

KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Registered Office: Yamuna, Survey No. 98 (3 to 7), Plot No. 3, Baner, Pune – 411 045, INDIA.

Tel: 020 – 6721 4444. Email: secretarial@kbl.co.in; Website: www.kirloskarpumps.com.

Corporate Identification Number (CIN): L29113PN1920PLC000670



Enriching Lives

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the **"MCA Circulars"**) and all other applicable rules framed under the Act, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and other applicable laws and regulations including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, the consent of the members (**"Members"**) of **Kirloskar Brothers Limited** (**"the Company"**) is being sought for the Special Resolution appended herein below which is proposed to be passed through postal ballot by way of remote electronic voting (**"e-voting"** or **"remote e-voting"**).

The proposed resolution as per this Notice (**"Notice"** or **"Postal Ballot Notice"**) along with the Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, if any, and details as required under Regulation 36 of the Listing Regulations, Secretarial Standard on General meetings (SS-2), is also annexed hereto for your consideration.

MCA vide the above mentioned circulars has advised the companies to take all decisions requiring members' approval (other than items of ordinary business or business where any person has a right to be heard) through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act. MCA has further clarified that for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by postal ballot till further orders, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company should send the postal ballot notice by email to all its members who have registered their email addresses with the company or depository / depository participant and the communication of assent / dissent of the members will take place through the remote e-voting system only. This postal ballot is accordingly being initiated in compliance with the MCA Circulars.



In compliance with the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/its Registrar and Transfer Agent/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules and the MCA Circulars, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depositories Limited ("NSDL") for the purpose of providing e-voting facility to enable the Members to cast their votes electronically. The e-voting period shall commence on **Friday, November 07, 2025 at 9.00 A.M. (IST)** and shall end on **Saturday, December 06, 2025 at 5.00 P.M. (IST)**. For this purpose, please read the instructions for remote e-voting carefully, as mentioned in the Notes. Assent or dissent of the Members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the aforementioned MCA Circulars.

The Scrutinizer shall submit his final report and other papers within the prescribed time to the Chairman or any other person authorised by him after completion of scrutiny of the e-voting and the results of the Postal Ballot shall be declared within statutory timelines accordingly by the Chairman or any other person authorised by him. The result of the Postal Ballot along with the Scrutinizers' Report will be placed on the Company's website i.e. www.kirloskarpumps.com and shall be communicated to the BSE Limited and National Stock Exchange of India Limited on which the shares of the Company are listed.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility, as provided by the Company.

SPECIAL BUSINESS:

Item No. 1

Appointment of Mr. Brij Bhushan Nagpal (DIN: 01853613) as an Independent Director of the Company.

To consider and if thought fit, to pass 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. Brij Bhushan Nagpal (DIN: 01853613), who was appointed by the Board as an Additional Director in the category of Independent Director, with effect from November 03, 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 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 November 03, 2025, to hold the office for a term of 5 (Five) consecutive years from November 03, 2025 to November 02, 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. Brij Bhushan Nagpal be paid such fees and profit related commission as the Nomination and Remuneration Committee and the Board of Directors may approve, 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."

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

Devang Trivedi
Company Secretary

ICSI Membership No. A13339

Pune, November 03, 2025

**NOTES AND INSTRUCTIONS:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and other applicable provisions, setting out all material facts and reasons relating to the proposed resolution and additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto, for your information and consideration.
2. The Notice is being sent to/ published/ displayed for all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") on **Friday, October 31, 2025**, which is considered as cut-off date ("**Cut-Off Date**") for the purposes of remote e-voting and who have registered their e-mail addresses in respect of their holdings with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent i.e., Bigshare Services Private Limited ("**RTA**") in accordance with the provisions of the Act, read with the Rules made thereunder and the framework provided under MCA Circulars.
3. The Notice has also been placed on Company's website: www.kirloskarpumps.com and NSDL's e-voting website: www.evoting.nsdl.com; and will also be available on the websites of stock exchanges i.e., www.bseindia.com and www.nseindia.com.
4. In compliance with the provisions of Sections 108 and Section 110 of the Companies Act read with Rule 20 and Rule 22 of the Rules and SS-2, the Company is providing e-voting facility to enable members to cast their votes electronically (instead of dispatching Postal Ballot Form for this Postal Ballot) on the matters included in this Notice. In terms of MCA Circulars, voting can be done by remote e-voting only.
5. The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only the persons 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, shall be entitled to avail the facility of remote e-voting.
7. Mr. Dinesh Birla, Practicing Company Secretary, Pune or failing him, Ms. Kavita Sethi Jain, Practicing Company Secretary, Pune ("**Scrutinizer**"), has been appointed as the Scrutinizer to conduct the process of the postal ballot in a fair and transparent manner. The Scrutinizer will submit his/her report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.kirloskarpumps.com besides communicating to the stock exchanges on which the securities of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.



8. The last date specified by the Company for remote e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they were duly passed at a general meeting of the Members convened in that regard.

9. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the Members to cast their votes electronically through the remote e-voting services provided by NSDL.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Friday, November 07, 2025 from 9:00 A.M.(IST)
End of remote e-voting	Saturday, December 06, 2025 upto 5:00 P.M. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled by NSDL for voting from **5:00 P.M. (IST) on Saturday, December 06, 2025**. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.

- a. 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 for Individual shareholders holding securities in demat mode

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 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.



