## NOTICE OF 75th ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **SEVENTY FIFTH ANNUAL GENERAL MEETING ("AGM")** of the members of **KIRLOSKAR ELECTRIC COMPANY LIMITED** will be held on Friday, the 12th day of August, 2022 at 11.00 A.M through Video Conferencing / Other Audio Visual Means to transact the following businesses:

**ORDINARY BUSINESS**

**1. To receive, consider and adopt,**

a) the audited standalone financial statement of the Company for the year ended March 31, 2022 together with the reports of the Board of Directors and auditor's thereon; and

b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

(a) ***"RESOLVED THAT*** *the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditor's thereon, as circulated to the members be and are hereby considered and adopted."*

(b) ***"RESOLVED THAT*** *the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditor's thereon, as circulated to the members, be and are hereby considered and adopted."*

**2. To appoint Mrs. Meena Kirloskar (DIN: 00286774), Non Executive Director, who retires by rotation as a Director and in this regard, to consider and, if thought fit, to pass the following resolution as an 'Ordinary Resolution':**

***"RESOLVED THAT*** *in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Meena Kirloskar (DIN: 00286774), Non Executive Director, who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby appointed as Director of the Company liable to retire by rotation."*

**SPECIAL BUSINESS**

**3. To appoint Mr. Ravi Ghai (DIN: 08715119), as Director of the Company and as an Independent Director of the Company and, if thought fit, to pass the following resolution as a 'Special Resolution':**

***"RESOLVED THAT*** *Mr. Ravi Ghai (DIN: 08715119), who was appointed as an Additional Director of the Company with effect from July 12, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in terms of Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.*

***RESOLVED FURTHER THAT*** *pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and pursuant to Articles of Association of the Company, the appointment of Mr. Ravi Ghai (DIN: 08715119), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five consecutive years with effect from July 12, 2022 and who would not be liable to retire by rotation, be and is hereby approved."*

**4. To appoint Mr. Anand Balaramacharya Hunnur (DIN: 06650798), as Director of the Company, and, if thought fit, to pass the following resolution as an 'Ordinary Resolution':**

***"RESOLVED THAT*** *Mr. Anand Balaramacharya Hunnur (DIN: 06650798) who was appointed as an Additional Director of the Company on July 12, 2022 and who holds office up to the date of this annual general meeting of the Company and in respect of whom the Company has received a notice in writing from a member as per provisions of Section 160 of Companies Act, 2013, signifying his intention to propose the candidature of Mr. Anand Balaramacharya Hunnur as a Director, be and is hereby appointed as Director of the Company."*

**5. To appoint Mr. Anand B Hunnur (DIN: 06650798) as Managing Director of the Company and to consider and, if thought fit, to pass the following resolution as a 'Special Resolution'.**

***"RESOLVED THAT*** *in terms of the provisions of Sections 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013, rules framed thereunder and Schedule V, as amended, approval of the company be and is hereby accorded to the appointment, including the terms of appointment, of Mr. Anand B Hunnur (DIN: 06650798), as Managing Director of the company for a period of three (3) years with a*

*remuneration of ₹ 1,02,00,000/- per annum effective from July 12, 2022 with the remuneration details as set out hereunder:*

***a. Salary:***

*₹ 36,00,000/- (Rupees Thirty Six Lakhs) per annum.*

***b. Perquisites and allowances:***

*Managing Director shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to ceiling of ₹ 54,54,840/- (Rupees Fifty Four Lakhs Fifty Four Thousand Eight Hundred & Forty only) per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the Company.*

*Explanation*

*Perquisites shall be evaluated as per the provisions of the income tax rules.*

*"Family" here means the dependent child of the Managing Director*

*For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.*

*Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.*

*Apart from the reimbursement of ordinary medical expenses, in case of hospitalization of the Managing Director, the Board of directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of ₹ 54,54,840/- (Rupees Fifty Four Lakhs Fifty Four Thousand Eight Hundred & Forty only) per annum in any financial year.*

