NOTICE OF 79th ANNUAL GENERAL MEETING

NOTICE is hereby given that **the SEVENTY NINTH ANNUAL GENERAL MEETING (AGM)** of the members of **KIRLOSKAR ELECTRIC COMPANY LIMITED** will be held on Thursday, the 13th day of August, 2026 at 11.00 A.M through Video Conferencing / Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**

   a) the audited standalone financial statement of the Company for the year ended March 31, 2026 together with the reports of the Board of Directors and Auditor's thereon; and

   b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors' thereon and in this regard, to consider and if thought fit, to pass the following resolutions as an **'Ordinary Resolutions':**

   (a) ***"RESOLVED THAT*** *the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members be and are hereby considered and adopted."*

   (b) ***"RESOLVED THAT*** *the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of the Auditors' thereon, as circulated to the members, be and are hereby considered and adopted."*

2. **To appoint a director in place of Ms. Rukmini Kirloskar (DIN: 00309266), who retires by rotation and being eligible, offers herself for re-appointment** and in this regard to consider and if thought fit, to pass the following resolution as an **'Ordinary Resolution':**

   "RESOLVED THAT *in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Ms. Rukmini Kirloskar (DIN: 00309266), Non Executive Non Independent Director, who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby appointed as Director of the Company."*

SPECIAL BUSINESS:

3. **To re-appoint Mr. Vijay R Kirloskar (DIN: 00031253) as Executive Chairman of the Company (Whole-time Director)** and to consider and, if thought fit, to pass the following resolution as a **'Special Resolution'.**

   "RESOLVED THAT *in terms of the provisions of Sections 196, 197, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee of the Board of Directors, the consent of the Company be and is hereby accorded to reappoint Mr. Vijay R Kirloskar (DIN: 00031253), as Whole-time Director of the Company for a period of three (3) years, whose term shall be liable to retire by rotation and shall be designated as 'Executive Chairman' of the Company with effect from August 12, 2026 with the remuneration structure of ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) per annum with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement including the details of remuneration as set out hereunder:*

   (a) Salary:

   ₹ 3,16,56,000/- (Rupees Three Crore Sixteen Lakhs Fifty Six Thousand Only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee ('Committee') and/or the Board of Directors, based on merit and taking into account the Company's performance for the year;

   (b) Perquisites and allowances:

   The Chairman shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance,performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family and all other payments in the nature of perquisites and allowances subject to ceiling of ₹ 3,32,74,120/- (Rupees Three Crore Thirty Two Lakhs Seventy Four Thousand One Hundred & Twenty Only) per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the Company and such increments each year, as may be decided by the Nomination and Remuneration Committee ('Committee') and/or the Board of Directors, based on merit and taking into account the Company's performance for the year;

   Explanation

   For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the provisions of the Companies Act, 2013, Rules made thereunder and as per the provisions of the Income tax Act, 1961 and Rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.

   "Family" shall have the same meaning as defined under Schedule V of the Companies Act, 2013.

   Use of Company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the above Perquisites & allowances mentioned herein above, the Executive Chairman shall be reimbursed actual medical expenses including actual cost of medical equipments, gadgets, devices and supplements and in case of hospitalization of the Executive Chairman, the Company shall reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total perquisites will exceed the limit of ₹ 3,32,74,120/- (Rupees Three Crore Thirty Two Lakhs Seventy Four Thousand One Hundred & Twenty Only) per annum in any financial year.

The Executive Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the Company.

***RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the Company has losses or its profits are inadequate, the remuneration of ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) per annum or such higher remuneration, as may be permitted according to the schedule V to the Companies Act, 2013 be paid to Mr. Vijay R Kirloskar as minimum remuneration.*

***RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary of the Company be and hereby are severally authorized to do the such acts and deeds, necessary for filing requisite e-forms with the appropriate authority within such time and period as prescribed."*

4. **To appoint Ms. Janaki Kirloskar (DIN: 00309238), as Director of the Company,** and to consider and, if thought fit, to pass the following resolution as an **'Ordinary Resolution':**

*"**RESOLVED THAT** pursuant to the provisions of Sections 152 and 160 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of the Articles of Association of the Company, Ms. Janaki Kirloskar (DIN: 00309238), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 26, 2026, pursuant to Section 161(1) of the Act, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."*

5. **To appoint Ms. Janaki Kirloskar (DIN: 00309238) as Joint Managing Director of the Company** and to consider and, if thought fit, to pass the following resolution as a **'Special Resolution'.**

*"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V, as amended, thereto, applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Articles of Association of the Company, such other approvals as may be necessary and based on the recommendations of the Nomination and Remuneration Committee of the Board of directors, the approval of the members of the Company be and is hereby accorded to the appointment of Ms. Janaki Kirloskar (DIN: 00309238), as a Joint Managing Director of the Company for a period of three (03) years with effect from May 26, 2026 upon the terms and conditions including remuneration of ₹2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement including the details of remuneration as set out hereunder:*

(a) Salary:

₹ 1,24,99,998 /- (Rupees One Crore Twenty Four Lakh Ninety Nine Thousand Nine Hundred and Ninety-eight Only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee ('Committee') and/or the Board of Directors, based on merit and taking into account the Company's performance for the year;

(b) Perquisites and allowances:

The Joint Managing Director shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, re-imbursement of water expenses, gas and electricity bills at residence and medical expenses for self and her family and all other payments in the nature of perquisites and allowances subject to ceiling of ₹1,03,98,752/- (Rupees One Crore Three Lakh Ninety Eight Thousand Seven Hundred and Fifty-Two Only) per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the Company and with such increments each year, as may be decided by the Nomination and Remuneration Committee ('Committee') and/or the Board of Directors, based on merit and taking into account the Company's performance for the year;.

Explanation

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the provisions of the Companies Act, 2013, Rules made thereunder and as per the provisions of the Income tax Act, 1961 and Rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.

"Family" shall have the same meaning as defined under Schedule V of the Companies Act, 2013.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included *in the computation of perquisites for the purpose of calculating the said ceiling.*

Apart from the re-imbursement of ordinary medical expenses, in case of hospitalization of the Joint Managing Director, the Board of directors shall have the discretion to reimburse the actual expenses incurred by her including on travel, notwithstanding that the total perquisites will exceed the limit of ₹ 1,03,98,752/- (Rupees One Crore Three Lakh Ninety Eight Thousand Seven Hundred and Fifty-Two Only) per annum in any financial year.

The Joint Managing Director shall be entitled to reimbursement of all expenses incurred by her in connection with the business of the Company.

***RESOLVED FURTHER THAT** pursuant to Section 197 and other applicable provisions of the Companies Act, 2013 read with schedule V to the Companies Act, 2013, where in any financial year during the tenure of the re-appointment, the Company has losses or its profits are inadequate, the remuneration of ₹ 2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum be paid to Ms. Janaki Kirloskar as the minimum remuneration.*

***RESOLVED FURTHER THAT** any director of the Company and the Company Secretary of the Company be and hereby are severally authorised to do the such acts, deeds and things necessary for filing requisite e-forms with the appropriate authority within such time and period as prescribed."*

6. **To appoint M/s. BMS Auditing, Chartered Accountants, PO Box no. 80394, Dubai, UAE as Auditor of the Branch office situated at Ajman, UAE** and to consider and, if thought fit, to pass the following resolution as an **'Ordinary Resolution':**

   ***"RESOLVED THAT** pursuant to provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. BMS Auditing, Chartered Accountants, are hereby appointed as an Auditor of the Branch office of the Company situated at Ajman, UAE, to hold the office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the Company and, on such remuneration, terms and conditions, the Board of directors may deem fit."*

7. **To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026** and to consider and, if thought fit, to pass the following resolution as an **'Ordinary Resolution':**

   ***"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications (s) or re-enactment thereof, for the time being in force), M/s. Rao, Murthy & Associates (Firm Regn no. 000065), Cost Accountants, were appointed by the Board of directors on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be paid the remuneration as set out in the Statement annexed to the notice convening this meeting.*

