

**NOTICE**

NOTICE is hereby given that the Thirty-fifth Annual General Meeting (AGM) of the Members of **KIRLOSKAR EBARA PUMPS LIMITED** will be held on **Friday, 21<sup>st</sup> July, 2023 at 10.30 a. m. Indian Standard Time (IST)** "Yamuna", Survey No.98 (3-7), Baner, Pune – 411 045 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, 2023 including the Audited Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss for the period ended on March 31, 2023 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 2022-23.
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 of the Company liable to retire by rotation."

**SPECIAL BUSINESS:****4. Ratification of remuneration payable to Mr. Sudhir Govind Jog, Cost Accountant 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 Section 148 and any other applicable provisions of the Companies Act, 2013, and the Rules made there under including the Companies (Audit & Auditors) Rules, 2014 and the Companies (Cost Records & Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration amounting to Rs. 1,75,000/- (Rupees One Lac Seventy Five Thousand Only) excluding GST and other taxes as may be applicable and out of pocket and travelling expenses at actuals, if any, payable to the Cost Accountant, Mr. Sudhir Govind Jog (Membership No. 5599), who was appointed by the Board of Directors of the Company as the Cost Accountant to conduct the audit of the cost records of the Company for the Financial Year 2023-24, be and is hereby approved and ratified."

**5. To consider and approve creation of security.**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.**

**"RESOLVED THAT** pursuant to and in accordance with the provisions of section 180(1)(a), other applicable provisions of the Companies Act, 2013 and rules made thereunder and other applicable laws/ regulations, consent of the Members be and is hereby accorded for the creation of charges, mortgages, hypothecations, liens and securities by the Board of Directors of the Company, from time to time, on such terms and conditions as the Board may deem fit, on Company's assets and properties (whether movable or immovable) including the whole or substantially the whole of the Company's undertaking or undertakings in favour of banks / financial Institutions / other lenders as may be agreed by the Board of Directors for the purpose of securing the repayment of any loans (including temporary loans), borrowings or financial assistance (whether in Indian or in foreign currency), upto (i) an amount of Rs. 300 (Rupees Three Hundred Crores Only) or (ii) the aggregate of the paid-up share capital, free reserves and securities premium of the Company; whichever is higher. "

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

**Kirtida Kale**  
Company Secretary  
ICSI Membership No.: ACS 24069

Place: Pune  
Date: 15<sup>th</sup> June 2023

## 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 No 4 & 5 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. 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/ Aadhar Card
1.	Resident Shareholder	10%	20%
2.	Non-Resident Shareholder	Lower of Below Rate	
		i) 20% plus cess and surcharge or as notified by the Government of India on the amount of dividend payable 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 Annual General Meeting.

5. 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.
6. 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.
7. 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.

8. 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>
9. 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.
10. The Notice has been uploaded on the website of the Company.

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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 3<sup>rd</sup> May, 2023, 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 2023-24, at a remuneration of Rs. 1,75,000/- (Rupees One Lacs Seventy-Five 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of Cost records for the Financial Year 2023-24.

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 2023-24

**Item No. 5:**

The shareholders of the Company had, in their Twenty-Seventh Annual General Meeting held on 24<sup>th</sup> June 2015 at the registered office of the Company, unanimously approved and passed the following resolution:

*“RESOLVED FURTHER THAT in pursuant to the provisions of section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made there under, consent of the Members be and is hereby accorded for the creation by the Board of Directors of the Company, from time to time, of such mortgage, charge, lien, hypothecation and or securities created by the Company on such terms and conditions as the Board may deem fit, of Company's assets, properties whether movable or immovable including whole or substantially the whole of the Company's undertaking or undertakings in favour of banks / financial Institutions / other lenders as may be agreed by the Board of Directors for the purpose of securing the repayment of any loan, borrowings or financial assistance (whether in Indian or in foreign currency), subject to the maximum of Rs. 180.50 Crores (Rupees One Hundred and Eighty Crores and Fifty Lakhs Only)”*

Taking into consideration, the need for expanding the business operations, available inquiries around Rs. 270 Crs, present orders in hand of Rs. 440 Crs and implementing future business plans and expansions, (including to support the Make In India initiative of the Government of India and the existing credit facilities availed by the Company), and having regard to the interest of the Company and its stakeholders (who include employees, contract workers, vendors, suppliers, subcontractors, dealers, pensioners, consultants and associate / affiliate companies), the Board of Directors had, in its meeting held on 15<sup>th</sup> June, 2023, considered and approved subject to the approval of the shareholders, creation of security on the properties of the Company and recommends Resolution no. 5 of the accompanying Notice to the shareholders for their approval by way of special resolution.

