
NOTICE

NOTICE is hereby given that the Thirty-first Annual General Meeting (AGM) of the Members of **KIRLOSKAR EBARA PUMPS LIMITED** will be held on Tuesday the 16th day of July, 2019 at 10.30 a. m. at "Yamuna", Survey No.98 (3-7), Baner, Pune - 411 045 to transact the following business : -

ORDINARY BUSINESS :

1. To receive, consider and adopt financial statements of the Company for the Financial Year ended on March 31, 2019 together with the Report of the Auditors' and Board of Directors thereon.
2. To declare dividend on equity shares of the Company for the Financial Year 2018-19.
3. To appoint a Director in place of Mr. Sanjay C. Kirloskar (DIN 00007885), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :**4. Appointment of Mrs. Prabha Prakash Kulkarni as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the Companies Act, 2013, Mrs. Prabha Prakash Kulkarni (DIN: 00053598), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 26, 2018 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying intention to propose Mrs. Prabha Prakash Kulkarni as a candidate for the office of Director of the Company and as recommended by the Nomination and Remuneration Committee of the Board, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years up to July 15, 2022, not liable to retire by rotation."

5. Appointment of Mr. Anant Ramkrishna Sathe as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the Companies Act, 2013, Mr. Anant Ramkrishna Sathe (DIN: 00154924), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 26, 2018 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying intention to propose Mr. Anant Ramkrishna Sathe as a candidate for the office of Director of the Company and as recommended by the Nomination and Remuneration Committee of the Board, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years up to July 15, 2022, not liable to retire by rotation."

6. Appointment of Mr. Achyut Madhusudhan Dhadphale as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the Companies Act, 2013, Mr. Achyut Madhusudhan Dhadphale (DIN: 07172828), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 26, 2018 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying intention to propose Mr. Achyut Madhusudhan Dhadphale as a candidate for the office of Director of the Company and as recommended by the Nomination and Remuneration Committee of the Board, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years up to July 15, 2022, not liable to retire by rotation."

7. Re-appointment of Ms. Rama S. Kirloskar as Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of the Board of Directors (the "Board") and pursuant to the provisions of sections 190, 196, 197, 203 and other applicable

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provisions and the relevant Rules made there under read with Schedule V of the Companies Act, 2013, approval of the Members be and is hereby accorded to re-appoint Ms. Rama S. Kirloskar (DIN 07474724) as Managing Director of the Company for a period of 3 years from September 7, 2019 to September 6, 2022, to perform the duties that may be delegated by the Board from time to time, subject to overall supervision and control of the Board of Directors and remuneration payable are as follows:

Salary :

1. Rs. 3,75,000/- (Rupees Three Lacs Seventy Five Thousand Only) per month as Basic salary.
2. Rs. 1,89,213/- (Rupees One Lacs Eighty Nine Thousand Two Hundred and Thirteen Only) per month as other allowance.

Perquisites :

In addition to the aforesaid salary, the Managing Director shall be entitled to the following perquisites:

- a) Fully furnished residential accommodation. Where no accommodation is provided by the Company, House Rent Allowance at Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) per month in lieu thereof may be paid. The expenses on: (i) furnishings (includes cost of soft furnishing purchased and value of requisite for hard furniture provided by the Company, in accordance to the provisions of the Income Tax Act, 1961) and (ii) costs of utilities namely- gas, electricity, water shall be borne by the Company.
- b) Reimbursement of all medical expenses incurred for self and family, subject to a limit of Rs. 1,250/- (Rupees One Thousand Two Hundred and Fifty Only) per month. In addition, hospitalization expenses incurred in India for self and family will be paid on actual basis.
- c) Leave Travel Assistance for self and family once in a year, not exceeding Rs. 31,238/- (Rupees Thirty One Thousand Two Hundred and Thirty Eight Only) per month.
- d) Fees of clubs, subject to a maximum of two clubs, which will include admission fee but will not include life membership fees.
- e) Personal accident insurance, premium whereof does not exceed Rs. 10,000/ (Rupees Ten Thousand Only) per annum.
- f) A car with driver for official and personal purpose. Car Perk value of Rs. 3,300/- (Rupees Three Thousand and Three Hundred only) per month
- g) Telephone and Mobile Phone (Cell Phone), Internet facilities at residence.
- h) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and National Pension Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- i) Gratuity at the rate not exceeding one month's salary for each completed year of service as Managing Director, and
- j) Leave at the rate of one month for every eleven months of service. Leave not availed of may be accumulated, and such accumulated leave may be encashed any time during the tenure or at the end of the tenure. This encashment shall be at the rate of the Basic monthly salary.

