

POSTAL BALLOT NOTICE

Dear Member(s)

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 of the Companies Act, 2013, (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“**the Rules**”) and General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 2/2021, 10/2021, 20/2021 and 11/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 15 June 2020, 28 September 2020, 31 December 2020, 13 January 2021, 23 June 2021, 8 December 2021 and 28 December 2022, respectively, issued by Ministry of Corporate Affairs (“**MCA Circulars**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Regulations**”), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD/2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12 May 2020, 15 January 2021, 13 May 2022 and 5 January 2023, (“**SEBI Circulars**”) and other applicable 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 remote e-voting process i.e., voting through electronic means (“**Remote e-voting**”).

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

In compliance with the Circulars referred above issued by the MCA, Postal Ballot Notice has been sent only in electronic mode to all those members whose names appear in the Register of Members as received from Depositories as on Wednesday, 22 February 2023, (the Cut Off Date) who have registered their email addresses with the Depository Participant (DP) / Registrar of Share Transfer Agent viz., Link 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 Wednesday, 29 March 2023 (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.

The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman / Managing Director / Executive Director of the Company or any person authorised by him. The results of E-voting will be announced on or before Friday, 31 March 2023, 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 Tuesday, 28 February 2023, at 9.00 a.m. and ends on Wednesday, 29 March 2023 at 5.00 p.m.

The resolutions, if approved, by the requisite majority shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, 29 March 2023.

SPECIAL BUSINESS:

ITEM NO. 1

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, SEBI and the stock exchanges where the shares of the Company are listed, or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory

Kirloskar Industries Limited
A Kirloskar Group Company

and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the **Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot Warrants on a preferential basis to Mr. Atul Kirloskar and Mr. Rahul Kirloskar (“**Proposed Allottees**”) on the issue price, consideration/amount and terms set out below, entitling the Proposed Allottees to convert such Warrants into equal number of equity shares of the Company of face value of ₹ 10 each, within a period of 18 (Eighteen) months from the date of allotment of Warrants:

Sr. No.	Name of the Proposed Allottees	Category	Consideration / Amount (₹)	Issue Price (₹)	Total number of Warrants
1.	Atul Kirloskar	Promoter	49,99,99,500	2,145	2,33,100
2.	Rahul Kirloskar	Promoter	49,99,99,500	2,145	2,33,100

RESOLVED FURTHER THAT in accordance with ICDR Regulations, the ‘Relevant Date’ for determination of the issue price of Warrants is 27 February 2023, being the date, which is 30 (Thirty) days prior to the date on which this resolution will be deemed to be passed i.e., Wednesday, 29 March 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Proposed Allottees shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants for conversion of the same into equal number of equity shares of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company. The Company shall accordingly issue and allot the corresponding number of equity shares to the Proposed Allottees in accordance with applicable laws.
- (ii) An amount equivalent to 25% of the consideration payable by each Proposed Allottee shall be payable at the time of issuance and allotment of Warrants and the balance 75% of the consideration shall be payable by each Proposed Allottee at the time of exercise of the option by each Proposed Allottee to convert Warrants issued to them into equity shares of the Company, within 18 (Eighteen) months from the date of allotment of the Warrants.
- (iii) In the event that the Proposed Allottees do not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the Warrants shall lapse and the amount already paid for subscription to such Warrants shall stand forfeited by the Company.
- (iv) The Warrants by themselves, until converted into equity shares of the Company and allotment of such equity shares, do not give the Proposed Allottees any rights of shareholder(s) of the Company.
- (v) The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the Proposed Allottees upon exercise of the Warrants, from the relevant stock exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

- (vi) The equity shares to be issued and allotted to the Proposed Allottees pursuant to the exercise of the Warrants in the manner aforesaid shall be in dematerialized form and shall rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- (vii) Upon exercise of the Warrants by the Proposed Allottees, the Company shall issue and allot equivalent number of equity shares of the Company and perform such actions as are required to credit the equity shares to the depository account of the Proposed Allottees and entering the name of the Proposed Allottees in the records of the Company as the registered owner of such equity shares.
- (viii) The Warrants proposed to be issued and allotted and the equity shares issued and allotted pursuant to the exercise of Warrants, shall be subject to a lock-in, to be determined in accordance with the provisions of ICDR Regulations.
- (ix) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants into equity shares, then the number of equity shares that each Warrant converts into and the consideration/amount payable at the time of converting such Warrants into equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, the Proposed Allottees: (a) receive such number of equity shares that the Proposed Allottees would have been entitled to receive, and (b) pay such consideration / amount to the Company which the Proposed Allottees would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.
- (x) The Company shall re-compute the price of the Warrants in accordance with the provisions of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by the Proposed Allottees in accordance with the provisions of ICDR Regulations.