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

8. **Raising of funds through preferential issue and allotment of equity shares to Kirloskar Power Equipments Limited, a promoter group entity of the company, for cash** and to consider and, if thought fit, to pass the following resolution as a **'Special Resolution':**

   ***"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and 179(3)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and all other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), in accordance with the provisions of the Memorandum and Articles of Association of the Company, and pursuant to the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time ("SEBI SAST Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2020, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India ("GOI"), the Ministry of Finance (Department of Economic Affairs), the Department for Promotion of Industry and Internal Trade, the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges"), and subject to such other approvals, permissions, sanctions and consents as may be necessary, including those of the Company's consortium lenders, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations that may be stipulated while granting such approvals, permissions, sanctions and consents) as may be accepted by the Board of Directors of the Company ("Board", which term shall be deemed to* *include any duly constituted/to be constituted Committee of Directors thereof to exercise the powers conferred under this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 34,68,007 (Thirty-Four Lakh Sixty-Eight Thousand and Seven) Equity Shares of the face value of ₹10/- (Rupees Ten) each, fully paid up, at ₹115.34/- (Rupees One Hundred Fifteen and Thirty-Four Paise only) each including a premium of ₹105.34/- (Rupees One Hundred Five and Thirty-Four Paise only) per Equity Share, aggregating to ₹39,99,99,927.38 (Rupees Thirty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Twenty-Seven and Thirty-Eight Paise only), on a preferential basis, to Kirloskar Power Equipments Limited ("KPEL") (CIN: U40109PN1993PLC071239), a Promoter Group entity of the Company presently holding 11,46,315 equity shares of the Company as on 31 March 2026, at a price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, being not less than the floor price computed thereunder, or such higher price as the Board may, in its absolute discretion, determine.*

***RESOLVED FURTHER THAT** the equity shares of the Company being offered, issued and allotted to KPEL by way of preferential allotment shall, inter alia, be subject to the following terms and conditions:*

a) 100% of the preferential allotment consideration shall be payable by KPEL on or before the date of allotment of the equity shares;

b) the equity shares so offered, issued and allotted to KPEL shall be issued by the Company for cash consideration;

c) the consideration for allotment of the equity shares shall be paid to the Company by KPEL from its bank account;

d) the equity shares shall be issued and allotted by the Company to KPEL within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where any approval or permission of any regulatory authority/Stock Exchanges/the Government of India is pending for the allotment, the said period of 15 days shall be counted from the date of receipt of the last of such approval(s);

e) the equity shares shall be issued and allotted by the Company to KPEL in dematerialized form within the time prescribed under applicable law;

f) the equity shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects, including as to dividend and voting rights;

g) the "Relevant Date" for the purpose of determination of the floor price of the equity shares to be issued and allotted as aforesaid, in accordance with the SEBI ICDR Regulations and other applicable law, is 14th July, 2026, being the date which is 30 (thirty) days prior to the date of the Annual General Meeting of the Members at which this resolution, if approved by the requisite majority, is deemed to be passed, i.e., 13th August, 2026;

h) the equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of the SEBI ICDR Regulations; and

i) the equity shares so offered, issued and allotted shall be listed on BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed, subject to receipt of the necessary permissions and approvals.

***RESOLVED FURTHER THAT** the proceeds of the proposed preferential issue shall be utilized towards general corporate purposes, including strengthening the Company's capital structure and reduction of borrowings, in the manner and to the extent permitted under the Company's financing arrangements and subject to such approvals of the consortium lenders as may be required, as may be determined by the Board or the authorised Director(s) /officials.*

***RESOLVED FURTHER THAT** the monies to be received by the Company from KPEL towards subscription of the equity shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened for the purpose and shall be utilized by the Company in accordance with Section 42 of the Act.*

***RESOLVED FURTHER THAT** subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and details of KPEL in Form PAS-5, and the Board be and is hereby authorised to make an offer to KPEL through a Letter of Offer/Private Placement Offer Letter cum Application Letter in Form PAS-4, or such other form as may be prescribed under the Act and the SEBI ICDR Regulations, containing the terms and conditions of the offer ("Offer Document"), after passing of this resolution and receipt of any applicable regulatory approvals, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable law.*

***RESOLVED FURTHER THAT** Mr. Vijay R. Kirloskar (DIN: 00031253) – Executive Chairman, Mr. Anand B. Hunnur (DIN: 06650798) – Managing Director, Ms. Janaki Kirloskar (DIN: 00309238) – Joint Managing Director, Mr. Dillip Kumar Pani – Chief Financial Officer, and Mr. Mahabaleshwar Bhat – Vice President, Corporate Affairs & Company Secretary, be and are hereby severally authorised, on behalf of the Company, to finalize the structure and terms of the proposed preferential issue; to obtain all requisite statutory, regulatory, lender and shareholders' approvals; to appoint merchant bankers, legal counsel and other intermediaries; to execute all agreements, documents, applications and filings; and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this* *resolution and the intent thereof.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation: (i) to vary, modify or alter any of the terms and conditions attached to the equity shares to be allotted to KPEL, including for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authority or agency concerned with the issue; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of the equity shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory/regulatory authorities; (v) filing requisite documents with the depositories; (vi) resolving and settling any questions or difficulties that may arise in relation to the preferential offer; (vii) issue and allotment of the equity shares; and (viii) taking all other steps that may be incidental, consequential, relevant or ancillary to the foregoing, without being required to seek any further consent or approval of the Members, who shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more Directors, officer(s) or authorised signatory/ies, including in respect of the execution of any documents on behalf of the Company and representing the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution, and further to take all other steps as may be incidental, consequential, relevant or ancillary in this regard."*

By the order of the Board of Directors
For **Kirloskar Electric Company Limited**

Sd/-
Vijay R Kirloskar
Executive Chairman
DIN: 00031253

Place: Bengaluru
Date: 16.07.2026

NOTES:

(a) In terms of General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA") in continuation of its previous circulars (*including General Circular No. 20/2020 dated May 5, 2020, and General Circular No. 09/2024 dated September 19, 2024*), and in compliance with the provisions of the Companies Act, 2013 ("the Act") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Companies are permitted to conduct their Annual General Meeting (AGM) through Video Conferencing (VC) / other audio visual means (OAVM), till further orders. Therefore the 79th AGM of the Company is being held through VC / OAVM. Hence, the physical presence of the Members at a common venue is not required, and the proceedings of the 79th AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the Meeting.

(b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.

(c) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19,2024 & September 22, 2025 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the 79th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting at the time of conducting AGM through video conferencing (VC) or other audio visual means (OAVM) will be provided by CDSL.

(d) Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs and SEBI circular dated May 13, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

(e) The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large members (members 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, Scrutinizers etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

(f) The attendance of the members attending the 79th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(g) Pursuant to Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 03/2022, 10/2022 & 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 & September 22 , 2025 respectively issued by Ministry of Corporate Affairs ('MCA') and Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, October 07, 2023 & October 03, 2024 issued by SEBI, the 79th AGM of the Company will be held through VC/OAVM. The electronic copy of the Annual Report for the year ended March 31, 2026 and Notice of the 79th AGM are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes by way of link. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com. A copy of the notice of the AGM and annual report are also available for download from the website of the Company at www.kirloskarelectric.com.

(h) **DISPATCH OF NOTICE AND 79TH ANNUAL REPORT TO SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED:**

i. In compliance with the provisions of Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable MCA and SEBI Circulars, the requirement to dispatch physical copies of the abridged Annual Report has been dispensed with. Accordingly, the Company has dispatched a physical letter via permitted postal modes to those Shareholders whose email addresses are not registered with the Company, its Registrar and Share Transfer Agent (RTA), or the Depository Participants.

ii. The said physical letter contains the specific Web-link and a QR Code providing direct access to view and download the Notice of the 79th AGM and the 79th Annual Report for the Financial Year 2025-26. It also outlines the necessary procedure to enable such Shareholders to permanently register/update their email addresses for all future electronic communications.

iii. Shareholders who wish to maintain a physical copy of the full Annual Report for the Financial Year 2025-26 may submit a written request to the Company at its Registered Office or via email at investors@kirloskarelectric.com quoting their Folio No. / DP ID & Client ID, and the Company shall arrange to send the same free of cost.

