Notice

Notice is hereby given that the 32nd Annual General Meeting ('AGM') of the Members of **Kirloskar Industries Limited** ('the Company') will be held on Tuesday, 18 August 2026, at 11.30 a.m. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') facility, in compliance with the provisions of the Companies Act, 2013 ('the Act') and Rules made thereunder, read with the General Circular No. 14/2020 dated 8 April 2020; the General Circular No. 17/2020 dated 13 April 2020; the General Circular No. 20/2020 dated 5 May 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22 September 2025, issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026, issued by SEBI, read with other applicable Circulars and Notifications issued (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time) (hereinafter referred to as 'SEBI Circulars') to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1:

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2026 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2:

To declare a dividend of ₹ 13 per equity share (i.e., 130 %) for the Financial Year ended on 31 March 2026.

ITEM NO. 3:

To appoint a Director in place of Mr. Vinesh Kumar Jairath (holding DIN: 00391684), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO. 4:

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for the re-appointment of Kirtane & Pandit LLP, Chartered Accountants, (Firm Registration No. 105215W/W100057), as the Statutory Auditors of the Company, to hold the office for a second term of five consecutive years from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company, to be held in the year 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Section 142(1) of the Companies Act, 2013, and the rules made thereunder and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for payment of statutory audit fees of ₹ 15 lakhs (Rupees Fifteen Lakh only) plus reimbursement of out-of-pocket expenses and applicable taxes to Kirtane & Pandit LLP, Chartered Accountants, for the Financial Year 2026-2027 and the Board of Directors of the Company, be and are hereby authorised to increase and pay such statutory audit fees as may be mutually agreed with the Statutory Auditors for the remaining tenure of their appointment."

SPECIAL BUSINESS:

ITEM NO. 5:

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

"RESOLVED THAT in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Anil Alawani (holding DIN: 00036153), Non-Executive Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment for a period of one year, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation, for a period of one year up to the conclusion of the Annual General Meeting to be held in 2027."

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

Sd/-
Ashwini Mali
Company Secretary

Place: Pune
Date: 19 June 2026

Notes:

1. The Ministry of Corporate Affairs (MCA) allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed with the personal presence of the Members at the meeting.

   In this regard, the MCA has already issued the General Circular No. 14/2020 dated 8 April 2020; the General Circular No. 17/2020 dated 13 April 2020; the General Circular No. 20/2020 dated 5 May 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22 September 2025, issued by the MCA (hereinafter referred to as 'MCA Circulars') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026, issued by SEBI (hereinafter referred to as 'SEBI Circulars'), has prescribed the procedure and manner of conducting the AGM through VC / OAVM. In terms of the said MCA Circulars, the 32nd AGM of the Members of the Company will be held through VC / OAVM.

   For detailed procedure for participating in the AGM through VC / OAVM please refer to point no. 27.

2. Pursuant to the provisions of the Companies Act, 2013 (the Act), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf, and the proxy need not be a member of the Company.

   Since this AGM is being held through the VC / OAVM facility pursuant to the provisions of the MCA Circulars and the SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM, and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice of AGM.

3. Corporate / Institutional Member(s) intending to appoint their authorised representative(s) to attend the AGM through VC / OAVM are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the AGM, pursuant to the provisions of Section 113 of the Act and the Rules made thereunder including amendments thereof, to the Scrutiniser by email at csmsp.office@gmail.com with a copy marked to evoting@nsdl.com from the registered email address.

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

5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act and the Rules made thereunder, including amendments thereof.

6. The Statement setting out the material facts pursuant to the provisions of Section 102 (1) of the Act and the Rules made thereunder, including amendments thereof, relating to the Ordinary Business Nos. 3 and 4 and Special Business No. 5 in the Notice is annexed and forms part of this Notice.

7. Details pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), in respect of Directors seeking appointment /re-appointment at this AGM form part of this Notice.

8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 12 August 2026 to Tuesday, 18 August 2026 (both days inclusive), for the purpose of the AGM and for determining the names of Members eligible for dividend on equity shares, if declared at this AGM.

