

NOTICE

NOTICE is hereby given that the 105th Annual General Meeting (AGM) of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held on Friday, the 1st day of August, 2025 at 02:00 p.m. Indian Standard Time (IST), through Video Conferencing / Other Audio Visual Means (VC/OAVM) facility to transact the following businesses.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Yamuna, Survey No. 98 (3 to 7), Plot No. 3, Baner, Pune 411 045, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Board of Directors and Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon.
3. To declare dividend on equity shares of the Company for the Financial Year ended March 31, 2025.
4. To appoint a Director in place of Mr. Alok Kirloskar (DIN 05324745), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. 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 196, 197 and 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals as may be required and as recommended by the Nomination and Remuneration Committee of the Board and by the Board of Directors, the approval of the Members be and is hereby accorded to the re-appointment of Mr. Sanjay C. Kirloskar (DIN 00007885) as the Managing Director of the Company for a period from November 19, 2025 upto March 21, 2027 (both days inclusive) and to perform the duties that may be delegated to him by the Board from time to time, subject to overall supervision and control of the Board of Directors and subject to all other terms and conditions as may be set out in the agreement to be entered into between the Company and Mr. Sanjay C. Kirloskar on the remuneration mentioned below: -

Salary:

₹15,00,000/- (Rupees Fifteen Lakh only) per month from November 19, 2025 till March 31, 2026 and ₹ 20,00,000/- (Rupees Twenty Lakh only) per month from April 01, 2026 till March 21, 2027.

Perquisites:

- a. Fully furnished/unfurnished residential accommodation. Where no accommodation is provided by the Company, suitable House Rent Allowance in lieu thereof may be paid.
- b. The expenses on furnishings, gas, electricity, water and other utilities and repairs, if any, shall be borne by the Company.
- c. Reimbursement of all medical expenses incurred for self and family.
- d. Leave Travel Assistance for self and family as per Company rules.
- e. Reimbursement of actual travelling expenses for proceeding on leave from Pune to any place in India and return therefrom once a year in respect of himself and family.
- f. Fees of clubs which will include admission and life membership fees.
- g. Personal accident insurance, premium whereof does not exceed ₹ 25,000/- per annum.
- h. Provision of service staff at residence.
- i. A car with driver for official and personal purpose.
- j. Telephone and other communication facilities at residence.
- k. Contribution to Provident Fund, Superannuation Fund or Annuity Fund.

I. Gratuity at the rate not exceeding 30 days' salary for each completed year of service.

m. Leave at the rate of one month for every eleven months of service. Leave not availed of may be encashed.

"Family" for the above purpose means the spouse, dependent children and dependent parents of the Managing Director.

Perquisites shall be valued as per the provisions of the Income Tax Rules.

Commission:

Commission shall be decided by the Board of Directors based on the net profits of the Company and as may be recommended by the Nomination and Remuneration Committee of the Board, for each year subject to the condition that the aggregate remuneration of the Managing Director shall not exceed the limit laid down under Section 197 of the Companies Act, 2013 read with Schedule V of the said Act, and as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and any other applicable laws as amended from time to time.

RESOLVED FURTHER THAT in the event in any Financial Year during the tenure of Mr. Sanjay C. Kirloskar as a Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V of the Act, the Company may pay to Mr. Sanjay C. Kirloskar the fixed pay and perquisites (subject to annual review from time to time) as approved by the Nomination and Remuneration Committee and the Board of Directors, and which shall be the minimum remuneration payable to Mr. Sanjay C. Kirloskar subject to requisite approvals, if any.

RESOLVED FURTHER THAT the scope and quantum of remuneration specified herein above, may be revised by the Board, considering and in conformity with any amendment to the relevant provisions of the Act and/or Income Tax Act, 1961 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s) / Company Secretary of the Company, to give effect and to implement this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** [subject to (i) Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and (ii) what is stated in the Explanatory Statement to the Notice]:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company and Regulations 17(1C) and 25 (2A) and any other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as recommended by the Nomination and Remuneration Committee of the Board, Mr. Pradyumna Vyas (DIN 02359563), who was appointed by the Board as an Additional Director in the category of Independent Director, with effect from May 14, 2025 pursuant to the provisions of Section 161 of the Act read with Article 166 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from May 14, 2025, to hold the office for a term of 5 (Five) consecutive years from May 14, 2025 to May 13, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Pradyumna Vyas be paid such fees and profit related commission as the Nomination and Remuneration Committee and the Board of Directors may approve from time to time and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all steps and actions as may be incidental, necessary, proper or expedient to give effect to this resolution."

7. 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 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company and Regulation 17(1C) and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as recommended by the Nomination and Remuneration Committee of the Board and the Board of Directors, Mr. M. S. Unnikrishnan (DIN 01460245) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive and Non-Independent Director with effect from June 25, 2025 in terms of provisions of Section 161 of the Act and Article 166 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of director being so eligible, be appointed, as a Director of the Company, in the category of in Non-Executive and Non-Independent Director, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution.”

8. 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 Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the relevant circulars issued by the SEBI and the provisions of Section 204(1) of the Companies Act, 2013 ('the Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable laws, if any, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s. Dinesh Birla & Associates, Practicing Company Secretary (COP No. 13029 and Peer Review No. 1668/2022) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from the conclusion of 105th Annual General Meeting upto 110th Annual General Meeting of the Company i.e. for audit of secretarial records of the Company from the Financial Year ending on March 31, 2026 upto the Financial Year ending on March 31, 2030.

