Notice

NOTICE is hereby given that the 106th Annual General Meeting (AGM) of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held on Friday, the 31st day of July, 2026 at 03:00 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, 2026 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, 2026 and the Report of the Auditors thereon.
3. To declare dividend on equity shares of the Company for the Financial Year ended March 31, 2026.
4. To appoint a Director in place of Ms. Rama Kirloskar (DIN: 07474724), who retires by rotation and being eligible, offers herself 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, 198 and 203 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 and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), 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 Ms. Rama Kirloskar (DIN: 07474724) as the Joint Managing Director of the Company with effect from August 03, 2026 for a period of 5 years i.e. upto August 02, 2031 (both days inclusive), in addition to her being presently acting as the Managing Director of Kirloskar Ebara Pumps Limited (KEPL) and to perform the duties that may be delegated to her 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 Ms. Rama Kirloskar on the remuneration mentioned below:

   Salary:

   ₹ 8,00,000/- (Rupees Eight Lakh only) per month from August 03, 2026 with an increase of ₹ 3,00,000/- (Rupees Three Lakh only) per month, every year till the completion of her tenure on August 02, 2031, subject to the salary not exceeding ₹ 20,00,000/- (Rupees Twenty Lakh only) per month.

   Perquisites:

   a. Fully furnished/unfurnished residential accommodation. Where no accommodation is provided by the Company, suitable House Rent Allowance in lieu thereof may be provided.
   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 herself 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.

Registered Office & Global Headquarters: "Yamuna", Survey No. 98/(3 to 7), Plot No. 3, Baner, Pune - 411 045, Maharashtra, India.
Tel: +91 20 2721 4444, 6721 4444 | Fax: +91 20 6721 1060 | Email: marketing@kbl.co.in | Website: www.kirloskarpumps.com
CIN No.: L29113PN1920PLC000670

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, and

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 Joint 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 Joint Managing Director shall not exceed the limit laid down under Section 197 of the Companies Act, 2013 read with Schedule V of the Act, and as per the provisions of the SEBI Listing Regulations and any other applicable laws as amended from time to time.

RESOLVED FURTHER THAT in terms of provision of Section 152 (6) of the Act and the Articles of Association of the Company, Ms. Rama Kirloskar shall be liable to retire by rotation in case the number of directors liable to retire by rotation is less than the requirement prescribed under the said provision.

RESOLVED FURTHER THAT in terms of provisions of Section 197 read with Schedule V of the Act, Ms. Rama Kirloskar shall draw remuneration from the Company and/or KEPL provided that the total remuneration drawn from these companies do not exceed the higher maximum limit admissible from any one of the companies of which she is a Managerial person.

RESOLVED FURTHER THAT in the event in any Financial Year during the tenure of Ms. Rama Kirloskar as the Joint 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 Ms. Rama 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 Ms. Rama 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, 2025 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 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(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration amounting to ₹ 800,000/- (Rupees Eight Lakh 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 2026-27, 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: May 13, 2026

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 and 6 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 and 6, being unavoidable, be transacted at the 106th AGM of the Company.

2. General instructions for accessing and participating in the 106th 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, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September 2025 ('MCA 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 the SEBI Listing Regulations, the Notice of the AGM along with the Integrated Annual Report for the Financial Year 2025-26 ('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 are 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 Depository 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 2:30 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 3.30 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 the SEBI Listing Regulations, 2015 read with MCA 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, 28th July, 2026 (9:00 am IST)** and will end on **Thursday, 30th July, 2026 (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 24, 2026**, 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 24, 2026** 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 09, 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	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 or joining virtual meeting & voting during the meeting.
	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 or joining virtual meeting & voting during the meeting.
	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
	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 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.
	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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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. 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. 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, 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.
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 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. 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 24, 2026** may obtain the login ID and password at 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 24, 2026** 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 09, 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 24, 2026 by 3:00 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 24, 2026 by 3:00 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 24, 2026**.

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 the SEBI Listing Regulations, the Notice of the AGM and the Integrated Annual Report for the Financial Year 2025-26 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 are 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 2025-26, 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. The Board of Directors at its meeting held on May 13, 2026 has recommended a dividend of ₹ 7/- (350%) per equity share having face value of ₹ 2.00/- each for the Financial Year 2025-26. The **record date** for the purpose of said dividend will be Friday, **July 24, 2026**.