9. The dividend, if declared at the AGM, will be paid to those Members:

   a. whose name appears as a Beneficial Owner as at the end of the business hours on Tuesday, 11 August 2026, in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of equity shares held in electronic form; and

   b. whose name appears as a Member in the Register of Members of the Company after giving effect to valid share transfers / transmissions in physical form lodged with the Company / its Registrar and Share Transfer Agent '(the R & T Agent)' on or before Tuesday, 11 August 2026.

   Pursuant to the provisions of SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, Members are hereby informed that with effect from April 1, 2024, dividend shall be paid only through electronic mode to those Members who have updated their KYC details, including bank account details, against their respective folios.

   Members holding shares in physical form are requested to note that in the absence of valid KYC details, the Company shall withhold the dividend, if declared. The dividend so withheld shall be released through electronic mode upon successful updation of the requisite KYC details by the concerned Members in accordance with the applicable SEBI Circulars.

   Further, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 notified on November 19, 2025, payment of dividend through any mode other than electronic mode has been discontinued.

Members are requested to ensure that their KYC details, including complete bank account details and email address, are updated at all times. Members holding shares in physical form may update their KYC details by submitting duly filled and signed Forms ISR-1 and ISR-2. Members holding shares in dematerialised form are requested to update their KYC details with their respective Depository Participants.

The KYC forms are available on the website of the Company's R & T Agent at: https://web.in.mpms.mufg.com/KYC-downloads.html.

10. Pursuant to the provisions of Sections 124 and 125 of the Act and the Rules made thereunder, any money transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF).

Members are requested to send their claims to the Company and the Company's R & T Agent, i.e., MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), if any, before the amount becomes due for transfer to the above Fund. Members are requested to encash the dividend warrant(s) immediately on the receipt by them.

Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay to the R & T Agent. Due dates for transfer of unclaimed dividend to the IEPF are as follows:

Financial Year	Date of declaration	Date of payment	Dividend percentage (%)	Date on which the dividend will become part of the IEPF
2018-2019	08.08.2019	14.08.2019	210	10.09.2026
2019-2020	17.03.2020	30.03.2020	100	23.04.2027
2020-2021	15.05.2021	18.08.2021	100	15.09.2028
2021-2022	26.05.2022	12.08.2022	100	11.09.2029
2022-2023	23.05.2023	17.08.2023	110	13.09.2030
2023-2024	27.05.2024	27.09.2024	130	31.10.2031
2024-2025	20.05.2025	19.08.2025	130	17.09.2032

Pursuant to the provisions of Rule 5 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the details of the unclaimed dividend amount as on the date of the AGM (i.e., 13 August 2025) have been filed in e-Form No. IEPF-2 with the Ministry of Corporate Affairs and have been uploaded at the website of the Company, viz., www.kirloskarindustries.com.

Further, all the Members who have not claimed or encashed their dividend in the last seven consecutive years from the year 2018-2019, are requested to claim the same by 9 September 2026.

Members who have neither received nor encashed their dividend warrant(s) for the financial years 2018-2019 to 2024-2025, are requested to write to the R & T Agent or the Company, mentioning the relevant Folio number or DP ID and Client ID along with KYC details including bank account details and original cancelled cheque for getting the credit of unpaid dividend amount, before the amount becomes due for transfer to the IEPF.

In case a valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the concerned Members and has also published a notice in the newspapers in accordance with the IEPF Rules. The details of such Members and shares due for transfer are uploaded on the website of the Company, viz., www.kirloskarindustries.com.

Transfer of equity shares to the Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendments thereof, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to the IEPF.

Accordingly, during the Financial Year 2025-2026, the Company has transferred 3,407 equity shares of ₹ 10 each to the IEPF by way of corporate action.

Member(s) can claim the unclaimed dividend and the shares transferred to the IEPF, including all benefits accruing on such shares, if any, from the IEPF Authority after following the procedure prescribed by the Rules.

11. Register National Electronic Clearing Service (NECS) Mandate

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, notified on 19 November 2025 payment of dividend through any mode other than electronic mode has been discontinued.

Further, pursuant to the provisions of Regulation 12 and Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company shall use the electronic mode of payment for remittance of dividend to Members.