Pursuant to Section 180(1)(a) of the Companies Act 2013, approval of the Shareholders by way of special resolution is required to authorize the Board of Directors to create such securities on the properties of the Company.

The Directors recommend this resolution for approval by the shareholders.

None of the Directors are deemed to be concerned or interested, directly or indirectly in the above resolution.

## ANNEXURE 1

### Item No. 1:

Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting (in pursuance of Secretarial Standard 2 of ICSI)

Name of Director	Mr. Sanjay Kirloskar		
DIN	00007885		
Date of Birth	22/03/1957		
Age	66 Years		
Nationality	Indian		
Date of first appointment on the Board	24/04/2004		
Shareholding in Kirloskar Ebara Pumps Limited	14,369		
List of Directorships held in other Companies	1. KIRLOSKAR BROTHERS LIMITED 2. KPT INDUSTRIES LIMITED 3. DCM SHRIRAM INDUSTRIES LIMITED 4. KIRLOSKAR EBARA PUMPS LIMITED 5. NATIONAL SKILL DEVELOPMENT CORPORATION		
Membership/ Chairmanship of Committees	<b>Name of the Companies</b>	<b>Name of the Committees</b>	<b>Chairperson/ Member</b>
	Kirloskar Brothers Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
	DCM Shriram Industries Ltd.	Nomination & Remuneration Committee	Member
		Risk Management Committee	Member
	KPT Industries Limited	Audit Committee	Member
	Kirloskar Ebara Pumps Ltd.	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Share Transfer Committee	Chairman
		Financial & Investment Committee	Chairman
	National Skills Development Corporation	Steering Committee	Member
		Committee of Board for Approving / Recommending OTS	Chairman
Qualifications	Bachelor of Science degree in Mechanical Engineering from the Illinois Institute of Technology, Chicago		