*The Managing Director shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.*

***RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with schedule V, as amended, to the Companies Act, 2013, where in any financial year during the tenure of the appointment, company has losses or its profits are inadequate, the remuneration of ₹ 1,02,00,000/- (Rupees One Crore Two Lakhs only ) or such higher remuneration, as may be approved by the Board of directors within the limits permitted under schedule V to the Companies Act, 2013 be paid to Mr. Anand B Hunnur as the minimum remuneration."*

**6. To appoint M/s. Sundar and Associates (AF no.1172), Chartered Accountants, Malaysia as auditor of the Branch office situated at Kuala Lumpur, Malaysia & to consider and, if thought fit, to pass the following resolution as an 'Ordinary resolution':**

***"RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Sundar and Associates (AF no. 1172), Chartered Accountants, Malaysia, the retiring auditor of the Company's Branch office at Kuala Lumpur, Malaysia are hereby appointed as Auditor of the Branch office of the Company, to hold the office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the Company and, on such remuneration, terms and conditions, the Board of directors may deem fit."*

**7. To appoint M/s. BMS Auditing, Chartered Accou ntants, as auditor of the Branch office situated at Ajman, UAE and to consider and, if thought fit, to pass the following resolution as an 'Ordinary Resolution':**

***"RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. BMS Auditing, Chartered Accountants, are hereby appointed as Auditor of the Branch office of the Company situated at Ajman, UAE, to hold the office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the Company and, on such remuneration, terms and conditions, the Board of directors may deem fit."*

**8. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and to consider and, if thought fit, to pass the following resolution as an 'Ordinary Resolution':**

***"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications (s) or reenactment thereof, for the time being in force), M/s. Rao, Murthy & Associates (Firm regn no. 000065), Cost Accountants, were appointed by the Board of Directors on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be paid the remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting.*

***RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized to perform all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."*

By the order of the Board of Directors
For **Kirloskar Electric Company Limited**

Vijay R Kirloskar
**Executive Chairman**
**DIN: 00031253**.

**Place: Bengaluru**
**Date: 12.07.2022**

**NOTES:**

(a) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General circular no. 02/2022 and General Circular no. 03/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars"), which permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue and in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

(b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Businesses is annexed hereto. All the Special Businesses are considered to be unavoidable by the Board of Directors of the Company.

(c) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e-voting at the time of conducting AGM through video conferencing (VC) or other audio visual means (OAVM) will be provided by CDSL.

(d) Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs and SEBI circular dated May 13, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

(e) The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

(f) The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(g) Pursuant to Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 & 03, 2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 & May 05, 2022 respectively issued by Ministry of Corporate Affairs and Circulars dated May 12, 2020, January 15, 2021 & May 13, 2022 issued by SEBI, the 75th AGM of the Company will be held through VC/OAVM. Electronic copy of the Annual Report for the year ended March 31, 2022 and Notice of the AGM are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes by way of link. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com. A copy of the notice of the AGM and annual report are also available for download from the website of the Company at www.kirloskarelectric.com.

(h) For the purpose of AGM, the Register of Members of the Company will remain closed from Saturday, August 06, 2022 to Friday, August 12, 2022 (both the days inclusive).

(i) Documents relating to any of the items mentioned in the Notice and the Explanatory Statement thereto are open for inspection at the registered office of the Company on any working day during the business hours of the Company.

(j) Members requiring information on the accounts and operations of the Company are requested to write to the Company at investors@kirloskarelectric.com at least seven days before the date of the AGM to enable the management to keep the information ready.

(k) Members holding share(s) either singly or jointly in identical order in more than one folio are requested to write to the Company enclosing the share certificates to enable the Company to consolidate their holdings in one folio.

(l) Members holding shares in physical form are requested to notify any change of their addresses timely to the Company's

Registrar and Share Transfer Agent ("RTA"), i.e., Integrated Registry Management Services PrivateLimited, No. 30, Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bengaluru – 560003. Members holding shares in the electronic form are advised to notify any change in their address to the concerned depository participants.

(m) Members desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form No SH.13 duly completed to the secretarial department of the Company.

(n) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company.