"Family" for the above purpose, means the spouse, dependent children and dependent parents of the Managing Director.

Perquisites shall be evaluated as per the provisions of the Income Tax Rules.

Commission / performance incentive :

Commission/ performance incentive shall be decided by the Board of Directors based on various performance criteria for the Company including the net profits of the Company, for each year subject to the condition that the aggregate remuneration to the Managing Director shall not exceed the limit laid down under section 197 of the Companies Act, 2013 or the provisions of Schedule V of the Companies Act, 2013, whichever is higher.

Minimum Remuneration :

In the event of loss or inadequacy of profits in any financial year during the currency of her tenure as Managing Director, the payment of salary, perquisites and other allowances actually paid shall in no event exceed the limit prescribed in Schedule V to the Companies Act, 2013 as may be amended from time, as minimum remuneration, subject to other restrictions and provisions for computation of the ceiling on remuneration etc. as may be applicable from time to time and upon all other terms and conditions as set out in the Agreement to be entered into between the Company and Ms. Rama S. Kirloskar."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to enhance, alter or vary from time to time the scope and quantum of remuneration, perquisites, benefits and amenities payable during the tenure of the appointment of Ms. Rama S. Kirloskar, provided that any revision in the quantum of remuneration payable to her shall not exceed the statutory limits specified under section 197 read with Schedule V of the Companies Act, 2013 and shall be subject to such approvals, sanctions or permissions, as may be required for such revision in the remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, usual or expedient to give effect to the above resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with relevant rules thereunder, consent of the Members of the Company be and is hereby accorded for ratification of remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) and out of pocket and travelling expenses at actuals, if any payable to the Cost Auditors, Mr. Sudhir Govind Jog, Cost Accountants (Membership No. 5599), who were appointed by the Board for the financial year 2019-20 as per the provisions of the Companies Act, 2013 and the Rules made thereunder."

9. To consider and approve, the following resolution with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Articles 86 (a) (ix) and (x) of the Articles of Association of the Company, read with the provision of Section 186 of the Companies Act, 2013 (the "Act") and the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) make investment(s), from time to time, in acquisition of securities including shares, bonds, debentures, mutual fund units, other instruments issued by or available in the market of any body corporate (including body corporates which have similar business synergies or which are business partners) incorporated or formed pursuant to relevant laws of India or outside India, as may be considered appropriate and in their absolute discretion deem beneficial and in the interest of the Company, to the extent of the limits as specified or may be specified, time to time, in the Act."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any such Committee constituted by the Board of Directors of the Company for this purpose or any person(s) authorized by the Board) be and is hereby authorized to perform, finalize and execute all documents including application, agreements, and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

**By order of the Board of Directors
For KIRLOSKAR EBARA PUMPS LIMITED**

Kirtida Kale
Company Secretary
ACS 24069

Place : Pune
Date : 6th May, 2019

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NOTES:

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

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

2. Pursuant to Section 102 of the Companies Act, 2013, Explanatory Statement setting out the material facts concerning special business in respect of the business under Item Nos. 4, 5, 6, 7, 8 and 9 of the notice is annexed herewith.
3. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the time of Annual General Meeting.
4. Register of Contracts or arrangements in which the Directors are interested, as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the time of Annual General Meeting.
5. In case, Members wish to ask for any information about the accounts or operations of the Company, they are requested to send their queries, in writing, at least 7 (seven) days before the date of the meeting, so that the information can be made available at the time of the meeting.
6. Members of the Company and / or their proxies only will be allowed to attend the Annual General Meeting. Before entering the meeting hall, Members and / or proxies are requested to sign the attendance slip in the prescribed form and leave it at the counter.
Members/Proxies are requested to carry their Folio No. for easy identification.
7. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is behind NEXA showroom. The same has been hosted on the website of the Company at <http://kepl.in.net/about-us/investors.html>
8. Members are requested to advise the Company immediately, of any change in their addresses. Members are requested to support this Green Initiative by registering / updating their e-mail addresses, contact details, Bank details in the prescribed form which can be down loaded from the Company's website at <http://kepl.in.net/about-us/investors.html> and also enclosed with this notice.
9. The Notice has been uploaded on the website of the Company.

