



KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

Enriching Lives

Dear Member(s),

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 22/2020 dated 15th June, 2020 issued by the Ministry of Corporate Affairs]

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rules 22 and 20 of Companies (Management and Administration) Rules, 2014 and MCA General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 22/2020 dated 15th June, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") to transact the following Special Business by the Members of Kirloskar Pneumatic Company Limited by passing the Special / Ordinary Resolution(s) only through Postal Ballot remote e-voting.

In view of the COVID-19 related lockdown and social distancing requirements, MCA Circulars were issued by the Ministry of Corporate Affairs *inter alia* specifying the framework for conduct of special businesses through the mechanism of Postal Ballot/ e-voting. Accordingly, the Postal Ballot Notice is being sent vide e-mail to all the shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent ("RTA") / Depository Participant(s) and are entitled to cast their votes as on the Cut-off date being 19th June, 2020.

The Members' consideration and approval is sought for the Ordinary / Special Resolution(s) annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolution(s) is also appended herewith and is being sent to the Members for their consideration vide email.



In compliance with the requirements of MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre paid Business Reply Envelope will not be sent to the Members for this Postal Ballot. Accordingly, the proposed Resolution(s) and the Explanatory Statement thereto is sent to you for your consideration vide email. Mr. Sridhar G. Mudaliar, Partner of SVD & Associates, Practicing Company Secretaries has been appointed by the Board as Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

The Ordinary Resolution shall be declared as passed by Postal Ballot if votes cast in favour are exceeding the votes cast against the resolution whereas the Special Resolution(s) shall be declared as passed by Postal Ballot if votes cast in favour are exceeding three times the votes cast against the resolution(s).

You are requested to read the Notes to this Notice and provide your assent (FOR) or dissent (AGAINST), in the electronic form as mentioned in the notes before the close of working hours (5:00 p.m.) on 28th July, 2020. The Scrutinizer will submit his report to the Chairman / any other Director as authorised by the Company after completion of the remote e-voting Postal Ballot process. Results of the Postal Ballot remote e-voting will be declared by the Chairman / any other Director as authorised by the Company on or before 30th July, 2020 and shall be also displayed on the website of the Company, viz. www.kirloskarpneumatic.com and also communicated to the BSE Limited, where the Company's shares are listed and website of National Securities Depository Limited. The declaration of the results of the Postal Ballot remote e-voting by the Chairman / Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable rules thereunder.

Members may note that as required under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, the Company is offering remote e-voting facility to all its Members as a compulsory mode to exercise their right to vote. The Company has engaged the

services of National Securities Depository Limited (NSDL) to provide e-voting facility to members of the Company which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only Members entitled to vote are allowed to vote under the remote e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

PROPOSED RESOLUTIONS:

Item No. 1:

Re-appointment of Mr. Krishnamurti Venkataramanan (DIN 00001647) as an Independent Director:

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR Regulations”), Mr Krishnamurti Venkataramanan (holding DIN 00001647), Independent Director of the Company, whose current period of office is expiring on 26th July, 2020 and who has submitted declaration(s) under Section 149(7) that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and has duly registered his name in the data bank of Independent Directors pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and under Regulation 25 (8) that he meets the criteria for independence as provided in Regulation 16 (1) (b) of SEBI LODR Regulations and who is eligible for re-appointment, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr Krishnamurti Venkataramanan as an Independent Director of the Company, to hold office for a

second term of 2 (two) consecutive years with effect from 27th July, 2020 to 26th July, 2022.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Krishnamurti Venkataramanan be paid such fees and remuneration and profit related commission as the Board / Nomination and Remuneration Committee may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER that pursuant to SEBI LODR Regulations, Mr Krishnamurti Venkataramanan (holding DIN 00001647) who has already attained the age of 75 years on 11th December, 2019, shall continue to hold his directorship as Non-executive Independent Director even after he already attained the age of 75 years till the expiry of his second term on the terms and conditions of such re-appointment.”