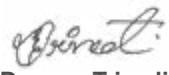
RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to finalise the remuneration plus out of pocket, travelling and other expenses etc. if any, as may be mutually agreed upon and do all such acts, deeds and things and take all steps and actions as may be incidental, necessary, proper or expedient to give effect to this resolution.”

9. 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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration amounting to ₹ 8,00,000/- (Rupees Eight Lacs Only) excluding GST and other taxes as may be applicable and out of pocket and travelling expenses, if any, payable to M/s. Harshad S. Deshpande & Associates, Cost Accountants, Pune (Firm Registration No. 00378), appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2025-26, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be incidental, necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For **KIRLOSKAR BROTHERS LIMITED**



Devang Trivedi

Company Secretary
ICSI Membership No. A13339

Pune: June 18, 2025

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the businesses under Item Nos. 5 to 9 of the accompanying Notice and additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto. The Board of Directors of the Company considered that the Special Businesses under Item Nos. 5 to 9, being unavoidable, be transacted at the 105th AGM of the Company.
2. **General instructions for accessing and participating in the 105th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting.**
 - a. In terms of Ministry of Corporate Affairs ('MCA') in continuation to its previous General Circulars No. 20/2020 dated 5th May, 2020, No. 02/2021 dated 13th January, 2021, No. 21/2021 dated 14th December, 2021, No. 02/2022 dated 5th May 2022, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated 25th September 2023 further extended the relaxation vide Circular No. 09/2024 dated 19th September 2024 ('MCA Circulars') and in terms of The Securities and Exchange Board of India ('SEBI') in continuation to its previous Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2 / CIR/P/2022/62 dated 13th May, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 further extended the relaxation vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 ('SEBI Circulars'), and in compliance with the provisions of the Act and with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
 - b. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
 - c. In line with the aforementioned MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report for the Financial Year 2024-25 ('the Integrated Annual Report') is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants. A letter is being sent to those Members providing the web-link, where complete details of the Integrated Annual Report is available to those shareholder(s) who have not registered their email addresses. The Members may note that notice of the AGM and the Integrated Annual Report is also available on the website of the Company at www.kirloskarpumps.com, on the website of BSE Limited (BSE) at www.bseindia.com, on the website of National Stock Exchange of India Limited (NSE) at www.nseindia.com and also on the website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com.
 - d. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
 - e. NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
 - f. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 1:30 p.m. IST i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility at 2.30 p.m. IST i.e. 30 minutes after the scheduled time to start the AGM.
 - g. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-serve principle.
 - h. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of considering the quorum under Section 103 of the Act.

i. Pursuant to the provisions of Section 108 of the Act and any other applicable provisions, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of SEBI Listing Regulations, 2015 read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

3. Instructions for Members for remote e-Voting are as under:

- a. The remote e-Voting period will commence on **Tuesday, 29th July, 2025 (9:00 am IST)** and will end on **Thursday, 31st July, 2025 (5:00 pm IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of July 25, 2025**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- b. A person who is not a Member as on the cut-off date i.e., **July 25, 2025** should treat this Notice of AGM for information purpose only.
- c. The details of the process and manner for remote e-Voting are explained herein below:

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by the 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	<p>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.</p> <p>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.</p> <p>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</p> <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.</p> <p>You will have to enter your User ID (i.e. your sixteen digit demat account number held 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.</p>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> <p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi "username & password".</p> <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 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.</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, from a link in 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>
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 above mentioned websites.

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 toll free no.: 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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. **IDeAS**, you can log-in at <https://eservices.nsdl.com/> with your existing **IDeAS** login. Once you log-in to NSDL e-services 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 Your User ID is:
or CDSL) or Physical**

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 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. 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**.

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 General 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.
- 8. 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 toll free no. 022 - 4886 7000 or send a request at evoting@nsdl.com or contact Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID:evoting@nsdl.com or at telephone nos. :1800 1020 990 and 1800 22 44 30 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address grievance.redressal@kbl.co.in.
- 9. Any person holding shares in physical form and non-individual shareholders, 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 **cut-off date i.e. July 25, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.com or issuer/RTA 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or **call on toll free no. 022-4886 7000 and 022-2499 4561**.

In case of Individual Shareholders 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. July 25, 2025** may follow steps mentioned in the notice of the AGM under "Access to NSDL e-voting system".

4. Process for those Members whose email IDs are not registered for procuring User id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- a) 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to grievance.redressal@kbl.co.in.
- b) 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 grievance.redressal@kbl.co.in. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- c) Alternatively, Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- d) 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.

5. Instructions for Members for participating in the AGM through VC/OAVM are as under:

- a) Member will be provided with a facility to attend the 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 link" 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.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) For smooth conduct of proceedings of the AGM, Members can submit questions/queries in advance with regard to the financial statements or any other matter to be placed at the AGM, 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 grievance.redressal@kbl.co.in at least 7 days before the start of the meeting i.e. by **July 25, 2025 by 2:00 p.m. IST**. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- f) Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as 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 grievance.redressal@kbl.co.in at least 7 days before the start of the AGM i.e. by **July 25, 2025 by 2:00 p.m. IST**. Those Members who have registered themselves as speakers shall only be allowed to ask questions during the AGM, on first-come-first-serve basis and subject to availability of time.
- g) The Company reserves the right to restrict the number of questions and number of speakers as appropriate, for smooth conduct of AGM.
- h) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM Facility. Institutional/corporate shareholders (i.e. other than individual, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Power of Attorney/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to csdineshbirla@gmail.com / jainandbirla@jainandbirla.com with a copy marked to evoting@nsdl.com. Such shareholders 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.

