

NOTICE OF 74th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SEVENTY FOURTH ANNUAL GENERAL MEETING ("AGM")** of the members of **KIRLOSKAR ELECTRIC COMPANY LIMITED** will be held on Tuesday, the 21st day of September, 2021 at 11.00 A.M through Video Conferencing / Other Audio Visual Means ("VC / OAVM") 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, 2021 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, 2021 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, 2021 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, 2021 and the report of the Auditor's thereon, as circulated to the members, be and hereby considered and adopted."

2. To appoint Mr. Sanjeev Kumar Shivappa (DIN: 08673340), Director (Finance) & CFO 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, Mr. Sanjeev Kumar Shivappa (DIN: 08673340), Director (Finance) & CFO, who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby appointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

3. To appoint M/s. Sundar and Associates (AF no. 1172), Chartered Accountants, Malaysia as auditor of the Branch office 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. 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."

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 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, 2021, 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."

5. To appoint Mr. Suresh Kumar (DIN: 02741371) as a Non-Executive and Non-Independent Director of the Company and to consider and, if thought fit, to pass the following resolution as an 'Ordinary Resolution':

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Suresh Kumar (DIN: 02741371) who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 30, 2020 and whose term is upto this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and are hereby severally authorized to do all acts and take 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

Place: Bengaluru
Date: 11.08.2021

K S Swapna Latha
Sr. General Manager (Legal) &
Company Secretary

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 and Circular No. 02/2021 dated January 13, 2021 (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 and January 13, 2021, 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 Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, 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 dated April 08, 2020, April 13, 2020, May 05, 2020 & January 13, 2021 respectively issued by Ministry of Corporate Affairs and Circular SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, the 74th AGM of the Company will be held VC/OAVM. Electronic copy of the Annual Report for the year ended March 31, 2021 and Notice of the AGM are being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes. 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) In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
 - (i) For the purpose of AGM, the Register of Members of the Company will remain closed from Tuesday, September 14, 2021 to Tuesday, September 21, 2021 (both the days inclusive).
 - (j) 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.
 - (k) 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.
 - (l) 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.
 - (m) 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 Private Limited, 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.
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- (n) 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.
- (o) 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.
- (p) 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.
- (q) Mr. Sudheendra Ghali, Practicing Company Secretary (ACS No. 7037 / PCS No. 7537), has been appointed as scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
- (r) **THE INFORMATION 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 Friday, September 17, 2021 (from 9.00 A.M) and will end on Monday, September 20, 2021 (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 Monday, September 13, 2021 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 e-voting 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:
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Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 evoting 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	<ol style="list-style-type: none"> 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 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. 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 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	<p>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.</p>

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.

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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 22-23058542-43.
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 22 44 30

(vii) Login method for e-Voting and joining virtual meeting for physical members and 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 and other than individual members 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) <ul style="list-style-type: none">• 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. 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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of KIRLOSKAR ELECTRIC COMPANY LIMITED on which you choose to vote.
- (xii) 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 and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Additional 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.
- (xix) 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.
- (xx) 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.
- (s) **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 to 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.
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(t) **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:**

1. 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.
2. 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.

Company	Kirloskar Electric Company Limited
Registered Office	No. 19, 2 nd Main Road, Peenya 1 st stage, Phase-I, Peenya, Bengaluru – 560058 CIN: L31100KA1946PLC000415; Email: investors@kirloskarelectric.com Website: www.kirloskarelectric.com Tel No.: 080-28397256 / 28396630 / 28395630; 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 CIN: U74900TN2015PTC101466 Email: irg@integratedindia.in Tel: 080-23460815-818; Fax: 080-23460819
e-Voting Agency	Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: 022- 23058738 and 022-23058542/43. 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. E-mail ID: roc@spghalico.com

- (u) 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**

K S Swapna Latha
Sr. General Manager (Legal) & Company Secretary

Place: Bengaluru

Date: 11.08.2021

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

Item no. 2:

The Company had appointed Mr. Sanjeev Kumar Shivappa (DIN: 08673340) as Director (Finance) & CFO of the Company for a term of 3 years effective from February 14, 2020, at a Total remuneration (inclusive of basic salary, perquisites and allowances) of ₹ 40,00,000/- who retires by rotation. The Company at the 73rd Annual General Meeting held on September 30, 2020 has approved his appointment by passing Special resolution. Mr. Sanjeev Kumar Shivappa being eligible, offers himself for reappointment as Director. Mr. Sanjeev Kumar shall continue to hold his position as Director (Finance) & CFO till his term

expires. The Company has entered into an agreement dated February 17, 2020 with Mr. Sanjeev Kumar Shivappa which contains the terms of the appointment for 3 years. The copy of the agreement is available at the registered office of the Company.