Item No. 2:

Re-appointment of Mrs. Nalini Venkatesh (DIN 06891397) as an Independent Director

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR Regulations”), Mrs Nalini Venkatesh (holding DIN 06891397), Independent Director of the Company, whose current period of office is expiring on 24th July, 2020 and who has submitted declaration(s) under Section 149(7) that she meets the criteria for independence as provided in Section 149

(6) of the Companies Act, 2013 and has duly registered her name in the data bank of Independent Directors pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and under Regulation 25 (8) that she meets the criteria for independence as provided in Regulation 16 (1) (b) of SEBI LODR Regulations and who is eligible for re-appointment, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs Nalini Venkatesh as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years with effect from 25th July, 2020 to 24th July, 2025.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs Nalini Venkatesh be paid such fees and remuneration and profit related commission as the Board / Nomination and Remuneration Committee may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER that pursuant to SEBI LODR Regulations, Mrs Nalini Venkatesh (holding DIN 06891397), who will attain the age of 75 years on 27th December, 2024, continue to hold her directorship as Non-Executive Independent Director even after she attains the age of 75 years till the expiry of her second term, on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

Item No 3:

Appointment of Mr. K Srinivasan (DIN 00088424) as an Independent Director

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder

(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K Srinivasan (DIN 00088424), who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from 25th June, 2020, be and is hereby appointed as an Independent Director of the Company with effect from 25th June, 2020 to hold office for a term of 5 (five) consecutive years upto 24th June, 2025 and whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K Srinivasan be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

By order of the Board of Directors
For Kirloskar Pneumatic Co. Ltd.
s/d
Jitendra R. Shah
Company Secretary

Place : Pune

Dated this 25th June, 2020

Registered Office
Hadapsar Industrial Estate,
Pune 411013

NOTES

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto. The said resolutions and explanatory statements are being sent to you for your consideration vide e-mail.
2. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only.. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
3. In view of the COVID-19 related lockdown and social distancing requirements, the Postal Ballot Notice along with the Explanatory Statement thereof is being sent through electronic mode to those Members, whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depository Participant(s). Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents / Annual Reports electronically to their email address. For members who have not received the notice due to change / non-registration of their e-mail address with the Company / RTA / Depository Participants, they may request latest by July 20, 2020 by following the procedure given below.

1. Registration of Email Id for shareholders holding physical shares:

The Members of the Company holding Equity Shares in physical form and who have not registered their e-mail addresses may get their e-mail address registered with the Company's RTA, Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html or through their web site www.linkintime.co.in > Investor Services > E mail / Bank Registration > select 'KIRLOSKAR PNEUMATIC COMPANY LIMITED' and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, Mobile number and Email ID and also upload the image of share certificate in PDF or JPEG format (up to 1 MB) and other supporting.

On submission of the shareholder's details, an OTP will be received by the shareholder, which needs to be entered in the link for verification.

Post successful registration of email, the shareholder would be provided soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any query Shareholder may write to pune@linkintime.co.in

2. Registration for Demat shareholders: Members are requested to register their e-mail address, in respect of demat holdings with their respective Depository Participant (DP) by following the procedure prescribed by them.

3. Permanent Registration:

It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of demat holdings with their respective Depository Participant (DP) by following the procedure prescribed by them and in respect of physical holdings with the Company / RTA.

4. The Members who have not received any communication regarding this Postal Ballot remote e-voting for any reason whatsoever, the Member is requested to contact the Company at sec@kpcl.net or M/s Link Intime India Pvt Ltd. at pune@linkintime.co.in between 09:00 am to 05:00 pm IST on all working days, except Sunday.
5. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date i.e. 19th June, 2020 (as on close of working hours) will be considered for the purpose of voting.
6. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 19th June, 2020 (as on close of working hours).
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of Members.
8. A copy of draft letter of appointment / re-appointment of Independent Director(s) and other related documents, if any, shall be available for inspection at the website

of the Company, viz. www.kirloskarpneumatic.com upto the date of declaration of the results.