Members holding shares in physical form are requested to update their KYC details, including bank account details, with the Company's R & T Agent by submitting the prescribed forms along with the requisite documents. Members may provide details such as bank name, branch address, account number, 9-digit MICR code, IFSC code and type of account (Savings/ Current/Cash Credit).

Members holding shares in dematerialised form are requested to update their bank account details with their respective Depository Participants ('DPs') and not with the Company or its R & T Agent.

Members are further informed that unpaid/unclaimed dividend shall be processed and released through electronic mode only, subject to completion of valid KYC requirements.

The KYC forms are available on the website of the R & T Agent at: https://web.in.mpms.mufg.com/KYC-downloads.html.

12. Permanent Account Number (PAN)

SEBI has mandated the submission of PAN by every participant in the securities market. Members are requested to submit their PAN to their DPs (in case of shares held in dematerialised form) or to the Company / the R & T Agent (in case of shares held in physical form).

13. Members are requested to immediately notify the R & T Agent (DP in case of shares held in dematerialised form) of any change in their correspondence address or e-mail address.

14. In case Members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries by providing full name, DP ID and Client ID / Folio Number and Contact Number at email address of the Company, viz., investorrelations@kirloskar.com at least 7 days in advance of the date of the meeting so that the information can be made available at the time of the meeting.

15. Members, who would like to ask questions during the 32nd AGM with regard to the Financial Statements or any other matter to be placed at the 32nd AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number / Folio Number and mobile number, to reach the Company's email address, viz., investorrelations@kirloskar.com at least 4 days in advance. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 32nd AGM, depending on the availability of time.

The Members are requested to send their questions in advance at the time of registration as a speaker at the 32nd AGM. The Company reserves the right to restrict the number of questions and the number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

16. Dematerialisation of Shares

Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, Members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in the future.

17. TDS on Dividend

In accordance with the provisions of the Income Tax Act, 2025 ('the Income Tax Act') as amended from time to time, dividend declared and paid by a Company are taxable in the hands of Members and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at the applicable rates. We shall therefore be required to deduct tax at source at the time of making the payment of the said dividend.

Tax rate applicable to a Member depends upon residential status and classification as per the provisions of the Income Tax Act. All Members are thereby requested to update any change in residential status and / or category with depository participants (in case of shares held in electronic form), or with the R & T Agent, i.e. MUFG Intime India Private Limited (in case of shares held in physical form), as may be applicable, before the record date, i.e., Tuesday, 11 August 2026.

This communication summarises applicable TDS provisions for Resident Members and Non-Resident Members as per the Income Tax Act:

For Resident Members:

Tax will be deducted at source under Section 393(1) [Table Sr. No 7] read with Section 393(4) [Table Sr. No 10] of the Income Tax Act at the rate of 10% on the sum of dividend payable unless exempt under any of the provisions of the Income Tax Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during the Financial Year 2026-2027 does not exceed ₹ 10,000/-.

TDS will not be deducted in cases where a Member provides Form 121 (applicable to resident individual), along with a copy of self-attested Permanent Account Number (PAN), provided that eligibility conditions are being met. Form 121 can be uploaded at the below link provided by the R & T Agent

https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html

TDS will not be deducted, if the Member is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the PAN along with documentary evidence in relation to the same.

Needless to mention, PAN will be mandatorily required. If your PAN details are available in your demat account for shares held in demat form or with the R & T Agent for shares held in physical form, then there is no need to send PAN details again to the Company. If PAN is not available, or invalid PAN or inoperative PAN or PAN is classified as Specified Person, TDS would be deducted at the higher rate of 20% as per Section 397 of the Income Tax Act.

In order to provide an exemption from withholding of tax, the following organisations must provide a self-declaration as listed below:

a. Insurance companies:

A declaration that it has a full beneficial interest in the shares along with a self-attested copy of PAN and Registration Certificate.

b. Mutual Funds:

A declaration that it is a mutual fund governed by the provisions of Section 11 - Schedule VII (Table: Sr. No. 20 or 21) of the Income Tax Act and is covered under Section 393(5) of the Income Tax Act, along with a self-attested copy of PAN and valid SEBI Registration Certificate or Notification.

c. Alternative Investment Fund (AIF) established in India:

A declaration that its dividend income is exempt under Section 11 - Schedule V (Table: Sr. No. 1) of the Income Tax Act and it has been granted a certificate of registration as Category I or Category II AIF under the SEBI Regulations, along with a self-attested copy of PAN and valid SEBI Registration Certificate or Notification.

d. New Pension System Trust:

A declaration that they are governed by the provisions of Section 11 - Schedule VII (Table: Sr. No. 41) of the Income Tax Act along with a self-attested copy of registration documents.

e. Corporation established by or under a Central Act:

A declaration that it is a corporation established by or under a Central Act whereby income tax is exempt on the income and accordingly, covered under Section 393(5) of the Income Tax Act, along with a self-attested copy of PAN and valid SEBI Registration and Certificate or Notification.

f. Recognised Provident Fund / Approved Gratuity / Superannuation Fund:

a. Self-declaration stating that the shareholder is:

- unconditionally exempt and covered under Schedule VII to Section 11 of the Income Tax Act, and statutorily not required to file its Return of Income as per Sections 263 or 349 of the Income Tax Act;
- has full beneficial interest with respect to the shares owned by it.

b. Self-attested copy of registration certificate; and

c. Self-attested copy of PAN Card.

In case of other resident Members having an Order under Section 395(1) of the Income Tax Act, TDS will be deducted at the rate mentioned in the Order, provided the Member submits a copy of the Order obtained from the Income Tax Authorities.

For Non-Resident Members:

Tax is required to be withheld in accordance with the provisions of Section 393(2) [Table Sr. 17 and 15] of the Income Tax Act at applicable rates in force. As per the relevant provisions of the Income Tax Act, the tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable.

Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source at the rate of 20% (plus applicable surcharge and cess under Section 393(e) (Table Sr. No. 15) of the Income Tax Act.

However, as per Section 159 of the Income Tax Act, a non-resident Member has the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') between India and the country of tax residence of the Member, if they are more beneficial to the Member. For this purpose, i.e., to avail the tax treaty benefits, the Non-Resident Member (including FII and FPI) will have to provide the following:

i. Self-attested copy of PAN card, if any, allotted by the Indian Income Tax Authorities.

ii. Self-attested copy of Tax Residency Certificate (TRC) issued by the tax authorities of the country of which the Member is resident, evidencing and certifying Member's tax residency status during the Financial Year 2026-2027.

iii. Copy of the online Form 41 electronically verified and filed on the Income Tax web portal for the Tax Year 2026-2027.

iv. SEBI registration certificate in case of Foreign Institutional Investors and Foreign Portfolio Investors.

v. Self-declaration in the prescribed format certifying that:

a. The Member is eligible to claim the beneficial tax treaty rate for the purposes of tax withholding on dividend declared by the Company;

b. The transaction / arrangement / investments from which the dividend is derived by the Member is not arranged in a manner which results in obtaining a tax benefit, whether directly or indirectly, as one of its principal purposes. The tax benefit, if any, derived from such transaction / arrangement / investments would be in accordance with the object and purpose of the provisions of the relevant tax Treaty ('the Principle Purpose Test', if applicable to the respective Tax Treaty);

c. No Permanent Establishment / fixed base in India during the Financial Year 2026-2027 in accordance with the applicable tax treaty;

d. The Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivables from the Company.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by a Non-Resident Member.

In case of Non-Resident Members having an Order under Section 395(1) of the Income Tax Act, TDS will be deducted at the rate mentioned in the Order; provided the Member submits a copy of the order obtained from the Income Tax Authorities.

Where any entity is entitled to exempt from TDS, TDS will not be deducted provided such Member / entity provides valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. issued by the Indian tax authorities).

For All Shareholders:

As per section 262 of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhar shall be required to link the PAN with Aadhar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and tax shall be deducted at higher rates as prescribed under the Income Tax Act.

The Company will reply on the reports downloaded from the reporting portal of the Income Tax department for checking of PAN(s) / inoperative PAN(s).