Except Mr. Sanjeev Kumar Shivappa, 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 resolution at item no. 2 of the accompanying notice.

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 I**.

The Board recommends the resolution at Item No. 2 to be passed as an ordinary resolution.

Item no. 3:

The Company is having 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 or Key Managerial Person (KMP) nor relatives of Directors and KMP 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 an ordinary resolution.

Item no. 4:

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, 2021. 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. 4 of the accompanying notice.

The Board of Directors of your Company recommends that the Resolution under Item No. 4 be passed in the interest of your Company. The documents, if any, referred above, will be made available for inspection in electronic mode.

Item no. 5

Mr. Suresh Kumar (DIN: 02741371) was appointed by the Board as an Additional Director with effect from September 30, 2020 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. Suresh Kumar, 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. Suresh Kumar, 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 I**.

The Board considers that on account of vast knowledge and experience of Mr. Suresh Kumar, his appointment will be in the interest of the Company. Mr. Suresh Kumar is interested in this resolution and relatives of Mr. Suresh Kumar 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 or deemed to be interested in the proposed Resolutions.

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 resolution at item no. 5 of the accompanying notice. The Board recommends the resolution at Item No. 5 to be passed as an ordinary resolution.

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

K S Swapna Latha
Sr. General Manager (Legal) & Company Secretary

Place: Bengaluru

Date: 11.08.2021

Information about directors seeking appointment / reappointment

Annexure-1

Name of director	Mr. Sanjeev Kumar Shivappa
DIN	08673340
Age	58 years
Date of appointment	14-02-2020
Relationship with other directors / KMP	NIL
Qualification & experience	Mr. Sanjeev Kumar Shivappa is a graduate in Commerce and Masters in Business Administration (MBA) in finance from Bangalore University. He has about 36 years of post qualification experience and has worked extensively in the areas of finance. He has handled the finance department for more than 26 years. He was promoted to Assistant Vice President - Finance and Chief Financial Officer of the Company with effect from August 12, 2017. Prior to his joining in the Company, he had worked with Companies like Karnataka Oil Seeds Growers Federation Limited, Bengaluru, ROGCSU Limited etc.,
Directorship in other listed companies	NIL
Shareholding in the Company	NIL
Chairperson of committees	NIL
Member of committees	NIL

Name of director	Mr. Suresh Kumar
DIN	02741371
Age	63 years
Date of appointment	30-09-2020
Relationship with other directors / KMP	NIL
Qualification & experience	<p>Mr. Suresh Kumar is an Advanced Management Programme degree holder from Bond University, Australia and a Science Graduate from Delhi University. Mr. Suresh Kumar joined ITC Hotels Ltd. as a Management Trainee in 1978. His career spanning four decades commenced as General Manager in 1987 and subsequently VP Operations-ITC Prefixed Hotels till he was entrusted the responsibility of steering ITC's Wholly Owned Subsidiary, the Fortune Park Hotels Ltd. brand as Managing Director with an additional charge of Welcome Heritage Hotels as well, till his super annuation in February 2018. During his illustrious tenure, CNN International featured Mr. Kumar in Richard Quest's CNN Business Traveller focus on the Indian Mid-Market to Upscale Hotel Segment. As part of his continued endeavour of mentoring young Hospitality Industry aspirants, Mr. Kumar has also on various occasions addressed students at reputed institutions, including the Cornell-Nanyang Institute of Hospitality Management, Singapore.</p> <p>Passion for this business and confidence bestowed by the industry has propelled Mr. Kumar to venture on his own through KUE Management Services, a Hospitality Advisory Firm. With extensive experience across the vast geographical & cultural landscape of the country, they endeavour to facilitate appropriate investments versus desire led aspirations for entrepreneurs to maximize the profitability & potential. Therefore, Know Ur Enterprise (KUE) to Invest Wisely.</p> <p>Mr. Kumar is also a mentor and one of the founders of ROSAKUE Hospitality. The urge to contribute back to society and create shared value through entrepreneurial legacy led to the genesis of ROSAKUE Hospitality, boutique lifestyle brands (Bara Bungalow and ROSA) associating with handpicked, exclusive properties offering curated lifestyle HOME experiences and partnering with prestigious family owned enterprises. ROSAKUE is the Return on Smart Assets – Know Ur Enterprise, to raise the Bar.</p>

KIRLOSKAR ELECTRIC COMPANY LTD

	Mr. Kumar is also associated with the following organizations, - Director on Board of Apeejay Surrendra Park Hotels Ltd.- Member of Advisory Board of School of Hospitality Management, AURO University, Surat
Directorship in other listed companies	NIL
Shareholding in the Company	NIL
Chairperson of committees	NIL
Member of committees	NIL

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

K S Swapna Latha
Sr. General Manager (Legal) & Company Secretary

Place: Bengaluru

Date: 11.08.2021
