



KIRLOSKAR ELECTRIC COMPANY LTD.,

Sect./72/2024-25
March 24, 2025

To,
The Manager,
Corporate Relationship Department,
BSE Limited,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Scrip: 533193; ISIN: INE134B01017

The Manager,
The Listing Department,
National Stock Exchange of India Limited,
C-1, Block 'G', 5th Floor, Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.
Symbol: KECL; ISIN: INE134B01017;

Dear Sir/ Madam,

Sub: Postal Ballot Notice;

Ref: Disclosure under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Notice of Postal Ballot along with the explanatory statement for seeking approval of the members of the Company for the following Special Business, forming part of the notice:

- a) *Re-appointment of Mr. Sanjeev Kumar Shivappa (DIN: 08673340) as Director (Finance) & Chief Financial Officer of the Company for a term of one year with effect from February 14, 2025 by way of 'Special Resolution'.*

In compliance with Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and pursuant to regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations 2015") (including any statutory modifications or re-enactment thereof for the time being in force), General Circular no. 09/2024 dated September 19, 2024, Notice of Postal Ballot along with the explanatory statement has been sent electronically to the Members whose e-mail IDs are available in the records of the Company / Company's Registrar and Transfer Agent - Integrated Registry Management Services Private Limited / Depositories / Depository Participants, as on March 14, 2025 being the '**Cut-off Date**'. For Members who have not registered their e-mail IDs, please follow the instructions given in the Notice of Postal Ballot.

Regd. Office: No. 19, 2nd Main Road, Peenya 1st Stage, Phase -1, Peenya, Bengaluru, Karnataka, 560058
T+91 80 2839 7256, F +91 80 2839 6727; Email Id: investors@kirloskarelectric.com
Customer care No. : 1800 102 8268, website: www.kirloskarelectric.com
CIN: L31100KA1946PLC000415



KIRLOSKAR ELECTRIC COMPANY LTD.,

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide remote e-Voting facility to its Members. The proposed resolution has been set out in the notice for approval by members of the Company through Postal Ballot by voting through electronic means only ('Remote E-voting').

A copy of the Postal Ballot notice is also available on the website of the Company at www.kirloskarelectric.com and on the website of CDSL at www.evotingindia.com.

The details of the events for the Postal Ballot (remote e-voting) to be conducted are as follows:

Sl. No	PARTICULARS	EVENT DATES
1.	Cut-off date for determining the eligibility to cast their votes electronically:-	Friday, March 14, 2025
2.	Date of completion of dispatch of notice to members as on cut- off date:-	Monday, March 24, 2025
3.	Date and time of commencement of e-voting:-	Tuesday, March 25, 2025 at 9:00 AM
4.	Date and time of closure of e-voting:-	Thursday, April 24, 2025 at 5:00 PM
5.	Declaration of results of Postal Ballot:-	Within two working days of conclusion of e-voting.

This is for your information and dissemination.

Thanking you

Yours faithfully

For **Kirloskar Electric Company Limited**

Mahabaleshwar Bhat

Company Secretary & Compliance Officer

Encl: a/a



KIRLOSKAR ELECTRIC COMPANY LIMITED.,

Regd Office: No. 19, 2nd Main Road, Peenya 1st stage, Phase-I, Peenya, Bengaluru – 560058

Phone No: 080 28397256; Fax No: 080 28396727

CIN: L31100KA1946PLC000415; website: www.kirloskarelectric.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

Dear Members,

The Notice is hereby given pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) read with the General Circular no. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circular”) and pursuant to regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations 2015”) (including any statutory modifications or re-enactment thereof for the time being in force), that the Resolutions as set out in this Notice are proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only (“remote e-voting”).