(o) Voting through electronic means in compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their votes electronically through e - voting service arranged through Central Depository Services (India) Limited ("CDSL"). The facility to cast votes through e-voting will also be made available during the AGM and members attending the AGM through Video Conference, but who have not cast/ exercised their rights to vote by remote evoting shall be able to exercise their right to vote through e-voting during the AGM. Members who have cast their votes through remote evoting prior to the AGM may attend the AGM through Vide Conference but shall not be entitled to cast their votes again during the AGM. The instructions for remote evoting are provided herein.

(p) Mr. Sudheendra Ghali, Practicing Company Secretary (ACS No. 7037 / PCS No. 7537), has been appointed as scrutinizer to scrutinize the e-voting process during the AGM and remote e-voting process in a fair and transparent manner.

(q) **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

(i) The voting period will begin on Tuesday, August 09, 2022 (from 9.00 A.M) and will end on Thursday, August 11, 2022 (at 5.00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The cut-off date for e-voting facility is Friday, August 05, 2022 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the Company after dispatch of the notice of the AGM and holding shares as on the cut-off date is requested to contact Company's RTA to get the details relating to his/her user-id and password. Members may call the RTA through telephone number +91-80-23460815-818 or send an email request to irg@integratedindia.in.

(iii) Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.

(iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members/retail Members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable evoting to **all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

(vi) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode is given below:

| Type of Members | Login Method |
|---|---|
| Individual Members holding securities in Demat mode with **CDSL** | 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.<br><br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.<br><br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br><br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e- Voting Service Providers. |
| Individual Members holding securities in demat mode with **NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Members (holding securities in demat mode) login through their **Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk details for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| Individual Members holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 23058738 and 022 23058542-43. |
| Individual Members holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224430 |

**(vii) Login method for e-Voting and joining virtual meeting for physical members & members other than individual holding in DEMAT form.**

1. The members should log on to the e-voting website www.evotingindia.com during the voting period.
2. Click on "Shareholders / Members" tab.
3. Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

| | For physical members & members other than individual holding Shares in DEMAT |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both DEMAT members as well as physical members)<br><br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the DEMAT account/folio number in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Date of Birth as recorded in your DEMAT account or in the Company records for the said DEMAT account or folio in dd/mm/yyyy format.<br><br>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of KIRLOSKAR ELECTRIC COMPANY LIMITED on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution & opti-on NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

16. If DEMAT account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(viii) Addtional Facility for Non – Individual Members and Custodians – For Remote Voting only:**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and/or Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@kirloskarelectric.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(ix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

(x) The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website www.kirloskarelectric.com and on the website of CDSL within Forty Eight hours of the conclusion of AGM. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

**(r) INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **07 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at investors@kirloskarelectric.com. The Members who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their

name, Demat account number/folio number, email id, mobile number at investors@kirloskarelectric.com. These queries will be replied by the company suitably by email.

8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

**(s) PROCESS FOR THOSE MEMBER'S WHOSE EMAIL ADDRESSES / MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

I. For Physical Member: please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

ii. For Demat Members: please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

| **Contact Details: Quick reference for members** | |
|---|---|
| Company | **Kirloskar Electric Company Limited** |
| Registered Office | No. 19, 2nd Main Road, Peenya 1st stage, Phase-I, Peenya, Bengaluru – 560058<br>CIN: L31100KA1946PLC000415;<br>Email: investors@kirloskarelectric.com<br>Website: www.kirloskarelectric.com<br>Tel No.: 080-28397256; Fax: 080-28396727 |
| Registrar and Transfer Agent : | M/s. Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bengaluru – 560003<br>CIN: U74900TN2015PTC101466<br>Email: irg@integratedindia.in<br>Tel: 080-23460815-818; Fax: 080-23460819 |
| e-Voting Agency | Central Depository Services (India) Limited<br>E-mail: helpdesk.evoting@cdslindia.com<br>022- 23058738 and 022-23058542/43.<br><br>All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43. |
| Scrutinizer | Mr. Sudheendra Ghali, Practising Company Secretary.<br>E-mail ID: roc@Spghalico.com |

(t) Information about directors seeking appointment / reappointment given in the annexure appended hereto and forms part of this report

By the order of the Board of Directors
For **Kirloskar Electric Company Limited**

**Place: Bengaluru**
**Date: 12.07.2022**

**Vijay R Kirloskar**
**Executive Chairman**
**DIN: 00031253**

## The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.

**Item no. 3**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to approval by the members, the Board has appointed Mr. Ravi Ghai (DIN: 08715119) as an Additional Director of the Company in the capacity as an Independent Director of the Company not liable to retire by rotation, for a term of five (05) consecutive years with effect from July 12, 2022.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Ravi Ghai shall hold office as an additional director up to the date of this AGM and is thereafter eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing Mr.Ghai's candidature for the office of Director. The profile and specific areas of expertise of Mr. Ravi Ghai are provided as **Annexure 1** to this Notice.

