

KIRLOSKAR EBARA PUMPS LIMITED

(CIN: U29120MH1988PLC045865)

Registered Office: Pride Kumar Senate Building, Senapati Bapat Road, Pune,
Maharashtra 411016 (India)

Email: kepl@kepl.in.net, Website: www.kepl.in.net, Phone - +91 20 2721 4444

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of **KIRLOSKAR EBARA PUMPS LIMITED** will be held at "Yamuna", Survey No.98 (3-7), Baner, Pune – 411045 on Tuesday, 07th October, 2025 at 11:00 am, to transact the following business:

SPECIAL BUSINESS:

1. Re-appointment of Ms. Rama Kirloskar as Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as 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, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014), including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, 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 5 (Five) years from 07th September, 2025 to 06th September, 2030, 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:

Rs. 2,58,000/- (Rupees Two Lacs Fifty Eight Thousand Only) per month as Basic salary.

Perquisites:

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

- a) Reimbursement of all medical expenses incurred for self and family, subject to a limit of Rs. 1,500/- (Rupees One Thousand Five Hundred Only) per month. In addition, hospitalization expenses incurred in India for self and family will be paid on actual basis.
- b) Leave Travel Assistance for self and family once in a year, not exceeding Rs. 21,492/- (Rupees Twenty One Thousand Four Hundred and Ninety Two Only) per month.

- c) Fees of clubs, subject to a maximum of two clubs, which will include admission fee but will not include life membership fees.
- d) Personal accident insurance, premium whereof does not exceed Rs. 10,000/ (Rupees Ten Thousand Only) per annum.
- e) A car with driver for official and personal purpose.
- f) Telephone and Mobile Phone (Cell Phone), Internet facilities at residence.
- g) Contribution to Provident Fund, Superannuation Fund, Annuity Fund and National Pension Fund.
- h) Gratuity at the rate not exceeding one month's salary for each completed year of service as Managing Director, and
- i) 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:

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 limits laid down under Section 197 and 198 of the Companies Act, 2013 or the provisions of Schedule V of the Companies Act, 2013, (or any other applicable provisions of the Act, the Rules made thereunder and any other applicable laws/regulations, if any), 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 to time, as minimum remuneration, subject to other restrictions and provisions for computation of the ceiling on remuneration etc. (as stipulated in the Act, the Rules made thereunder and any other applicable laws/regulations, if any) 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.

The Managing Director shall not be paid any sitting fees for attending the meetings of Board of Directors or any Committee thereof during her tenure in office.

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, 198 read with Schedule V of the Companies Act, 2013, the Rules made thereunder, and any other applicable laws/regulations, if any, and shall be subject to such other 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.”

For Kirloskar Ebara Pumps Limited

Sd/-
Sanjay Kirloskar
Chairman
DIN: 00007885

Place: Pune

Date: 05th September, 2025

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. An authorised representative of a body corporate, holding shares in the Company, may appoint a proxy under his signature. 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 Extra Ordinary General Meeting (EGM). Proxy form which does not state the name of the Proxy shall not be considered valid. During the period beginning 24 hours before the time fixed for the commencement of EGM and ending with the conclusion of EGM, Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided written notice is given to the Company at least 3 (three) days before the commencement of EGM. The proxy holder shall bring his/her ID-proof for the purpose of identification at the time of attending the EGM.

2. Intimation of appointment of proxy shall be sent to the Company in advance so as to reach the registered office of the Company at least 48 hours before the commencement of the meeting.
3. Authorizations in respect of representatives of the Corporations shall be received by the Company before the commencement of EGM. Representative attending the EGM in person

to vote thereat, shall submit the letter of appointment/ 4uthorization, as the case may be before the commencement of EGM.

4. Copies of all the documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be available for inspection upto the date of EGM at the registered office of the Company during business hours (Monday to Friday Time:08.30 A.M. to 05.00 P.M.
5. Members of the Company and / or their proxies only will be allowed to attend the Extra Ordinary 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.
6. Members/Proxies are requested to carry their Folio No. for easy identification.
7. Pursuant to Section 102 of the Companies Act, 2013 and as required under Secretarial Standards (SS-2), an Explanatory Statement setting out the material facts concerning special business in respect of the business under Item No 1 of the notice is annexed herewith.
8. The notice has been uploaded on the website of the Company.
9. Members are requested to complete and / or update their Address, Contact no., Email Id, Bank Details, Nominee Details, Nationality, Residential Status, PAN, Gender, Category as per the IT Act in the records of the Company by sending documents at the Registered Office of the Company or an email at vishakha.deshmukh@kepl.in.net

