

POSTAL BALLOT NOTICE

Dear Member(s)

NOTICE is hereby given pursuant to the provisions of Sections 108, 110, and other applicable provisions, if any, of the Companies Act, 2013, (**“the Act”**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**“the Rules”**), and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5 May 2020, 03/2022 dated 05 May 2022, and subsequent Circulars issued in this regard, the latest being 03/2025 dated 22 September 2025, issued by Ministry of Corporate Affairs (**“MCA”**) (hereinafter collectively referred to as **“MCA Circulars”**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (**“the Regulations”**), and Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re-enactment thereof for the time being in force), for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed by way of Postal Ballot (**“Postal Ballot”**) only through e-voting process i.e., voting through electronic means (**“Remote e-voting”**).

The Explanatory Statement pursuant to the provisions of Section 102(1) and 110 of the Act and other applicable provisions, if any, of the Act, and Rules thereunder, and read with Regulation 36 of the Regulations setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is annexed hereto.

In compliance with the above mentioned MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all those members, whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners as received from Depositories as on Friday, 21 November 2025, (**“Cut Off Date”**) who have registered their email addresses with the Depository Participant (DP) / Registrar of Share Transfer Agent viz., MUFG Intime India Private Limited.

Mrs. Manasi Paradkar, Practicing Company Secretary, Pune, (Membership No. FCS 5447 CP No. 4385), has been appointed as the Scrutinizer in respect of conducting the Postal Ballot through remote e-voting process in a fair and transparent manner, and she has communicated her willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Pursuant to Section 108 of the Act and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the Regulations, as amended from time to time, the Company has engaged the services of National Securities Depository Limited to provide e-voting facility to the members of the Company.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes annexed to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Sunday, 28 December 2025 (the last day to cast vote electronically) to be eligible for being considered.

If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038

Tel: 020-69065007

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman / Managing Director / Executive Director of the Company. The results of e-voting will be announced on or before Tuesday, 30 December 2025, at the Registered Office of the Company.

The results along with the Scrutinizer's Report, will be displayed on the Company's website, viz., www.kirloskarindustries.com and also on the website of National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com, besides being communicated to the BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed.

Voting through Postal Ballot / remote e-voting shall commence from Saturday, 29 November 2025, at 9.00 a.m. and ends on Sunday, 28 December 2025 at 5.00 p.m.

The resolutions passed through the Postal Ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

SPECIAL BUSINESS:

ITEM NO. 1

APPOINTMENT OF MR. SUMIT MITRA (DIN 07189815) AS AN INDEPENDENT DIRECTOR FOR A FIRST TERM OF FIVE YEARS

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

“RESOLVED THAT pursuant to the 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 Act), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b), 17(1C), 25(8) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), as amended, and any other applicable Rules and Regulations [including any statutory modification(s), amendment(s) or reenactment 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 (the Committee) and the approval of the Board of Directors, Mr. Sumit Mitra (holding DIN 07189815), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from 14 November 2025, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company, for a first term of five (5) consecutive years with effect from 14 November 2025 to 13 November 2030.”

ITEM NO. 2

APPOINTMENT OF MR. SATHYAMOORTHY VENKATARAMANI (DIN 00229998) AS AN INDEPENDENT DIRECTOR FOR A FIRST TERM OF FIVE YEARS

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

“RESOLVED THAT pursuant to the 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 Act), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b), 17(1C), 25(8) and 25(2A) of the

[Kirlskar Industries Limited](#)

A Kirlskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038

Tel: 020-69065007

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), as amended, and any other applicable Rules and Regulations [including any statutory modification(s), amendment(s) or reenactment 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 (the Committee) and the approval of the Board of Directors, Mr. Sathyamoorthy Venkataramani (holding DIN 00229998), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from 14 November 2025, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company, for a first term of five (5) consecutive years with effect from 14 November 2025 to 13 November 2030.”

ITEM NO. 3

APPOINTMENT OF MR. RAHUL KIRLOSKAR (DIN 00007319) AS A NON-INDEPENDENT AND NON-EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), as amended, and any other applicable Rules and Regulations [including any statutory modification(s), amendment(s) or reenactment 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 (the Committee) and the approval of the Board of Directors, Mr. Rahul Kirloskar (holding DIN 00007319), who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Independent and Non-Executive Director with effect from 14 November 2025, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Independent and Non-Executive Director of the Company, and that he shall be liable to retire by rotation.”