(i) For the purpose of AGM, the Register of Members of the Company will remain closed from Friday, August 07, 2026 to Thursday, August 13, 2026 (both the days inclusive).

(j) Documents relating to any of the items mentioned in the Notice and the Explanatory Statement thereto are open for inspection at the registered office of the Company on any working day during the business hours of the Company.

(k) Members requiring information on the accounts and operations of the Company are requested to write to the Company at investors@kirloskarelectric.com atleast seven days before the date of the AGM to enable the management to keep the information ready.

(l) Members holding share(s) either singly or jointly in identical order in more than one folio are requested to write to the Company enclosing the share certificates to enable the Company to consolidate their holdings in one folio.

(m) Members holding shares in physical form are requested to notify any change of their addresses timely to the Company's Registrar and Share Transfer Agent (“RTA”), i.e., **Integrated Registry Management Services Private Limited,** No. 30, Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bengaluru – 560003. Members holding shares in electronic form are advised to notify any change in their address to the concerned depository participants.

(n) Members desirous of making a nomination in respect of their physical shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form No SH.13 duly completed to the secretarial department of the Company.

(o) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company.

(p) Voting through electronic means in compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their votes electronically through e - voting service arranged through Central Depository Services (India) Limited ("CDSL"). The facility to cast votes through e-voting will also be made available during the AGM and members attending the AGM through Video Conference, but who have not cast/ exercised their rights to vote by remote e-voting shall be able to exercise their right to vote through e-voting during the AGM. Members who have cast their votes through remote e-voting prior to the AGM may attend the AGM through video conference but shall not be entitled to cast their votes again during the AGM. The instructions for remote e-voting are provided herein.

(q) Mr. K Chandra Sekhar, Practicing Company Secretary (ACS No. 14441/ COP No. 24363), has been appointed as scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

(r) The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website at www.kirloskarelectric.com and on the website of CDSL within two working days of the conclusion of AGM. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

(s) THE INTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period will begin on Monday, August 10, 2026 (from 9.00 A.M) and will end on Wednesday, August 12, 2026 (at 5.00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The cut-off date for e-voting facility is Thursday, August 06, 2026 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the Company after dispatch of the notice of the AGM and holding shares as on the cut-off date is requested to contact Company's RTA to get the details relating to his/her user-id and password. Members may call the RTA through telephone number +91-80-23460815-818 or send an email request to irg@integratedindia.in.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members/retail Members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their Demat accounts in order to access e-Voting facility.

Pursuant to the above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & My Easi New (Token) 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 Members holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com / either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Members (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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website 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 website.

Helpdesk details for Individual Members holding securities in DEMAT mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	**Helpdesk details**
Individual Members 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:18002109911
Individual Members 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.co.in or call at toll free no.: 022 - 4886700 & 022 - 2499700

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for Members holding shares in Physical mode and members other than individual holding in Demat form:

1. The members should log on to the e-voting website www.evotingindia.com during the voting period.
2. Click on “Shareholders / Members” tab.
3. Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Members holding shares in physical Form and other than Individual members holding shares in DEMAT Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both DEMAT members as well as physical members) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the DEMAT account/folio number in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Date of Birth as recorded in your DEMAT account or in the Company records for the said DEMAT account or folio in DD/MM/YYYY format. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in DEMAT form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of KIRLOSKAR ELECTRIC COMPANY LIMITED on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xv) If the DEMAT account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(vii) Additional facility for Non – Individual Members and Custodians–Remote Voting only:

- Non-Individual Members (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping
- It is mandatory that a scanned copy of the Board Resolution and/or Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@kirloskarelectric.com, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

(t) INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 07 days prior to meeting mentioning their name, Demat account number / folio number, email id, mobile number at investors@kirloskarelectric.com .The Members who do not wish to speak during the AGM but have queries may send their queries in advance atleast 07 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at investors@kirloskarelectric.com. These queries will be replied to by the Company suitably by email.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
10. If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

(u) PROCESS FOR THOSE MEMBER'S WHOSE EMAIL ADDRESSES / MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

i. For Physical Member: Please provide necessary details like 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 Company/RTA email id.

ii. For Demat Members: Please update your email id & mobile no. with your respective Depository Participant (DP).

iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Information about directors seeking appointment / reappointment given in the annexure appended hereto and forms part of this report.

Information about directors seeking appointment / reappointment given in the annexure appended hereto and forms part of this report.

By the order of the Board of Directors
For **Kirloskar Electric Company Limited**

Sd/-
Vijay R Kirloskar
Executive Chairman
DIN: 00031253

Place: Bengaluru
Date: 16.07.2026

Contact Details: Quick reference for members	
Company	**Kirloskar Electric Company Limited**
Registered Office	No. 19, 2nd Main Road, Peenya 1st stage, Phase-I, Peenya, Bengaluru – 560058 CIN: L31100KA1946PLC000415; Email: investors@kirloskarelectric.com Website: www.kirloskarelectric.com Tel No.: 080-28397256; Fax: 080-28396727
Registrar and Transfer Agent	M/s. Integrated Registry Management Services Private Limited, No.30, Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bengaluru – 560003 CIN: U74900TN2015PTC101466 Email: irg@integratedindia.in Tel: 080-23460815-818; Fax: 080-23460819
e-Voting Agency	Central Depository Services (India) Limited All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.
Scrutinizer	Mr. K Chandra Sekhar, Practising Company Secretary. E-mail ID: associate@kcsassociates.co.in

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.

Item no. 3:

Mr. Vijay Ravindra Kirloskar (DIN: 00031253), Executive Chairman of the Company was re-appointed for a period of three (3) years effective from August 12, 2023 and his tenure as a Whole-time Director would end on August 11, 2026. The Board of Directors ("the Board"), at its meeting held 14.07.2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the re-appointment of Mr. Vijay Ravindra Kirloskar (DIN: 00031253) as Whole-time Director of the Company and designated him as the Executive Chairman of the Company for a further period of three (3) years with effect from August 12, 2026 with remuneration structure of ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) per annum with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement, subject to the approval of the Shareholders.

During his tenure since August 12, 2023, Mr. Vijay R Kirloskar has provided exemplary leadership, driving the Company's manufacturing excellence, strategic expansions, and market footprint. Taking into consideration the scale of operations, the complexity of the manufacturing business, his profound industry expertise, and the benchmarking of remuneration with industry peers, the NRC and the Board are of the view that the continued association of Mr. Vijay R Kirloskar will immensely benefit the Company.

Except Mr. Vijay R Kirloskar, Mrs. Meena Kirloskar, Ms. Janaki Kirloskar and Ms. Rukmini Kirloskar none of the other directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution at item no. 3.

Disclosures as per schedule V of the Companies Act, 2013

I. General information:

1) Nature of industry:

Kirloskar Electric Company Limited (KECL) was incorporated on 26th July 1946. KECL is engaged in the manufacture of various electrical equipments such as motors, alternators and generators, transformers, DG sets etc., The Company has different product groups such as transformer and distribution group, large machine group, low voltage machine group, power generation group. Each product group is having different products within its broad range. KECL is one of the leading Companies in India which manufactures and supplies motors which are used in electric vehicles. The Company provides tailor made customized electrical equipments to its customers. The major Companies PSUs and EPCs are valued customers. The Company has overseas customers also.