Mr. Ravi Ghai has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) he is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) he is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as an Independent Director. In the opinion of the Board, Mr. Ravi Ghai is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Ravi Ghai on the Board of the Company and accordingly the Board recommends the appointment of Mr. Ravi Ghai as an Independent Director as proposed in the Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members. Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection.

Except for Mr. Ravi Ghai and/or his relatives, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way concerned with or interested, financially or otherwise, in the resolution at item no. 3 of the accompanying notice. The Board recommends the resolution at Item No. 3 to be passed as a special resolution.

**Item no. 4:**

Mr. Anand Balaramacharya Hunnur (DIN: 06650798) was appointed by the Board as an Additional Director with effect from July 12, 2022 in terms of provisions of Section 161 of the Companies Act, 2013, and rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Accordingly, Mr. Anand Balaramacharya Hunnur, as an Additional Director, holds office upto the date of this Annual General Meeting. The Board has received a notice from a member proposing candidature of Mr. Anand Balaramacharya Hunnur, for the office of Director in terms of Section 160 of the Companies Act, 2013. A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as **Annexure 1.**

The Board considers that on account of vast knowledge and experience of Mr. Anand Balaramacharya Hunnur, his appointment will be in the interest of the Company. Mr. Anand Balaramacharya Hunnur is interested in this resolution and relatives of Mr. Anand Balaramacharya Hunnur may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way concerned with or interested, financially or otherwise, in the resolution at Item no. 4 of the accompanying notice. The Board recommends the resolution at Item no. 4 to be passed as an ordinary resolution.

**Item no. 5**

The Board of directors has, subject to the approval of members, appointed Mr. Anand B Hunnur as Managing Director of the Company for a period of three (3) years effective from July 12, 2022. Hence, it is proposed to seek member's approval to the appointment and payment of remuneration to Mr. Anand B Hunnur as Managing Director. Broad particulars of terms of appointment and remuneration payable to Mr. Anand B Hunnur are mentioned in the resolution. The remuneration proposed to Mr. Anand B Hunnur is ₹ 1,02,00,000/- per annum, which is within the limits specified in schedule V to the Companies Act, 2013.

Brief resume, nature of his expertise in specific functional areas, names of companies in which Mr. Anand B Hunnur holds directorships, memberships, chairmanships of Board Committees, his shareholding in the company and relationships amongst directors' inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the annexure appended to the notice.

The terms of the appointment of Mr. Anand B Hunnur are contained in the agreement dated July 12, 2022 executed with the Company. The same is available for inspection at the registered office of the company.

Except Mr. Anand B Hunnur, none of the Directors or Key Managerial Person (KMP) or relatives of Directors and KMP, are in any way concerned with or interested, financially or otherwise, in the proposed Resolution under Item no. 5 of the accompanying notice.

The Board of Directors of your Company recommends that the Resolution under Item no. 5 be passed in the interest of your Company. The documents, if any, referred above, will be made available for inspection in electronic mode.

**Disclosures as per schedule V of the Companies Act, 2013**

**I. General information:**

**1) Nature of industry:**

Kirloskar Electric Company Limited (Kirloskar Electric) was incorporated on 26th July, 1946. Kirloskar Electric, the Company, is engaged in the manufacture of various electrical equipments such as motors, alternators and generators, transformers, DG sets and etc.,

The Company has different product groups such as transformer and distribution group, large machine group, low voltage machine group, power generation group. Each product group is having different products within its broad range. The Company supplies to the core economic sectors such as power generation, transmission and distribution, transportation, sugar, cement, renewable energy and many key sectors. The Company is having manufacturing facilities across India with wide network of Dealers, Sales offices across India and abroad having authorised service providers and subsidiaries across India and abroad. Thus the Company has business operations spread across and at multiple locations.