RESOLVED FURTHER THAT the equity shares having face value of ₹ 10 (Rupees Ten) each proposed to be allotted to the Proposed Allottees upon conversion of the Warrants, shall be listed on BSE Limited and National Stock Exchange of India Limited, and that the Board and any representatives of the Company authorized by the Board, severally, be and are hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such equity shares proposed to be allotted to the Proposed Allottees, and for the admission of the Warrants and the equity shares allotted upon conversion of the Warrants with the depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited, and for the credit of the Warrants and the equity shares allotted upon conversion of the Warrants, to the Proposed Allottees' dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, vary, modify, alter and approve any of the terms and conditions of the issue, as it may deem expedient, in its discretion, in accordance with the SEBI ICDR Regulations, and as may be required by the stock exchanges or other authorities in accordance with such conditions as the stock exchanges or the appropriate authority may impose at the time of their approval in accordance with law and as agreed by the Board.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution upon receiving 25% of the consideration / amount payable in respect of such Warrants from the Proposed Allottees, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise, and to represent the Company before any authority, and appoint consultants, valuers, legal and other advisors and such other agencies as may be required, for or in relation to the preferential issue of Warrants and the equity shares to be issued upon conversion of the Warrants, without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorised to delegate, all or any of the powers herein conferred, to any Committee of the Board, or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

ITEM NO. 2

ENHANCE THE LIMITS FOR GIVING LOANS, MAKING INVESTMENTS AND PROVIDING GUARANTEES OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, (the Act), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the **Board**”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time in one or more tranches, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, not exceeding a sum of ₹ 400 crores (Rupees Four Hundred Crores only) over and above the 100% of the free reserves of the Company.

RESOLVED FURTHER THAT the Board of Directors or such representatives of the Company as may be authorised by the Board, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Registered Office

Kirloskar Industries Limited

Office No. 801, Cello Platina,
8th Floor, Fergusson College Road,
Shivajinagar, Pune 411005

Email ID: Investorrelations@kirloskar.com

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

A.V. Mali

Ashwini Mali
Company Secretary



Place: Pune

Date: 27 February 2023

NOTES:

1. A Statement pursuant to the provisions of Section 102 (1) of the Act read with the Rules, setting out all material facts relating to the resolution 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., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and website of NSDL at www.evoting.nsdl.com.
3. 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 Wednesday, 22 February 2023 (“**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.
4. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Registrar and Share Transfer Agent (RTA) / the 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 on pune@linkintime.co.in 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 services of NSDL have been engaged for the same.
5. 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., Link Intime India Private Limited at pune@linkintime.co.in between 09:00 am to 05:00 pm IST on all working days, except Sunday.
6. 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 on pune@linkintime.co.in. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
7. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date, i.e., Wednesday, 22 February 2023 (as on close of working hours) will be considered for the purpose of voting. The member who does not hold any shares as on cut-off date may treat this Notice for information purpose only.
8. 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., Wednesday, 22 February 2023 (as on close of working hours).
9. A member cannot exercise his vote by proxy on Postal Ballot.

10. The resolutions, if approved, shall be deemed to have been passed on the last date of E-voting, i.e., Wednesday, 29 March 2023.
11. 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.
12. 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.
13. Voting rights shall be reckoned on the paid-up value of share registered in the name of the members as on Wednesday, 22 February 2023. The Postal Ballot period commences on Tuesday, 28 February 2023 at 9.00 a.m. and ends on Wednesday, 29 March 2023, at 5.00 p.m.
14. Voting through electronic means:

In compliance with the provisions of Section 108 of the Ac), 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 votes by the members using an electronic voting system is provided by NSDL.

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

The remote E-voting period begins on Tuesday, 28 February 2023 (9.00 a.m.) (IST) and ends on Wednesday, 29 March 2023 (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., Wednesday, 22 February 2023, 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:

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 SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 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.	<ol style="list-style-type: none"> <li data-bbox="654 745 1455 1227">1. 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. <li data-bbox="654 1261 1455 1417">2. 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

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid #ccc; padding: 10px; margin: 10px 0;"> <p style="text-align: center; color: #0070C0;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p>

Type of shareholders	Login Method
	<p>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.</p> <p>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.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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 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.