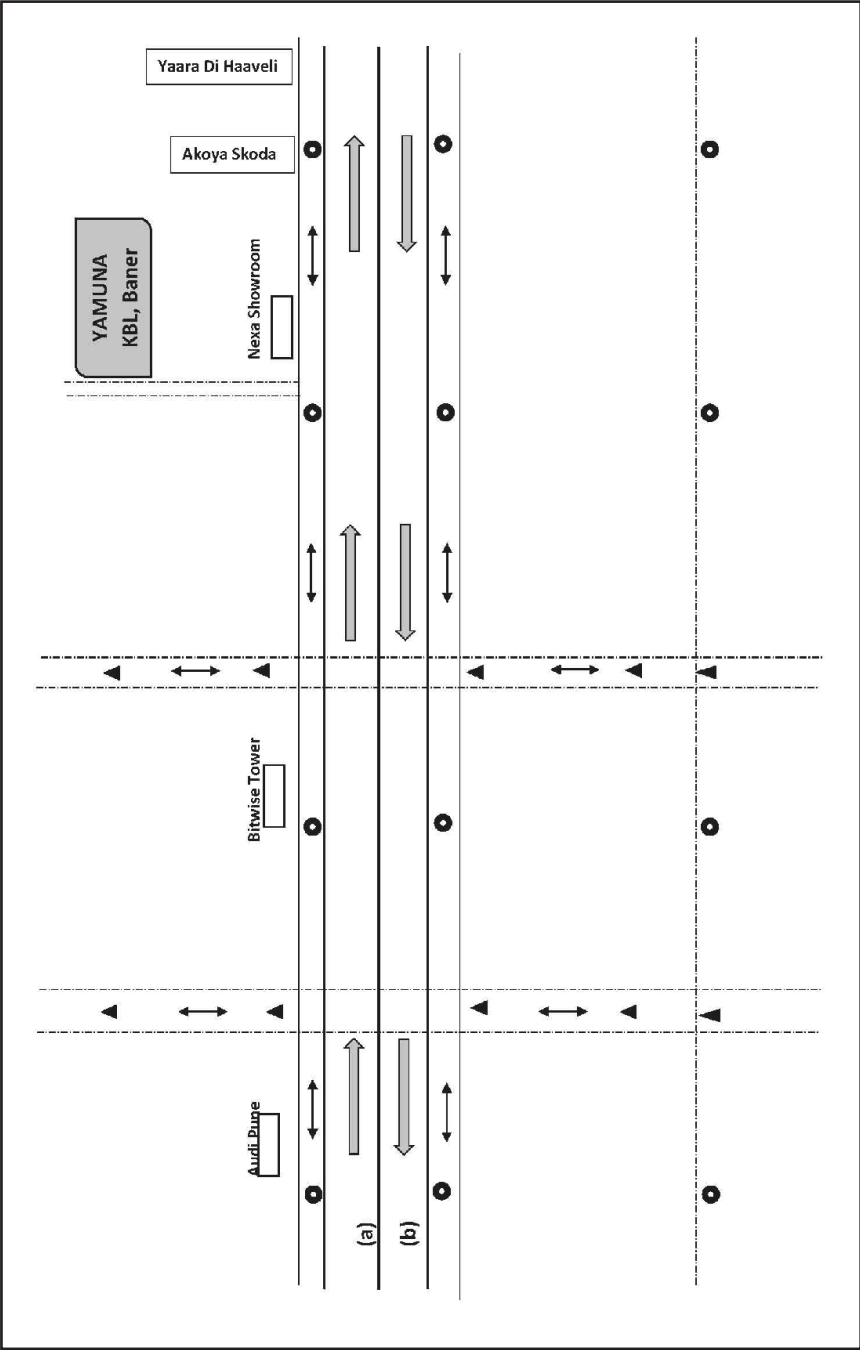
Experience / Profile	<p>Mr Sanjay Kirloskar is the Chairman of Kirloskar Ebara Pumps Limited and is also the Chairman and Managing Director of Kirloskar Brothers Limited. Under his leadership, KBL has become India's largest manufacturer of pumps.</p> <p>He secured a Bachelor's in science Degree in Mechanical Engineering from Illinois Institute of Technology, Chicago.</p> <p>He has also been instrumental in setting up the all-women plant of Kirloskar Brother Ltd at Coimbatore in an effort to introduce more women to the core engineering industry.</p> <p>He is also Chairman of the Audit Committee, Nomination and Remuneration Committee Share Transfer Committee and Financial &amp; Investment Committee.</p> <p>He is a member of the Boards of KPT Industries Limited (earlier known as Kulkarni Power Tools Limited), DCM Shriram Industries Limited, Kirloskar Brothers International BV, Netherlands, Kirloskar Brothers (Thailand) Limited and SPP Pumps Limited, UK.</p>
Terms & conditions of appointment / re-appointment	Re-appointment as a director liable to retire by rotation
Details of remuneration sought to paid	Nil, except Sitting Fees as may be decided by the Board of Directors
Remuneration last drawn by such person, if applicable	N.A
Relationship with Directors, Managers and KMP	Father of Ms Rama Kirloskar – Managing Director
No of Board meetings attended during the financial year	07
No of Committee meetings attended during the financial year	10


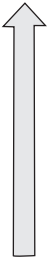

By order of the Board of Directors  
For **KIRLOSKAR EBARA PUMPS LIMITED**

**Kirtida Kale**  
Company Secretary  
ICSI Membership No.: ACS 24069

Place : Pune  
Date : 15<sup>th</sup> June 2023

Route Map of Venue - 35<sup>TH</sup> Annual General Meeting of Kirloskar Ebara Pumps Limited  
Address : ‘Yamuna’, Survey No. 98/ (3-7) Baner, Pune - 411 045  
Date : 21<sup>st</sup> July 2023      Time : 10.30 p. m.



(a)		Towards Balewadi stadium and Mumbai (Bengluru Mumbai Highway)
(b)		Towards Chandani chowk and Kolkapur (Bengluru Mumbai Highway)
c)		Service Road with both side traffic
d)		

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