2) Date of commencement of commercial production:

July 26, 1946

3) Financial performance based on given indicators as on March 31, 2026:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from operations	**58,934**	54,382	**58,934**	54,382
Other income (Net)	**1,106**	698	**1,106**	775
Total Revenue	**60,040**	55,080	**60,040**	55,157
Total Expense	**58,356**	55,334	**58,363**	55,754
Profit before Exceptional items	**1,684**	(254)	**1,677**	(597)
Exceptional Items	**(808)**	995	**(808)**	995
Profit / (Loss) before tax	**876**	741	**869**	398
Tax Expense	**30**	25	**30**	25
Profit / (Loss) after tax	**846**	716	**839**	373
Total other comprehensive income	**(183)**	2,867	**(183)**	2,867
Total comprehensive income for the period	**663**	3,583	**656**	3,240

Note: *The above figures are extracted from the audited standalone and consolidated financial statements as per Indian Accounting Standards (Ind AS).*

4) Foreign investments or collaborations, if any:

The company has investments in the following companies abroad:

a.	Kirloskar (Malaysia) SDN BHD	₹ 5.29 lakhs for 300,000 shares
b.	Kirsons Trading Pte Ltd	₹ 11.20 lakhs for 56,250 shares

II. Information about the appointee:

(1) Background details, Recognition or awards:

Mr. Vijay Ravindra Kirloskar, aged 75 years, possesses a Master's degree in Management Science and Engineering from Worcester Polytechnic Institute, Worcester, MA, USA. His tenure with the Company commenced in 1978 as Manager-Production. He subsequently ascended to the position of President in 1982, and on August 17, 1985, he was appointed as the Company's Managing Director. From 1994 to 1998, he served as Chairman of the Kirloskar Group, a period during which the Group and the Company achieved substantial growth under his guidance. Furthermore, Mr. Kirloskar has held several significant positions within the industry, including Vice President of the Confederation of Indian Industry (CII) in 1998.

Mr. Kirloskar's extensive educational background and professional experience render him exceptionally well-suited for his current office. He bears responsibility for the overall management of the Company. Furthermore, his broad network and established relationships within the industry significantly contribute to the Company's strategic advantage, facilitating the acquisition of new customers, securing substantial order bookings, forging valuable new contacts, and establishing key technology agreements.

Mr. Kirloskar, in his capacity as a promoter and experienced senior managerial personnel, is instrumental in the comprehensive conduct of the Company's business operations. It is noteworthy that the Company's proposed compensation package for him is below the prevailing remuneration standards for managerial positions in comparable industries.

(2) Past remuneration: Details of remuneration drawn by Mr. Vijay Ravindra Kirloskar for past three years:

(Amount in ₹)

Year	Total Remuneration
2023-24	4,00,00,000/-
2024-25	5,00,00,000/-
2025-26	5,50,00,000/-

(3) Remuneration proposed

Annual remuneration to the Executive Chairman is proposed in the resolution under item no. 3 in the notice.

(4) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The compensation package, which the company has proposed is lower compared to the salaries offered to managerial personnel within the comparable industries.

The details of the turnover and the remuneration paid to Executive Chairman in other comparable similar Industries are as shown in the table given below:

(₹ in Crores)

Sl No.	Name of the company	Turnover	Remuneration
1.	Voltamp Transformers Limited (2024-25)	1,934.23	8.26
2.	Bharat Bijlee Limited (2024-25)	1,901.69	11.78
3.	Crompton Greaves Consumer Electricals Limited (2024-25)	7,028.29	8.50
4.	Kirloskar Brothers Limited (2024-25)	2,901.39	9.89

(Note: The above details have been considered from the public domain. The details may vary.)

(5) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except for Mr. Vijay Ravindra Kirloskar, Mrs. Meena Kirloskar, Ms. Janaki Kirloskar and Ms. Rukmini Kirloskar, none of the directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution set forth under item no. 3 of the accompanying notice.

III. Other information:

(1) Reasons for loss or inadequate profits:

As the members are aware that the Lloyd Dynamowerke Gmbh & Co.KG (LDW) is a step down subsidiary of the Company set up in Germany. LDW was facing serious financial and operational challenges since the financial year 2011-12 after the economic slowdown in Europe. The Company infused capital from time to time and in the process its Balance Sheet exposure in the form of investment in LDW increased substantially up to ₹224.47 crores. LDW recorded huge losses in the year 2012-13 and 2013-14 and ultimately filed for insolvency in the German court of law. As a result of the investment in LDW, KEC experienced gradually incremental severe shortage of working capital, which led to low capacity utilization and thereby resulting into losses.

After the administrator was appointed to liquidate LDW, KEC lost total control over LDW and hence the investment was substantially impaired in the year 2014-15. Accumulation of operating losses continued weak business environment and funding of LDW together affected Company's operation. In order to address the whole issue, during the year 2014-15 the Company drew up a financial reorganization planning consultation with financial lenders (lenders). The lenders formed a Joint Lenders Forum (JLF) and corrective action plan was drawn up in mutual consultation with JLF members and Company.

Since then the Company has taken several initiatives to increase its profitability and to explore new opportunities of achieving cost reduction and price competitiveness. Infusion of substantial funds in the Company corroborates his commitment to the Company. His varied experience and exposure has come very handy to the business in these difficult times.

(2) Steps taken or proposed to be taken for improvement:

As mentioned earlier, the Company has already taken measures for improving its working, such as cutting costs at all levels, reduction in manpower, product development, improving working capital management etc., and the performance is getting improved. On the other hand, the Company has disposed off those assets of the Company and other vacant lands available which had no value to the operations of the Company. The Company has repaid its term loans and working capital loans borrowed under Joint Lenders Forum (JLF) from consortium banks / financial institutions.

(3) Expected increase in productivity and profit in measurable terms:

Implementing above suggestions, should lead to significant improvements in the Company’s productivity and margin.

IV. Disclosures:

Applicable disclosures required under Section II of part II, Schedule V to the Companies Act, 2013 are mentioned in the Board's report under corporate governance attached to 79th annual report.

Further, the effective capital of the Company is negative and as required under Section II of part II, Schedule V to the Companies Act, 2013, the approval of members of the Company is sought by way of **Special Resolution**.

The Board of directors recommends the resolution set forth under item no. 3 of the accompanying notice for the approval of members.

Item no. 4:

Ms. Janaki Kirloskar (DIN: 00309238) is daughter of Mr. Vijay Ravindra Kirloskar & Mrs. Meena Kirloskar. Ms. Janaki Kirloskar was appointed as Chief Executive officer [CEO] of the Company with effect from February 11, 2026 and the members of the Company has approved the appointment of a related party in office or place of profit through postal ballot and the results of postal ballot was declared on April 08, 2026 to the stock exchanges where the shares of the Company are listed and is hosted on the website of the Company along with the scrutinizer's report. Further the Board of directors at its meeting held on May 26, 2026, based on the recommendations of the Nomination and Remuneration Committee and subject to approval of members of the Company, has appointed Ms. Janaki Kirloskar as 'Additional Director' of the Company in terms of provisions of Section 161 of the Companies Act, 2013, and rules made thereunder and who shall hold the office upto this annual general meeting.

The Board has received a notice from a member proposing candidature of Ms. Janaki Kirloskar, for the office of Director in terms of Section 160 of the Companies Act, 2013. A brief profile covering the details of her age, qualification, experience, terms and conditions of appointment, etc., as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as **Annexure I**.

The Board considers that on account of vast knowledge and experience of Ms. Janaki Kirloskar, her appointment will be in the best interest of the Company.

Except Ms. Janaki Kirloskar, Mr. Vijay R Kirloskar, Mrs. Meena Kirloskar and Ms. Rukmini Kirloskar none of the other directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution at item no. 4.

Item no. 5:

As mentioned in the item no. 4, the Board of directors based on the recommendations of the Nomination and Remuneration Committee and subject to approval of members, proposed appointment of Ms. Janaki Kirloskar (DIN: 00309238) as a Joint Managing Director of the Company for a period of three (03) years with effect from May 26, 2026 upon the terms and conditions including remuneration of ₹ 2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement. The appointment is being made pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V thereto and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, upon such appointment becoming effective, Ms. Janaki Kirloskar shall cease to hold the position of Chief Executive Officer (CEO) of the Company, and shall function exclusively in the capacity of Joint Managing Director of the Company. The Board is of the view that her appointment as Joint Managing Director will strengthen the management and strategic direction of the Company. Over the past several months Ms. Janaki Kirloskar has been working closely with the leadership team, the customers, the lenders and other stakeholders. She brings with her a deep commitment to this Company not merely as a professional but as a member of the family whose name this Company carries. The Board has every confidence that under her stewardship, the Company will grow from strength to strength.