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*****.

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

4. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
5. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 7. Now, you will have to click on “Login” button.
 8. 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 company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for 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 [<csmosp.office@gmail.com>](mailto:csmosp.office@gmail.com) with a copy marked to evoting@nsdl.co.in. 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 and 022 – 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

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@kirlosar.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@kirlsokar.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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 e-Voting facility.

The remote e-voting period commences on Tuesday, 28 February 2023 (9.00 a.m.) and ends on Wednesday, 29 March 2023 (5.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Wednesday, 22 February 2023, 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

Kirloskar Industries Limited

Office No. 801, Cello Platina,
8th Floor, Fergusson College Road,
Shivajinagar, Pune 411005

Email ID: Investorrelations@kirloskar.com

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

A.V. Mali

Ashwini Mali
Company Secretary



Place: Pune

Date: 27 February 2023

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

On the recommendation of the Audit Committee, the Board of Directors in its meeting held on 11 February 2023, considered and approved the proposal to raise further capital of a total amount of ₹ 100,00,00,000 (Indian Rupees One Hundred Crores Only) by issuing Warrants convertible into equity shares of the Company to Mr. Atul Kirloskar and Mr. Rahul Kirloskar (“**Proposed Allottees**”) on preferential basis in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) and the Companies Act 2013 (“**Act**”), subject to the approval of shareholders of the Company.

The proposed resolution requires the approval of shareholders by way of a Special Resolution as per the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Act, read with the relevant Rules made thereunder and Chapter V of ICDR Regulations, as amended. Further, the issue, allotment and conversion of Warrants into equity shares of the Company are subject to the provisions of the Act and the provisions of Chapter V of ICDR Regulations. The Board recommends the Resolution at Item No. 1 stated above to be passed as a Special Resolution.

Other information prescribed under Regulation 163 of the ICDR Regulations and other applicable laws in relation to the proposed Special Resolution as set out at Item No. 1 are given hereunder:

(i) **Object(s) of the preferential issue:**

The Company requires funds for investments in the real estate projects of the Company and that of its wholly owned subsidiary Avante Spaces Limited.

(ii) **Maximum number of specified securities to be issued:**

Based on the issue price i.e., ₹ 2,145 per Warrant determined on 24 February 2023 (being the trading date immediately preceding the Relevant Date 27 February 2023), in accordance with Chapter V of the ICDR Regulations, the Company shall offer, issue and allot a total of 4,66,200 (Four Lakhs Sixty Six Thousand Two Hundred Only) Warrants to the Proposed Allottees and the Warrants shall be convertible into equal number of equity shares of the Company of face value of ₹ 10 each, upon exercise of the same by the Proposed Allottees.

(iii) **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:**

The preferential issue of Warrants is being made to Mr. Atul Kirloskar and Mr. Rahul Kirloskar who are Promoter(s) of the Company. The Proposed Allottees, i.e., Mr. Atul Kirloskar and Mr. Rahul Kirloskar have conveyed their intention to subscribe to the offer. Other than Proposed Allottees, no promoter or director or key managerial personnel is participating / subscribing to the present offer.

(iv) **Pre-issue and Post issue Shareholding Pattern:**

The shareholding of the Proposed Allottees in the Company and the shareholding pattern of the Company, before the preferential issue of Warrants and after conversion of Warrants into equity shares of the Company, respectively, is as follows:

Shareholding of the Proposed Allottees in the Company before and after the proposed preferential issue:

Name of Proposed Allottee	Category	Ultimate beneficial owners	# Pre-preferential allotment		Total consideration / amount in ₹	\$ Post conversion of Warrants into equity shares	
			No. of shares held	% of shareholding		No. of shares held	% of shareholding
Atul Kirloskar	Promoter	Atul Kirloskar	12,83,537	12.99	49,99,99,500	15,16,637	14.65
Rahul Kirloskar	Promoter	Rahul Kirloskar	16,21,459	16.40	49,99,99,500	18,54,559	17.92

Shareholding pattern of the Company before and after the proposed preferential issue:

Sr. No.	Category	# Pre-preferential allotment		\$ Post conversion of Warrants into equity shares	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoter Holding				
1	Indian				
	Individual / PAC	70,51,534	71.34	75,17,734	72.63
	Bodies Corporate	46,644	0.47	46,644	0.45
	Any Other				
	Sub Total A 1	70,98,178	71.81	75,64,378	73.08
2	Foreign Promoter				
	Individuals / NRI / Foreign individuals / PAC	Nil	Nil	Nil	Nil
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub Total A 2	Nil	Nil	Nil	Nil
	Total Promoters Group A=A1+A2	70,98,178	71.81	75,64,378	73.08
B	Public / Non-Promoters Shareholding				
1	Institutional Investors				
A	Mutual Funds / Banks /FI	3,24,003	3.28	3,24,003	3.13
B	FII's	58,645	0.59	58,645	0.57
	Sub Total B 1	3,82,648	3.87	3,82,648	3.70

Sr. No.	Category	# Pre-preferential allotment		\$ Post conversion of Warrants into equity shares	
2	Non-Institutions				
	Individual share capital upto Rs. 2 lakhs	13,34,034	13.49	13,34,034	12.89
	Individual share capital in excess of Rs. 2 lakhs	4,79,608	4.86	4,79,608	4.63
	Foreign National	88	0.00	88	0.00
	Others (HUF, NBFC, LLP, Clearing members, Trusts, IEPF)	1,35,353	1.38	1,35,353	1.31
	Bodies Corporate	4,53,991	4.59	4,53,991	4.39
	Sub Total B 2	24,03,074	24.32	24,03,074	23.22
	Total Public Shareholding B=B1+B2	27,85,722	28.19	27,85,722	26.92
	GRAND TOTAL A+B	98,83,900	100.00	1,03,50,100	100.00

Pre-issue shareholding pattern is as on 10.02.2023 i.e., the date preceding the date on which the Board of Directors of the Company approved the preferential issue.

\$ The post-issue shareholding of the Proposed Allottees and the post-issue shareholding pattern of the Company has been provided assuming conversion of all Warrants into equity shares by the Proposed Allottees.

(v) Timeframe within which preferential issue of Warrants shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Warrants would require any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s), as the case may be.

The Warrants shall be exercised by the Proposed Allottees within a period of 18 (Eighteen) months from the date of their allotment, for conversion into equivalent number of equity shares of the Company.

(vi) Identity of the natural persons who are the ultimate beneficial owners of the Warrants or equity shares proposed to be allotted upon exercise of Warrants and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

The details of the Proposed Allottees are as per the following table. No change in control or management is contemplated consequent to the proposed preferential issue of Warrants. Voting rights will change in accordance with the shareholding pattern of the Company upon conversion of Warrants into equity shares of the Company by the Proposed Allottees. For the percentage of post preferential issue capital that may be held by the Proposed Allottees, please refer to point no. (iv) above.

Name of Proposed Allottee	Category	Ultimate beneficial owners
Atul Kirloskar	Promoter	Atul Kirloskar
Rahul Kirloskar	Promoter	Rahul Kirloskar

(vii) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

None

(viii) Valuation for consideration other than cash:

Not applicable

(ix) The Company hereby undertakes that:

- a) It shall re-compute the price of the securities specified above in terms of the provisions of the ICDR Regulations, if it is required to do so;
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified securities shall be continued to be locked-in till the time such amount is paid by the Proposed Allottees.
- c) All the equity shares held by the Proposed Allottees in the Company are in dematerialised form only.
- d) No person belonging to the promoters / promoter group have sold / transferred any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- e) No person belonging to the promoters / promoter group has previously subscribed to any equity share / warrants of the Company but failed to exercise them.
- f) Neither the Company nor its directors, and to the Company's knowledge nor any of its promoters is a wilful defaulter.

(x) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

The Proposed Allottees are promoters and existing shareholders of the Company and shall continue to remain promoters and shareholders of the Company.

(xi) Relevant Date:

The relevant date as per the ICDR Regulations for the determination of the issue price per Warrant is Monday, 27 February 2023 (“**Relevant Date**”) (i.e., being the date that is 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed).

(xii) Pricing of the Issue:

The issue price of Warrants to be issued and allotted to the Proposed Allottees is ₹ 2,145 per Warrant, and the said issue price is not less than the price determined in accordance with the ICDR Regulations. Upon exercise of the Warrants, the Proposed Allottees will be issued and allotted equivalent number of equity shares of the Company of a face value of ₹ 10 each, at the same issue price.