The Company is having a large network of spare parts dealers and service centres. This enables the Company to provide premium products, exemplary systems and timely services at competitive rates to the customers. Products are known for their high quality, durability and reliability. The Company adheres to international standards by acquiring and adopting latest technologies along with in-house R&D.

The Company's products are having good demand in domestic and overseas markets. As a renowned Company, it provides elite products and strives to fulfill the expectations of industries and clients spread across the world.

Kirloskar Electric Company is one of the leading Company in India which manufactures and supplies motors which are used in electric vehicles. The Company provides tailor made customized electrical equipments to its customers. The major Companies, PSUS and EPCS are valued customers. The Company has overseas customers also.

**2) Date of commencement of commercial production:**

July 26, 1946

**3) Financial performance based on given indicators:**

Financial highlights have been provided in Board's report, which is appended to this annual report.

**4) Foreign investments or collaborations, if any:**

The company has investments in the following companies abroad:

| | |
|---|---|
| a. Kirloskar (Malaysia) SDN BHD | ₹ 5.29 lakhs for 300,000 shares |
| b. Kirsons Trading Pte Ltd | ₹ 11.20 lakhs for 56,250 shares |

**II. Information about the appointee:**

**(1) Background details, Recognition or awards:**

Mr. Anand B Hunnur, aged 61 years, holds a Bachelor's degree in Engineering from Karnataka University and has a diploma in Marketing & Sales Management from Bharatiya Vidya Bhavan, Mumbai. He was Regional Manager for western India from 2002 to 2005. Later he worked as an Associate Vice President– Marketing from 2006 to 2009. He worked in Emerson Electric Power Generation of India, Pune as Vice President – Marketing from 2009-2011 also worked as Head - Sales from April 2011 to October 2011 in WEG Electric India. He joined Kirloskar Electric Company Limited as Vice President Sales & Marketing in 2011 and was appointed as Director - Sales in August 12, 2014. He was appointed as Managing Director from May 26, 2017. However, due to personal reasons he resigned from the position of Managing Director with effect from April 12, 2019. Presently he is Principal Advisor to the Executive Chairman of the Company. He has been instrumental in generating good business, improving overall operations and achieving the targets. He possesses varied and rich experience in sales and marketing.

The compensation package, which the company has proposed is lower compared to the salaries offered to managerial personnel within the comparable industries.

**(2) Past remuneration**

| Sl. No | Particulars | Amount (₹) |
|---|---|---|
| 1 | Salary | 25,00,000 |
| 2 | Perquisites and allowances | 55,00,000 |
| | **Total** | **80,00,000** |

**(3) Remuneration proposed**

Proposed annual remuneration to the Managing Director

| Sl. No | Particulars | Amount (₹) |
|---|---|---|
| 1 | Salary | 36,00,000 |
| 2 | Perquisites and allowances | 54,54,840 |
| 3 | Others | 11,45,160 |
| | **Total** | **1,02,00,000** |

**(4) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The details of the turnover and the remuneration paid in other comparable Industries are as shown in the table given below:

| Sl. No | Particulars | Turnover | Amount (₹) |
|---|---|---|---|
| 1 | TD Power Systems Limited (2020-21) | 60,290.68 | 326.85 |
| 2 | Voltamp Transformers Limited (2020-21) | 69,230.99 | 972.90 |
| 3 | Crompton Greaves Consumer Electricals Ltd (2021-22) | 5,37,320.00 | 1,124.03 |
| 4 | Kirloskar Oil Engines Ltd (2020-21) | 2,694.44 | 968.79 |

(*Note: The above details have been considered from the public domain. The details may vary.)*

**(5) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Except Mr. Anand B Hunnur, none of the directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution at item no. 5 of the notice.