Disclosures as per schedule V to the Companies Act, 2013:

I. General information: [Please refer to the General information provided under Item no. 3 from I.(1) to I. (4)].

II. Information about Ms. Janaki Kirloskar:

(1) Background details, recognition or awards, job profile and his suitability:

Ms. Janaki Kirloskar aged 45 years, is daughter of Mr. Vijay R Kirloskar & Mrs. Meena Kirloskar and also sister of Ms. Rukmini Kirloskar. Ms. Janaki Kirloskar holds a Bachelor's degree in Industrial Engineering (Honours) from Worcester Polytechnic Institute, USA (Class of 2003). Following graduation, she joined Kirloskar Electric Company Limited in 2004, where she worked until 2016, gaining hands-on exposure across manufacturing operations, business processes, and organizational functions within the Group. During this period, she developed a deep understanding of industrial businesses and promoter-led enterprise operations.

In 2016, she transitioned into entrepreneurship and founded Kika Tableware, a premium crockery brand. She was responsible for building the business end-to-end, including product development, brand positioning, vendor management, and distribution, and led the venture until 2025. Between 2022 and 2025, she was associated with Ravindu Motors, where she was involved in operational and strategic initiatives, including supporting the merger and acquisition process that culminated in the sale of the business. Her experience spans manufacturing, entrepreneurship, and strategic transition.

(2) Past remuneration: Ms. Janaki Kirloskar was drawing remuneration of Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum in the Capacity of Chief Executive Officer (CEO) of the Company with effect from February 11, 2026.

(3) Remuneration proposed: The remuneration proposed and recommended by the Nomination & Remuneration Committee to Ms. Janaki Kirloskar has been set out under the resolution no. 5.

(4) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The compensation package, which the company has proposed is lower compared to the salaries offered to managerial personnel within the comparable industries.

The details of the turnover and the remuneration paid to Managing Director in other comparable similar Industries are as shown in the table given below:

(₹ in Crores)

Sl No.	Name of the company	Turnover	Remuneration
1.	Voltamp Transformers Limited (2024-25)	1,934.23	5.67
2.	Bharat Bijlee Limited (2024-25)	1,901.69	7.51
3.	Crompton Greaves Consumer Electricals Limited (2024-25)	7,028.29	10.69
4.	Kirloskar Brothers Limited (2024-25)	2,901.39	9.53

(Note: The above details have been considered from the public domain. The details may vary.)

(5) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except for Ms. Janaki Kirloskar being the appointee, Mr. Vijay Ravindra Kirloskar, Mrs. Meena Kirloskar and Ms. Rukmini

Kirloskar being relatives of the appointee, none of other directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution set forth under item no. 5 of the accompanying notice.

III. Other information: [Please refer to the disclosure under Item no. 3 from point (1) to (3)];

IV. Disclosures:

Applicable disclosures required under Section II of part II, schedule V to the Companies Act, 2013 are mentioned in the Board's report under corporate governance attached to this annual report.

Further, the effective capital of the Company is negative and as required under Section II of part II, schedule V to the Companies Act, 2013, the approval of members of the Company is sought by way of special resolution.

The Board of directors recommends the resolution set forth under item no. 5 of the accompanying notice for approval of the members.

Item no. 6:

The Company has a branch office at Ajman, UAE, and in accordance with the laws of that country and other regulatory requirements, approval is sought from the members to appoint BMS Auditing, Chartered Accountants, as branch auditors for the branch office at Ajman, UAE, who shall hold the office from the conclusion of 79th Annual General Meeting till the conclusion of 80th Annual General Meeting of the Company. The members are further requested to authorize the Board of Directors of the Company to fix their remuneration.

None of the Directors, Key Managerial Personnel (KMP) or relatives of Directors and KMP is in any way concerned with or interested, financially or otherwise, in the resolution at item no. 6 of the accompanying notice.

The Board of directors recommends the resolution at item no. 6 to be passed as an ordinary resolution.

Item no. 7:

The Board on the recommendation of the Audit Committee had approved the appointment of M/s. Rao, Murthy & Associates, Cost Auditors at remuneration of ₹ 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2026. In accordance with the provisions of the Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, are in any way concerned with or interested, financially or otherwise, in the in the proposed resolution under Item no. 7 of the accompanying notice.

The Board of Directors of your Company recommends that the resolution under Item no. 7 be passed in the interest of your Company. The documents, if any, referred above, will be made available for inspection in electronic mode.

Item no. 8:

The Board of Directors of Kirloskar Electric Company Limited ("Company"/"KECL") have, at its meeting held on 16th July, 2026, subject to the approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue & allotment of Equity Shares to Kirloskar Power Equipments Limited ("KPEL") (CIN: U40109PN1993PLC071239), a Promoter Group entity of the Company presently holding 11,46,315 equity shares (approximately 1.73% of the paid-up equity share capital, as at 31 March 2026) of the Company, on a preferential basis, at a price determined as per Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the Articles of Association of the Company.

The offer/issue/allotment would be subject to the requisite regulatory approvals, including but not limited to the approval of SEBI/the Stock Exchanges, etc., as may be required, and necessary disclosures will be made to BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges") as may be required under the provisions of the SEBI Listing Regulations/the Act/SEBI regulations.

Pursuant to the provisions of Section 42, Section 62(1)(c) and Section 179(3)(c) of the Companies Act, 2013, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Chapter V of the SEBI ICDR Regulations and other applicable laws, as amended from time to time, approval of the Members of the Company by way of a Special Resolution is required to issue equity shares on a preferential basis to KPEL for cash ("Proposed Preferential Issue").

The Proposed Preferential Issue is subject to the approval of any other regulatory authority and subject to such other approvals, permissions, sanctions and consents as may be necessary, including those of the Company's consortium lenders, as may be necessary, without the need for any further approval from the Members, to undertake the preferential issue, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, the consent of the Members is being sought for raising of funds aggregating up to ₹39,99,99,927.38 (Rupees Thirty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Twenty-Seven and Thirty-Eight Paise only), by way of issue and allotment of 34,68,007 (Thirty-Four Lakh Sixty-Eight Thousand and Seven) Equity Shares of ₹10/- (Rupees Ten) each ("Equity Shares") at a price of ₹115.34/- (Rupees One Hundred Fifteen and Thirty-Four Paise only) per Equity Share for cash, on a preferential basis to KPEL, as the Board of Directors of the Company may determine in the manner detailed hereafter.

The Equity Shares to be allotted pursuant to the above resolution shall rank pari passu in all respects, including as to dividend and voting rights, with the existing Equity Shares of the Company.

The Equity Shares to be allotted to KPEL, being an investor belonging to the Promoter and Promoter Group category, pursuant to the proposed Special Resolution, shall be subject to lock-in as per the requirements of the SEBI ICDR Regulations, as amended from time to time.