Notes:

1. All the above-referred tax rates will be enhanced by surcharge and cess, as applicable.
2. For all self-attested documents, Members must mention on the document 'certified true copy of the original'. For all documents being uploaded by the Member, the Member undertakes to send the original document(s) on request by the Company.
3. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, the concerned Member may still have the option of claiming a refund at the time of filing the income tax return (provided a valid PAN is registered with your R & T Agent or DP). No claim shall lie against the Company for such taxes deducted.
4. In the event of any Income Tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any proceedings.
5. Members holding shares under multiple accounts under different status / category and single PAN, may note that, the higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.
6. Documents furnished by the Members (such as Form 121, TRC, Form 41, self-attested declaration etc.) shall be subject to review and examination by the Company before granting any beneficial rate or Nil Rate. The Company reserves the right to reject documents in case of any discrepancies or if the documents are found to be incomplete. Decision of the Company with respect to the validity of any document will be final.
7. In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at a higher rate as applicable, without any further communication in this regard.
8. The Company will withhold taxes as per the stipulated tax laws prevalent at the time of deduction of taxes, i.e., as on the aforesaid record date. A declaration must be filed with the Company where the whole or any part of the dividend income is assessable, under the provisions of the Income Tax Act, in the hands of a person other than the Member in accordance with Rule 203 of the Income Tax Rules, 2026. The declaration must consist of the Name, address, PAN of the person to whom credit is to be given and payment or credit in relation to which credit has to be given and reasons for giving credit to such person. In case the company does not receive such a declaration on or before

Tuesday, 11 August 2026, the Company reserves the right to reject such a declaration.

9. To enable us to determine the appropriate TDS / withholding tax rate applicable, you should upload the necessary documents at https://web.in.mpms.mufg.com/client-downloads.html on or before Tuesday, 11 August 2026.

   The Resident Non-Individual Members i.e., Insurance Companies, Mutual Funds, and Alternative Investment Fund (AIF) established in India, and Non-Resident Non-Individual Members i.e., Foreign Institutional Investors and Foreign Portfolio Investors, may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on the NSDL platform, on or before the aforesaid timelines.

   No communication on tax determination / deduction shall be considered after 11 August 2026.

18. Share Transfer permitted only in Demat

SEBI has amended relevant provisions of the Regulations to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from 1 April 2019. The Members who continue to hold shares of listed companies in physical form even after this date will not be able to lodge the share transfer request with the Company / the R & T Agent of the Company. They will need to convert the shares to demat form compulsorily if they wish to effect any transfer.

Special Window for Re-lodgement of Transfer Requests and Dematerialisation of Physical Securities

Pursuant to the SEBI Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated 30 January 2026, Members are hereby informed that direct credit of securities into the demat account of investors shall be undertaken in respect of all investor requests, wherever applicable.

Further, pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30 January 2026, SEBI has introduced a special window for:

(i) transfer and dematerialisation of physical securities that were sold or purchased prior to 1 April 2019; and

(ii) re-lodgement of transfer requests that were previously rejected, returned, or not processed due to deficiency in documents, procedural issues or any other reason.

The said special window shall remain open for a period of one year from 5 February 2026 to 4 February 2026.

Eligible Members who wish to avail the benefit of this special facility are requested to submit the requisite documents to the Company's R & T Agent, **MUFG Intime India Private Limited**, having its office at 'Akshay' Complex, Block No. 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune – 411 001 (Ph. No. 020-26161629).

Members are informed that securities re-lodged for transfer pursuant to the aforesaid SEBI Circulars shall be issued only in dematerialised form and the securities transferred under this window shall be credited only to the demat account of the concerned investor.

Such securities shall be subject to a mandatory lock-in period of one year from the date of registration of transfer. During the lock-in period, such securities shall not be eligible for transfer, pledge or creation of lien.

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP, and holdings should be verified.

20. Members having multiple folios are requested to intimate to the Company / the R & T Agent of such folios, to consolidate all shareholdings into one folio.

21. In compliance with the aforesaid MCA Circulars read with SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-2026, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / DPs.

A letter providing the web link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their email address with the Company.

Members may note that the Notice and Annual Report 2025-2026 will also be available on the Company's website www.kirloskarindustries.com, on the websites of Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL https://www.evoting.nsdl.com.

22. Nomination

Pursuant to the provisions of Section 72 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making a nomination are requested to send their requests in Form SH-13 in duplicate (which will be made available on request) to the R & T Agent of the Company.

