

KIRLOSKAR INDUSTRIES LIMITED**A Kirloskar Group Company****CIN L70100PN1978PLC088972****Registered Office:** Office No. 801, Cello Platina, 8th Floor, Fergusson College Road, Shivajinagar, Pune 411 005 (India).**Tel. No.:** +91-(20)-2970 4374, **Telefax:** +91-(20)-2970 4374**Website:** www.kil.net.in **E-mail:** investorrelations@kirloskar.com**POSTAL BALLOT FORM**

(Please carefully read the instructions printed overleaf before exercising the vote)

Sr. No.:

Registered Folio No. / DP ID and Client ID	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of shares	

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated 25 October 2019, by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

(Ticks in both would render your Ballot Form invalid)

Sr. No.	Special Resolutions	No. of ordinary shares for which votes cast	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1	Approval of amendments / modifications in the "Kirloskar Industries Limited – Employee Stock Option Plan 2017"			
2	Approval of "Kirloskar Industries Limited – Employees Stock Appreciation Rights Plan 2019" of the Company			
3	Approval of grant of Equity Settled Stock Appreciation Rights to the employees / directors of subsidiary company(ies) of the Company under the "Kirloskar Industries Limited – Employees Stock Appreciation Rights Plan 2019"			
4	Approval of grant of Equity Settled Stock Appreciation Rights equal to or more than 1% of the Issued Capital of the Company to the identified employees			
5	Approval of grant of Equity Settled Stock Appreciation Rights to the Non-Executive Directors of the Company			

Place:

Date:

Signature of Member

Note: Please return duly filed and signed Postal Ballot Form in the envelope enclosed herewith.

Details of remote e-voting

EVEN (Electronic Voting Event Number)	User ID	Password / PIN
112598		

Instructions for voting in physical form

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy of the Form will be permitted) in all respects and send it to the Scrutinizer in the enclosed self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by Courier or Registered / Speed Post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic mode as per instructions for voting through electronic means provided in the Notice sent herewith.
3. The Company has appointed Mrs. Manasi Paradkar, Practicing Company Secretary, Pune, as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The self-addressed Business Reply envelopes bear the address of the Scrutinizer.
4. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
5. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL in respect of shares held in dematerialized form) by the first named shareholder and failing him / her, by the next named shareholder and so on. In case of shares held by the Company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution / Authority Letter.
6. Duly completed Postal Ballot Form(s) should reach the Scrutinizer by 5.00 p.m. on Sunday, 29 December 2019. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.
7. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked (✓) both in favour and also against in the Ballot Form;
 - d. If the Ballot Form received in torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
8. A member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company / the Registrar and Share Transfer Agent, viz., Link Intime India Private Limited, (Unit: Kirloskar Industries Limited), Block No. 202, Akshay Complex, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune 411 001. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 6 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the date of the dispatch of the Notice.
10. A member need not use all the votes or cast all the votes in the same way.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
12. Only a member entitled to vote is entitled to exercise his/her vote through Postal Ballot or through remote e-voting and a member having no right may treat this Notice as intimation only.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
14. The result of the Postal Ballot will also be posted on the website of the Company www.kil.net.in and also in the newspaper(s) for the information of the members.
15. The Company is pleased to offer remote e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote e-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
16. The result of the Postal Ballot shall be declared on or before 4 January 2020, at the Registered Office of the Company, before the close of the working hours. The date of declaration of result shall be the effective date of passing of the resolution.