

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

NOTICE is hereby given to the members of Kirloskar Oil Engines Limited (“**the Company**”), pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), including amendments thereunder, General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 03/2022 dated 5th May 2022 and subsequent Circulars issued in this regard, the latest being 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder (“**the Regulations**”), and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re-enactment thereof for the time being in force), for seeking approval of the members of the Company by means of Postal Ballot by voting through electronic means only (**Remote e-voting**) on the Resolution set out in this Notice.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all those members whose names appear in the Register of Members / list of Beneficial Owners as on 12th December 2025 (Friday) (“**Cut-off date**”) who have registered their e-mail addresses with the Company / the Registrar and Share Transfer Agent (“**RTA**”) viz. MUFG Intime India Private Limited (earlier known as Link Intime India Private Limited) / Depositories.

If your e-mail address is not registered with the Company / RTA viz. MUFG Intime India Private Limited (earlier known as Link Intime India Private Limited) / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the members would only take place through the remote e-voting system.

The proposed resolution and the Explanatory Statement pertaining to the resolution in terms of the provisions of Sections 102 and 110 of the Act and other applicable provisions, if any, read with Regulation 36 of the Regulations setting out all material facts and reasons thereof is appended to this Notice.

The Company has appointed Mrs. Manasi Paradkar, Practicing Company Secretary, Pune, (Membership No. FCS 5447, CP No. 4385), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

Pursuant to Section 108 of the Act and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the Regulations, as amended from time to time, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide e-voting facility to the members of the Company.

Voting through Postal Ballot by way of remote e-voting shall commence from Wednesday, 17th December 2025, at 9.00 am (IST) and ends on Thursday, 15th January 2026, at 5.00 pm (IST). The Scrutinizer's decision on the validity of votes shall be final.

The Scrutinizer will submit her Report to the Chairman or Managing Director or the person authorised by him/her in writing, upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before 19th January 2026.

The results along with the Scrutinizer's Report will be displayed on the Company's website viz. www.kirloskaroilengines.com and besides will also be communicated to the Stock Exchanges where the Company's shares are listed viz. BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”). NSDL engaged by the Board of Directors of the Company for facilitating remote e-voting, will also display these Results on their website www.evoting.nsdl.com.

The resolution passed through the Postal Ballot shall be deemed to have been passed at a general meeting of members convened on that behalf.

SPECIAL BUSINESS:

APPOINTMENT OF MR. SRIKUMAR VIJAYASEKHARAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A FIRST TERM OF FIVE YEARS

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 (1)(b), 17 (1C), 25 (8) and 25 (2A) including such other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the**

Regulations") and any other applicable Rules and Regulations, if any, (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary under applicable laws, read with Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Srikumar Vijayasekharan (DIN: 07810464) who was appointed by the Board of Directors of the Company as an Additional Non-Executive Director, in the capacity as an Independent Director, with effect from 11th November 2025 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Regulations, and who holds office of Director up to the approval of the shareholders by way of postal ballot pursuant to Section 161 of the Act and Rules thereof including amendments thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act and Rules thereof including amendments thereunder, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of five (5) consecutive years with effect from 11th November 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of Directors
For KIRLOSKAR OIL ENGINES LIMITED


Farah Irani
Company Secretary and Compliance Officer
Membership No. ACS 21182



Place: Pune

Date: 11th November 2025

NOTES:

1. The Statement setting out material facts and reasons for the proposed Resolution pursuant to the provisions of Sections 102 and 110 of the Act, read with Rule 22 of the Rules and Regulation 36 of the Regulations, including amendments thereunder, is annexed to this Notice.

