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KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

SEC/ F:19

August 13, 2019

(BSE Scrip Code – 500241)

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

(NSE Symbol - KIRLOSBROS)

National Stock Exchange of India Ltd.,
5th Floor, Exchange Plaza,
Bandra (East)
Mumbai – 400 051

Dear Sir,

Sub.: Proceedings of the 99th Annual General Meeting

Pursuant to Regulation 30 read with Para A of Part A (13) of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following items were transacted at the 99th Annual General Meeting of the Members of Kirloskar Brothers Limited, duly convened and held at "Yamuna" Survey No. 98 (3-7), Baner, Pune 411 045 on Monday, August 12, 2019 at 11.00 a.m.:

ORDINARY BUSINESS

Item No. Particulars

- 1 To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the report of the Auditors and Board of Directors thereon and Consolidated financial statements of the Company for the Financial Year ended March 31, 2019 -Passed as Ordinary Resolution
- 2 To declare Dividend for the Financial Year 2018-19;-Passed as Ordinary Resolution
- 3 To appoint a Director in place of Ms. Rama Kirloskar (DIN 07474724) who retires by rotation and being eligible offers himself for re-appointment - Passed as Ordinary Resolution

SPECIAL BUSINESS

Item No. Particulars

4. Appointment of Mr. Rajeev Kher (DIN 01192524) as an Independent Director of the Company- Passed as Ordinary Resolution

Brief profile of Mr. Rajeev Kher and disclosure on his relationship with other Directors is given as under:

Mr. Rajeev Kher superannuated as Commerce Secretary, Government of India in 2015 after serving for 35 years in the Indian Administrative Services (IAS). He then worked as a Member in the Competition Appellate Tribunal. He is now a distinguished Fellow with RIS, a leading think tank of the Ministry of External Affairs. He is a Professional Arbitrator. He is also nominated on some of the Government Committees and Tasks Forces on Trade and Industrial Development.

Mr. Rajeev Kher has held prominent assignments in the Central Government and State Government of UP like in the Department of Trade and Commerce, Ministry of Environment and



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Email: marketing@kbl.co.in Website: www.kirloskarpumps.com
CIN No. : L29113PN1920PLC000670





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The Energy and Resources Institute (TERI) in Delhi and Senior level assignments in the Departments of Renewable Energy, Finance, Planning and Science and Technology.

He was instrumental in bringing the first comprehensive Foreign Trade Policy for India. He led negotiations on behalf of India for Trade Agreements with major blocks such as EU, EFTA, RCEP and ASEAN. He has made an immense contribution in the Indian Pharmaceutical sector in Generic Medicine and building India as a brand in this sector. He is instrumental in protecting India's interest in the Multilateral Trade Facilitation Agreement and in Services at the center stage of negotiations.

Mr. Rajeev Kher significantly contributed in preparation of Country's first National Environment Policy as the Principal investigator in TERI. He also led the various teams in designing and implementing sustainable development projects.

He also chairs the Task Force on Global value chains of the CII. He is presently a member of CII committees on International trade Policy, India-China Trade and International Council of CII and of the High-Level Advisory Group constituted by Ministry of Commerce and Industry. He was a member of Niti Ayog Task Force on Exports and Employment and FICCI Trade Policy Committee and is an advisor on Foreign Trade to PHD Chamber of Commerce and Industry.

He has published work on India's' Patent policy, Trade Policy, WTO Dispute Settlement Mechanism, Product Standards and Technical Regulations etc.

Considering his rich experience in finance and related discipline, the Board considers his appointment as an Independent Director on the Board of the Company would be beneficial for the Company.

He is a member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

Mr. Rajeev Kher does not hold any shares of the Company either singly or jointly with others.

Apart from Mr. Rajeev Kher, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Mr. Rajeev Kher is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

Further, he does not hold any share of the Company either singly or jointly with others.

Term of appointment of Mr. Rajeev Kher will be with effect from January 25,2019 up to January 24,2022.

5. Appointment of Mr. Tilak Dhar (DIN 00204912),as Non-Executive Non-Independent Director of the Company- This item was not considered due to sad demise of Mr. Tilak Dhar.
6. Appointment of Mr. Pratap B. Shirke (DIN 00104902),as Non-Executive-Non-Independent Director of the Company-

Brief profile of Mr. Pratap B. Shirke and disclosure on her relationship with other Directors is given as under:





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Mr. Pratap B. Shirke holds a Degree in Civil Engineering from College of Engineering, Pune and a Master's degree from Stanford University, USA. He has also done his MBA from Stanford University.

In 1974, he went to Dubai and founded the Pan Gulf Group of Companies for executing construction projects in Dubai, Saudi Arabia, Yemen, Iraq and Kuwait.

In 1983, he moved to London and formed Oak Group PLC, which owned a chain of hotels in and around UK.

In 1987, he got involved in shipping business and purchased a number of Panamax dry bulk cargo vessels. Pan Gulf Group activities cover Ship Management, Hotels, Commercial Properties, Energy Management and Ship Ownership.