6. Instructions for Members for e-Voting during the AGM are as under:

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ Shareholders, who will be present in the 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 e-Voting system at the AGM.



- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the persons who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same persons mentioned for Remote e-voting i.e. Mr. Amit Vishal, Deputy Vice President - NSDL or Ms. Pallavi Mhatre, Senior Manager- NSDL at the designated email ID: evoting@nsdl.com or telephone number 022-4886 7000 or 022-2499 4561.

7. Other Guidelines for Members:

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log in to the e-Voting website will be disabled upon 5 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.
- b) 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 **cut-off date of July 25, 2025**.
- c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the AGM. Mr. Dinesh Birla, Practicing Company Secretary from Pune or failing him, Ms. Kavita Sethi Jain, Practicing Company Secretary from Pune has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and vote cast through e-Voting system during the AGM in a fair and transparent manner. Mr. Dinesh Birla and Ms. Kavita Sethi Jain, both have communicated their respective willingness to be appointed as scrutinizer and will be available for the said purpose.
- d) During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility and who have not voted earlier, to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- e) The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or the Company Secretary of the Company, who has been authorised for the same, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- f) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.kirloskarpumps.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or the Company Secretary of the Company. The Results shall also be immediately forwarded to the BSE and NSE.

8. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the AGM and the Integrated Annual Report for the Financial Year 2024-25 are being sent only by email to the Members. For the Members whose email addresses are not registered with the Company, a letter is being sent to those Members providing the web-link, where complete details of the Integrated Annual Report is available. Further, such Members can get their email address registered by following the steps as given below: -

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, Aadhaar) supporting the registered address of the Member, by email to the Company's email address grievance.redressal@kbl.co.in
- b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

9. The Notice of the AGM and the Integrated Annual Report for the Financial Year 2024-25, will be available on the website of the Company at www.kirloskarpumps.com and the website of BSE and NSE. The Notice of AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
10. Income tax on Dividend will be deducted as per the prescribed rates in the Income Tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at grievance.redressal@kbl.co.in.
11. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (IEPF Rules), read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

The Company has been sending reminders to the Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid / unclaimed dividends are also uploaded on the website of the Company at www.kirloskarpumps.com. Members who have not encashed Dividend 2017-18 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.

12. The unclaimed dividends upto the Financial Year 2016-17 have been transferred to IEPF, pursuant to the applicable provisions of Section 124 of the Act. In terms of the said Section read with relevant rules, the amount transferred to the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of 7 consecutive years or more from the date of such transfer, shall be transferred by the Company to IEPF. Accordingly, the unpaid/ unclaimed dividend for the Financial Year 2017-18 onwards will become transferable at the end of 7 years from the respective dates of transfer of such amount to the Unclaimed Dividend Account to IEPF.

As per the provisions of the IEPF Rules, the underlying shares in respect of which the dividend has remained unclaimed / unpaid for 7 years or more are required to be transferred to IEPF. Accordingly, during the year, the Company has transferred shares in respect of unpaid / unclaimed dividend for the Financial Year 2016 - 17.

In terms of the provisions under the IEPF Rules, the said shares and the dividend transferred to IEPF can be claimed by the shareholders or his or her legal heir/successor/nominee subject to the compliance of certain conditions as mentioned in the IEPF Rules. The procedure for the same is available on the website of the Company at www.kirloskarpumps.com.

The details of transfer of unpaid/unclaimed dividend to IEPF are given below:

Financial Year	Type of dividend	Dividend in ₹ per share	Date of declaration	Due Date of transfer to the IEPF Account
2017 -18	Final	2.50	27-Jul-18	September, 2025
2018 -19	Final	2.50	12-Aug-19	September, 2026
2019 - 20	Interim	2.00	14-Feb-20	March, 2027
2019 - 20	Final	0.50	25-Sept-20	October, 2027
2020 - 21	Final	3.00	09-Sept-21	October, 2028
2021 - 22	Final	3.00	10-Aug-22	September, 2029
2022 - 23	Final	4.50	01-Aug-23	September, 2030
2023 - 24	Final	6.00	02-Aug-24	September, 2031

In terms of the IEPF Rules, the details of unclaimed dividend up to 2023-24 have been uploaded on the Company's website www.kirloskarpumps.com. This will facilitate the Members to claim their unclaimed dividend. Members are therefore, requested to check and send their claims, if any, for the relevant Financial Years from 2017-18 onwards, before the respective amounts become due for transfer to IEPF.

13. In terms of the Listing Regulations, 2015, securities of listed companies can only be transferred in dematerialized form. Further, SEBI, vide its Circular dated 25th January 2022, has mandated that listed companies shall issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition etc. Accordingly, Members are advised to dematerialize shares held by them in physical form.



14. SEBI has vide its circulars, mandated the furnishing of PAN, address with pin code, mobile number, email address, bank account details and nomination by the holders of physical securities. The Members who have not updated KYC, are requested to furnish required details to the RTA at the earliest. On updation of the details, the holders of physical securities will be eligible to lodge grievance or avail any service request and for any payment of dividend/interest etc. only through electronic mode.
15. The shareholders may utilize "iConnect" facility provided by RTA at <https://iconnect.bigshareonline.com/Account/Login> for lodging service requests and complaints and tracking the same on real-time basis.
16. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement of material facts shall be available for inspection in the Investor Section of the website of the Company at www.kirloskarpumps.com.
17. During the AGM, Members with prior intimation of 48 hours, may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act, upon Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

(Information is being provided for the benefit of the shareholders although there is no legal requirement to furnish an Explanatory Statement as per the provisions of Section 102 of the Companies Act, 2013 for item No. 4)

The Members of the Company had approved re-appointment of Mr. Alok Kirloskar (DIN: 05324745) as the Director of the Company at the 103rd Annual General Meeting held on 01st August, 2023. Mr. Alok Kirloskar who retires by rotation and being eligible, offer himself as a Director. This proposal for his re-appointment shall be considered by the shareholders at the ensuing 105th Annual General Meeting.