Registered Office:

One Avante, Level 14, Karve Road,

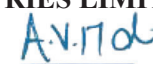
Kothrud, Pune 411038

CIN: L70100PN1978PLC088972

Email: investorrelations@kirloskar.com

Website: www.kirloskarindustries.com

**By Order of the Board of Directors
For KIRLOSKAR INDUSTRIES LIMITED**



ASHWINI MALI
Company Secretary

Place: Pune

Date: 14 November 2025

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038

Tel: 020-69065007

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

NOTES:

1. A Statement pursuant to the provisions of Sections 102 (1) and 110 of the Act read with the Rules, and Regulation 36 of the Regulations, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is annexed herewith.
2. This Postal Ballot Notice will also be available on the Company's website at www.kirloskarindustries.in, websites of the Stock Exchanges, i.e., the BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, and the website of NSDL at www.evoting.nsdl.com.

3. 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 / power of attorney / authority letter, etc. who are authorized to vote, to the Scrutinizer by e-mail to csmsp.office@gmail.com with a copy marked to evoting@nsdl.com from the registered email address.

4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, 21 November 2025 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice, along with Postal Ballot Forms and pre-paid business reply envelopes, are not being sent to members for this Postal Ballot.
5. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Registrar and Share Transfer Agent (RTA) / Company to enable servicing of notices / documents 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 are requested to contact RTA at pune@in.mpms.mufg.com / Investor.helpdesk@in.mpms.mufg.com for registering their e-mail addresses. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only, and the services of NSDL have been engaged for the same.
6. 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 investorrelations@kirloskar.com or RTA, i.e., MUFG Intime India Private Limited at pune@in.mpms.mufg.com / Investor.helpdesk@in.mpms.mufg.com between 09:00 am to 05:00 pm IST on all working days, except Sunday.
7. Members holding shares in physical format and who have not registered their e-mail addresses with the Company / RTA can now register the same by sending an e-mail to the RTA at pune@in.mpms.mufg.com / Investor.helpdesk@in.mpms.mufg.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
8. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date, i.e., Friday, 21 November 2025 (as on close of working hours) will be considered for the purpose of voting. The member who does not hold any shares as on the cut-off date may treat this Notice for information purpose only.

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038

Tel: 020-69065007

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

9. 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., Friday, 21 November 2025 (as on close of working hours).
10. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Managing Director / Executive Director of the Company. The results of the Postal Ballot will be announced on or before 30 December 2025. The said results would be displayed at the Registered Office of the Company and on the website of the Company, viz. www.kirloskarindustries.in, that of BSE Limited and NSE viz. www.bseindia.com and www.nseindia.com respectively, and that of NSDL, viz. www.evoting.nsdl.com.
11. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting, i.e., Sunday, 28 December 2025.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA Circulars and the Regulations, the details pertaining to this Postal Ballot will be published in one English and one Marathi Newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated.
13. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to investorrelations@kirloskar.com, mentioning their names, folio numbers, DP ID and Client ID for the same.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 21 November 2025. The Postal Ballot period commences on Saturday, 29 November 2025, at 9.00 a.m. and ends on Sunday, 28 December 2025, at 5.00 p.m.
15. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, Regulation 44 of the Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote by electronic means instead of dispatching the physical Postal Ballot Form by permitted mode and the businesses may be transacted through remote e-voting services. The facility of casting the votes by the members using an electronic voting system is provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Saturday, 29 November 2025 (9.00 a.m.) (IST) and ends on Sunday, 28 December 2025 (5.00 p.m.) (IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., Friday, 21 November 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

A Member whose e-mail IDs are registered with the Company / R & T Agent / DPs will receive an e-mail from NSDL. Once the members receive the e-mail, he / she will need to go through the following steps to complete the remote e-voting process:

How do I vote electronically using NSDL e-voting system?