The explanatory statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the items and the reasons thereof is annexed herewith for your consideration. You are requested to peruse the proposed resolutions along with the Explanatory Statements and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:-

- 1. Re-appointment of Mr. Sanjeev Kumar Shivappa (DIN: 08673340) as Whole-time Director in the capacity of Director (Finance) & Chief Financial Officer of the Company:**

To consider and if deemed fit, to pass the following resolution as ‘Special Resolution’:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and Schedule V of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any of the Act 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 and the Board of Directors, the approval of the members of

the Company be and is hereby accorded to re-appoint Mr. Sanjeev Kumar Shivappa (DIN: 08673340) as whole-time Director of the Company and shall be liable to retire by rotation in terms of provisions of Section 152(6) of the Act, for a term of one (01) year, on such remuneration not exceeding ₹ 65,00,000/- (Rupees Sixty Five Lakhs only) per annum during his term as Director (Finance) & Chief Financial Officer ('CFO') with effect from February 14, 2025 and on such terms and conditions including the remuneration as set out below, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

a. Salary:

₹ 10,49,994 /- (Rupees Ten Lakhs Forty Nine Thousand Nine Hundred and Ninety Four 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 Director (Finance) & CFO 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-imbusement 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 ₹ 51,16,003/- (Rupees Fifty One Lakhs Sixteen Thousand and Three only) per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company 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;

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-imbusement of ordinary medical expenses, in case of hospitalization of the Mr. Sanjeev Kumar Shivappa, the Board of directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of ₹ 51,16,003/- (Rupees Fifty One Lakhs Sixteen Thousand and Three only) per annum in any financial year.

The Director (Finance) & CFO 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 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 appointment, the Company has losses or its profits are inadequate, the remuneration of ₹ 65,00,000/- (Rupees Sixty Five Lakhs only) per annum be paid to Mr. Sanjeev Kumar Shivappa 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 and deeds, necessary for filing requisite e-forms with the appropriate authority within such time and period as prescribed.”

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

Date: 13.03.2025
Place: Bangalore

Sd/-
Mahabaleshwar Bhat
**General Manager – Corporate Affairs &
Company Secretary
(Membership no. A21919)**

Notes:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts are appended herein below.
2. The details required under Regulation 36(3) of the SEBI Listing Regulations 2015, SS-2 and applicable provisions of the Companies Act, 2013 in respect of appointment of directors form part of this Notice.
3. In compliance with the MCA Circular, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose email ids are registered with the Company as on the **cut-off date**, i.e., on close of business hours on **Friday, March 14, 2025**. For Members who have not registered their e-mail IDs, please follow the instructions given under note No. 14.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, March 14, 2025** being the cut-off date, are entitled to vote on the Resolution(s) set forth in this Notice. A person who is not a member on the cut-off date should treat this notice for information purposes only.
5. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules, the Company has provided the facility for Members to exercise their votes electronically through remote e-voting facility provided by Central Depository Services (India) Limited (CDSL).
6. The voting rights of Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, March 14, 2025.
7. Notice of Postal Ballot will also be available on the Company’s website at www.kirloskarelectric.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of CDSL i.e., www.evotingindia.com.
8. All the documents referred to in the Explanatory Statements, shall be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the remote e-voting period to investors@kirloskarelectric.com and the document which they wish to inspect.

9. The Board of directors (the "Board") of the company has appointed Mr. Sudheendra P Ghali, Practicing Company Secretary (ACS No. 7037 / PCS No. 7537), as Scrutinizer for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner.
10. The Scrutinizer shall unblock the votes after conclusion of voting through remote e-voting and submit his report to the Chairman or a Director authorized.
11. The results of the e-voting along with the scrutinizer's report shall be placed on the Company's website www.kirloskarelectric.com and on the website of CDSL within two working days of the date of declaration of the results of postal ballot. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.

13. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- i. The remote e-voting period commences on **Tuesday, March 25, 2025** at 9:00 A.M IST and ends on **Thursday, April 24, 2025** at 5:00 P.M IST. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e., **Friday, March 14, 2025** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. 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 shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders 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 shareholders.

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.