Details of Mr. Alok Kirloskar as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2, are provided in the Annexure to this notice.

Mr. Alok Kirloskar will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.

Mr. Alok Kirloskar is not disqualified as per the provisions of Section 164 of the Companies Act, 2013 and given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions for the said re-appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder and the Listing Regulations. Mr. Alok Kirloskar is not disqualified or debarred from being re-appointed as a director in terms of provisions of Companies Act, 2013 or Ministry of Corporate Affairs or Securities and Exchange Board of India (SEBI) or by any other authority.

Apart from Mr. Alok Kirloskar, his father Mr. Sanjay Kirloskar and his sister Ms. Rama Kirloskar, none of the Directors and / or Key Managerial Personnel and / or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

The Board recommends his re-appointment as a Non-Executive Director, liable to retire by rotation and passing of this resolution as an Ordinary Resolution.

Item No. 5

The Members of the Company had re-appointed Mr. Sanjay C. Kirloskar (DIN: 00007885) as the Managing Director of the Company for a period of 5 (five) years from November 19, 2020 till November 18, 2025 (both days inclusive) through Postal ballot on December 28, 2020.

Based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee at their respective meetings held on May 13, 2025, the Board of Directors at its meeting held on May 14, 2025 has unanimously approved re-appointment of Mr. Sanjay C. Kirloskar as the Managing Director (Key Managerial Personnel) for a further tenure from November 19, 2025 to March 21, 2027 (both days inclusive), subject to the approval of Members of the Company.

Further, the Board at its meeting held on May 14, 2025, has approved the terms and conditions of re-appointment of Mr. Sanjay C. Kirloskar as mentioned in the draft resolution, which are as under:

Salary:

₹15,00,000/- (Rupees Fifteen Lakh only) per month from November 19, 2025 till March 31, 2026 and ₹ 20,00,000/- (Rupees Twenty Lakh only) per month from April 01, 2026 till March 21, 2027.

Perquisites:

- a. Fully furnished/unfurnished residential accommodation. Where no accommodation is provided by the Company, suitable House Rent Allowance in lieu thereof may be paid.
- b. The expenses on furnishings, gas, electricity, water and other utilities and repairs, if any, shall be borne by the Company.
- c. Reimbursement of all medical expenses incurred for self and family.
- d. Leave Travel Assistance for self and family as per Company rules.



- e. Reimbursement of actual travelling expenses for proceeding on leave from Pune to any place in India and return therefrom once a year in respect of himself and family.
- f. Fees of clubs which will include admission and life membership fees.
- g. Personal accident insurance, premium whereof does not exceed ₹ 25,000/- per annum.
- h. Provision of service staff at residence.
- i. A car with driver for official and personal purpose.
- j. Telephone and other communication facilities at residence.
- k. Contribution to Provident Fund, Superannuation Fund or Annuity Fund.
- l. Gratuity at the rate not exceeding 30 days' salary for each completed year of service.
- m. Leave at the rate of one month for every eleven months of service. Leave not availed of may be encashed.

"Family" for the above purpose means the spouse, dependent children and dependent parents of the Managing Director. Perquisites shall be valued as per the provisions of the Income Tax Rules.

Commission:

Commission shall be decided by the Board of Directors based on the net profits of the Company and as may be recommended by the Nomination and Remuneration Committee of the Board, for each year subject to the condition that the aggregate remuneration of the Managing Director shall not exceed the limit laid down under Section 197 of the Companies Act, 2013 read with Schedule V of the said Act, and as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and any other applicable laws as amended from time to time.

Details of Mr. Sanjay Kirloskar as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 are provided in Annexure to this Notice.

A draft of the agreement setting out the terms of re-appointment including payment of remuneration, proposed to be entered into with Mr. Sanjay C. Kirloskar will be available for inspection on request without payment of fee, during the business hours of the Company.

Mr. Sanjay Kirloskar is not disqualified as per the provisions of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. He is not debarred from being re-appointed as the Managing Director in terms of provisions of the Companies Act, 2013 or Ministry of Corporate Affairs or Securities and Exchange Board of India (SEBI) or by any other authority. In the opinion of the Board, he fulfils the conditions for the said re-appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder and the Listing Regulations.

Apart from Mr. Sanjay Kirloskar, his son Mr. Alok Kirloskar, and his daughter Ms. Rama Kirloskar, none of the Directors, Key Managerial Personnel and/or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

The Board recommends the re-appointment of Mr. Sanjay C. Kirloskar as Managing Director of the Company and passing of this resolution as an Ordinary Resolution.

Item No. 6

With a view to strengthen the Board with professionals from diversified background, the Board at its meeting held on May 14, 2025, based on the recommendations of the Nomination & Remuneration Committee (NRC) appointed Mr. Pradyumna Vyas (DIN 02359563) as an Additional Director with effect from May 14, 2025, and as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 14, 2025 up to May 13, 2030, subject to approval of the shareholders.

Details of Mr. Pradyumna Vyas as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 are provided in Annexure to this Notice.

He will be entitled to sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.