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 demat mode

In terms of the SEBI circular dated 9 December 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code, and generate OTP. Enter the OTP received on the registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site, wherein you can see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are 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>

4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for the CDSL Easi / Easiest facility can log in through their existing user id and password. Option will be made available to reach the e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit the CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider, i.e. NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available at the abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders 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.com or call at 022 - 4886 7000
Individual Shareholders 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 toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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 e-Services 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. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in a 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 a demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders are given below:

1. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
2. 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.
3. 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 the steps mentioned below in the **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.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option is available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.com 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.
2. Select “EVEN” of the 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 resolutions, you will not be allowed to modify your vote

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 csmsp.office@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre / Mr. Abhijeet Gunjal at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

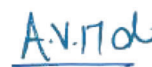
1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@kirloskar.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 investorrelations@kirloskar.com. If you are an Individual shareholder holding securities in demat mode, 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 demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring the user id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated 9 December 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.

The remote e-voting period commences on Saturday, 29 November 2025 (9.00 a.m.) and ends on Sunday, 28 December 2025 (5.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., Friday, 21 November 2025, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it.

Registered Office:

One Avante, Level 14, Karve Road,
Kothrud, Pune 411038
CIN: L70100PN1978PLC088972
Email: investorrelations@kirloskar.com
Website: www.kirloskarindustries.com

**By Order of the Board of Directors
For KIRLOSKAR INDUSTRIES LIMITED**



ASHWINI MALI
Company Secretary

Place: Pune
Date: 14 November 2025

Kirloskar Industries Limited
A Kirloskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038
Tel: 020-69065007
Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com
CIN: L70100PN1978PLC088972

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1

The Board of Directors based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013, (the Act) and the Articles of Association of the Company, considered the appointment of Mr. Sumit Mitra (holding DIN 07189815), as an Additional Director in the capacity of Independent Director with effect from 14 November 2025.

He is also proposed to be appointed as an Independent Director for a first term of five (5) consecutive years with effect from 14 November 2025, pursuant to the provisions of Section 149 (including other applicable provisions, if any) of the Act and Rules made thereunder.

Pursuant to Regulation 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 13 December 2024; 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, by way of a Special Resolution.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Sumit Mitra for the office of Director of the Company.

Mr. Sumit Mitra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Pursuant to the provisions of Section 149 of the Act, an independent director can hold office for a first term up to five (5) consecutive years on the Board of a Company, and as per Section 152 of the Act, he shall not be included in the total number of directors for retirement by rotation. The Company has received declarations from Mr. Sumit Mitra that he meets the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Act and Regulation 16 (1) (b) of the Regulations.

Mr. Sumit Mitra (Age 52 years) holds a Master's degree in Personnel Management from Symbiosis Institute of Business Management, Pune, obtained in 1996. He is the Head of Group HR and Corporate Services for Godrej Industries Group. Mr. Sumit Mitra joined Godrej as a management trainee and has spent over 25 years working across different Group businesses, including FMCG, Real Estate, and Food and Agriculture. He currently leads the people practice and efforts to build a purposeful, authentic, inclusive Godrej employer brand for 20,000 team members in over 20 countries across Asia, Africa and Latin America. He has been instrumental in making Godrej an inspiring place to work with an agile and high-performance culture that attracts and engages some of the best global talent.

Mr. Sumit Mitra plays a key role in due diligence, mergers and acquisitions, change management and cross-cultural integrations, which form a major part of the Godrej Group's aggressive global growth strategy. He also spearheads Godrej Good and Green, the Godrej Group's Corporate Social Responsibility focus on creating shared value opportunities to address social and environmental concerns.

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038

Tel: 020-69065007

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

Mr. Sumit Mitra does not hold equity shares of the Company.

Other Directorships held by him are as given below:

Name of the Company	Designation
Godrej Consumer Supplies Limited	Director
Godrej One Premises Management Private Limited	Director

Mr. Sumit Mitra does not hold any Committee positions in other companies.

Mr. Sumit Mitra has not resigned from any of the listed entities from the last three years.

He is not inter-se related with any other Director or Key Managerial Personnel of the Company.

The Board is of the opinion that Mr. Sumit Mitra fulfils the conditions for his appointment as an Independent Director and also possesses an appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively, and he is independent of the management. He holds a valid registration certificate of having his name included in the Databank of Independent Directors.

Mr. Sumit Mitra meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company, *inter alia*:

- i. Strategy;
- ii. Risk Management; and
- iii. Corporate Restructuring

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

Copy of the draft letter for the appointment of Mr. Sumit Mitra as an Independent Director, setting out the terms and conditions, is available for inspection by members at the website of the Company, viz., www.kirloskarindustries.com.