- iii. 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 shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Members	Login Method
Individual Members	1) Users who have opted for CDSL's Easi / Easiest facility, can login through

<p>holding securities in Demat mode with CDSL</p>	<p>their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members holding securities in Demat mode with NSDL</p>	<p>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.</p> <p>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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-</p>

	Voting service provider website for casting your vote during the remote e-Voting period.
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.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 022- 23058738 and 22-23058542-43.
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 022-4886700 / 24997000

iv. **Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now 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. Shareholders 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 e-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 Physical shareholders and shareholders other than individual holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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.
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- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 other 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of KIRLOSKAR ELECTRIC COMPANY LIMITED on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

v. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and 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 shareholders 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 same in the CDSL e-voting system for the scrutinizer to verify the same.

14. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- i. For Physical shareholders - 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), AADHAR (self attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
- ii. For Demat shareholders - 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 through Depository.

Contact Details: Quick reference for members	
Company	<p>Kirloskar Electric Company Limited Reg Address: 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</p>
Registrar and Transfer Agent	<p>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</p>
e-Voting Agency	<p>Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com 022-23023333 and 022-23058542/43.</p> <p>All grievances connected with the facility for voting by electronic means may be addressed to Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimputkar (022-23058543) or Mr. Rakesh Dalvi (022-23058542) (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.</p>
Scrutinizer	<p>Mr. Sudheendra P Ghali, Practising Company Secretary. E-mail ID: compliance@spghalico.com</p>

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

Date: 13.03.2025
 Place: Bangalore

Sd/-
 Mahabaleshwar Bhat
**General Manager – Corporate Affairs &
 Company Secretary
 (Membership no. A21919)**

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO SPECIAL BUSINESS IS ANNEXED HERETO.

Item no. 1:

Mr. Sanjeev Kumar Shivappa (DIN: 08673340) was appointed as Director (Finance) & Chief Financial Officer ('CFO') of the Company for a term of two (02) years on February 14, 2023 at a remuneration of ₹ 55,00,000/- (Rupees Fifty Five Lakhs only) per annum. Further on the recommendations of Nomination and Remuneration Committee of the Board of Directors and considering the performance, various other attributes and in accordance with Nomination and Remuneration Policy of the Company, the members approved the revised remuneration payable to the Mr. Sanjeev Kumar Shivappa, Director (Finance) & CFO from ₹ 55,00,000/- (Rupees Fifty Five Lakhs only) per annum to ₹ 65,00,000/- (Rupees Sixty Five Lakhs Only) per annum, with effect from April 01, 2024 which is within the limits specified in schedule V to the Companies Act, 2013 at the 77th Annual General meeting held on September 16, 2024. The said two year term ended on the close of the business hours on February 13, 2025 and the Board of Directors on the recommendation of the Nomination and Remuneration committee has, subject to the approval of members, at its meeting held on February 12, 2025, approved the re-appointment of Mr. Sanjeev Kumar Shivappa (DIN: 08673340) in the capacity of whole-time Director and designated as Director (Finance) & Chief Financial Officer of the company for a period of one (01) year effective from February 14, 2025 for a remuneration of ₹ 65,00,000/- (Rupees Sixty Five Lakhs only) per annum. Hence, the approval of member's is sought to the reappointment and payment of remuneration to Mr. Sanjeev Kumar Shivappa as Director (Finance) & Chief Financial Officer.

Broad particulars of terms of appointment and remuneration payable to Mr. Sanjeev Kumar Shivappa are mentioned in the resolution. The total remuneration proposed to Mr. Sanjeev Kumar Shivappa is ₹ 65,00,000/- (Rupees Sixty Five Lakhs only) per annum (including all salary, perquisites and other statutory benefits) which is within the limits specified in schedule V to the Companies Act, 2013.

Brief resume, nature of his expertise in specific functional areas, names of companies in which Mr. Sanjeev Kumar Shivappa holds directorships, memberships, chairmanships of Board Committees, his shareholding in the company and relationships amongst directors' inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided below in the notice under Annexure – A .

The terms of the Re-appointment are contained in the agreement dated February 14, 2025 executed between the Company and the Director. The same is available for inspection at the registered office of the company.

Except Mr. Sanjeev Kumar Shivappa, none of the directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution at item no. 1 of the notice.

