

## NOTICE OF POSTAL BALLOT

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with the Companies (Management and Administration) Rules, 2014 (“Rules”) [including any statutory modification or re-enactment thereof for the time being in force]; Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”); the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), each as amended, and in accordance with the General Circulars No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021 and No. 3/2022 dated 5 May 2022 issued by the Ministry of Corporate Affairs (collectively the “MCA Circulars”) to transact the special business as set out hereunder through the postal ballot.

In compliance with the MCA Circulars, the Notice of Postal Ballot (“Notice”) is being sent only in electronic form to those Members, whose names appear in the Register of Members or the List of Beneficial Owners as on Friday, 25 November 2022 (“Record Date” / “Cut-off Date”) and whose email addresses are registered with the Company / the Registrar and Share Transfer Agent (“RTA”) and the Depositories. Voting rights of the Members of the Company shall be in proportion to the paid-up equity share capital of the Company as on the Record Date / the Cut-off Date. A person, who is not a Member on the Record Date / the Cut-off Date should treat this Notice for information purpose only.

For avoidance of any doubt due to the general understanding of meaning of “Postal Ballot” as Voting by Post (which is not contemplated in the Notice), it is clarified that there will be no dispatch of hard copy of the Notice of Postal Ballot to the Members of the Company and the communication of “assent” or “dissent” in respect of the business items shall take place through the remote e-voting only.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to provisions of Section 110 read with Section 108 of the Act read with the rules thereof, the SS-2, and the MCA Circulars; the Company is providing remote e-voting facility to its Members, to enable them to cast the votes electronically instead of submitting the Postal Ballot Form in hard copy. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available at the website of the Company, viz. [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com)

### **Kirloskar Pneumatic Company Limited**

A Kirloskar Group Company

Regd. Office: Plot No. 1, Hadapsar Industrial Estate, Hadapsar,  
Pune, Maharashtra 411013

Tel: +91 (20) 26727000

Fax: +91 (20) 26870297

Email: [infokpcl@kirloskar.com](mailto:infokpcl@kirloskar.com) | Website: [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com)

CIN: L29120PN1974PLC110307

The remote e-voting for the postal ballot commences on Tuesday, 29 November 2022 at 9:00 a.m. (IST) and ends on Wednesday, 28 December 2022 at 5:00 p.m. (IST). During this period, the Members of the Company holding shares either in physical form or in electronic form as on the Record Date / the Cut-off Date may cast the votes electronically. The remote e-voting shall be disabled by NSDL for voting after 5:00 p.m. (IST) on Wednesday, 28 December 2022.

Members desiring to exercise their votes through the remote e-voting process are requested to refer to the instructions mentioned in the Notice and record "Assent (For)" or "Dissent (Against)" by following the procedure as stated in the Notice.

### **Special Business**

#### **Item No. 1**

#### **Appointment of Mr. Pravir Kumar Vohra (DIN : 00082545) as an Independent Director.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors; Mr. Pravir Kumar Vohra (DIN : 00082545), who was co-opted by the Board of Directors as an Additional Director in the category of Independent Director with effect from 19 October 2022 and who holds the office upto the date of next annual general meeting and in respect of whom a notice in writing has been received from a Member pursuant to provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 18 October 2027.

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, (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Mr. Pravir Kumar Vohra 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.”

Registered Office :  
Hadapsar Industrial Estate, Pune 411013  
CIN : L29120PN1974PLC110307  
Email : [sec@kirloskar.com](mailto:sec@kirloskar.com)  
Date : 24 November 2022  
Place : Pune

By order of the Board of Directors of  
Kirloskar Pneumatic Company Limited

sd/-  
Jitendra R. Shah  
Company Secretary

**Notes :**

- Pursuant to provisions of Section 102(1) of the Companies Act, 2013 and the SEBI LODR Regulations; the statement setting out material facts with respect to the special business to be transacted through the postal ballot is annexed hereto and forms part of the Notice.
- Members may download the Notice of Postal Ballot from the website of the Company viz. [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com) that of BSE Limited viz. [www.bseindia.com](http://www.bseindia.com) and that of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- Corporate Authorisation :  
Corporate / Institutional Members, (i.e. other than individuals, HUF, NRI etc.) are required to upload the board resolution / power of attorney / authority letter by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab or 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 [cs@svdandassociates.com](mailto:cs@svdandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) from the registered email address.
- Inspection Documents :  
A draft copy of letter of appointment as an Independent Director of the Company setting out terms and conditions of appointment, including remuneration, is available for inspection by the Members at the website of the Company viz. [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com)
- The Board of Directors has appointed Mr Sridhar Mudaliar, Partner (CP No. 2664) or failing him Mrs Meenakshi Deshmukh, Partner (CP No. 7893) of M/s SVD & Associates, Company Secretaries, Pune, as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.
- After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Director / any other authorised personnel of the Company. The results of the Postal Ballot will be announced on or before 30 December 2022. The said results would be displayed at the Registered Office of the Company and on the website of the Company viz. [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com) that of BSE Limited viz. [www.bseindia.com](http://www.bseindia.com) and that of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- The resolution, if passed by the requisite majority through the postal ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. 28 December 2022.