ANNEXURE TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Ms. Rama Kirloskar (DIN 07474724) age 35, currently serves as the Managing Director of the Company. She has been instrumental in the turnaround of KEPL into a debt free company. Previously, she was General Manager and Head of the Product Portfolio Management at Kirloskar Brothers Limited, where she was responsible for driving the Go-to-market strategy, product value management and restructuring for the mass production business; material grade rationalization and streamlining for the foundry business and product rationalization for the made-to-order business.

She holds a double major in Mathematics and Biology from Bryn Mawr College, USA. After graduation, she went on to work at Polaris Partners, a multi-stage venture capital firm that principally invests in technology, healthcare and consumer products, headquartered at Boston, MA, USA. Subsequently, she worked at the Koch Institute at Massachusetts Institute of Technology (MIT), USA. Her research led her and the team to begin working with Visterra Inc., an MIT biotechnology start-up company that currently uses its proprietary platform to design therapeutics for infectious diseases. She is one of the authors of a publication in the journal Cell (Robinson et al., 2015, Cell 162, 1–12, doi:10.1016/j.cell.2015.06.057), in the paper titled “Structure-Guided Design of an Anti-Dengue Antibody Directed to a Non-Immunodominant Epitope”.

She currently serves as Joint Managing Director of Kirloskar Brothers Limited and is also on the Board of Karad Projects and Motors Limited, KPT Industries Limited and Prakar Investments Private Limited. She is a member of Corporate Social Responsibility Committee of the Company. She is also a member of Risk Management Committee and Corporate Social Responsibility Committee of Kirloskar Brothers Limited.

The Board of Directors on recommendation of the nomination and remuneration committee, at its Meeting held on 05th September, 2025 re-appointed Ms. Rama S. Kirloskar, (DIN 07474724), as a Managing Director of the Company, for a period of 5 (Five) years from 07th September, 2025 to 06th September, 2030, 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 05th September, 2025 approved 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.

Ms. Rama Kirloskar is not disqualified from being re-appointed as Managing Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company. She fulfils the conditions for the said re-appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder.

Ms. Rama S. Kirloskar, is holding 3750 (0.75%) equity shares of Rs. 10/- each of the Company. Her date of first appointment on the Board is 07th September, 2016. She has attended 5 (Five) Board Meetings held during financial year 2024-2025. Her total remuneration drawn last year was Rs. 28,73,540/-.

A copy of the draft 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.

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

The Board recommends this resolution for approval by the shareholders.

FOR KIRLOSKAR EBARA PUMPS LIMITED

Sd/-
Sanjay Kirloskar
Chairman
DIN: 00007885

PLACE: PUNE
DATE: 05th September, 2025

FORM MGT-11
Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U29120MH1988PLC045865

Name of the Company: Kirloskar Ebara Pumps Limited

Registered Office: Pride Kumar Senate Building, Senapati Bapat Road, Pune 411016.

Name of the member(s):	
Registered Address:	
Email id:	
Folio No./Client id:	
DP id:	

I/We being the member(s) _____ equity shares of the above named Company, hereby appoint:

1. Name:
Address:
E-mail Id:
Signature: _____ or failing him

2. Name:
Address:
E-mail Id:
Signature: _____ or failing him

3. Name:
Address:
E-mail Id:
Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday the 07th day of September, 2025 at 11:00 a.m. at Pride Kumar Senate Building, Senapati Bapat Road, Pune-411016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

1. To re-appoint Ms. Rama S. Kirloskar as Managing Director

Signed this _____ day of _____ 2025

Signature of shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp

Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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(CIN: U29120MH1988PLC045865)

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Maharashtra 411016 (India)

Email: kepl@kepl.in.net, Website: www.kepl.in.net, Phone - +91 20 2721 4444

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING on Tuesday the 07th day of October, 2025 at
11:00 a.m.

Registered Folio/DP ID & Client ID	
Name and Address of shareholder	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Pride Kumar Senate Building, Senapati Bapat Road, Pune 411016 on Tuesday the 07th day of October, 2025 at 11:00 a.m.

