



Enriching Lives

## KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

SEC/ F:25

August 01, 2025

### **BSE Limited**

Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Ring,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001.

**(BSE Scrip Code – 500241)**

### **National Stock Exchange of India Ltd.**

5<sup>th</sup> Floor, Exchange Plaza,  
Bandra (East),  
Mumbai – 400 051.

**(NSE Symbol – KIRLOSBROS)**

Dear Sir/Madam,

### **Sub.: Details of voting results at the 105<sup>th</sup> Annual General Meeting (AGM)**

**Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

In terms of the subject referred Regulation, we are enclosing a disclosure of voting results of the AGM together with the Scrutinizer's Reports on e-voting.

Date of the Annual General Meeting	Friday, August 01, 2025
Total number of shareholders as on Record Date (i.e.) July 25, 2025	69,218
Number of shareholders present at the meeting in person: <ul style="list-style-type: none"><li>• Promoter and Promoter group</li><li>• Public</li></ul>	N.A.
Number of shareholders attended the meeting through Video Conferencing: <ul style="list-style-type: none"><li>• Promoter and Promoter Group</li><li>• Public</li></ul>	5 38

The consolidated voting results and the Scrutinizer's Report thereon are being uploaded on the website of the Company at [www.kirloskarpumps.com](http://www.kirloskarpumps.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on records.

Thanking you,

Yours faithfully,

**For KIRLOSKAR BROTHERS LIMITED**

**Devang Trivedi**

Company Secretary

Encl.: As Above



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## **KIRLOSKAR BROTHERS LIMITED**

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Based on the Scrutinizer's Report dated August 01, 2025, I declare that the Resolution No. 1 to 9 are passed with requisite majority.

For **Kirloskar Brothers Limited**

Devang Trivedi

**Company Secretary**

**Report of Scrutinizer**

[Pursuant to section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]

**CONSOLIDATED SCRUTINIZER'S REPORT**

To,  
The Chairman  
M/s Kirloskar Brothers Limited  
CIN: L29113PN1920PLC000670,  
Yamuna, S No. 98/3 – 7, Plot No. 3 Baner,  
Pune – 411 045

**Sub : Scrutinizer's Report of 105<sup>th</sup> Annual General Meeting held on 01<sup>st</sup> August, 2025  
Through Video Conferencing / Other Audio Visual Means**

Dear Sir,

I, Dinesh Shivnarayan Birla proprietor of Dinesh Birla & Associates, Practicing Company Secretary appointed as Scrutinizer by the board of directors of Kirloskar Brothers Limited for the purpose of scrutinizing the remote e-voting process and e-voting as per Section 108 and 109 of the Companies Act, 2013 and Rules read thereunder, in respect of the resolutions as set out in the notice convening the 105<sup>th</sup> Annual General Meeting of the company, held on 01<sup>st</sup> August, 2025 at 02.00 pm through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

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 company has sent the Notice of Annual General Meeting along with integrated Annual Report in electronic form only. The Notice and Integrated Annual Report of the company has also been placed on the website of the company, e-voting website of NSDL and was also available on the website of the stock exchanges.

**Responsibility of the Management of the company**

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to remote e-voting and e-voting by the shareholders on the resolution (s) set out in the

notice convening the 105<sup>th</sup> Annual General Meeting of the Company, dated 18<sup>th</sup> June, 2025 is the responsibility of the Management.

### **My responsibility as Scrutinizer**

My responsibility as a Scrutinizer for the remote e-voting process and e-voting conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report for the votes casted 'in favour' or 'against' the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility and poll conducted at AGM, in a fair and transparent manner.

Based on confirmation received from the Company, I submit my report as under:

1. The Company had completed the dispatch of Notice of the 105<sup>th</sup> Annual General Meeting dated 18<sup>th</sup> June, 2025, along with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 on Saturday, 5<sup>th</sup> July, 2025, to its members through email whose email id is registered with the Registrar and Share Transfer Agent (RTA)/ Depositories. For those whose email id is not registered, a letter has been sent providing a weblink for accessing Notice and Annual Report of the company.
2. The said Notice was dispatched on the basis of Register of Members made available by RTA of the Company and the list of beneficial owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Monday, 30<sup>th</sup> June, 2025.
3. As per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about providing E-voting facility in Newspapers named "Financial Express" and "Loksatta" on 06<sup>th</sup> July, 2025.
4. The equity shareholders holding shares on July 25, 2025 (i.e. "cut-off date") were entitled to vote on the resolution (s) set out in the notice convening the 105<sup>th</sup> Annual General Meeting of the Company.
5. The Company had provided e-voting facility offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
6. The remote e-voting was kept open from Tuesday, July 29, 2025 at 9.00 a.m. (IST) to Thursday July 31, 2025 at 05.00 p.m. (IST) and the Company had also provided remote e-voting facility to the Shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.