The disclosures required in accordance with the provisions of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable Regulations/laws in relation thereto are as under:

1. **The objects of the Preferential Issue**

   Subject to applicable law, the funds raised from the Proposed Preferential Issue are proposed to be utilised as under:

Sr. No.	Purpose for which the issue proceeds are proposed to be utilised	Amount (₹)
1.	Repayment / prepayment of borrowings of the Company subject to such consents/ approvals of the Company's consortium lenders as may be required	25,00,00,000
2.	Funding working capital requirements of the Company and General corporate purposes	14,99,99,927.38
	Total	**₹ 39,99,99,927.38**

2. **Number of Securities to be Issued and Pricing**

   The Company proposes to issue and allot up to 34,68,007 (Thirty-Four Lakh Sixty-Eight Thousand and Seven) Equity Shares of the face value of ₹10/- (Rupees Ten) each, fully paid up, at ₹115.34/- (Rupees One Hundred Fifteen and Thirty-Four Paise only) each, including a premium of ₹105.34/- (Rupees One Hundred Five and Thirty-Four Paise only) per Equity Share, aggregating to ₹39,99,99,927.38 (Rupees Thirty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Twenty-Seven and Thirty-Eight Paise only), or such higher price which shall not be less than the minimum specified price as per the SEBI ICDR Regulations, to KPEL, subject to receipt of the approval of the Members, the Stock Exchanges and any other statutory approvals, if required. Please refer to point no. 4 below for the basis of calculating the price for the Proposed Preferential Issue.

3. **Relevant Date**

   The "Relevant Date" for the purpose of determination of the floor price of the Equity Shares to be issued and allotted as stated above, as per the SEBI ICDR Regulations and other applicable laws, is July 14, 2026, being the date which is thirty (30) days prior to the date of the 79th Annual General Meeting of the Company (on which date this resolution, if approved by the requisite majority, will be deemed to be passed), i.e., August 13, 2026.

4. **Basis on which the Price has been arrived at**

   The Equity Shares of the Company are listed on BSE Limited (Scrip Code: 533193) and National Stock Exchange of India Limited (Symbol: KECL) (ISIN: INE134B01017).

   The issue of Equity Shares on a preferential basis to KPEL, a Promoter Group entity, shall be made in such manner and at such price, terms and conditions as may be determined by the Board in accordance with Regulation 164(4) of Chapter V of the SEBI ICDR Regulations.

   As per Regulation 164(5) of the SEBI ICDR Regulations, "frequently traded shares" means the shares of an issuer in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the Relevant Date is at least ten per cent of the total number of shares of such class of shares of the issuer. The traded volume of the Company's Equity Shares on the National Stock Exchange of India Limited ("NSE") for the 90 (ninety) trading days preceding the Relevant Date (26 February 2026 to 13 July 2026) was 2,76,98,436 Equity Shares, constituting approximately 41.71% of the paid-up equity share capital of the Company (i.e., 6,64,14,071 Equity Shares of Rs. 10/- each as at 31 March 2026) already well in excess of the 10% threshold prescribed for the longer 240-trading-day window under Regulation 164(5). Since the 240-trading-day turnover can only be equal to or higher than this 90-day subset, the Company's Equity Shares qualify as "frequently traded shares" within the meaning of Regulation 164(5), and pricing accordingly falls to be governed by Regulation 164(1) (VWAP-based pricing) rather than Regulation 165. For the purpose of computation of the issue price per Equity Share, NSE, being the Stock Exchange with the higher trading volume during the period preceding the Relevant Date, has been considered.

Regulation 164(1) of Chapter V of the SEBI ICDR Regulations prescribes the minimum price at which the Proposed Preferential Issue may be made, where the Equity Shares have been listed for a period of ninety trading days or more as on the Relevant Date, as not less than the higher of the following:

a) the 90 (ninety) trading days' volume-weighted average price ("VWAP") of the Equity Shares on NSE preceding the Relevant Date (26 February 2026 to 13 July 2026), on a total traded volume of 2,76,98,436 Equity Shares and total traded value of ₹3,09,78,07,098.80, i.e., ₹111.84 per Equity Share; and

b) the 10 (ten) trading days' VWAP of the Equity Shares on NSE preceding the Relevant Date (30 June 2026 to 13 July 2026), on a total traded volume of 5,86,707 Equity Shares and total traded value of ₹6,76,71,944.17, i.e., ₹115.34 per Equity Share,

subject also to the floor price, if any, determined in accordance with the provisions of the Articles of Association of the Company.

On the above computation, the floor price of the Equity Shares, being the higher of the 90-trading-day VWAP (₹111.84) and the 10-trading-day VWAP (₹115.34), works out to ₹115.34 per Equity Share. This computation is recorded in the Company's Board meeting held on July 16, 2026, and remains subject to independent certification by CS Ajit Kumar (Membership No. FCS 9320 & CP: 10990), in the form required under the NSE/BSE in-principle approval checklist.

Based on the above, the price at which the Proposed Preferential Issue is being made is ₹115.34 per Equity Share, being not less than the minimum price computed in accordance with Regulation 164(1) of the SEBI ICDR Regulations and, if applicable, the floor price prescribed under the Articles of Association of the Company.

The new allotment of 34,68,007 Equity Shares to KPEL constitutes approximately 4.96% of the post-Preferential Issue, fully diluted share capital of the Company (6,98,82,078 Equity Shares) i.e., less than 5% (five per cent). Since the Proposed Preferential Issue is accordingly not expected to result in the allotment of more than 5% of the post-issue, fully diluted share capital of the Company to KPEL, nor in a change in control of the Company, the provisions of Regulation 166A of the SEBI ICDR Regulations are not triggered. This conclusion is based on the floor price of ₹115.34 per Equity Share and shall be re-verified if the Board determines a different issue price.

Since the Equity Shares of the Company have been listed on the recognised Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, re-computation of the issue price is not ordinarily required, and the Company would accordingly not be required to submit the undertakings specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations, save where re-computation is otherwise triggered under the SEBI ICDR Regulations.

If the Company is required to re-compute the price, it shall undertake such re-computation, and if the amount payable on account of such re-computation of price is not paid by KPEL within the time stipulated under the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution shall continue to be locked-in until such amount is paid by KPEL.

The Equity Shares allotted pursuant to the above resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.

5. Particulars of the Proposed Allottee

The Company proposes to issue Equity Shares by way of preferential issue to KPEL, a Promoter Group entity, for cash, as per the details given below:

Name	Category	Pre-Preferential Issue No. of Shares held	% of Holding	New Allotment (No. of Equity Shares)	Post-Preferential Issue No. of Shares	Post-Preferential % of Holding
Kirloskar Power Equipments Limited (KPEL)	Promoter Group	11,46,315	1.73%	34,68,007	46,14,322	6.60%

6. Identity of Natural Persons who are the Ultimate Beneficial Owners

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted to and/or who ultimately control KPEL, and the percentage of the post-Preferential Issue capital that may be held by them:

Name of the proposed allottee	Category of Proposed Allottee	Name of the Ultimate Beneficial Owner	Identity of Natural person
Kirloskar Power Equipment Limited	Promoter Group	Mr. Vijay R Kirloskar	Mr. Vijay R Kirloskar is director, promoter and shareholder in the proposed allottee company holding 30.63% Shareholding.

7. Shareholding pattern of the company before and after the issue

The shareholding pattern of the Company before and after the Proposed Preferential Issue is provided below