23. Register e-mail address

Members are requested to register their email addresses with the Company / the R & T Agent in case of holding of shares in physical form and with the concerned DPs in case of shares held in dematerialised form.

In order to receive the correspondence / dividend, if any, from the Company in a timely manner, Members are requested to register their email addresses / Bank Account details, the details of which are as under:

For shares held in Physical Form	Visit the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html > select the Company Name - Kirloskar Industries Limited and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, Mobile Number and Email ID and also upload the image of Share Certificate / Aadhaar / valid Passport in PDF or JPEG format (up to 1MB) along with supporting documents. In case of any query, Member can contact the R & T Agent at telephone numbers +91 (020) 26160084 / 26161629 or send email to pune@in.mpms.mufg.com. On submission of details, One Time Password (OTP) will be received by the Member, which needs to be entered in the link for verification.
For shares held in Dematerialised Form	Kindly contact your Depository Participant (DP) for registration for updation of email address(es).

The Members (in case of holding shares in physical form) who have not updated their bank account details for receiving the dividend, if any, directly in their bank accounts through electronic mode, may update their bank account details through the aforesaid link by uploading the necessary documents. The Members (in case of holding shares in dematerialised form) are requested to contact DPs for updating bank account details.

24. Inspection documents

Electronic copy of the relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member may send an email to investorrelations@kirloskar.com for the same.

Electronic copies of necessary statutory registers and auditors' reports / certificates will be available for inspection by the Members at the time of the AGM.

25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

26. NSDL will be providing facility for voting through remote e-voting, for participation in the 32nd AGM through VC / OAVM facility and e-voting during the 32nd AGM.

27. Instructions for Members for e-voting and procedure for joining the AGM through VC / OAVM facility

A. Voting through electronic means (Remote e-voting / Venue e-voting)

I. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time read with aforesaid MCA Circulars, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereof read with aforesaid SEBI Circulars and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, including amendments thereunder and all other relevant circulars issued from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 32nd AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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

The remote e-voting period begins on **Saturday, 15 August 2026, at 9:00 a.m. (IST)** and ends on **Monday, 17 August 2026 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (record date), i.e., 11 August 2026, may cast their vote electronically. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the record date, being 11 August 2026.

How do I vote electronically using the NSDL e-Voting system?

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

Step I: Access to the NSDL e-voting system:

A) Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.

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

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 registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 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 re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, 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 e-voting 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 e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 e-voting and joining virtual meeting for Members other than Individual Members holding securities in demat 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. 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. 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 Members 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 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.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 and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC / OAVM' link placed under 'Join Meeting'.
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 on the resolution.

General Guidelines for Members

1. Institutional Members, (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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to csmsp.office@gmail.com with a copy marked to evoting@nsdl.com Institutional Members (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 to 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 query, you may refer to the Frequently Asked Questions (FAQs) for Member e-voting user manual for member available on the website www.evoting.nsdl.com or call on: 022-48867000 and 022-24997000 or send a request to Mr. Amit Vishal / Mr. Abhijeet Gunjal at evoting@nsdl.com.

Process for those Members 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 Member, 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 of Member, 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 Member 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 and joining virtual meeting for Individual Members holding securities in demat mode.
3. Alternatively, Members may send a request to evoting@nsdl.com procuring 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 Members 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 e-voting facility.

IV. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-voting on the day of the EGM /AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members who will be present in the EGM / AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system in the EGM/AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the EGM / AGM. However, they will not be eligible to vote at the EGM / AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM / AGM through VC / OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC / OAVM" placed under '**Join meeting**' menu against company name. You are requested to click on VC / OAVM link placed under Join Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views / have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at investorrelations@kirloskar.com. The same will be replied by the Company suitably.
6. Members, who would like to ask questions during the 32nd AGM with regard to the Financial Statements or any other matter to be placed at the 32nd AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID number / Folio number and mobile number, to reach the Company's email address, viz., investorrelations@kirloskar.com at least 4 days in advance before the start of the 32nd AGM, i.e., by Friday, 14 August 2026 by 11:30 a.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 32nd AGM, depending on the availability of time.

   The Members are requested to send their questions in advance at the time of registration as a speaker at the 32nd AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate to ensure the smooth conduct of the AGM.