(xiii) Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants into equity shares by the Proposed Allottees, there will be no change in the control of the Company.

(xiv) Consequential changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern on exercise of Warrants and conversion of the same into equity shares of the Company.

(xv) Lock-in Period:

- a) The Warrants allotted and the equity shares to be allotted pursuant to exercise of such Warrants shall be subject to ‘lock-in’ in accordance with ICDR Regulations.
- b) The entire pre-preferential shareholding of the Proposed Allottees in the Company is required to be locked-in, in accordance with the ICDR Regulations. The Company has undertaken steps in this regard.

(xvi) Listing:

The Company will make an application to the stock exchanges on which the existing shares of the Company are already listed, for listing of the equity shares being issued on conversion of Warrants. Such equity shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

(xvii) Practicing Company Secretary Certificate:

A certificate from Mr. Mahesh J. Risbud, Practicing Company Secretary, (FCS No. 810 and C P No. 185) certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations, shall be available for inspection at the Registered Office of the Company

on all working days (excluding Saturdays and Sundays) during 10.00 a.m. to 5 p.m. up to the last date of remote e-voting period.

The said certificate will be uploaded on the website of the Company i.e., www.kirloskarindustries.com before the dispatch of this Postal Ballot Notice.

In accordance with the provisions of the Act, read with applicable rules made thereunder and relevant provisions of the ICDR Regulations, approval of the members for the issue and allotment of the Warrants on terms set out above to the Proposed Allottees is being sought by way of a Special Resolution as set out in this Postal Ballot Notice. The issue of equity shares upon exercise of the Warrants shall be within the limit of the authorised share capital of the Company.

The Board of Directors recommends the Special Resolution as specified under Item No. 1 of the accompanying Postal Ballot Notice for the approval of the members of the Company.

Except Mr. Atul Kirloskar, Director of the Company and his relatives including Mr. Rahul Kirloskar, being a part of the promoter group of the Company, none of the other directors, other key managerial person(s) and their relatives (to the extent of their shareholding in the Company, if any) are, in any way, concerned or interested, financially or otherwise, in the said resolution at Item No. 1.

ITEM NO. 2

The provisions of Section 186(2) of the Companies Act, 2013 (the “Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provide that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Further, pursuant to the provisions of Section 186(3) of the Act, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under 186(2) of the Act, no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting.

Considering the provisions of Section 186 of the Act and in view of the quantum of investments made by the Company as on 31 March 2022, the Company has had limits available for making additional investment in group companies to the extent of up to ₹ 160.93 crores. From and out of the said limit, the Company acquired 1,50,00,000 equity shares of the face value of ₹ 5 each of ISMT Limited (ISMT) representing 4.99% of the paid-up equity share capital of ISMT through the market, for a total consideration of ₹ 78,27,70,474.

Kirloskar Industries Limited
A Kirloskar Group Company

Accordingly, in view of the quantum of investments made by the Company till date, the Company has limits available for making additional investments including in group companies to the extent of up to ₹ 82.66 crores. In view of the further loans and investments proposed to be made by the Company from time to time, it is proposed to increase the total limit available to the Company to give any loan to any person or other body corporate, to give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time, in one or more tranches, as the Board of Directors in its absolute discretion deem beneficial and in the interest of the Company, to ₹ 400 crores (Rupees Four Hundred Crores only). As this amount exceeds 100% of free reserves of the Company, prior approval of the shareholders is being sought for enhancing the said limit.

The Board of Directors on the recommendation of the Audit Committee in its meeting held on 11 February 2023 had accorded its approval for such increase in the limit, subject to the approval of the members of the Company.

In view of the above, the Board recommends passing of the resolution set out at Item No. 2 as a Special Resolution.

None of the directors and key managerial personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the Postal Ballot Notice.


Registered Office

Kirloskar Industries Limited

Office No. 801, Cello Platina,
8th Floor, Fergusson College Road,
Shivajinagar, Pune 411005

Email ID: Investorrelations@kirloskar.com

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


Ashwini Mali
Company Secretary



Place: Pune

Date: 27 February 2023

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: Cello Platina, Office Number 801, Fergusson College Road, Shivajinagar, Pune- 411005

Tel: +91 (20) 29704374 | Fax: +91 (20) 29704374

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

CIN: L70100PN1978PLC088972