9. Voting through electronic means

The Company is providing remote e-voting facility to its Members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/> The voting period begins at 9.00 a.m. (IST) on Monday, 29th June, 2020 and ends at 5.00 p.m. (IST) on Tuesday, 28th July, 2020. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, 19th June, 2020 shall cast their vote electronically. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system

A. Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically*

4. Your User ID details will be as per details given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on evoting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

B. Details on Step 2 is given below: How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

10. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deulkarcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. You can also update your mobile number and e-mail address in the user profile details of the folio on the NSDL e-Voting website which may be used for sending future communication(s).

11. Upon completion of the scrutiny, the Scrutinizer will submit his report to the Chairman / any Director as authorised by the Company.
12. The result of the postal ballot i.e remote e-voting shall be declared on or before Thursday, 30th July, 2020. The date of declaration of the results by the Chairman / such other Director shall be deemed to be the date of General Meeting convened in that behalf. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.kirloskarpneumatic.com and communicated to the Stock Exchange and will be placed on the website of NSDL.
13. SEBI has mandated the submission/ updation of Know your customer (KYC) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit/ update the KYC with their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their updated KYC details to M/s Link Intime India Pvt Ltd., Registrar and Share Transfer Agent of the Company.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") to the accompanying Notice:

Item No. 1

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR Regulations") at the 42nd Annual General Meeting held on 27th July, 2017, Mr Krishnamurti Venkataramanan was appointed as an Independent Director of the Company for a period of 3 (three) consecutive years for a term upto 26th July, 2020. Since, Mr Krishnamurti Venkataramanan will complete his initial term as an Independent Director of the Company on 26th July, 2020, he is eligible for re-appointment for one more term.

Profile of Director

Mr Krishnamurti Venkataramanan aged 75 years and he is a graduate in Chemical Engineering from IIT Delhi and a distinguished Alumni Awardee of IIT Delhi. He joined L&T from the campus and was elevated to the Board of Directors of L & T in May, 1999, and was appointed as Chief Executive Officer and Managing Director from 1st April, 2012 to 30th September, 2015.

He has wide experience in the international business arena. He has successfully lead the business acquisition and execution of large projects both internationally and domestically.

He is the first Asian to be appointed Chairman of the Board of Directors of the 'Engineering & Construction Risk Institute, Inc.', USA for a two year term ended in May 2010. He is an Honorary Fellow of the Institute of Chemical Engineers (IChemE), UK – the world's most reputed body in chemical engineering space. He is also a Fellow of the Indian Institute of Chemical Engineers.

He has received recognition at both the national and international level. Accolades include the 'Davidson Frame Award' conferred by IPMA Switzerland, for strengthening

the Project Management Profession in India and abroad - 2002. He was honoured with 'Chemtech – Business leader of the Year' Award for plant & machinery - 2005 and the 'Lala Shriram Award for Leadership in Chemical Industry' - 2006. He received the title of IPMA level 'A' Assessor in December 2008 - the second Indian to be so honoured. In May 2011, he was conferred an honorary doctorate in Project Management by the University of Petroleum and Energy Studies (UPES), Dehradun. In recognition of his monumental contributions to the chemical engineering profession, he was conferred with 'Dr Burjor P Godrej Life Time Achievement Award for 2014' in December 2014 by Indian Institute of Chemical Engineers (IIChE)'.

He was the Chairman of FICCI Capital Goods Committee and has also chaired the CII Manufacturing Council for 2 consecutive years from 2012-2014.

Mr Krishnamurti Venkataramanan is Chairman of the Risk Management Committee and Member of Audit Committee of the Company.