The Company has received a notice under Section 160 (1) of the Act, from a Member proposing his candidature for the office of Director of the Company.

Mr. Pradyumna Vyas is not disqualified as per the provisions of Section 164 of the Companies Act, 2013 and he has given his consent to act as a Director of the Company. He is not debarred from being appointed as a director in terms of provisions of Companies Act, 2013 or by the Ministry of Corporate Affairs or the Securities and Exchange Board of India (SEBI) or by any other authority. In the opinion of the Board, he fulfills the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. In view of the stipulations as contained in the First proviso to Regulation 25(2A) of the Listing Regulations, if a special resolution for the appointment of Mr. Pradyumna Vyas as an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution then the appointment shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations.

In view thereof, the approval of the Members for appointment of Mr. Pradyumna Vyas as an Independent Director, is being sought as a Special Resolution [subject to the provisions contained in Regulation 25(2A) of the Listing Regulations]. The draft letter of appointment to be issued to Mr. Pradyumna Vyas setting out all the terms and conditions of appointment as an Independent Director is available on the website of the Company at www.kirloskarpumps.com.

Apart from Mr. Pradyumna Vyas, none of the Directors and / or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

The Board recommends appointment of Mr. Pradyumna Vyas as an Independent Director of the Company for a term of 5 (Five) consecutive years i.e., up to May 13, 2030, not liable to retire by rotation, and passing of this resolution as a Special Resolution (but subject to the provisions contained in Regulation 25(2A) of the Listing Regulations).

Item No. 7

Mr. M. S. Unnikrishnan (DIN 01460245), was associated with the Company since June 05, 2020 as an Independent Director. His term came to an end on June 04, 2025 and he ceased to be the independent director of the Company.

Considering the vast experience of Mr. Unnikrishnan in engineering and manufacturing sector, significant contributions made by him during his earlier tenure as an Independent Director of the Company on the Board and as a member of its committees, the Board of Directors on June 18, 2025, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. M.S. Unnikrishnan as an Additional Director (in the category of Non-Executive and Non-Independent Director) of the Company with effect from June 25, 2025, in terms of Section 161 of the Companies Act, 2013 ('the Act') and Article No. 166 of the Articles of Association of the Company, to hold office upto the date of the Annual General Meeting and recommends to the Members his appointment, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

Details of Mr. M. S. Unnikrishnan as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 are provided in Annexure to this Notice.

He will be entitled to sitting fees as may be decided by the Board from time to time and commission if any, as may be approved by the Board.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Mr. M. S. Unnikrishnan is not disqualified as per the provisions of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from being appointed as a director in terms of provisions of the Act or by Ministry of Corporate Affairs or Securities and Exchange Board of India (SEBI) or by any other authority. In the opinion of the Board, he fulfills the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder and the Listing Regulations.

Apart from Mr. M. S. Unnikrishnan, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

On the recommendation of Nomination and Remuneration Committee, and as per the requirements of Section 152 read with Section 160 of the Act, the Board recommends appointing Mr. Unnikrishnan as Non-Executive, Non-Independent Director of the Company by passing of this resolution as an Ordinary Resolution.

Item No. 8

In terms of Regulation 24A of the Listing Regulations, the Secretarial Auditor shall be appointed on the recommendation of the Board with the approval of shareholders of the Company. Accordingly, the Board has recommended the appointment of M/s. Dinesh Birla & Associates, Practicing Company Secretaries (COP No. 13029 and Membership No. F7658), a peer reviewed sole proprietary firm (Certificate No. 1668/2022) as Secretarial Auditors of the Company for audit period of 5 years commencing from Financial Year 2025-26 till Financial Year 2029-2030. M/s. Dinesh Birla & Associates were Secretarial Auditors of the Company for the Financial Year 2024-25. They have been paid ₹ 1,75,000 (Rupees One Lac Seventy-Five Thousand) plus applicable taxes and reimbursement of other out-of-pocket expenses in connection with the Secretarial Audit of the Company for the Financial Year 2024-25.

The details required to be disclosed under provisions of Regulation 36(5) of the Listing Regulations are as under:

Particulars	Details
Basis of recommendation	M/s. Dinesh Birla & Associates, is a sole proprietary firm founded in 2014. The firm provides professional services in the field of Corporate Laws, SEBI Regulations including carrying out Secretarial Audit, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed by the Institute of Company Secretaries of India. The firm has its establishment in Pune. The Board believes that their experience of conducting Secretarial Audit of listed companies and large companies, and knowledge of the legal and regulatory framework will be beneficial to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, SEBI Regulations and other applicable laws.
Credentials of Proposed Secretarial Auditor	M/s. Dinesh Birla & Associates is a peer reviewed sole proprietary firm (Certificate No. 1668/2022) having Certificate of Practice Number 13029 and Membership Number as F7658.
Term of Appointment	Five (5) consecutive years i.e. from the conclusion of 105 th Annual General Meeting till the conclusion of the 110 th Annual General Meeting of the Company to be held for the Financial Year ended March 31, 2030.
Proposed Fees	₹ 1,75,000 (Rupees One Lac Seventy Five Thousand only) plus applicable taxes and reimbursement of other out-of-pocket expenses actually incurred in connection with the Secretarial Audit of the Company for the Financial Year 2025-26. The Board of Directors (including Committee thereof) shall approve revisions to the remuneration of the Secretarial Auditors for the balance part of the tenure, based on performance review and any additional efforts on account of changes in regulations, management processes or any other considerations. M/s. Dinesh Birla & Associates were also Secretarial Auditors of the Company for the Financial Year 2024-25 on the same remuneration as being proposed for FY 2025-26.