He also serves on the Boards of B. G. Shirke Construction Technology Private Limited, ASP Pacific Holdings Pty. Ltd., British Naval Architects Ltd., Grand Havre Holdings Ltd., Marine Shipping Mutual Insurance Company Ltd., North of England P&I Association Ltd., Oak Group Ltd., Pan Gulf Aviation Ltd., SPP Pumps Ltd., Northern Navigation Fund I LLC, Kirloskar Brothers International B.V., Sunderland Marine Mutual Insurance Company Ltd., Kirloskar Pompen B.V., ASP Marine (NZ) Limited, KOKAKO Pte. Limited and North of England P&I DAC.

Mr. Pratap Shirke has expertise in management, Governance and overall experience in industry.

Mr. Pratap B. Shirke attended 5 (five) Board meetings of the Company held during the year 2018-19.

He is a member of Audit and Finance Committee.

Presently, he is holding 20,000 (0.02%) equity shares of Rs. 2/- each of the Company.

Apart from Mr. Pratap B. Shirke, no other Director, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Mr. Pratap B. Shirke is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

Mr. Pratap B. Shirke will be liable to retire by rotation.

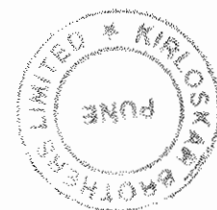
7. Appointment of Mr. Pradyumna Vyas (DIN 02359564), as an Independent Director of the Company- Passed as Ordinary Resolution

Brief profile of Mr. Pradyumna Vyas and disclosure on his relationship with other Directors is given as under:

Mr. Pradyumna Vyas holds Master's in industrial design from the Indian Institute of Technology, Mumbai. Mr. Vyas has more than 36 years of professional and teaching experience in different spheres of design. Since last 30 years, he was associated with National Institute of Design (NID).

Mr. Vyas has received many awards and was a jury member of various design related Boards and has represented NID at various National and International events.

Considering his rich experience, the Board feels that his appointment as an Independent Director on the Board of the Company would be beneficial for the Company.





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Mr. Pradyumna Vyas does not hold any shares of the Company.

He has a rich experience and expertise in design and industries. He is on the Boards of Dynamatic Technologies Limited and Titan Company Limited as an Independent Director.

Mr. Pradyumna Vyas will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.

Apart from Mr. Pradyumna Vyas, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Mr. Pradyumna Vyas is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

Term of appointment of Mr. Pradyumna Vyas will be with effect from May 16,2019 up to May 15,2022.

8. Appointment of Ms. Shailaja Kher (DIN 08450568), as an Independent Director of the Company- Passed as Ordinary Resolution

Brief profile of Ms. Shailaja Kher and disclosure on her relationship with other Directors is given as under:

Ms. Shailaja Kher is a Double Graduate, having majored in History and Political Science from the University of Mumbai, and thereafter completed her bachelor's degree in Law from Government Law College, Mumbai. She hails from a family of lawyers, being a third generation lawyer herself.

After Ms. Shailaja Kher completed her law, she joined the Firm of M/s. Manilal Kher Ambalal & Company, Mumbai as an Associate. She then commenced Counsel Practice by joining the Chambers of a Senior Advocate.

In 1989, she rejoined M/s. Manilal Kher Ambalal & Company, Mumbai as a Partner. In 1999, Ms. Shailaja Kher started her own independent legal Firm. In 2011, she joined the Firm of M/s. India Law Alliance, Advocates, Mumbai as a Partner.

She has expertise on various aspects of law which includes Company Law, Indirect Tax and Anti-Dumping Laws.

As a Partner in M/s. Manilal Kher Ambalal & Company, Mumbai she was concerned in handling cases of several companies in Pimpri-Chinchwad area who were facing charges of Excise Duty evasion.

Her first contact with Kirloskar Brothers Limited came as far back as 1987 when she was briefed to appear for them in the Excise Duty evasion case which started with a Show Cause Notice being issued by the Commissioner Pune and which involved all the top Directors of the Company. This case went on for four years where she assisted the Senior Advocate appearing on behalf of the Company.

Shailaja Kher appears in the Supreme Court of India, in various High Courts as well as various Tribunals.





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Considering her rich experience, the Board considers her appointment as an Independent Director on the Board, beneficial for the Company.

Ms. Shailaja Kher does not hold any shares of the Company.

Apart from Ms. Shailaja Kher, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Ms. Shailaja Kher is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

Further, she does not hold any share of the Company either singly or jointly with others.

Term of appointment of Mrs. Shailaja Kher will be with effect from May 16,2019 up to May 15,2022.

9. To ratify and confirm remuneration payable to Cost Accountants for the period 2019-20- Passed as Ordinary Resolution.
10. To approve change in terms of appointment of Mr. Sanjay C. Kirloskar -Managing Director of the Company. Passed as Ordinary Resolution.

Total 95 members, in person were present at the 99th Annual General Meeting.

Thanking you,

Yours faithfully,

For KIRLOS KAR BROTHERS LIMITED

Sandeep Phadnis
Company Secretary