Income tax on Dividend will be deducted as per the prescribed rates in the Income Tax Act, 2025 (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.

A separate communication regarding TDS on dividend has been sent to the shareholders on their registered e-mail ids on May 13, 2026 which is available on company's website at https://www.kirloskarpumps.com/wp-content/uploads/2026/05/KBL-Taxation-on-dividend-distribution-May-26-1.pdf. All communications and queries in respect of the same can be addressed to RTA at tds@bigshareonline.com.

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 2018-19 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.

12. The unclaimed dividends upto the Financial Year 2017-18 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 2018-19 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 2017-18.

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
2018 -19	Final	2.50	August 12, 2019	September, 2026
2019–20	Interim	2.00	February 14, 2020	March, 2027
2019–20	Final	0.50	September 25, 2020	October, 2027
2020–21	Final	3.00	September 9, 2021	October, 2028
2021–22	Final	3.00	August 10, 2022	September, 2029
2022–23	Final	4.50	August 1, 2023	September, 2030
2023–24	Final	6.00	August 2, 2024	September, 2031
2024–25	Final	7.00	August 1, 2025	September, 2032

In terms of the IEPF Rules, the details of unclaimed dividend up to 2024-25 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 2018-19 onwards, before the respective amounts become due for transfer to IEPF.

13. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form. Further, SEBI vide its Circular dated January 25, 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. Special window for re-lodgement of physical share transfer requests:

Members who had submitted transfer deeds for physical shares before April 01, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 04, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA for assistance in this regard.

The Company has sent communication about this special window through newspaper advertisements and stock exchanges.

15. 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 updating 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.

16. 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.

17. 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.

18. 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 & 5

(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 Ms. Rama Kirloskar (DIN: 07474724), as the Director liable to retire by rotation at the 104th Annual General Meeting held on August 02, 2024. Ms. Rama Kirloskar who retires by rotation and being eligible, offers herself as a Director. This proposal for her re-appointment shall be considered by the shareholders at the ensuing 106th Annual General Meeting.

Further to above, the Members of the Company had appointed Ms. Rama Kirloskar as the Joint Managing Director for a period of 5 (five) years from August 03, 2021 till August 02, 2026 (both days inclusive) through an ordinary resolution passed at the 101st Annual General Meeting of the Company held on September 09, 2021.

Based on the recommendations of Nomination and Remuneration Committee and approval of the Audit Committee at their respective meetings held on May 12, 2026 and May 13, 2026, the Board of Directors at its meeting held on May 13, 2026 has unanimously, approved re-appointment of Ms. Rama Kirloskar as the Joint Managing Director for a further period of 5 (five) years from August 03, 2026 to August 02, 2031 (both days inclusive), subject to the approval of Members of the Company. Further, the Board at its meeting held on May 13, 2026, has approved the terms and conditions of re-appointment of Ms. Rama Kirloskar as mentioned in the draft resolution, which are as under:

Salary:

₹ 8,00,000/- (Rupees Eight Lakh only) per month from August 03, 2026 with an increase of ₹ 3,00,000/- (Rupees Three Lakh only) per month, every year till the completion of her tenure on August 02, 2031, subject to the salary not exceeding ₹ 20,00,000/- (Rupees Twenty Lakh only) per month.

Perquisites:

a. Fully furnished/unfurnished residential accommodation. Where no accommodation is provided by the Company, suitable House Rent Allowance in lieu thereof may be provided.
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 herself 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, and
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 Joint 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 Joint Managing Director shall not exceed the limit laid down under Section 197 of the Companies Act, 2013 read with Schedule V of the Act, and as per the provisions of the SEBI Listing Regulations and any other applicable laws as amended from time to time.

Details of Ms. Rama Kirloskar as required under Regulation 36(3) of the SEBI 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 Ms. Rama Kirloskar will be available for inspection on request without payment of fee, during the business hours of the Company.

Ms. Rama Kirloskar is not disqualified as per the provisions of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company. She is not debarred from being re-appointed 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, she 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 SEBI Listing Regulations.