M/s. Dinesh Birla & Associates confirmed that the firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24 (1A) of the Listing Regulations.

Besides the secretarial audit services, the Company would also obtain certifications which are mandatorily to be obtained from the Secretarial Auditors under various statutory regulations from time to time, for which the Auditors will be remunerated separately on mutually agreed terms. The services to be rendered by M/s. Dinesh Birla & Associates as Secretarial Auditors are within the purview of Regulation 24 (1B) of the Listing Regulations, read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.



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Based on the recommendation by the Audit Committee, after assessing the performance, expertise and skills, the Board recommends the appointment of M/s. Dinesh Birla & Associates as Secretarial Auditors of the Company, and passing of this resolution as an Ordinary Resolution.

Item No. 9

In terms of Section 148 of the Act read with The Companies (Cost Records and Audit) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the Company is required to get its cost records audited by a Cost Accountant and the remuneration to be paid to such Cost Accountant would require approval of the Members of the Company. The Board of Directors of the Company at its meeting held on May 14, 2025 has appointed M/s. Harshad S. Deshpande & Associates, Cost Accountants, Pune, as Cost Auditors in terms of the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, for the purpose of auditing the cost records of the Company for the Financial Year 2025-26 on a yearly remuneration of ₹ 800,000/- (Rupees Eight Lacs Only) excluding GST and other taxes as may be applicable and out of pocket and travelling expenses, if any.

None of the Directors and / or Key Managerial Personnel of the company and / or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

The Board recommends passing of this resolution as an Ordinary Resolution.

By order of the Board of Directors
For **KIRLOSKAR BROTHERS LIMITED**

Devang Trivedi

Company Secretary

ICSI Membership No – A13339

Pune: June 18, 2025

ANNEXURE TO THE NOTICE OF 105th ANNUAL GENERAL MEETING

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2)

Name (Director Identification Number)	Mr. Alok Sanjay Kirloskar (DIN: 05324745)	Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885)	Mr. Pradyumna Rameshchandra Vyas (DIN: 02359563)	Mr. M. S. Unnikrishnan (DIN: 01460245)
Category	Non-Executive and Non-Independent Director	Managing Director (Key Managerial Personnel)	Non-Executive and Independent Director	Non-Executive and Non-Independent Director
Age	41 Years	68 Years	66 Years	64 Years
Date of first Appointment	18 July, 2012	19 November, 1985	16 May, 2019 as a Non-Executive and Independent Director	05 June 2020 as a Non-Executive and Independent Director
Total tenure in Company	12 Years as Director	Around 40 Years as the Managing Director	3 Years (16 May, 2019 – 15 May, 2022) as a Non-Executive and Independent Director	5 years (05 June, 2020 to 04 June, 2025) as a Non-Executive and Independent Director
Expertise in functional areas	Strategy, Executive Management and International business operations.	He has been associated with the Company since 1983 and has over 42 years of rich and varied industrial experience with expertise in other functional areas like strategy, executive management and international business operations.	Designing, Technology, Innovations Education, Strategy, Executive Management and International Operations.	Strategy, Policy, Finance, Legal framework, Executive Management, Commercial and International Operations.
Qualifications and Brief Profile	<p>He has done Bachelor of Science in Business Administration with concentration in Finance from Carnegie Mellon University, Pittsburgh, PA, USA. He had the honor to be on the Dean's list for his academic excellence throughout the course.</p> <p>He has been associated with the Company since September, 2007. He was first entrusted with responsibilities of international marketing business and he acquainted himself with the functioning of various departments/sectors. Later, he was the Head of the Industry sector of the Company, before he became the Director. He is on the Board of the Company since July 18, 2012.</p>	<p>Mr. Sanjay Kirloskar holds a Bachelor's in Science in Mechanical Engineering from the Illinois Institute of Technology in Chicago, USA.</p> <p>Mr. Sanjay Kirloskar, is Chairman and Managing Director of Kirloskar Brothers Limited. The Company, established in 1888, is one of India's oldest manufacturing companies. It is India's largest centrifugal pump manufacturer and has manufacturing facilities in the Netherlands, South Africa, Thailand, the United Kingdom and the United States of America.</p> <p>He is also on the Boards of DCM Shriram Industries Limited, Kirloskar Ebara Pumps Limited, Kirloskar</p>	<p>He has acquired Masters in Industrial Design (M Des), from the Indian Institute of Technology, Bombay and was awarded an Honorary Master of Arts degree from the University for the Creative Arts in Farnham, United Kingdom in 2010.</p> <p>With more than 38 years of professional and teaching experience in different spheres of design, Prof. Vyas was associated with NID for 30 years, first as a faculty member and later as the Director of the Institute from 2009-2019.</p> <p>He is a former Director of National Institute of Design (NID), India's premier design institute.</p>	<p>Mr. M. S. Unnikrishnan, is a graduate in Mechanical Engineering from VNIT, Nagpur; he has also completed his Advanced Management Program from the Harvard Business School, Boston, USA. He continues to be a keen student of energy, environment and management.</p> <p>He is the CEO of IITB-Monash Research Academy, a research institute dedicated to a PhD program in cutting edge technologies and management, jointly promoted by IIT Bombay and the Monash University of Australia.</p>