Sr. No.	Category of the Shareholders	Pre-preferential Issue Shareholding		Preferential Issue	Post-preferential Issue Shareholding	
		No. of equity shares held	% of shares	No of Shares	No. of equity shares held	% of shares
A	**Shareholding pattern of the Promoter and Promoter Group**					
(1)	**Indian**					
(a)	Individuals/Hindu undivided Family	1,22,27,802	18.41	-	1,22,27,802	17.50
(b)	Central Government/ State Government(s)					
(c)	Financial Institutions/ Banks					
(d)	Any Other (specify)	2,08,06,985	31.33	34,68,007	2,42,74,992	34.74
	Sub-Total (A)(1)	**3,30,34,787**	**49.74**	**34,68,007**	**3,65,02,794**	**52.23**
(2)	**Foreign**					
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)	-			-	
(b)	Government	-			-	
(c)	Institutions	-			-	
(d)	Foreign Portfolio Investor	-			-	
(e)	Any Other (specify)	-			-	
	Sub-Total (A)(2)	-			-	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**3,30,34,787**	**49.74**	-	**3,65,02,794**	**52.23**
B	**Shareholding pattern of the Public shareholder**					
(1)	**Institutions (Domestic)**					
(a)	Mutual Funds					
(b)	Venture Capital Funds					
(c)	Alternate Investment Funds	40,000	0.06	-	40,000	0.06
(d)	Banks	31,969	0.05	-	31,969	0.05
(e)	Insurance Companies	7,54,484	1.14	-	7,54,484	1.08
(f)	Provident Funds/ Pension Funds					
(g)	Asset reconstruction companies					
(h)	Sovereign Wealth Funds					
(i)	NBFCs registered with RBI					
(j)	Other Financial Institutions					
(k)	Any Other (specify)					
	Sub-Total (B)(1)	**8,26,453**	**1.24**	-	**8,26,453**	**1.18**
(2)	**Institutions (Foreign)**					
(a)	Foreign Direct Investment					
(b)	Foreign Venture Capital Investors					
(c)	Sovereign Wealth Funds					
(d)	Foreign Portfolio Investors Category I	1,84,648	0.28	-	1,84,648	0.26
(e)	Foreign Portfolio Investors Category II	6,17,846	0.93	-	6,17,846	0.88
(f)	Overseas Depositories (holding Drs) (balancing figure)					
(g)	Any Other (specify)	18,96,044	2.85	-	18,96,044	2.71
	Sub-Total (B)(2)	**26,98,538**	**4.06**	-	**26,98,538**	**3.86**
(3)	**Central Government / State Government(s)**					
(a)	Central Government / President of India					
(b)	State Government / Governor					

Sr. No.	Category & Name of the Shareholders	Pre-preferential Issue Shareholding		Preferential Issue	Post-preferential Issue Shareholding	
		No. of equity shares held	% of shares	No of Shares	No. of equity shares held	% of shares
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter					
	Sub-Total (B)(3)	-			-	
(4)	**Non-institutions**					
(a)	Associate companies / Subsidiaries					
(b)	Directors and their relatives (excluding independent directors and nominee directors)	1,208	0.00	-	1,208	0.00
(c)	Key Managerial Personnel					
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)					
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'					
(f)	Investor Education and Protection Fund (IEPF)					
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,79,65,741	27.05	-	1,79,65,741	25.71
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	72,93,889	10.98	-	72,93,889	10.44
(i)	Non Resident Indians (NRIs)	7,45,222	1.12	-	7,45,222	1.07
(j)	Foreign Nationals	618	0.00	-	618	0.00
(k)	Foreign Companies					
(l)	Bodies Corporate	25,04,293	3.77	-	25,04,293	3.58
(m)	Any Other (specify)	13,43,322	2.02	-	13,43,322	1.92
	Sub-Total (B)(4)	**2,98,54,293**	**44.95**	-	**2,98,54,293**	**42.72**
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	**3,33,79,284**	**50.26**	-	**3,33,79,284**	**47.77**
	Details of the shareholders acting as persons in Concert for Public					
	Details of Shares which remain unclaimed for Public					
C	**Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder**					
(1)	Custodian/DR Holder - Name of DR Holders (If Available)	-	-	-	-	-
(2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-
	Total Non Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)Total (A+B+C)	-	-	-	-	-
	Total (A+B+C)	**6,64,14,071**	**100**	**34,68,007**	**6,98,82,078**	**100**

8. Proposal/Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the Offer

KPEL, being a Promoter Group entity of the Company, has confirmed its intention to subscribe to the Proposed Preferential Issue of Equity Shares. Apart from KPEL, none of the other Promoters, Promoter Group entities, Directors or Key Managerial Personnel of the Company intend to subscribe to any Equity Shares pursuant to this preferential issue.

9. Proposed time within which the Preferential Issue shall be completed

The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this resolution, provided that if any approval or permission of any regulatory authority/Stock Exchanges/the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.

10. Principal terms of assets charged as securities

Not Applicable.

11. Undertaking

None of the Company, its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender, as defined under the SEBI ICDR Regulations.

12. Change in Control

There shall be no change in the management or control of the Company consequent to the issue of the Equity Shares pursuant to the Proposed Preferential Issue.

Unlike a preferential issue spread pro rata across the Promoter and Promoter Group, the Proposed Preferential Issue is directed entirely to a single Promoter Group entity, KPEL. On this basis, KPEL's individual shareholding is expected to rise from 11,46,315 Equity Shares (1.73%) to approximately 46,14,322 Equity Shares (6.60%), an increase of approximately 4.87% which would move KPEL from the 9th-largest to the 3rd-largest Promoter/Promoter Group shareholder of the Company (behind only Mr. Vijay Ravindra Kirloskar and Abhiman Trading Company Private Limited, and ahead of Vijayajyothi Investments and Agencies Private Limited), on the basis of the Promoter shareholding pattern as on 31 March 2026. This non-pro-rata reallocation within the Promoter Group does not, of itself, alter the conclusion on change in control set out above, but is recorded here for the Members' information. This increase (in excess of 2 percentage points) will also independently trigger a disclosure obligation on KPEL under Regulation 29(2)/(3) of the SAST Regulations, to be filed by KPEL within 2 (two) working days of allotment, in addition to the Company's own disclosure under Regulation 30 of the SEBI Listing Regulations.

As KPEL is a member of the Promoter and Promoter Group of the Company, the Proposed Preferential Issue has also been cross-checked against the creeping-acquisition threshold under Regulation 3(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations"), which permits the promoters of a listed company to acquire, in aggregate, additional voting rights of up to 5 (five) percentage points in any financial year without triggering an open offer. Further the aggregate Promoter and Promoter Group shareholding is expected to increase from approximately 49.74% (3,30,34,787 Equity Shares) pre-issue to approximately 52.23% (3,65,02,794 Equity Shares) post-issue, an increase of approximately 2.49 percentage points within the 5-percentage-point headroom available under Regulation 3(2) of the SAST Regulations for FY 2026-27, and leaving post-issue public shareholding comfortably above the 25% minimum public shareholding floor under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, subject to the Company independently confirming that no other acquisition of shares or voting rights by the Promoter/Promoter Group has occurred, or is proposed to occur, during FY 2026-27 that would utilise any part of this headroom.

13. Persons to whom allotment on Preferential Basis have already been made during the year

The Company /has not made any preferential allotment during the current financial year 2026-27 till the date of this Notice. The Company will, in any event, ensure that the number of persons to whom allotment on preferential basis is made during the financial year 2026-27 does not exceed the limit specified in the Act and the rules made thereunder.

14. Valuation and Justification for Allotment for consideration other than Cash

Not Applicable, as the Proposed Preferential Issue is not for consideration other than cash.

15. Listing

The Company will make an application to BSE Limited and National Stock Exchange of India Limited, on which the existing Equity Shares are presently listed, for listing of the Equity Shares to be allotted pursuant to the Proposed Preferential Issue. Such Equity Shares, once allotted, shall rank pari passu with the then-existing Equity Shares of the Company, including as to voting rights and dividend.

16. Certificate of Practicing Company Secretary

The Certificate from CS Ajit Kumar (Membership No. FCS 9320 & CP: 10990), certifying that the Proposed Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, is hosted on the Company's website and is accessible at https://kirloskarelectric.com/investors/disclosure-under-regulation-462-/preferentialissue/pcscertificates.html

17. Other Disclosures

A. KPEL has confirmed that it has not sold or transferred any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.

B. The issue of Equity Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company. As on 31 March 2026, the Company's authorised share capital comprised, inter alia, 15,32,70,000 Equity Shares of

₹10/- each, of which 6,64,14,071 Equity Shares of ₹10/- each were issued, subscribed and fully paid up; the Company shall ensure that its authorised share capital is sufficient, and shall be augmented if required, prior to allotment.

C. Given that the size of the Proposed Preferential Issue is less than ₹100 crores, the requirement to appoint a monitoring agency under the provisions of Chapter V of the SEBI ICDR Regulations is not applicable.

D. The Company is in compliance with the conditions for continuous listing and is eligible to make the Proposed Preferential Issue under Chapter V of the SEBI ICDR Regulations.