28. You can also update your mobile number and email ID in the user profile details of the Folio, which may be used for sending future communication(s).

29. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Tuesday, 11 August 2026.**

30. Any person, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the **record date**, i.e., **Tuesday, 11 August 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or issuer or the R & T Agent.

    However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details / Password' option available on www.evoting.nsdl.com or call on toll free no. 1800-222-990 or 1800 - 224 - 430.

    Individual Members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **Tuesday, 11 August 2026**, may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-voting system'.

31. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the DPs as on the **record date**, i.e., **Tuesday, 11 August 2026**, only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

32. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

33. Mrs. Manasi Paradkar, Practising Company Secretary, Pune, (Membership No. FCS 5447 CP No. 4385) has been appointed as the Scrutiniser to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

34. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of 'e-voting facility availed from NSDL' for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

35. The Scrutiniser shall after the conclusion of e-voting at the AGM, will unblock the votes cast through remote e-voting / e-voting at the time of AGM, not later than 48 hours of the conclusion of the AGM. After completion of scrutiny of the electronic votes, the Scrutiniser will submit her report to the Chairman / Managing Director / Executive Director of the Company, who shall countersign the same and declare the result of the voting forthwith.

36. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.kirloskarindustries.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited.

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

Sd/-
Ashwini Mali
Company Secretary

Place: Pune
Date: 19 June 2026

Annexure to the Notice

STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3 OF THE NOTICE

Mr. Vinesh Kumar Jairath (holding DIN 00391684) retires by rotation and being eligible, offers himself for re-appointment.

Mr. Vinesh Kumar Jairath (Age 67 years) served in the Indian Administrative Service from 1982 till his voluntary retirement in March 2008. Amongst various posts during service, he also served as Secretary to Governor, MD SICOM and Principal Secretary Industries in Government of Maharashtra.

He has over 45 years of experience in Public Administration, Industry, Finance, Infrastructure Planning, Development and Financing, Urban Development and Environmental Management. Post voluntary retirement, he has been working as a consultant and is also an Independent Director on the Boards of various companies. He also served as the Managing Director of Avante Spaces Limited, a Wholly-Owned Subsidiary of the Company, for a period of 4 years.

He is a member of the Audit Committee and Risk Management Committee. Mr. Vinesh Kumar Jairath is also a Director in the following other companies:

Name of the Company	Board Position held	Committee Membership
Kirloskar Oil Engines Limited	Director	Audit Committee - Member
Wockhardt Limited	Independent Director	Audit Committee - Member Stakeholders' Relationship Committee - Chairman Nomination and Remuneration Committee - Chairman Capital Raising Committee - Member
Manipal Health Enterprises Limited	Independent Director	Audit Committee - Chairman Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member
Sahyadri Hospitals Private Limited	Independent Director	-
Manipal Hospitals Private Limited	Independent Director	-

Mr. Vinesh Kumar Jairath is holding 49,595 (0.47%) equity shares of the Company.

He attended all five meetings of the Board of Directors held during the Financial Year 2025-2026.

He is not related to any Director / Key Managerial Personnel of the Company.

In terms of BSE Circular No. LIST / COMP / 14 / 2018-2019 dated 20 June 2018 and NSE Circular No. NSE / CML / 2018 / 2024 dated 20 June 2018, Mr. Vinesh Kumar Jairath is not debarred from holding the office of a Director by virtue of any order by SEBI or any other authority.

Save and except Mr. Vinesh Kumar Jairath 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, or their relatives are, in any way, concerned or interested, in the said Resolution.

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

ITEM NO. 4 OF THE NOTICE

Pursuant to the provisions of Section 139 of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, a company can appoint an audit firm as Statutory Auditor for a maximum of two terms of five consecutive years each.

Further, pursuant to Section 142(1) of the Act and Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration of the Statutory Auditors shall be determined by the Members in a general meeting or in such manner as may be determined by them.

The members of the Company appointed Kirtane & Pandit LLP, Chartered Accountants, Pune, (Firm Registration No. 105215W/W100057), as the Statutory Auditors of the Company in their Annual General Meeting (AGM) held on 10 August 2021, to hold the office for a first term of five consecutive years from the conclusion of the AGM held on 10 August 2021, till the conclusion of the AGM to be held in the year 2026, at a remuneration to be decided by the Board of Directors of the Company, from time to time.