**III. Other information:**

**(1) Reasons of loss or inadequate profits:**

As the members are aware that the Lloyd Dynamowerke Gmbh & Co.KG (LDW) is a step down subsidiary of the Company set up in Germany. LDW was facing serious financial and operational challenges since the financial year 2011-12 after the economic slowdown in Europe. The Company infused capital from time to time and in the process its Balance Sheet exposure in the form of investment in LDW increased substantially upto ₹ 224.47 crores. LDW recorded huge losses in the year 2012-13 and 2013-14 and ultimately filed for insolvency in a German court of law. As a result of the investment in LDW, KEC experienced gradually incremental severe shortage of working capital, which led to low capacity utilization and thereby resulting into losses for the last two financial years.

After the administrator was appointed to liquidate LDW, KEC lost total control over LDW and hence the investment was substantially impaired in the year 2014-15.Accumulation of operating losses continued to weaken the business environment and funding of LDW together affected Company's operation. In order to address the whole issue, during the year 2014-15 the company drew up a financial reorganization planning consultation with financial lenders (lenders). The lenders formed a Joint Lenders Forum (JLF) and corrective action plan was drawn up in mutual consultation with JLF members and Company.

Since then the Company has taken several initiatives to increase its profitability and to explore new opportunities of achieving cost reduction and price competitiveness.

**(2) Steps taken or proposed to be taken for improvement:**

As mentioned earlier, the Company has already taken measures for improving its working, such as cutting costs at all levels, reduction in manpower, product development, improving working capital management etc., and the performance is getting improved. On the other hand, the Company has disposed off those assets of the Company and other vacant lands available which had no value to the operations of the Company. The Company has repaid its term loans and working capital loans borrowed under Joint Lenders Forum (JLF) from consortium banks / financial institutions.

**(3) Expected increase in productivity and profit in measurable terms:**

With the suggestions above, the Company expects to improve the productivity and margin also.

**IV. Disclosures:**

Applicable disclosures required under Section II of part II, schedule V to the Companies Act, 2013 are mentioned in the Board's report attached to this annual report. Further, the effective capital of the Company is negative and as required under Section II of part II, schedule V to the Companies Act, 2013, the approval of members of the Company is sought by way of special resolution. The Board recommends the resolution set forth under item no. 5 of the accompanying notice for approval of the members.Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

**Item no. 6**

The Company has a branch office at Malaysia and M/s. Sundar and Associates (AF no. 1172), Chartered Accountants, Malaysia were appointed as Branch Auditor to hold the office upto the conclusion of this Annual General Meeting of the Company. Being eligible for reappointment, the approval is sought from the members to reappoint the branch auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company. The members are further requested to authorize the Board of Directors of the Company to fix their remuneration.

None of the Directors, Key Managerial Person (KMP) or relatives of Directors and KMP are in any way concerned with or interested, financially or otherwise, in the resolution at item no. 6 of the accompanying notice. The Board recommends the resolution at item no. 6 to be passed as an ordinary resolution.

**Item no. 7**

The Company has a branch office at Ajman, UAE, the accounts of which were being audited by M/s K N Prabhashankar & Co., the statutory Auditors of the Company. However in accordance with the laws of that country and other regulatory requirements, approval is sought from the members to appoint BMS Auditing, Chartered Accountants, as branch auditors for the branch office at Ajman, UAE, who shall hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company. The members are further requested to authorize the Board of Directors of the Company to fix their remuneration.

None of the Directors, Key Managerial Person (KMP) or relatives of Directors and KMP are in any way concerned with or interested, financially or otherwise, in the resolution at item no. 7 of the accompanying notice. The Board recommends the resolution at item no. 7 to be passed as an ordinary resolution.

**Item no. 8:**

The Board on the recommendation of the Audit Committee had approved the appointment of M/s. Rao, Murthy & Associates, Cost Auditors at remuneration of ₹ 4, 50,000/- (Rupees Four Lakhs Fifty Thousand only) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2022. In accordance with the provisions of the Sec 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

None of the Directors or Key Managerial Person (KMP) or relatives of Directors and KMP, are in any way concerned with or interested, financially or otherwise, in the in the proposed Resolution under Item no. 8 of the accompanying notice. The Board of Directors of your Company recommends that the Resolution under Item no. 8 be passed in the interest of your Company. The documents, if any, referred above, will be made available for inspection in electronic mode.