**By order of the Board of Directors
For KIRLOSKAR EBARA PUMPS LIMITED**

Kirtida Kale
Company Secretary
ACS 24069

Place : Pune
Date : 6th May, 2019

Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 4**

Mrs. Prabha Prakash Kulkarni (DIN: 00053598) was appointed by the Board of Directors as an Additional Director of the Company with effect from July 26, 2018. Under Section 161(1) of the Companies Act, 2013, she holds the office of director up to the date of an Annual General Meeting and being eligible, she has offered herself for appointment. The Company has received a notice from a Member, in writing, as required under Section 160 of the Companies Act, 2013, intending her candidature for appointment. Further, the Nomination and Remuneration Committee of the Board has recommended her appointment.

Mrs. Prabha Prakash Kulkarni is one of the first few women mechanical engineers having graduated in Mechanical Engineering from Walchand College of Engineering, Sangli, in 1966. She studied post graduate Diploma in Business Management, and also Business Administration. She is having 50 years of rich experience in foundry industry. She is Managing Director of Trimurti Engineering Tools Private Limited. She is not holding any shares in the Company. As an Additional Director, she has attended 3 board meetings since her appointment.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Mrs. Prabha Prakash Kulkarni. Accordingly, the Board recommends her appointment as an Independent Director of the Company to hold office for 3 consecutive years up to July 15, 2022, not being liable to retire by rotation.

Further, in the opinion of the Board, Mrs. Prabha Prakash Kulkarni fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Relevant documents confirming her Independence has been received by the Company.

None of the Directors, except Mrs. Prabha Prakash Kulkarni, is deemed to be concerned or interested in the above resolution. The Board recommends passing of this resolution.

Relevant documents along with the draft letter for appointment are available for inspection by the Members of the Company during working hours at the Registered Office of the Company.

Item No. 5

Mr. Anant Ramkrishna Sathe (DIN: 00154924) was appointed by the Board of Directors as an Additional Director of the Company with effect from July 26, 2018. Under Section 161(1) of the Companies Act, 2013, he holds the office of director up to the date of an Annual General Meeting and being eligible, he has offered himself for appointment. The Company has received a notice from a Member, in writing, as required under Section 160 of the Companies Act, 2013, intending his candidature for appointment. Further, the Nomination and Remuneration Committee of the Board has recommended his appointment.

Mr. Anant Ramkrishna Sathe is a Chartered Accountant (C.A) from The Institute of Chartered Accountants of India, Delhi in year 1976 (Inter CA - Rank Holder - 27), Bachelor of Law (L.L.B-G) from N.B.T. College, B. COM (Hons) from BYK College, Nashik - stood 3rd in University. Joined M/s. Kirloskar Tractors in 1976 as Assistant Manager. Before joining Kirloskar Brothers Limited, he was Vice President of K.G. Khosla Compressors Limited from year 1994 to 2001. On 28th March, 2002 he joined Kirloskar Brothers Limited and in October' 2002 took charge as Vice President (CFA) and CFO of Kirloskar Brothers limited. He was working with Karad Projects & Motors Limited (earlier known as Kirloskar Construction & Engineering Limited, subsidiary company of Kirloskar Brothers Limited), Pune as Managing Director. He is associated with Kirloskar Group for 38 years. He has attended 3 board meetings since his appointment.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Mr. Anant Ramkrishna Sathe. Accordingly, the Board recommends his appointment as an Independent Director of the Company to hold office for 3 consecutive years up to July 15, 2022, not being liable to retire by rotation.

Further, in the opinion of the Board, Mr. Anant Ramkrishna Sathe fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Relevant documents confirming his Independence has been received by the Company.

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None of the Directors, except Mr. Anant Ramkrishna Sathe, is deemed to be concerned or interested in the above resolution. The Board recommends passing of this resolution.

Relevant documents along with the draft letter for appointment are available for inspection by the Members of the Company during working hours at the Registered Office of the Company.

Item No. 6

Mr. Achyut Madhusudhan Dhadphale (DIN: 07172828) was appointed by the Board of Directors as an Additional Director of the Company with effect from July 26, 2018. Under Section 161(1) of the Companies Act, 2013, he holds the office of director up to the date of an Annual General Meeting and being eligible, he has offered himself for appointment. The Company has received a notice from a Member, in writing, as required under Section 160 of the Companies Act, 2013, intending his candidature for appointment. Further, the Nomination and Remuneration Committee of the Board has recommended his appointment.

