



## KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Enriching Lives

SEC/ F:25

December 5, 2025

### **BSE Limited**

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

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

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

**(BSE Scrip Code – 500241)**

**(NSE Symbol - KIRLOSBROS)**

Dear Sir/Madam,

### **Sub: Intimation of cessation of a wholly-owned subsidiary pursuant to the Scheme of Amalgamation**

### **Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of the subject referred regulations and further to our intimation dated November 04, 2025, informing about the sanctioning of the Scheme of Amalgamation between The Kolhapur Steel Limited (TKSL/Transferor company), a 'step down wholly owned unlisted subsidiary' of the Company with KPML (Transferee company) a 'material wholly owned unlisted subsidiary' of the Company and their respective shareholders ('Scheme'), pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 read with Rules framed thereunder, by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT), vide its order dated November 03, 2025.

In this regard, we wish to inform you that, KPML vide its letter dated December 05, 2025 has intimated the Company that a Certified Copy of the Order of NCLT sanctioning the above mentioned Scheme has been filed by the respective companies on December 05, 2025 with the Registrar of Companies, Pune ("ROC"). Accordingly, the above Scheme has become effective from December 05, 2025.

Consequent to the Scheme being effective, TKSL, stands dissolved and ceased to be a 'step down wholly owned unlisted subsidiary' of the Company with effect from December 05, 2025 while KPML continues to remain a 'material wholly owned unlisted subsidiary' of the Company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith as **Annexure** to this letter.



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You are requested take the same on your records.

The above is also available on website of the Company at [www.kirloskarpumps.com](http://www.kirloskarpumps.com).

Thanking you,

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

Devang Trivedi

**Company Secretary**

Encl: As above.

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**Annexure**

Sr. No.	Particulars of Disclosure	Description of Event		
		For FY 2024-25	TKSL (Rs. in Million)	KPML (Rs. in Million)
a.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the Company during the last financial year	Turnover	279	5,743
		% of Turnover contributed to consolidated Turnover of the Company	0.61%	12.78%
		Net worth	(1,036.46)	2,735
b.	Date on which the agreement for sale has been entered into	<p>The Appointed Date of the Scheme is October 03, 2024 and the Scheme has become effective upon filing of the Certified Copy of the Order of NCLT under Sections 230 to 232 and other applicable provisions of the Act sanctioning the Scheme, with the Registrar of Companies, Pune, by the Transferor Company and the Transferee Company on December 05, 2025, respectively.</p> <p>Consequently, TKSL i.e., the Transferor Company has ceased to be the subsidiary of the Company with effect from December 05, 2025.</p>		
c.	The expected date of completion of sale/disposal	Not Applicable		
d.	Consideration received from such sale/disposal	TKSL, the Transferor company is a wholly owned subsidiary of KPML, the Transferee company and hence there will be no cash consideration or issuance of new shares involved in the Scheme of Amalgamation. The investment of KPML in TKSL will get cancelled on the Scheme becoming effective.		



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Sr. No.	Particulars of Disclosure	Description of Event
e.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group /group companies. If yes, details thereof	Not Applicable.
f.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>Yes, the transaction is a related party transaction. The Transferor company is a wholly owned subsidiary of the Transferee company. Both, the Transferor and Transferee companies are indirect/direct wholly owned subsidiaries of the Company.</p> <p>The Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated 17th July, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> <p>Pursuant to Regulation 23(5)(c) of the Listing Regulations, the related party transaction provisions are not applicable to the Scheme as the Transferor company and Transferee company are indirect/direct wholly owned subsidiaries of the Company.</p>
g.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Not Applicable
h.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation /merger, shall be disclosed by the Company with respect to such slump sale	Not Applicable