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**NOTICE**

NOTICE is hereby given that the Thirty-second Annual General Meeting (AGM) of the Members of KIRLOSKAR EBARA PUMPS LIMITED will be held on **Wednesday the 23<sup>rd</sup> day of September 2020** at **10.30 a. m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: -

**ORDINARY BUSINESS:**

1. To receive, consider and adopt audited financial statements of the Company for the Financial Year ended on March 31, 2020 together with the Report of the Auditors' and Board's Report thereon.
2. To declare dividend on equity shares of the Company for the Financial Year 2019-20.
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.

"RESOLVED THAT Mr. Sanjay C. Kirloskar (DIN 00007885), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for re-appointment be and is hereby re-appointed as a Director liable to retire by rotation."

**SPECIAL BUSINESS:**

4. 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 2020-21 as per the provisions of the Companies Act, 2013 and the Rules made thereunder."

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

**Kirtida Kale**  
Company Secretary  
ACS 24069

Place: Pune

Date: 2<sup>nd</sup> June 2020

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**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of 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 this 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, Attendance Slip and Route Map are not annexed to this Notice.
3. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company on [kirtida.kale@kepl.in.net](mailto:kirtida.kale@kepl.in.net).

# KIRLOSKAR EBARA PUMPS LIMITED

A Kirloskar Group Company

4. Pursuant to Section 102 of the Companies Act, 2013, Statement of material facts concerning special business in respect of the business under Item No. 4 of the notice is annexed herewith.
5. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 23<sup>rd</sup> September, 2020. Members seeking to inspect such documents can send an email to [kirtida.kale@kepl.in.net](mailto:kirtida.kale@kepl.in.net).
6. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 32<sup>nd</sup> AGM, are being sent only through electronic mode to those members whose email addresses are registered with the Company. Members are requested to register their email addresses with the company by sending Email to [kirtida.kale@kepl.in.net](mailto:kirtida.kale@kepl.in.net).
7. The necessary credentials for joining the 32<sup>nd</sup> Annual General meeting will be provided to you in a separate communication 5 days before AGM. The members are requested to contact on 7796698411 for any assistance in this regard.

**It is likely that email communication from the Company may go to spam folder, hence request you to please check spam folder from time to time.**

8. **As per Finance Act, 2020, the Company is required to deduct TDS on the dividend that may be paid to its shareholder, if the amount of the dividend is more than Rs. 5000/- in the following manner:**

Sr. No	Residential Status	With PAN	Without PAN/ Adhar Card
1.	Resident Shareholder	7.5%	20%
2.	Non Resident Shareholder	Lower of Below Rate i) 20% plus cess and surcharge and ii) DTAA rate	

**Hence, all the shareholders holding shares in physical form who have not provided the copy of PAN cards, are requested to provide copies of their PAN to the Company on [kirtida.kale@kepl.in.net](mailto:kirtida.kale@kepl.in.net) before the date of AGM**

9. 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.
10. Since, the Company's shares are available for dematerialization, to ensure better investor service and elimination of risk of holding shares in physical form, it is requested that the Members holding shares in physical form to get their shares dematerialized at the earliest.
11. Members are requested to advise the Company immediately, of any change in their addresses to the Company / Registrar & Transfer Agents (R&T Agent) at the address mentioned below. Members, having multiple folios, are requested to intimate to the Company / R&T Agent such folios, to consolidate all shareholdings into one folio.
12. The Company has appointed Bigshare Services Pvt. Ltd as Registrar and Transfer Agent (R&T Agent) to handle all correspondence relating to transfer and transmission of shares, issue of duplicate share certificates, change of address, dematerialisation of shares, payment of unclaimed dividend etc. will be attended and processed at the office of the R&T Agent at the following address:-

1<sup>st</sup>Floor, Bharat TIN Works Building, Opp.Vasant Oasis,  
Makwana Road, Marol, Andheri (E), Mumbai- 400059

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13. As per Ministry of Corporate Affairs vide Notification dated November 30, 2018, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository with effect from April 01, 2019. Shareholders holding shares in physical form shall get their shares dematerialized and credited in their demat account before undertaking any transaction(s) for transfer of shares.
  14. 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> as "Communication Form" and also enclosed with this notice.
  15. The result of the resolution shall be declared by the Chairman after the AGM.
  16. 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: 2<sup>nd</sup> June 2020

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**Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4**

The Board of Directors, at its Meeting held on 2<sup>nd</sup> June 2020 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 2020-21, at a remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty ThousandOnly) 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.

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

The Board recommends passing of this resolution as an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for conducting the audit of Cost records for the Financial Year 2020-21.

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

**Kirtida Kale**  
Company Secretary  
ACS 24069

Place: Pune

Date: 2<sup>nd</sup> June 2020

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