The Statement may also be regarded as a disclosure under Regulation 36 (3) of the Regulations.

In compliance with SEBI letter dated 14 June 2018 and Circular No. LIST/COMP/14/2018-2019 dated 20 June 2018, issued by the BSE Limited and Circular No. NSE/CML/2018/24 dated 20 June 2018, issued by National Stock Exchange of India Limited, Mr. Sumit Mitra (DIN 07189815) is not debarred from holding the office of Director by virtue of any SEBI Order or any other Authority.

Save and except, Mr. Sumit Mitra and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

ITEM NO. 2

The Board of Directors based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013, (the Act) and the Articles of Association of the Company, considered the appointment of Mr. Sathyamoorthy Venkataramani (holding DIN 00229998), as an Additional Director in the capacity of Independent Director with effect from 14 November 2025.

He is also proposed to be appointed as an Independent Director for a first term of five (5) consecutive years with effect from 14 November 2025, pursuant to the provisions of Section 149 (including other applicable provisions, if any) of the Act and Rules made thereunder.

Pursuant to Regulation 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 13 December 2024; 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, by way of a Special Resolution.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. S. Venkataramani for the office of Director of the Company.

Mr. S. Venkataramani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Pursuant to the provisions of Section 149 of the Act, an independent director can hold office for a first term up to five (5) consecutive years on the Board of a Company and as per Section 152 of the Act, he shall not be included in the total number of directors for retirement by rotation. The Company has received declarations from Mr. S. Venkataramani that he meets with the criteria of independence as prescribed under Subsection (6) of Section 149 of the Act and Regulation 16 (1) (b) of the Regulations.

Mr. S. Venkataramani (Age 63 years) is a graduate in science and a Fellow Chartered Accountant by profession. He has been in the practice of Indirect Taxes for more than 30 years in the areas of advisory, assessments, appeals, representation before the tribunals, enforcement authorities, etc. He was associated with the partnership firm 'Singhvi, Dev & Unni', Chartered Accountants in various capacities such as employee, partner and advisor for around 30 years and is now in independent practice since January 2020.

He is associated as a member of various committees constituted by trade bodies, professional associations, chambers of commerce, the Institute of Chartered Accountants of India, etc. He is a regular speaker as well as a faculty in the areas of sales tax, value added tax and GST at the State and National level. He has co-authored few books in the subjects of VAT and GST.

Mr. S. Venkataramani does not hold equity shares of the Company.

Other Directorships held by him are as given below:

Name of the Company	Designation
Kirloskar Ferrous Industries Limited	Independent Director
Oliver Engineering Private Limited	Director
Fitwel Tools and Forgings Private Limited	Independent Director
Sundial Systems Private Limited	Director

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038

Tel: 020-69065007

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

The Committee positions held by him in other companies are as given below:

Name of the Company	Name of the Committee and position held
Kirloskar Ferrous Industries Limited	1. Audit Committee - Chairman 2. Risk Management Committee - Member 3. Nomination and Remuneration Committee - Member
Fitwel Tools and Forgings Private Limited	1. Audit Committee - Chairman 2. Nomination and Remuneration Committee - Member

Mr. S. Venkataramani has not resigned from any of the listed entities from the last three years.

He is not inter-se related with any other Director or Key Managerial Personnel of the Company.

The Board is of the opinion that Mr. S. Venkataramani fulfils the conditions for his appointment as an Independent Director and also possesses an appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively, and he is independent of the management. He holds a valid registration certificate of having his name included in the Databank of Independent Directors.

Mr. S. Venkataramani meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company, *inter alia*:

- i. Strategy;
- ii. Risk Management;
- iii. Finance;
- iv. Legal; and
- v. Corporate Restructuring

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

A copy of the draft letter for the appointment of Mr. S. Venkataramani as an Independent Director, setting out the terms and conditions, is available for inspection by members at the website of the Company, viz., www.kirloskarindustries.com.

The Statement may also be regarded as a disclosure under Regulation 36 (3) of the Regulations.

In compliance with SEBI letter dated 14 June 2018 and Circular No. LIST/COMP/14/2018-2019 dated 20 June 2018, issued by the BSE Limited and Circular No. NSE/CML/2018/24 dated 20 June 2018, issued by National Stock Exchange of India Limited, Mr. S. Venkataramani (DIN 00229998) is not debarred from holding the office of Director by virtue of any SEBI Order or any other Authority.