- Process to cast votes through remote e-voting :

The way to vote electronically on NSDL e-voting system consists of “Two Steps”, which are mentioned below :





**Step 1 : Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in electronic mode**

Pursuant to the Circular No. SEBI / HO / CFD / CMD / CIR / P / 2020 / 242 dated 9 December 2020 issued by the SEBI on “e-voting facility provided by Listed Companies”, e-voting facility has been enabled to all the individual demat accountholders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast the vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update mobile number and email ID in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in electronic form is given below :

Type of members	Login method
Individual Members holding securities in electronic form with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, kindly visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login”, which is available under “<b>IDeAS</b>” section.</li> <li>3. 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.</li> <li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-</li> </ol>

	<p>Voting website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"><li>6. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>7. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a personal computer or on a mobile.</li><li>8. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder / Member” section.</li><li>9. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li><li>10. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>11. Shareholders/Members can also download NSDL Mobile App “<b>NSDLSpeede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <div data-bbox="558 1411 981 1668" style="border: 1px solid #ccc; padding: 5px;"><p style="text-align: center; color: #00aaff; font-weight: bold;">NSDL Mobile App is available on</p><div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div><div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"><div style="text-align: center;"></div><div style="text-align: center;"></div></div></div>
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<p>Individual Members holding securities in electronic form with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL 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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Members (holding securities in electronic mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</li> <li>2. Upon logging in, 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.</li> <li>3. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

*Note : Members, who are unable to retrieve User ID / Password, are advised to use ‘Forget User ID’ and Forget Password option available at abovementioned website.*

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

Login type	Helpdesk details
Individual Members holding securities in electronic mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free number : 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in electronic mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for e-Voting for members other than Individual members holding securities in electronic mode and members holding securities in physical mode.**

**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 “Shareholder/Member” section.
3. A new screen will open. You will have to enter your User ID, your password / OTP 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 are given below :

Manner of holding shares i.e. electronic (NSDL or CDSL) or Physical	Your User ID is :
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For Members who hold shares in electronic 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*****.
For Members who hold shares in electronic account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
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 122970 then user ID is 122970001***

5. Password details for members other than Individual members 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”.
  - (ii) If your email ID is not registered, please follow steps mentioned below in “process for those shareholders whose email ids are not registered”.

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](http://www.evoting.nsdl.com)

- b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address, etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting 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.

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

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Members :**

1. 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](http://www.evoting.nsdl.com) to reset the password.

2. 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](http://www.evoting.nsdl.com) or call on Toll Free Number : 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager / Ms. Sarita Mote, Assistant Manager / Ms. Soni Singh, Assistant Manager through e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact at National Securities Depository Limited, 4th Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.

**Process for those Members, whose email IDs are not registered with the Company / R&T Agent / Depository Participants(s) and for procuring user id and password and registration of e-mail ids for e-voting :**

- In case of equity shares held in physical form, Members are requested to provide Folio Number, Name of member, scanned copy of the share certificate (front and back), Income Tax PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [sec@kirloskar.com](mailto:sec@kirloskar.com)
- In case of equity shares held in electronic form, Members are requested to provide DPID+CLID [16 digit DPID + CLID or 16 digit Beneficiary ID], name, client master or copy of consolidated account statement, Income Tax PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [sec@kirloskar.com](mailto:sec@kirloskar.com) If you are an individual member holding equity shares in electronic form, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting for Individual shareholders holding securities in electronic form.
- Alternatively, a member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**Statement setting out material facts pursuant to Section 102 and 110 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Item No. 1 of the Notice**

Pursuant to provisions of Section 161 of the Companies Act, 2013, rules thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee; the Board of Directors at its meeting held on 19 October 2022 has co-opted Mr. Pravir Kumar Vohra (DIN : 00082545) as an Additional Director of the Company in the category of Independent Director with effect from 19 October 2022.