Type of shareholders	Login Method
	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 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,



Type of shareholders	Login Method
	the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
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. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for



shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to grievance.redressal@kbl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to grievance.redressal@kbl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdineshbirla@gmail.com / jainandbirla@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or 022-2499 4561 or send a request to Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager, NSDL Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.com who will also address the grievances connected with the voting by electronic means. Members may also write to the Secretarial Department at the Company’s email address grievance.redressal@kbl.co.in.
4. 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.
5. Electronic copies of all the documents referred to in the Notice and the Explanatory Statement thereto shall be available for inspection electronically.
6. The Scrutinizer will submit his/her report to the Chairman or any other person authorised by him, after completion of the scrutiny of votes cast. The Chairman or any other person authorised by him shall declare the results of the postal ballot as per the statutory timelines. The results along with the Scrutinizer’s report will also be posted on the websites of the Company i.e., www.kirloskarpumps.com, NSDL i.e. <https://www.evoting.nsdl.com> and stock exchanges i.e., www.bseindia.com and www.nseindia.com. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Saturday, December 06, 2025.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')**

With a view to strengthen the Board with professionals from diversified background, the Board at its meeting held on November 03, 2025, based on the recommendations of the Nomination & Remuneration Committee (NRC) and subject to approval of the shareholders, appointed Mr. Brij Bhushan Nagpal (DIN 01853613), as an Additional Director with effect from November 03, 2025 and as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from November 03, 2025 up to November 02, 2030.

Details of Mr. Brij Bhushan Nagpal as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards 2 - General Meetings are given in the Annexure to this notice.

Mr. Nagpal 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 to the office of a Director of the Company.

Mr. Brij Bhushan Nagpal 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 fulfils 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. Brij Bhushan Nagpal 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 of the above, the approval of the Members for appointment of Mr. Brij Bhushan Nagpal as an Independent Director, is being sought as a Special Resolution (but subject to the provisions contained in Regulation 25(2A) of the Listing Regulations). The draft letter of appointment to be issued to Mr. Nagpal setting out all the terms and conditions of

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appointment as an Independent Director is available on the website of the Company at www.kirloskarpumps.com.

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

The Board recommends appointment of Mr. Brij Bhushan Nagpal as an Independent Director of the Company for a term of 5 (Five) consecutive years i.e., up to November 02, 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).

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

A handwritten signature in black ink, appearing to read "Devang Trivedi".

Devang Trivedi
Company Secretary

Pune, November 03, 2025

ICSI Membership No. A13339

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

Name (Director Identification No.)	Mr. Brij Bhushan Nagpal (DIN 01853613)
Category	Non-Executive and Independent Director
Age	66 Years
Date of first Appointment	November 03, 2025
Expertise in functional areas	Strategic planning and business management, commercial and business controls, acquisitions and sale of businesses and companies, private equity inductions and exits, digital transformation, legal affairs and corporate litigations, finance, audits, credit control, purchase and supply chain management etc.
Qualifications and Brief Profile	Mr. Brij Bhushan Nagpal is a seasoned corporate professional with over 40 years of rich experience in Company Management, Corporate Affairs, Corporate Finance, Financial and Business Controls, Legal Affairs and Corporate Governance. Starting his life at a junior management level with Ranbaxy Laboratories Ltd. in 1984, he belongs to that matured class of Business Managers who have witnessed the continuing challenges of transformation journey of the businesses in the country with opening of Indian Economy in 1992 till the ongoing globalization of businesses in recent times. With a robust skill sets that includes working mostly at senior management or Board level positions, Mr. Nagpal has immense valuable insights into the consumer durables and consumer electronics industry. He has recently superannuated from the position of Executive Director (Finance and Corporate Affairs) at Luminous Power Technologies Pvt. Ltd (100% subsidiary of Schneider Electric SE of France) after serving the company for around 16 years. Luminous is a well reputed name in the Power storage business having annual turnover of more than INR 5,000 crore. He was a member of the core management team driving a complete transformation and growth of the Company as it grew almost ten times its size of 2007 when Mr. Nagpal joined that Company.



	Mr. Nagpal is a Postgraduate in Commerce and a Law graduate from Delhi University and a Fellow member of the Institute of Company Secretaries of India.
Shareholding in the Company of the director (including shareholding as beneficial owner)	Nil
Shareholding in the Company of immediate relatives of director	Nil
Disclosure of relationships between directors inter-se	He is not related to any other director of the Company.
No. of board meetings attended during FY 2024-25	Not Applicable
Chairman/Member of committee of Board of Directors of the Company	Chairman: Nil Committee Membership: Nil
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 the past three years.
List of other directorships held	1. Livguard Energy Technologies private Limited 2. Livpure Private Limited 3. Livpure Smart Homes Private Limited
Chairman/Member of Committee of Boards of other public limited companies in which he is a director	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NRC has identified amongst others, skills and expertise required for this role. NRC and Board of Directors are of the view that Mr. Nagpal possesses requisite skills, and capabilities in addition to his vast experience and expertise in the functional areas as stated above. Therefore, his association with the Company would immensely benefit the Company and it is desirable to appoint Mr. Brij Bhushan Nagpal as an Independent Director.
Terms and conditions of appointment	As per the details provided in the Explanatory Statement.

KIRLOSKAR BROTHERS LIMITED

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Last drawn remuneration (FY 2024-25)	Not Applicable
Details of proposed remuneration	As per the details provided in the Explanatory Statement.