Name (Director Identification Number)	Mr. Alok Sanjay Kirloskar (DIN: 05324745)	Mr. Sanjay Chandrakant Kirloskar (DIN: 000007885)	Mr. Pradyumna Rameshchandra Vyas (DIN: 02359563)	Mr. M. S. Unnikrishnan (DIN: 01460245)
<p>Name (Director Identification Number)</p> <p>Mr. Alok Sanjay Kirloskar (DIN: 05324745)</p> <p>Before joining the Company, he worked with Sonasoft Corporation (Microsoft GPC) at San Jose, California, USA, as Business Development Manager. He had also interned at Nasa, Girvan Institute of Technology, Santa Clara, USA and Toyota Motor Corporation, Torrance, USA.</p> <p>Mr. Alok S. Kirloskar, is presently Managing Director – SPP Pumps Limited, Britain's leading pump manufacturer and a subsidiary of the Company. He is also the Managing Director of Kirloskar Brothers International B.V., Kirloskar Brothers International B.V. is the holding company for the international business of the Company.</p>	<p>Brothers International B.V., The Netherlands and SPP Pumps Limited, UK.</p>	<p>He is currently the senior Advisor for Design Promotion and Innovation at the Confederation of Indian Industry (CII), and President-elect of the World Design Organisation (WDO).</p> <p>He has also been chairing the jury of the Design Excellence Award organized by Business World one of the leading business magazines of India. Appointed as a member of the Academic Committee of the World Eco - Design Conference (UN Consultative status NGO) in 2024.</p> <p>He has been conferred with multiple awards like below:</p> <ul style="list-style-type: none"> Outstanding Contribution to Education at World Education Congress 2015; Lifetime Achievement Award by Times Education Icons 2017; Nomination as a jury member for the Good Design Award (G-Mark) Japan by the Japan Institute of Design Promotion consecutively in 2012, 2013, 2014 and 2016; Intelligence Award 2024, China, the Taiwan International Students Design Competition 2024, Taiwan, and the Golden Pin Design Award 2024, Taiwan. 	<p>He has previously held the position of Managing Director & CEO of Thermax Group for over 13 years and played a pivotal role in the growth, professionalisation and globalisation of the company.</p> <p>He serves on the Boards of KEC International and Greaves Cotton Limited, Livguard Energy Technologies Pvt. Ltd and Ground Screw Pvt. Ltd. He is also a trustee of "Akshaya Patra," the largest NGO of India that feeds 19 lakhs/day underprivileged school children, and Jehangir Hospital, Pune. He has also served as an Independent Director of the Company during June 05, 2020 to June 04, 2025. He was also a member of Audit Committee, Nomination & Remuneration Committee and Chairman of the Risk Management Committee of the Company, during his tenure.</p> <p>Mr. Unnikrishnan is a member of the Governing Councils of TERI and Army Institute of Technology.</p>	<p>He has been at the helm of design affairs in India and globally, and his illustrious career has been marked with several national and international milestones and accolades.</p>

Name (Director Identification Number)	Mr. Alok Sanjay Kirloskar (DIN: 05324745)	Mr. Sanjay Chandrakant Kirloskar (DIN: 00007785)	Mr. Pradyumna Rameshchandra Vyas (DIN: 02359563)	Mr. M. S. Unnikrishnan (DIN: 01460245)
Shareholding in the Company of the director (including shareholding as beneficial owner)	6,187 equity shares (0.01%) of ₹ 2/- each.	1,78,47,465 equity shares (22.48%) of ₹ 2/- each of the Company, held as under: <ul style="list-style-type: none"> 1,60,85,546 equity shares in the individual capacity 17,58,904 equity shares as Trustee of Kirloskar Brothers Limited Employees Welfare Trust Scheme 3,015 equity shares as a Trustee of C. S. Kirloskar Testamentary Trust 	95 equity shares (0%) of ₹ 2/- each.	Nil
Disclosure of relationships between directors inter-se	<ul style="list-style-type: none"> Sanjay Kirloskar, Chairman & Managing Director (Father) Rama Kirloskar, Joint Managing Director (Sister) Sanjay Kirloskar (Father) holds 1,78,47,465 (22.48%) equity shares Pratima Sanjay Kirloskar (Mother) holds 1,38,49,488 (17.44%) equity shares 	<ul style="list-style-type: none"> Alok Kirloskar, Non-Executive Director (Son) Rama Kirloskar, Joint Managing Director (Daughter) Pratima Sanjay Kirloskar (Spouse) holds 1,38,49,488 (17.44%) equity shares Alok Sanjay Kirloskar (Son) holds 6,187 (0.01%) equity shares 	He is not related to any other director of the Company.	He is not related to any other director of the Company.
Shareholding in the company of immediate relatives of the director	20	Attended all the 6 (Six) meetings held during the year.	Attended all the 6 (Six) meetings held during the year.	Attended 5 (Five) out of 6 (Six) board meetings during his tenure as an Independent Director of the Company.
No. of board meetings attended during FY 2024-25		Chairmanship: Nil	Chairmanship: Nil	Chairmanship:
Chairman/ Member of committee of Board of Directors of the Company	Committee Membership: Stakeholder's Relationship Committee	Committee Membership: a) Stakeholder's Relationship Committee	Committee Membership: a) Audit Committee (w.e.f. May 14, 2025)	Committee Membership:
		b) Corporate Social Responsibility Committee	b) Nomination and Remuneration Committee (w.e.f. June 25, 2025)	a) Audit Committee (w.e.f. June 25, 2025)
		c) Nomination And Remuneration Committee	c) Nomination and Remuneration Committee (w.e.f. June 25, 2025)	b) Nomination and Remuneration Committee (w.e.f. June 25, 2025)