Save and except, Mr. S. Venkataramani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038

Tel: 020-69065007

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

ITEM NO. 3

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, (the Act) and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, the Board approved the appointment of Mr. Rahul Kirloskar (holding DIN 00007319), as an Additional Director in the capacity of Non-Independent and Non-Executive Director with effect from 14 November 2025.

He is also proposed to be appointed as a Non-Independent and Non-Executive Director, who shall be liable to retire by rotation with effect from 14 November 2025, pursuant to the provisions of the Companies Act, 2013 (including other applicable provisions, if any) and Rules made thereunder.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 13 December 2024; 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 Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Rahul Kirloskar for the office of Director of the Company.

Mr. Rahul Kirloskar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Rahul Kirloskar (DIN 00007319) (Age 62) has been associated with the Kirloskar Group of companies for more than 37 years. In 1993, he was appointed as the Managing Director of Kirloskar Pneumatic Company Limited and in 1998, he took over as Chairman. From 2001 to 2012, he became the Director of Exports for Kirloskar Oil Engines Limited, wherein the major areas were expanding export operations for Kirloskar Oil Engines Limited and the entire Kirloskar Group.

He founded Kirloskar Chillers and has also been the Chairman of Confederation of Indian Industry (CII) Pune Council as well as Maharashtra State CII Council.

Mr. Rahul Kirloskar holds 18,49,478 (17.75%) equity shares of the Company, out of these 18,49,249 equity shares in the individual capacity and 229 equity shares as a Trustee of C.S. Kirloskar Testamentary Trust.

Other Directorships held by him are as given below:

Name of the Company	Designation
Kirloskar Pneumatic Company Limited	Chairman
Kirloskar Ferrous Industries Limited	Chairman
Kirloskar Oil Engines Limited	Director
Kirloskar Proprietary Limited	Director
Avante Spaces Limited	Chairman
GreenTek Systems (India) Private Limited	Director
Alpak Investment Private Limited	Chairman
Asara Sales and Investment Private Limited	Director
Kirloskar Energen Private Limited	Director

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: One Avante, Level 14, Karve Road, Kothrud, Pune 411 038

Tel: 020-69065007

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

The Committee positions held by him in other companies are as given below:

Name of the Company	Chairmanship
Kirloskar Pneumatic Company Limited	1. Corporate Social Responsibility Committee - Chairman 2. Stakeholders Relationship Committee – Member
Kirloskar Ferrous Industries Limited	1. Corporate Social Responsibility Committee - Chairman 2. Finance Committee - Chairman 3. Stakeholders Relationship Committee – Chairman 4. Nomination and Remuneration Committee – Member
Kirloskar Oil Engines Limited	1. Corporate Social Responsibility Committee - Chairman 2. Nomination and Remuneration Committee – Member
Avante Spaces Limited	1. Corporate Social Responsibility Committee - Member 2. Nomination and Remuneration Committee - Member 3. Audit Committee – Member

The Statement may also be regarded as a disclosure under Regulation 36 (3) of the Regulations.

Mr. Rahul Kirloskar and Mr. Atul Kirloskar, Chairman of the Company, being brothers, are related to each other, as per the provisions of Section 2(76) of the Companies Act, 2013 (the Act).

In compliance with SEBI letter dated 14 June 2018 and Circular No. LIST/COMP/14/2018-2019 dated 20 June 2018, issued by the BSE Limited and Circular No. NSE/CML/2018/24 dated 20 June 2018, issued by National Stock Exchange of India Limited, Mr. Rahul Kirloskar (DIN:00007319) is not debarred from holding the office of Director by virtue of any SEBI Order or any other Authority.

Save and except, Mr. Rahul Kirloskar and Mr. Atul Kirloskar, Chairman of the Company being brother of Mr. Rahul Kirloskar, alongwith their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Registered Office:

One Avante, Level 14, Karve Road,
Kothrud, Pune 411038
CIN: L70100PN1978PLC088972
Email: investorrelations@kirloskar.com
Website: www.kirloskarindustries.com

**By Order of the Board of Directors
For KIRLOSKAR INDUSTRIES LIMITED**



A.V. Mali
ASHWINI MALI
Company Secretary

Place: Pune
Date: 14 November 2025

Kirloskar Industries Limited
A Kirloskar Group Company