIN	00391684
Date of Birth	27 December 1958
Date of First Appointment on the Board	4 July 2017
Brief Resume, Age and Nature of Expertise in specific functional areas	Mr. Vinesh Kumar Jairath (Aged 61 years) joined Indian Administrative Service in 1982. He was a Member of Indian Administrative Services. He has a Masters in Development Economics from the University of Manchester, U.K. He holds Bachelor of Arts Degree in Public Administration and Bachelor of Laws Degree, both, from the Punjab University. He served as the Principal Secretary of Industries at Government of Maharashtra until 2008. He has over 25 years of experience in public administration, rural development, poverty alleviation, infrastructure planning and development and infrastructure financing, finance, industry, urban development, environmental management, while occupying various important positions in the Government of India and the State Government of Maharashtra. He had served as Joint Managing Director at Indiabulls Real Estate Limited from September 29, 2014 to October 02, 2015 and also as an Advisor on Indiabulls Real Estate Limited.
Shareholding in the Company either directly or in form of beneficial interest for any other person	None
Relationship with other Directors and KMP's	None
No. of Meetings of the Board attended during the year	Total six meetings held during the year. Mr. Vinesh Kumar Jairath attended all six meetings.



## KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

Directorships and Membership / Chairmanship of Committees of other companies	Name of the Company	Board position held	Committee membership
	The Bombay Dyeing and Manufacturing Company Limited	Director	1. Audit Committee – Member 2. Nomination and Remuneration Committee – Chairman 3. Risk Management Committee – Chairman 4. Corporate Social Responsibility Committee – Member 5. Strategic Committee - Member
	Wockhardt Limited	Director	1. Audit Committee – Member 2. Stakeholders’ Relationship Committee – Member 3. Capital Raising Committee - Member
	Kirloskar Oil Engines Limited	Director	1. Audit Committee – Member
	The Bombay Burmah Trading Corporation Limited	Director	1. Audit Committee – Member
	Go Airlines (India) Limited	Director	1. Audit Committee – Member 2. Nomination and Remuneration Committee – Chairman 3. Risk Management Committee – Chairman
Remuneration sought to be paid	As per the attached Resolution to be read along with Explanatory Statement.		
Terms and conditions of appointment / re-appointment	Not Applicable		

Save and except, Mr. Vinesh Kumar Jairath and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.



Enriching Lives

**KIRLOSKAR INDUSTRIES LIMITED**

A Kirloskar Group Company

THIS PAGE IS INTENTIONALLY LEFT BLANK



Enriching Lives

**KIRLOSKAR INDUSTRIES LIMITED**

A Kirloskar Group Company

THIS PAGE IS INTENTIONALLY LEFT BLANK