Mr. Achyut Dhadphale holds Bachelor's degree in Mechanical Engineering. He is having 40 years of rich experience in Engineering industry. He is an ex-employee of Kirloskar Brothers Limited. He is not holding any shares in the Company, he has attended 3 board meetings since his appointment.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Mr. Achyut Madhusudhan Dhadphale. Accordingly, the Board recommends his appointment as an Independent Director of the Company to hold office for 3 consecutive years up to July 15, 2022, not being liable to retire by rotation.

Further, in the opinion of the Board, Mr. Achyut Madhusudhan Dhadphale fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Relevant documents confirming his Independence has been received by the Company.

None of the Directors, except Mr. Achyut Madhusudhan Dhadphale, are deemed to be concerned or interested in the above resolution. The Board recommends passing of this resolution.

Relevant documents along with the draft letter for appointment are available for inspection by the Members of the Company during working hours at the Registered Office of the Company.

Item No. 7

The Board of Directors on recommendation of the Nomination and Remuneration Committee, at its Meeting held on May 6, 2019 re-appointed Ms. Rama S. Kirloskar, (DIN 07474724) as a Managing Director of the Company, for a period of three years from September 7, 2019 to September 6, 2022, upon the terms and conditions including remuneration to be paid in the manner set out in the Agreement entered or to be entered into between the Company and Ms. Rama S. Kirloskar.

Further, it is also proposed to pay remuneration including commission or performance incentive to Ms. Rama S. Kirloskar, Managing Director subject to the condition that the aggregate remuneration shall not exceed the limit laid down under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Board of Directors in their meeting held on May, 6, 2019 approved for payment of remuneration to Ms. Rama S. Kirloskar. The remuneration and perquisites payable to Ms. Rama S. Kirloskar as Managing Director as stated in the resolution hereinabove.

The Managing Director, so long as she functions as such, shall be a non-retiring Director and shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

The Board recommends this resolution for approval by the shareholders.

Ms. Rama S. Kirloskar, is holding 3750 (0.75%) equity shares of Rs. 10/- each of the Company.

None of the Directors, except Mr. Sanjay C. Kirloskar and Ms. Rama S. Kirloskar are concerned or interested in the said resolution.

A copy of the above said Agreement is available for inspection to the members of the Company during office hours at the Registered Office of the Company on any working day.

Item No. 8

The Board of Directors, at its Meeting held on 6th May 2019 on the recommendation of the Audit Committee, approved the re-appointment of Mr. Sudhir Govind Jog, Cost Accountants for conducting the audit of the cost records of the Company,

pertaining to products or services covered under the Audit as per the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the Financial Year 2019-20, at a remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actuals.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the company.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of Cost records for the Financial Year 2019-20.

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

Item No. 9

Pursuant to the provisions of Articles 86 (a) (ix) or (x) of the Articles of Association of the Company read with the provision of Section 186 of the Companies Act, 2013 (the "Act") and the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act, if any (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members is necessary to enable the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) make investments, from time to time in securities including shares, bonds, debentures, mutual fund units, other instruments issued by or available in the market of any body corporate (including body corporates which have similar business synergies or which are business partners) incorporated or formed pursuant to relevant laws of India or outside India, as may be considered appropriate, to the extent of the limits as specified or may be specified, time to time, in the Act.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives and greater financial flexibility, this permission is sought pursuant to the provisions of Articles 86 (a) (ix) or (x) of the Articles of Association of the Company, read with Section 186 of the Act to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans to body corporates or persons as per the limits specified in the resolution. The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Act and relevant rules made thereunder.

No director, key managerial personnel and their relatives are interested or concerned in the resolution except, the said director or key managerial personnel and their relatives are also director or key managerial personnel and their relatives are director, key managerial personnel of the other company with whom, the Company enters into the transactions as specified in the resolution.

The Directors therefore, recommend the Ordinary Resolution for approval of the shareholders.

**By order of the Board of Directors
For KIRLOSKAR EBARA PUMPS LIMITED**

Kirtida Kale
Company Secretary
ACS 24069

Place : Pune

Date : 6th May, 2019

KIRLOSKAR EBARA PUMPS LIMITED

A Kirloskar Group Company

Route Map of Venue - 31ST Annual General Meeting of Kirloskar Ebara Pumps Limited

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

Date : 16th July 2019 Time : 10.30 a. m.