The Directorships / Committee Membership in other companies :

Name of the Company	Board position held	Committee position held
Nilkamal Ltd	Independent Director	Stakeholders Relationship Committee – Member
Vendanta Ltd	Independent Director	Corporate Social Responsibility Committee – Member Stakeholders Relationship Committee – Member
L and T Welfare Company Ltd	Director	-
L & T Employees Welfare Foundation Pvt Ltd	Director	-

Mr Krishnamurti Venkataramanan does not hold any share in the Company.

He has attended 5 Board Meetings of the Company during the year 2019-20.

In the opinion of the Board, Mr Krishnamurti Venkataramanan fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation, has recommended re-appointment of Mr Krishnamurti Venkataramanan as Independent Director for a second term of 2 (two) consecutive years on the Board of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr Krishnamurti Venkataramanan would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr Krishnamurti Venkataramanan as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 2 (two) consecutive years on the Board of the Company upto 26th July, 2022.

The Company has received declaration that Mr Krishnamurti Venkataramanan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, a notice has been received from a member proposing Mr Krishnamurti Venkataramanan as a candidate for the office of Director of the Company.

Copy of the draft letter of re-appointment of Mr Krishnamurti Venkataramanan as an Independent Director setting out the terms and conditions would be available for inspection by the members at the website of the Company upto the date of declaration of results.

Under the provisions of Companies Act, 2013, Independent Directors can only receive fees and profit related commission as may be approved by the members. Accordingly,

approval of the members is also being sought for the purposes of payment of fees and profit related commission, which amounts may be decided by the Board / Nomination & Remuneration Committee, from time to time subject to the limit prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

As per Regulation 17 (1A) of SEBI LODR Regulations, 2015 (as amended from time to time) no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

The Board also recommends the resolution in relation to the continuation of directorship of Mr Krishnamurti Venkataramanan as Non-Executive Independent Director, even after he has already attained the age of 75 years, till the expiry of his second term, for your approval.

Except Mr Krishnamurti Venkataramanan none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at an Item No 1. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI LODR Regulations.

The Board recommends the special resolution as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Item No. 2

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR Regulations"), Mrs Nalini Venkatesh was appointed as an Independent Director of the Company for a period of 2 (two) consecutive years for a term upto 24th July, 2020 vide Postal Ballot. Since, Mrs Nalini Venkatesh will complete her initial term as an Independent Director of the Company on 24th July, 2020, she is eligible for re-appointment for one more term.

Profile of Director

Mrs Nalini Venkatesh, aged 70 years, is a lawyer by profession and legal consultant since 1987. She has experience in handling both civil and criminal cases in the High Court of Karnataka and other Courts, including Labour and Company Courts. She has represented various corporations, ONGC, Urban Development Authorities, universities and other statutory institutions in matters with respect to the Factories Act, Workmen's Compensation Act, Negotiable Instrument's Act, labour disputes, etc. She was also appointed by the Honorable High Court of Karnataka as the Chairperson to conduct the statutory meetings of shareholders and creditors of Maharashtra Apex Corporation Limited, Canara Nidhi Limited and Manipal Home Finance Limited. She is presently on the panel of Advocates of Employees Provident Fund Organization, The Institute of Cost Accountants of India and Davangere Urban Development Authority. She was also Honorary Professor of Law at Dayanand Law College, Solapur.

Mrs Nalini Venkatesh is a member of the Corporate Social Responsibility Committee of the Company.

The Directorships / Committee Membership in other companies :

Name of the Company	Board position held	Committee position held
Kirloskar Ferrous Industries Limited	Independent Director	Audit Committee – Member

Mrs. Nalini Venkatesh holds 95 shares in the Company, the said shareholding is considered in the name of the first holder (PAN based) only.

She has attended 5 Board Meetings of the Company during the year 2019-20.