By the order of the Board of Directors
For **Kirloskar Electric Company Limited**

Vijay R Kirloskar
**Executive Chairman**
**DIN: 00031253**

**Place: Bengaluru**
**Date: 12.07.2022**

**Annexure-1**

**Information about Directors seeking appointment / reappointment**

| | |
|---|---|
| Name of director | Mrs. Meena Kirloskar |
| Age | 67 years |
| Date of appointment | 31-07-2009 |
| Relationship with other directors / KMP | Mrs. Meena Kirloskar is spouse of Mr. Vijay Ravindra Kirloskar, Executive Chairman of the Company. |
| Qualification & experience | Mrs. Meena Kirloskar has more than two decades of experience in the field of business management and has been with your Company since 2009. |
| Directorship in other listed companies | NIL |
| Shareholding in the Company | 184,514 Equity Shares |
| Chairperson of committees | Nil |
| Member of committees | a. Nomination and Remuneration Committee.<br>b. Executive Committee |

| | |
|---|---|
| Name of director | Mr. Ravi Ghai |
| Age | 71 years |
| Date of appointment | 12.07.2022 |
| Relationship with other directors / KMP | NIL |
| Qualification & experience | Mr. Ravi Ghai is a Mechanical Engineer from IIT – Kharagpur and a Post Graduate in Industrial Engineering from NITIE, Mumbai (1974). He is a retired bank executive with over three decades of experience in corporate banking, risk compliance and credit appraisal. He commenced his career in 1974 at State bank of India where he handled diverse investment banking assignments, mainly loan syndications and IPOs for 6 years. The following 15 years he worked at ANZ Grindlays Bank – across India and overseas in the fields of corporate credit, risks management and finance training. In 1999 he joined Oman International Bank as country Manager, India with a challenging mandate focusing on cleanup of a very weak corporate loans portfolio. He rounded off his career with a senior role in Credit Risk Review function at Arab National Bank, Riyadh where he was responsible for risk compliance and credit audit relating to large corporate portfolio. Notable achievements in his career include two instances of identification of frauds aimed at hiding losses, both undetected by Auditors.<br><br>Post retirement, Mr. Ghai has handled diverse assignments as a trainer / consultant in finance & soft skills. He also coaches and mentors young adults in performing arts & communication skills privately, as well as on behalf of the Times of India. |

| | |
|---|---|
| **Directorship in other listed companies** | Nil |
| **Shareholding in the Company** | Nil |
| **Chairperson of committees** | Nil |
| **Member of committees** | Nil |

| | |
|---|---|
| Name of director | Mr. Anand Balaramacharya Hunnur |
| Age | 61 years |
| Date of appointment | 12.07.2022 |
| Relationship with other directors / KMP | NIL |
| Qualification & experience | Mr. Anand B Hunnur, aged 61 years, holds a Bachelor's degree in Engineering from Karnataka University and has a diploma in Marketing & Sales Management from Bharatiya Vidya Bhavan, Mumbai. He was Regional Manager for western India from 2002 to 2005. Later he worked as an Associate Vice President–Marketing from 2006 to 2009. He worked in Emerson Electric Power Generation of India, Pune as Vice President – Marketing from 2009-2011 also worked as Head - Sales from April 2011 to October 2011 in WEG Electric India. He joined Kirloskar Electric Company Limited as Vice President Sales & Marketing in 2011 and was appointed as Director - Sales in August 12, 2014. He was appointed as Managing Director from May 26, 2017. However, due to personal reasons he resigned from the position of Managing Director with effect from April 12, 2019. Presently he is Principal Advisor to the Executive Chairman of the Company. He has been instrumental in generating good business, improving overall operations and achieving the targets. He possesses varied and rich experience in sales and marketing. |
| Directorship in other listed companies | NIL |
| Shareholding in the Company | 1, 208 Equity Shares |
| Chairperson of committees | Nil |
| Member of committees | Nil |

By the order of the Board of Directors
For **Kirloskar Electric Company Limited**

Vijay R Kirloskar
**Executive Chairman**
**DIN: 00031253**

**Place: Bengaluru**
**Date: 12.07.2022**