E. Related Party Transaction: As KPEL is a related party of the Company (being a Promoter Group entity) and is the sole proposed allottee under the Proposed Preferential Issue, the transaction constitutes a “related party transaction” within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations, requiring the prior approval of the Company's Audit Committee under Regulation 23 thereof. If the value of the transaction meets or exceeds the materiality threshold prescribed under Regulation 23(1) of the SEBI Listing Regulations (being the lower of ₹1,000 crore or 10% of the Company's consolidated annual turnover, or such other threshold as may be in force on the date of the transaction), prior approval of the Members by way of an ordinary resolution will additionally be required, with KPEL and other related parties abstaining from voting on such resolution.

F. Encumbrance on KPEL's Existing Shareholding: As on 31 March 2026, 11,41,225 of KPEL's existing 11,46,315 Equity Shares (approximately 99.56%) stood pledged in favour of the lenders under the Company's Master Restructuring Agreement (“MRA”). The Equity Shares proposed to be allotted to KPEL pursuant to the Proposed Preferential Issue shall be unencumbered on allotment, and KPEL's overall pledge ratio (pledged shares as a percentage of its total post-issue holding) is consequently expected to reduce to approximately 25.79%.

G. KPEL's Own Regulatory Compliance: As KPEL is a body corporate, its subscription to the Equity Shares under the Proposed Preferential Issue is also independently subject to KPEL's compliance with Section 186 of the Companies Act, 2013, including approval of KPEL's own Board of Directors under Section 186(5) and, if the threshold under the proviso to Section 186(3) of the Act is exceeded (by reference to KPEL's own paid-up capital, free reserves and securities premium account), a special resolution of KPEL's own shareholders, together with KPEL's disclosure obligation under Regulation 29(2)/(3) of the SAST Regulations referred to at Item 12 above. This is a compliance work stream on KPEL's own side, independent of the Company's process set out in this Explanatory Statement, and is noted here for the Members' information.

18. Percentage of Post-Preferential Issue Capital that may be held by the Allottee and change in Control

At the floor price of ₹115.34 per Equity Share, KPEL shall hold approximately 6.60% (46,14,322 Equity Shares) of the post-Preferential Issue share capital, i.e., the total issued share capital of the Company (6,98,82,078 Equity Shares, including the Equity Shares being issued pursuant to this Proposed Preferential Issue and the existing Equity Shares issued by the Company); this shall be confirmed once the final issue price and number of Equity Shares to be allotted are determined by the Board. There will be no change in control of the Company consequent to the Proposed Preferential Issue.

19. Current and Proposed Status of the Allottee Post the Preferential Issue

The current status of KPEL is Promoter Group, and after the proposed allotment, its status shall continue to remain as a Promoter Group entity of the Company.

20. Lock-in

a) The Equity Shares to be allotted to KPEL, being a Promoter Group entity, on a preferential basis, as set out in the resolution, shall be locked-in as per the requirements of the SEBI ICDR Regulations, as amended from time to time.

b) The entire pre-preferential allotment shareholding of KPEL shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval, as per the SEBI ICDR Regulations.

21. The Company undertakes that,

a) it would re-compute the price of the Equity Shares specified above in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so; and

b) if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above-specified Equity Shares shall continue to be locked-in until such time as such amount is paid by KPEL.

In terms of the provisions of Section 42 and Section 62(1)© of the Companies Act, 2013, as amended, including the rules notified thereunder (“Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 160(b) of the SEBI ICDR Regulations and Chapter V of the SEBI ICDR Regulations, the said issue of Equity Shares requires the prior approval of the Members of the Company by way of a Special Resolution.

The resolution and the terms stated therein and in this Explanatory Statement shall be subject to the guidelines/regulations issued/to be issued by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other regulatory/statutory authority in that behalf, and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/statutory authorities or in case they do not conform with the SEBI ICDR Regulations, including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential/private placement basis, to the extent and in the manner set out in the resolution and this Explanatory Statement.

Except Mr. Vijay R. Kirloskar who in interested in KPEL, none of the other Directors and/or Key Managerial Personnel of the Company are deemed to be concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company, if any.

The documents referred to in the Notice, for which this shareholders' approval is being obtained, will be available electronically for inspection, without any fee, to the Members from the date of circulation of this Notice up to the date of the Annual General Meeting, i.e., 13th August, 2026. Members seeking to inspect such documents may send an email to investors@kirloskarelectric.com.

The Board of Directors believes that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

By the order of the Board of Directors
For **Kirloskar Electric Company Limited**

Sd/-
Vijay R Kirloskar
Executive Chairman
DIN: 00031253

Place: Bengaluru
Date: 16.07.2026

Annexure-1

Information about directors seeking appointment / reappointment

Name of director	**Mr. Vijay R Kirloskar**
Age	75 years
Date of reappointment	14.07.2026
Relationship with other directors / KMP	Mr. Vijay R Kirloskar is spouse of Mrs. Meena Kirloskar, and father of Ms. Janaki Kirloskar and Ms. Rukmini Kirloskar. None of the other directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution at item no. 3.
Qualification & experience	Mr. Vijay Ravindra Kirloskar, aged 75 years, possesses a Master's degree in Management Science and Engineering from Worcester Polytechnic Institute, Worcester, MA, USA. His tenure with the Company commenced in 1978 as Manager-Production. He subsequently ascended to the position of President in 1982, and on August 17, 1985, he was appointed as the Company's Managing Director. From 1994 to 1998, he served as Chairman of the Kirloskar Group, a period during which the Group and the Company achieved substantial growth under his guidance. Furthermore, Mr. Kirloskar has held several significant positions within the industry, including Vice President of the Confederation of Indian Industry (CII) in 1998. Mr. Kirloskar's extensive educational background and professional experience render him exceptionally well-suited for his current office. He bears responsibility for the overall management of the Company. Furthermore, his broad network and established relationships within the industry significantly contribute to the Company's strategic advantage, facilitating the acquisition of new customers, securing substantial order bookings, forging valuable new contacts, and establishing key technology agreements.

Directorship in other listed companies	NIL
Shareholding in the Company	1,20,43,288 Equity shares
Chairperson of committees	NIL
Member of committees	Stakeholders' Relationship Committee

Name of director	**Ms. Janaki Kirloskar**
Age	45 years
Date of Appointment	26/05/2026
Relationship with other directors / KMP	Ms. Janaki Kirloskar being the appointee is daughter of Mr. Vijay Ravindra Kirloskar & Mrs. Meena Kirloskar. She is sister of Ms. Rukmini Kirloskar. None of other directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution set forth under item no. 4 & 5 of the accompanying notice.
Qualification & experience	Ms. Janaki Kirloskar aged 45 years, is daughter of Mr. Vijay R Kirloskar & Mrs. Meena Kirloskar and also sister of Ms. Rukmini Kirloskar. Ms. Janaki Kirloskar holds a Bachelor's degree in Industrial Engineering (Honours) from Worcester Polytechnic Institute, USA (Class of 2003). Following graduation, she joined Kirloskar Electric Company Limited in 2004, where she worked until 2016, gaining hands-on exposure across manufacturing operations, business processes, and organizational functions within the Group. During this period, she developed a deep understanding of industrial businesses and promoter-led enterprise operations. In 2016, she transitioned into entrepreneurship and founded Kika Tableware, a premium crockery brand. She was responsible for building the business end-to-end, including product development, brand positioning, vendor management, and distribution, and led the venture until 2025. Between 2022 and 2025, she was associated with Ravindu Motors, where she was involved in operational and strategic initiatives, including supporting the merger and acquisition process that culminated in the sale of the business. Her experience spans manufacturing, entrepreneurship, and strategic transition.
Directorship in other listed companies	NIL
Shareholding in the Company	NIL
Chairperson of committees	NIL
Member of committees	NIL

By the order of the Board of Directors
For **Kirloskar Electric Company Limited**

Sd/-
Vijay R Kirloskar
Executive Chairman
DIN: 00031253

Place: Bengaluru
Date: 16.07.2026