In the opinion of the Board, Mrs Nalini Venkatesh fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for her re-appointment as an Independent Director of the Company and is independent of the management and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation, has recommended re-appointment of Mrs Nalini Venkatesh as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contribution made by her during her tenure, the continued association of Mrs Nalini Venkatesh would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Mrs Nalini Venkatesh as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company upto 24th July, 2025

The Company has received declaration that Mrs Nalini Venkatesh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, a notice has been received from a member proposing Mrs Nalini Venkatesh as a candidate for the office of Director of the Company.

Copy of the draft letter of re-appointment of Mrs. Nalini Venkatesh as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the website of the Company upto the date of declaration of results.

Under the provisions of Companies Act, 2013, Independent Directors can only receive fees and profit related commission as may be approved by the Members. Accordingly, approval of Members is also being sought for purposes of payment of fees and profit related commission, which amounts may be decided by the Board / Nomination and Remuneration Committee, from time to time subject to the limit prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

As per Regulation 17 (1A) of SEBI LODR Regulations, 2015 (as amended from time to time) no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

The Board also recommends the resolution in relation to the continuation of directorship of Mrs. Nalini Venkatesh as Non-Executive Independent Director, even after she attains the age of 75 years, till the expiry of her second term, for your approval.

Except Mrs. Nalini Venkatesh none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at an Item No 2. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI LODR Regulations.

The Board recommends the special resolution as set out at Item No. 2 of the Postal Ballot Notice for approval by the Members.

Item No. 3

Mr. K Srinivasan (DIN 00088424) was appointed as an Additional and Independent Director by the Board with effect from 25th June, 2020 to hold office for a term of 5 (five) consecutive years upto 24th June, 2025, subject to approval of Members. In view of the above, it is proposed to appoint Mr. K Srinivasan as an Independent Director under Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) not liable to retire by rotation, and to hold office upto the respective date as mentioned herein.

The Company has received from Mr. K Srinivasan (i) consent in writing to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and (v) inclusion of name in the databank of Independent

Directors pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other related documents.

Profile of the Director

Mr. K Srinivasan aged 62 years, is a Graduate in Mechanical Engineering from REC, Surathkal, Karnataka. He was the Vice President of Wendt India Limited after which he was associated with Carborundum Universal Limited since 1999. He became the Managing Director of Carborundum Universal Limited from 2nd February, 2005 and superannuated on 22nd November, 2019. He has served as a Director in various Boards of Indian and foreign Companies including Wendt India Ltd., Murugappa Morgan Thermal Ceramics Limited, Sterling Abrasives Limited, Volzhsky Abrasives Works, Russia, CUMI Australia Pty Limited, Foskor Zirconia Pty Limited etc.

In the opinion of the Board, Mr. K Srinivasan fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. K Srinivasan as an Independent Director setting out the terms and conditions would be available for inspection by the Members on the website of the Company upto the date of declaration of the results.

The Board considers that his association would be of an immense benefit to the Company and it is desirable to avail services of Mr. K Srinivasan as an Independent Director. The Board recommends the resolution in relation to the appointment of Mr. K Srinivasan as an Independent Director, for the approval of the Members of the Company.

Under the Companies Act, 2013, Independent Directors can only receive fees under the provisions of the Section 197(5) and profit related commission as may be approved by the Members. Accordingly, approval of Members is also being sought for purposes of payment of fees and profit related commission, which amounts may be decided by the Board / Nomination and Remuneration Committee, from time to time subject to the

limit prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

Currently, Mr. K Srinivasan does not hold any shares of the Company.

Mr. K Srinivasan is not related to any other director on the Board of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. K Srinivasan are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 3. This explanatory statement may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends Ordinary resolution as set out at Item No. 3 of the Postal Ballot Notice for approval by the Members.

By order of the Board of Directors
For Kirloskar Pneumatic Co. Ltd.
s/d
Jitendra R. Shah
Company Secretary

Place : Pune
Dated this 25th June, 2020

Registered Office
Hadapsar Industrial Estate,
Pune 411013