7. After the closure of remote e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
8. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
9. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.
10. My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
11. I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

**a) Resolution No. 1 –Ordinary Resolution - Adoption of the Audited Standalone Financial Statements and reports thereon for the financial year ended on 31<sup>st</sup> March, 2025.**

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	250	3,94,00,692	66.5701

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	1,97,86,079	33.4299

III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0

**Based on above, I report that the Ordinary Resolution set out as Item No. 1 of the AGM Notice has been passed with requisite majority.**

**b) Resolution No. 2 –Ordinary Resolution - Adoption of the Audited Consolidated Financial Statements and reports thereon for the financial year ended on 31<sup>st</sup> March, 2025.**

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	249	3,94,00,691	66.5701

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	1,97,86,079	33.4299

III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0

**Based on above, I report that the Ordinary Resolution set out as Item No. 2 of the AGM Notice has been passed with requisite majority.**

**c) Resolution No. 3 –Ordinary Resolution –Declaration of dividend on Equity Shares of the company for the Financial Year ended March 31, 2025**

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	252	3,94,66,802	99.9998

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	65	0.0001

III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0

**Based on above, I report that the Ordinary Resolution set out as Item No. 3 of the AGM Notice has been passed with requisite majority.**

**d) Resolution No. 4 –Ordinary Resolution –To appoint a director in place of Mr. Alok Kirloskar (DIN: 05324745) who retires by rotation and being eligible offers himself for re-appointment.**

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	241	3,92,94,151	66.3206

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	18	1,99,54,582	33.6793

III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0

**Based on above, I report that the Ordinary Resolution set out as Item No. 4 of the AGM Notice has been passed with requisite majority.**

**e) Resolution No. 5 –Ordinary Resolution –Re-appointment of Mr. Sanjay Kirloskar (DIN: 00007885) as Managing Director of the company**

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	155	3,30,96,742	55.8607

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	107	2,61,51,991	44.1393

III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared	Total number of votes cast by them

	invalid	
E-voting	0	0

Based on above I report that the Ordinary Resolution set out as Item No. 5 of the AGM Notice has been passed with requisite majority.

**f) Resolution No. 6 – Special Resolution – Regularization of appointment of Mr. Pradyumna Vyas (DIN: 02359563) as an Independent Director of the company**

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	*244	*92,48,732	99.9991

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	*3	*80	0.0009

III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0

\* Votes of Public Shareholders considered as per the provisions of the sub-regulation (2A) of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**This special resolution fails to get the requisite majority of votes (3/4th Majority) but the votes cast (3,94,62,639 i.e. 66.67% of total Votes Cast) in favour of the resolution exceed the votes cast (1,97,86,094 i.e. 33.33 % of total Vote Cast) against the resolution. However the 92,48,732 votes cast (99.99% of the total vote cast by the public shareholders) in favour of the resolution exceed the 80 votes cast against the resolution, hence I report that the Special resolution set out as Item No. 6 has been passed with requisite majority as per the provisions of sub-regulation (2A) of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**g) Resolution No. 7 – Ordinary Resolution – Regularization of appointment of Mr. M. S. Unnikrishnan (DIN: 01460245) as Non-Executive Non-Independent Director of the company**

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	230	3,91,14,867	66.0181

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	35	2,01,33,866	33.9819

III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0

**Based on above, I report that the Ordinary Resolution set out as Item No. 7 of the AGM Notice has been passed with requisite majority.**

**h) Resolution No. 8 – Appointment of M/s. Dinesh Birla & Associates, Practicing Company Secretary, as the Secretarial Auditor of the company**

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	255	5,92,47,832	99.9999

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	65	0.0001

III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0

**Based on above, I report that the Ordinary Resolution set out as Item No. 8 of the AGM Notice has been passed with requisite majority.**

**i) Resolution No. 9 –Ordinary Resolution –Ratification of remuneration payable to M/s. Harshad S Deshpande & Associates, Cost Auditors of the company.**

IV. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	255	5,92,48,487	99.9996

V. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	246	0.0004

VI. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0

**Based on above, I report that the Ordinary Resolution set out as Item No. 9 of the AGM Notice has been passed with requisite majority.**

12. A soft copy of the list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the company for safe keeping.

Thanking you,  
Yours faithfully,  
For Dinesh Birla & Associates  
Company Secretaries

Dinesh  
Shivnarayan Birla

Digitally signed by  
Dinesh Shivnarayan Birla  
Date: 2025.08.01  
19:03:22 +05'30'

Dinesh Birla, Proprietor  
Membership No.: FCS-7658  
COP No. 13029  
Peer Review No.:1668/2022  
UDIN: F007658G000914322

Place: Pune  
Date: 01<sup>st</sup>August, 2025