

**Kirloskar Industries Limited**

A Kirloskar Group Company

**Registered Office:**Office No. 801, 8th Floor, Cello Platina,  
Fergusson College Road,  
Shivajinagar, Pune 411 005  
CIN: L70100PN1978PLC088972**NOTICE OF POSTAL BALLOT AND E-VOTING INFORMATION**

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/CMD2/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), to transact the special businesses by way of postal ballot through the remote e-voting for

- Issue of convertible warrants on preferential basis; and
- Enhance the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013.

In compliance with the MCA Circulars, the Notice of Postal Ballot (**"Notice"**) has been sent only in electronic form to those Members, whose names appear in the Register of Members or the List of Beneficial Owners as on Wednesday, 22 February 2023 ('Record Date' / 'Cut-off Date') and whose email addresses are registered with the Company / the Registrar and Share Transfer Agent ('RTA') and the Depositories. Voting rights of the Members of the Company shall be in proportion to the paid-up equity share capital of the Company as on the Record Date / the Cut-off Date.

The Notice of Postal Ballot including manner of registering / updating email address is available at the website of the Company, viz. [www.kirloskarindustries.com](http://www.kirloskarindustries.com), the relevant section of the website of BSE Limited, viz., [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, viz., [www.nseindia.com](http://www.nseindia.com) on which the equity shares of the Company are listed and on the website of National Securities Depository Limited, viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Also note that there will be no dispatch of hard copy of the Notice of Postal Ballot to the Members of the Company and the communication of 'assent' or 'dissent' in respect of the business item shall take place through the remote e-voting only.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to provisions of Section 110 read with Section 108 of the Act read with the rules thereof, the SS-2, and the MCA Circulars; the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically through National Securities Depository Limited ('NSDL') on the business item as set out in the Notice.

The procedure for remote e-voting has been provided in the Notice. Pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time; the members are provided with the information as given below:

- The Company has completed dispatch of the Notice through email on 27 February 2023.
- The remote e-voting commences on Tuesday, 28 February 2023 at 9:00 a.m. (IST) and ends on Wednesday, 29 March 2023 at 5:00 p.m. (IST).
- The remote e-voting shall be disabled by NSDL for voting after 5:00 p.m. (IST) on 29 March 2023.
- A Member whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the Record Date / the Cut-off Date shall be entitled to cast their vote only through remote e-voting.
- The Board of Directors of the Company has appointed Mrs. Manasi Paradkar, Practicing Company Secretary, Pune, (Membership No. FCS 5447 CP No. 4385), as the Scrutinizer for conducting the postal ballot remote e-voting process in a fair and transparent manner.
- In case of any query, a member may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free Number : 1800 1020 990 and 1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The Members may also write to the Company Secretary at email [investorrelations@kirloskar.com](mailto:investorrelations@kirloskar.com).

Members are requested to register their email addresses or changes therein, if any, at the earliest, for e-voting, as per the details given below:

For shares held in Physical Form	Members are requested to refer details at <a href="https://linkintime.co.in/home-KYC.html">https://linkintime.co.in/home-KYC.html</a> and send duly filled and signed hard copies of Form ISR-1 along with other applicable forms and supporting documents to the RTA, viz., Link Intime India Private Limited, Akshay Complex, Block No. 202, Second Floor, Off. Dhole Patil Road, Near Ganesh Temple, Pune 411001. In case of any query, member can contact the RTA at telephone numbers +91 (020) 26160084 / 26161629 or send email to <a href="mailto:pune@linkintime.co.in">pune@linkintime.co.in</a>
For shares held in dematerialized form	Kindly contact your DP for registration and / or updation of email addresses and / or details of bank accounts

By the Order of the Board of Directors  
For Kirloskar Industries Limited

Sd/-  
Place : Pune  
Date : 27 February 2023

Ashwini Mali  
Company Secretary

· Tel: +91 20 2970 4374 · Fax: +91 20 2970 4374  
· Email: [investorrelations@kirloskar.com](mailto:investorrelations@kirloskar.com) · Website: [www.kirloskarindustries.com](http://www.kirloskarindustries.com)

\*Mark bearing word "Kirloskar" in any form as a suffix or prefix is owned by Kirloskar Proprietary Limited and Kirloskar Industries Limited is the Permitted User\*