Member's /Proxy's Full Name: _____ Member's/ Proxy's Signature

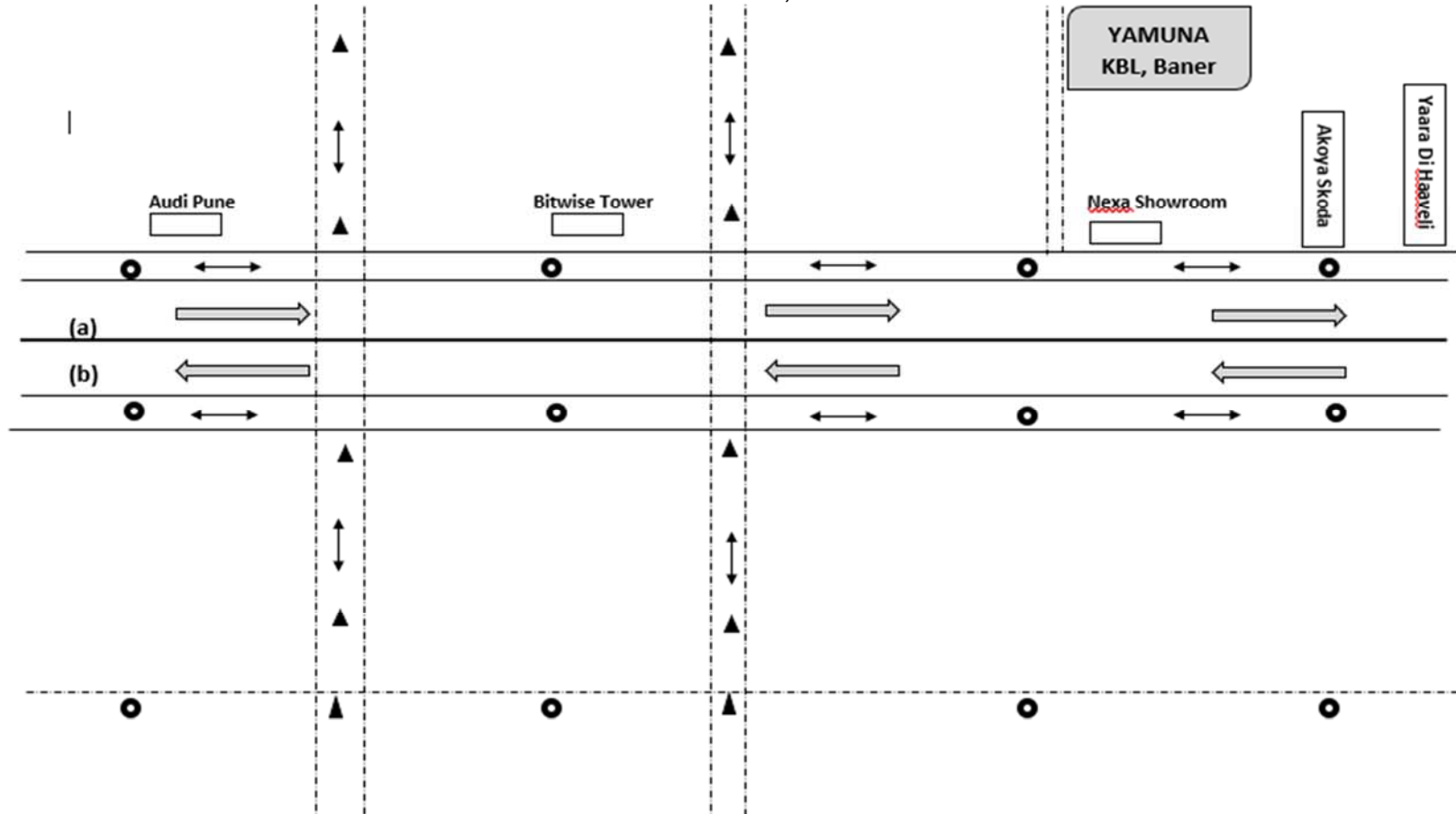
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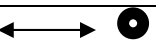
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Route map of the venue-Extra Ordinary General Meeting of Kirloskar Ebara Pumps Limited

Address: "Yamuna", Survey No.98 (3-7), Baner, Pune – 411045

Date:07th October, 2025



(a)		Towards Balewadi stadium and Mumbai (Bengaluru Mumbai Highway)
(b)		Towards Chandani chowk and Kolhapur (Bengaluru Mumbai Highway)
(c)		Service Road with both side traffic

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