The Board recommends the resolution no. 1 for approval by the members.

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 and 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, 2024:

(₹ in Lakhs)

PARTICULARS	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	55,735	47,355	55,735	47,355
Other income (Net)	793	1,608	799	2,225
Total Revenue	56,528	48,963	56,534	49,580
Total Expense	55,011	46,374	55,126	46,473
Profit before Exceptional items	1,517	2,588	1,408	3,108
Exceptional Items	-	-	-	-
Profit / (Loss) before tax	1,517	2,588	1,408	3,108
Tax Expense	-	0.16	-	0.16
Profit / (Loss) after tax	1,517	2,588	1,408	3,107
Total other comprehensive income	(2,356)	(1,522)	(2,356)	(1,522)
Total comprehensive income for the period	(839)	1,066	(948)	1,586

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:

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

II. Information about the appointee:

(1) Background details:

Mr. Sanjeev Kumar Shivappa aged about 62 years, is a graduate in Commerce and Masters in Business Administration (MBA) in finance from Bangalore University. He has about 39 years of post qualification experience and has worked extensively in the areas of finance. He has rich experience of more than 29 years in the finance department of the Company. He was promoted to Assistant Vice President - Finance and Chief Financial Officer of the Company with effect from August 12, 2017. Prior to his joining in the Company, he had worked with Companies like Karnataka Oil Seeds Growers Federation Limited, Bengaluru, ROGCSU Limited etc.,

(2) Past remuneration:

The Details of remuneration drawn by Mr. Sanjeev Kumar Shivappa for past three years:

(Amount in ₹)

Year	Total Remuneration
2021-22	37,57,030/-
2022-23	41,95,754/-
2023-24	51,68,463/-

Note: above details of remuneration is as per Income tax i.e., gross Salary actual paid;

(3) Remuneration proposed:

The remuneration to the Director (Finance) & Chief Financial Officer of the Company is proposed in the resolution 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 in other comparable similar Industries are as shown in the table given below:

(₹ in Crore)

SI No.	Name of the company	Turnover	Remuneration
1.	Voltamp Transformers Limited (2023-24)	1,616.22	5.47
2.	Bharat Bijlee (2023-24)	1,872.48	7.40
3.	Crompton Greaves Consumer Electricals Ltd (2023-24)	6,388.38	4.48
4.	Kirloskar Brothers Ltd (2023-24)	2,720.13	1.31

(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 Mr. Sanjeev Kumar Shivappa, none of the directors or key managerial personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution of the notice.

III. Other information:

(1) Reasons of 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 a 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 for the last two financial years.

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:

With the suggestions above, the Company expects to improve the productivity and margin also.

(4) 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 77th annual report which is available on the website of the Company at www.kirloskarelectric.com.

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. 1 of the accompanying notice for the approval of members.

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

Date: 13.03.2025

Place: Bangalore

Sd/-
Mahabaleshwar Bhat
**General Manager – Corporate Affairs &
Company Secretary
(Membership no. A21919)**

Information about directors seeking appointment / reappointment

Name of director	Mr. Sanjeev Kumar Shivappa
Age	62 years
Date of re-appointment	12-02-2025
Relationship with other directors / KMP	NIL
Brief resume along with skills and capabilities & Expertise in specific functional areas.	Mr. Sanjeev Kumar Shivappa is a graduate in Commerce and Masters in Business Administration (MBA) in finance from Bangalore University. He has about 39 years of post qualification experience and has worked extensively in the areas of finance. He has rich experience of more than 29 years in the finance department of the Company. He was promoted to Assistant Vice President - Finance and Chief Financial Officer of the Company with effect from August 12, 2017. Prior to his joining in the Company, he had worked with Companies like Karnataka Oil Seeds Growers Federation Limited, Bengaluru, ROGCSU Limited etc.,
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 and on behalf of **Kirloskar Electric Company Limited**

Date: 13.03.2025
Place: Bangalore

Sd/-
Mahabaleshwar Bhat
**General Manager – Corporate Affairs &
Company Secretary
(Membership no. A21919)**