Name (Director Identification Number)	Mr. Alok Sanjay Kirloskar (DIN: 05324745)	Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885)	Mr. Pradyumna Rameshchandra Vyas (DIN: 02359563)	Mr. M. S. Unnikrishnan (DIN: 01460245)
Listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	He does not hold any directorships or committee memberships in any other listed entity. He has not resigned from any listed entities in past three years.	Directorship: DCM Shriram Industries Limited Committee Membership: 1. Nomination and Remuneration Committee – Chairman 2. Risk Management Committee – Member 3. Audit Committee – Member He has not resigned from any listed entity in the past three years.	Directorship: 1. Carysil Limited 2. Dynamic Technologies Limited Committee Membership: a) Carysil Limited 1. Nomination & Remuneration Committee - Chairman 2. Audit Committee - Member 3. Risk Management Committee – Member b) Dynamic Technologies Limited 1. Nomination & Remuneration Committee - Chairman 2. Audit Committee - Member 3. Risk Management Committee – Member He has not resigned from any listed entity in the past three years.	Directorships: 1. KEC International Limited 2. Greaves Cotton Limited Committee Memberships: KEC International Limited: 1. Risk Management Committee – Chairman 2. Audit Committee – Member 3. Nomination and Remuneration Committee – Chairman Greaves Cotton Limited: 1. Finance Committee – Member 2. Nomination and Remuneration Committee – Member 3. Nomination and Remuneration Committee – Member 4. Stakeholders Relationship Committee - Chairman 5. Corporate Social Responsibility Committee - Member He has not resigned from any listed entity in the past three years.

KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company



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Name (Director Identification Number)	Mr. Alok Sanjay Kirloskar (DIN: 05324745)	Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885)	Mr. Pradyumna Rameshchandra Vyas (DIN: 02359563)	Mr. M. S. Unnikrishnan (DIN: 01460245)
List of Other directorships held	<p>1. Kirloskar Corrocoat Private Limited</p> <p>2. Prakar Investments Private Limited</p> <p>3. SPP Pumps Ltd. - United Kingdom</p> <p>4. Micawber 784 (Proprietary) Ltd. - South Africa</p> <p>5. Braybar Pumps (Proprietary) Ltd. - South Africa</p> <p>6. Kirloskar Brothers International B.V. - The Netherlands</p> <p>7. Kirloskar Brothers (Thailand) Ltd. - Thailand</p> <p>8. Syncroflo Inc. - United States of America</p> <p>9. Kirloskar Pompen B.V. - The Netherlands</p> <p>10. SPP Pumps Inc. - United States of America</p> <p>11. SPP Pumps Real Estate LLC - United States of America</p> <p>12. Rodelta Pumps International B.V. - The Netherlands</p> <p>13. Rotaserve B.V. - The Netherlands</p> <p>14. SPP Pumps (South Africa) (Pty) Limited - South Africa</p> <p>15. SPP Pumps International (Pty) Limited - South Africa</p>	<p>1. Kirloskar Ebara Pumps Limited</p> <p>2. Kirloskar Brothers International B.V. - The Netherlands</p> <p>3. SPP Pumps Ltd. - United Kingdom</p> <p>4. Mahratta Chamber of Commerce Industries and Agriculture</p> <p>5. Auto Cluster Development and Research Institute</p> <p>6. MCCIA Foundation</p> <p>7. MCCIA Electronic Cluster Foundation</p>	<p>1. JKM Era Automotive Limited</p> <p>2. Dynamic Manufacturing Limited</p> <p>3. Carysil USA Inc.</p> <p>4. United Granite LLC, USA</p> <p>5. Carysil Products Limited, UK</p> <p>6. Carysil UK Limited</p>	<p>1. Ground Screw Private Limited</p> <p>2. Livguard Energy Technologies Private Limited</p> <p>3. IIT Palakkad Technology IHUB Foundation</p> <p>4. VNIT Nagpur Alumni Association</p> <p>5. Nair Business Forum</p> <p>6. KEC Investment Holdings</p>

Name (Director Identification Number)	Mr. Alok Sanjay Kirloskar (DIN: 05324745)	Mr. Sanjay Chandrakant Kirloskar (DIN: 000007885)	Mr. Pradyumna Rameshchandra Vyas (DIN: 02359563)	Mr. M. S. Unnikrishnan (DIN: 01460245)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (In case of independent directors)	Not Applicable	Not Applicable	NRC has identified amongst others, skills and expertise required for this role. NRC and Board of Directors are of the view that Mr. Vyas possesses requisite skills, and capabilities in addition to his vast experience in the fields of Industrial Design, Strategy, Policy and Innovations and Technology etc. Therefore, his association with the Company would immensely benefit the Company and it is desirable to appoint Mr. Pradyumna Vyas as an Independent Director.	Not Applicable
Terms and conditions of appointment	As per the details provided in the explanatory statement.	As per the details provided in the explanatory statement.	As per the details provided in the explanatory statement.	As per the details provided in the explanatory statement.
Last drawn remuneration (FY 2024-25)	₹ 31,25,000/- (Please refer 'Remuneration of Directors' in the Corporate Governance Report for details)	₹ 9,89,47,692/- (Please refer 'Remuneration of Directors' in the Corporate Governance Report for details)	Not Applicable	₹ 36,50,000/- (Please refer 'Remuneration of Directors' in the Corporate Governance Report for details)
Details of proposed remuneration	As per the details provided in the explanatory statement.	As per the details provided in the explanatory statement.	As per the details provided in the explanatory statement.	As per the details provided in the explanatory statement.