The Nomination and Remuneration Committee at its meeting held on 19 October 2022 has evaluated the balance of skills, knowledge and experience on the Board and was of the view that Mr. Pravir Kumar Vohra possesses identified capabilities and his role on the Board would be suitable for guidance in operations of the Company.

Pursuant to following provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1 January 2022 :

- The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.
- The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Company has received a notice in writing from a Member pursuant to provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the appointment as a Director of the Company.

Mr. Pravir Kumar Vohra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Further, he has submitted declarations stating that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory / regulatory authority.

In the opinion of the Board of Directors; he possesses integrity, expertise and experience and fulfills the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and he is independent of the management of the Company. He holds valid registration certificate of having his name included in the Databank of Independent Directors and has passed the online proficiency self-assessment test of the Indian Institute of Corporate Affairs.

Brief Profile of Mr. Pravir Kumar Vohra is as given below :

Mr. Pravir Kumar Vohra, aged 68 years, is a postgraduate in Economics from St. Stephen's College, University of Delhi and a Certified Associate of the Indian Institute of Bankers. He began his career in banking with State Bank of India where he worked for over twenty three years. He held various senior level positions in business as well as technology within the bank, both in India and abroad.

Late 1990s, he was Vice President in charge of the Corporate Services group at Times Bank Limited. He was responsible for spearheading the bank's technology enabled services to corporates in areas like cash management, supply chain management and merchant banking.

In January 2000, he moved to the ICICI Bank group where he headed a number of functions like the Retail Technology Group and Technology Management Group. In these capacities, he oversaw the deployment of technology across domestic and international operations of ICICI Bank Limited and was instrumental in creating a future-ready, platform independent and scalable infrastructure. From the year 2005 till 2012, he was the President and Group CTO at ICICI Bank Limited. As a Group CTO, he played a key role in shaping the Bank's technology investments through repositioning strategies across both execution and product innovation.

Post his retirement from ICICI Bank Limited in the year 2012, he mentored start-ups in the payments space and more recently, completed a two year assignment to set up the Tech and Ops function at New Development Bank, Shanghai. He also continues to serve on the Technology Advisory Committees of organizations like the Bombay Stock Exchange, NCDEX, Indian Clearing Corporation, India International Exchange (IFSC) Ltd. NPCI and Power Exchange India, etc.

He has served on numerous technology and functional committees set up by organizations such as the Central Board of Direct Taxes, the Unique Identification Authority of India (UIAI) as well as the Reserve Bank of India, the Indian Banking Association and NPCI.

He has immense experience and knowledge in IT architecture, domain expertise in financial products, process re-engineering, IT operations and strategy.

He is passionate about leveraging the power of available and emerging technologies to solve real life business issues, improve operating efficiency, design new products and processes that would touch the lives of the Indian people.

He is a Director on the Board of Directors of following other companies :

- Thomas Cook (India) Limited
- IDFC First Bank Limited
- Kirloskar Ferrous Industries Limited
- National Commodities Management Services Limited
- Sterling Holiday Resorts Limited
- New Age Markets In Electricity Private Limited

He holds following committee positions in other companies :

Name of the Company	Name of Committee	Position held (Member/Chairman)
Thomas Cook (India) Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Chairman
	Risk Management Committee	Chairman
IDFC First Bank Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Member
	Risk Management Committee	Member
	IT Strategy Committee	Chairman
	Fraud Monitoring Committee	Chairman
Kirloskar Ferrous Industries Limited	Audit Committee	Member
National Commodities Management Services Limited	Audit Committee	Chairman
	CSR Committee	Member
Sterling Holiday Resorts Limited	Audit Committee	Member

He does not hold any equity share in the Company.

He is not related to any other Director or Key Managerial Person of the Company.

A draft copy of letter of appointment as an Independent Director of the Company setting out terms and conditions of appointment, including remuneration, is available for inspection by the Members at the website of the Company viz. [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com)

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 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.

Except Mr. Pravir Kumar Vohra 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 Statement may also be regarded as a disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors is of the opinion that appointment of Mr. Pravir Kumar Vohra as an Independent Director would be beneficial to the Company and recommends the special resolution set out at Item No. 1 of the Notice for approval of the Members of the Company.

Registered Office :  
Hadapsar Industrial Estate, Pune 411013  
CIN : L29120PN1974PLC110307

Email : [sec@kirloskar.com](mailto:sec@kirloskar.com)

Date : 24 November 2022

Place : Pune

By order of the Board of Directors of  
Kirloskar Pneumatic Company Limited

sd/-

Jitendra R. Shah

Company Secretary