Accordingly, the first term of Kirtane & Pandit LLP, Chartered Accountants, as the Statutory Auditors of the Company, shall expire at the conclusion of the ensuing 32nd Annual General Meeting of the Company.

In view of the aforementioned provisions, on the recommendation of the Audit Committee (the Committee), the Board of Directors, at its meeting held on 19 May 2026, recommended the re-appointment of Kirtane & Pandit LLP, Chartered Accountants, Pune (Firm Registration No. 105215W/W100057), as the Statutory Auditors of the Company for a second term of five consecutive years, commencing from the conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2031, subject to the approval of the Members of the Company.

Kirtane & Pandit LLP was, established in the year 1956. It is one of the leading Accounting and Audit Firms in India, with a well-established network of financial experts across India. The Firm provides a wide range of professional services in the areas of Assurance viz. Statutory Audit/Internal Audits, Direct/Indirect Tax advisory, Accounting, Forensic Audits, Systems Risk Management, IFC & Ind AS/IFRS Implementation services to large, medium and small-scale organisations in varied sectors. The said firm has client base of over 700 organisations in Public / Private Corporate, Banking, Insurance and Government Sectors.

The requisite certificate under Section 139 of the Act, confirming their eligibility for the appointment, along with the certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India, has been received from Kirtane & Pandit LLP, Chartered Accountants, Pune, (Firm Registration No. 105215W/W100057).

The proposed remuneration payable to Kirtane & Pandit LLP, Chartered Accountants, for statutory audit services for the Financial Year ending 31 March 2027, is ₹ 15,00,000 (Rupees Fifteen Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any. The Board of Directors of the Company, on the recommendation of the Audit Committee, shall be authorised to revise and determine the statutory audit fees payable to the Statutory Auditors for the remaining tenure of their appointment.

None of the other Directors and Key Managerial Personnel of the Company, or 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. 4 of the Notice for approval by the members.

ITEM NO. 5 OF THE NOTICE:

In accordance with the provisions of Section 152 of the Companies Act, 2013 (the Act) and the Rules made thereunder, Mr. Anil Alawani (holding DIN: 00036153), Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and, being eligible, has offered himself for re-appointment.

Mr. Anil Alawani has expressed his willingness to continue as a Director for a further period of one year, i.e., up to the conclusion of the next Annual General Meeting of the Company to be held in the year 2027.

Mr. Anil Alawani (Age 80 years) is a Chartered Accountant by profession and has been associated with the Kirloskar Group of Companies since 1977. Prior to his appointment as a Director in the Company, he was Director (Finance) of Kirloskar Oil Engines Limited. Besides his core area of finance and taxation, he has experience in import-export and labour matters. His abilities in corporate tax planning and finance have helped the Company immensely, in financial restructuring and tax benefits.

He was appointed as a Director of the Company on 21 January 2009. He is a Member of the Audit Committee and the Nomination and Remuneration Committee. He is also the Chairman of the Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee.

Mr. Anil Alawani is also a Director in the following other Company:

Name of the Company	Board Position held	Committee Membership
S.L. Kirloskar CSR Foundation	Director	-

Mr. Anil Alawani is holding 2,285 (0.02%) equity shares of the Company.

He attended four out of five meetings of the Board of Directors held during the Financial Year 2025-2026.

He is not related to any Director / Key Managerial Personnel of the Company.

In terms of BSE Circular No. LIST / COMP / 14 / 2018-2019 dated 20 June 2018 and NSE Circular No. NSE / CML / 2018 / 2024 dated 20 June 2018, Mr. Anil Alawani is not debarred from holding the office of a Director by virtue of any order by SEBI or any other authority.

Save and except Mr. Anil Alawani 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, or their relatives are, in any way, concerned or interested, in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Registered Office:
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Kothrud, Pune 411038
CIN: L70100PN1978PLC088972
Email: investorrelations@kirloskar.com
Website: www.kirloskarindustries.com

By Order of the Board of Directors

Sd/-
Ashwini Mali
Company Secretary

Place: Pune
Date: 19 June 2026