Apart from Ms. Rama Kirloskar, her father Mr. Sanjay C. Kirloskar and her brother Mr. Alok 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 Ms. Rama Kirloskar as the Joint Managing Director of the Company and passing of this resolution as an Ordinary Resolution.

Item No. 6

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 13, 2026 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 2026-27 on a yearly remuneration of ₹ 800,000/- (Rupees Eight Lakh 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: May 13, 2026

ANNEXURE TO THE NOTICE OF 106TH ANNUAL GENERAL MEETING

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

Name (Director Identification Number)	**Ms. Rama Sanjay Kirloskar (DIN: 07474724)**
Category	Joint Managing Director
Age	36 years
Date of first Appointment	28th July, 2017
Total tenure in Company	9 Years as Director
Expertise in functional areas	Ms. Rama Kirloskar is a Director on the Board of the Company, from July 28, July 2017 and has been appointed as the Joint Managing Director of the Company, from August 03, 2021. She also serves as Managing Director of Kirloskar Ebara Pumps Limited (KEPL). KEPL is a joint venture between Ebara Corporation, Japan and Kirloskar Brothers Limited, parent company of the 130-year-old Kirloskar Group. She has been instrumental in the turnaround of KEPL into a debt free company. Previously, she was General Manager and Head of the Product Portfolio Management at Kirloskar Brothers Limited, where she was responsible for driving the Go-to-market strategy, product value management and restructuring for the mass production business; material grade rationalization and streamlining for the foundry business and product rationalization for the made-to-order business. She has diverse experience in the areas of strategy, executive management, information & technology and human resource.
Qualifications and Brief Profile	She holds a double major in Mathematics and Biology from Bryn Mawr College, USA. After graduation, she went on to work at Polaris Partners, a multi-stage venture capital firm that principally invests in technology, healthcare and consumer products, headquartered at Boston, MA, USA. Subsequently, she worked at the Koch Institute at Massachusetts Institute of Technology (MIT), USA. Her research led her and the team to begin working with Visterra Inc., an MIT biotechnology start-up company that currently uses its proprietary platform to design therapeutics for infectious diseases. She is one of the authors of a publication in the journal Cell (Robinson et al.,2015, Cell 162,1–12, doi:10.1016/j.cell.2015.06.057), in the paper titled "Structure-Guided Design of an Anti-Dengue Antibody Directed to a Non-Immunodominant Epitope".
Shareholding in the Company of the director (including shareholding as beneficial owner)	NIL
Disclosure of relationships between directors inter-se	• Mr. Sanjay Kirloskar, Chairman & Managing Director (Father) • Mr. Alok Kirloskar, Non-Executive Director (Brother)
Shareholding in company of immediate relatives of director	• Mr. Sanjay Kirloskar (Father) holds 1,78,50,090 (22.48%) equity shares • Mrs. Pratima Sanjay Kirloskar (Mother) holds 1,38,49,488 (17.44%) equity shares • Mr. Alok Kirloskar (Brother) holds 6,187 (0.01%) equity shares
No. of board meetings attended during FY 2025-26	Attended all the 6 (Six) meetings held during the year.
Chairman/ Member of committee of Board of Directors of the Company	**Chairmanship:** Nil **Committee Membership:** a) Corporate Social Responsibility Committee b) Risk Management Committee

Name (Director Identification Number)	Ms. Rama Sanjay Kirloskar (DIN: 07474724)
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]	**Directorship:** 1. KPT Industries Limited 2. DCM Shriram Fine Chemicals Limited **Committee Membership:** DCM Shriram Fine Chemicals Limited 1. Stakeholders Relationship Committee – Member 2. Corporate Social Responsibility Committee – Member She has not resigned from any listed entity in the past three years
List of other directorships held	1. Kirloskar Ebara Pumps Limited 2. Karad Projects and Motors Limited 3. Prakar Investments Private Limited
Chairman/Member of Committee of directors of other public limited companies in which he/she is a director	Kirloskar Ebara Pumps Limited CSR Committee - Member
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
Terms and conditions of appointment	As per the details provided in the explanatory statement.
Last drawn remuneration (FY 2025-26)	₹ 65.06 million (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.

NOTES

NOTES