2. Pursuant to the provisions of Section 110 of the Act, read with the Rules, the consent of the Company's members for the above purpose is required to be obtained by means of a postal ballot. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / RTA viz. MUFG Intime India Private Limited (earlier known as Link Intime India Private Limited) / Depositories. Accordingly, the communications of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all those members whose names appear in the Register of Members / list of Beneficial Owners as on 12th December 2025 (Friday) (the "**Cut-off date**") who have registered their e-mail addresses with the Company / the RTA viz. MUFG Intime India Private Limited (earlier known as Link Intime India Private Limited) / Depositories.
4. In accordance with the requirements of the MCA Circulars, physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the members for this Postal Ballot and members are requested to communicate their assent or dissent through the remote e-voting system only.
5. The voting rights of members / beneficial owners shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on 12th December 2025 (Friday).
6. The members of the Company, holding shares either in physical form or in dematerialised form as on the Cut-off date i.e., 12th December 2025 (Friday), are entitled to exercise his / her vote through remote e-voting. The member who does not hold any shares as on Cut-off date may treat this Notice for information purpose only.
7. The Postal Ballot through remote e-voting period commences on **Wednesday, 17th December 2025, at 9.00 am (IST)** and ends on **Thursday, 15th January 2026, at 5.00 pm (IST)**.
8. The Scrutinizer will submit her Report to the Chairman or Managing Director or the person authorised by him/her in writing, upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before 19th January 2026.

9. The results along with the Scrutinizer's Report will be displayed on the Company's website viz. www.kirloskaroilengines.com and besides will also be communicated to the Stock Exchanges where the Company's shares are listed viz. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). NSDL engaged by the Board of Directors of the Company for facilitating remote e-voting, will also display these Results on their website www.evoting.nsdl.com.
10. In compliance with the provisions of Section 110 of the Act and the Rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on resolution through the remote e-voting facility arranged by NSDL. The instructions for remote e-voting are annexed to this Notice.
11. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.kirloskaroilengines.com, websites of the Stock Exchanges i.e., BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 15th January 2026 i.e., the last date specified for remote e-voting. Electronic copy of all the material relevant documents referred to in the Notice and Explanatory Statement setting out material facts annexed thereto will be made available through email for inspection until the last date for receipt of votes through remote e-voting process by the Members. A Member is requested to send an email to investors@kirloskar.com mentioning their names, folio numbers, DP ID and Client ID for the same.
13. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the Regulations, the details pertaining to this Postal Ballot will be published in one English and one Marathi Newspaper each with wide circulation in the district, where the Registered Office of the Company is situated.
14. Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents electronically to their registered email address.
15. Members who have not registered their e-mail addresses are requested to contact the RTA at Investor.helpdesk@in.mmps.mufg.com for registering their e-mail addresses in case of holding of shares in physical form and with concerned Depository Participants only in case of shares held in dematerialised form.

16. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, Regulation 44 of the Regulations and SS-2 issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote by electronic means instead of dispatching the physical Postal Ballot Form by permitted mode and the businesses may be transacted through remote-voting services. The facility of casting the votes by the members using an electronic voting system is provided by NSDL.

The process and manner for remote e-voting is as under:

The remote e-voting period commences on **Wednesday, 17th December 2025, at 9.00 am (IST) and ends on Thursday, 15th January 2026, at 5.00 pm (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off date i.e., 12th December 2025, Friday, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the votes on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

A. Member whose e-mail IDs are registered with the Company / Registrar and Share Transfer Agent viz. MUFG Intime India Private Limited (earlier known as Link Intime India Private Limited) / Depository Participant (s) will receive an e-mail from NSDL. Once the members receive the e-mail, he or she will need to go through the following steps to complete the remote e-voting process:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 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.

Login method for Individual members holding securities in demat mode is given below:

| Type of members | Login method |
|---|---|
| Individual members holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 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 options available against company name or e-Voting service provider – NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. 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 options available against company name or e-Voting service provider - NSDL and you will |

| | |
|--|--|
| | <p>be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDLSpeeDe" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> |
| <p>Individual members holding securities in demat mode with CDSL</p> | <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username and password.</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, 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 CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cDSLindia.com home page.</p> |

| | |
|---|---|
| | 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) 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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

| Login type | Helpdesk details |
|---|---|
| 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.com or call at 022 - 4886 7000 |
| 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. 1800-21-09911. |

B. Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

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

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

General Guidelines for members

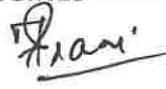
1. Corporate / Institutional members, (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / Authority letter etc., with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to csmsp.office@gmail.com with a copy marked to evoting@nsdl.com or by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the [“Forgot User Details / Password?”](#) or [“Physical User Reset Password?”](#) option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for members available on the website www.evoting.nsdl.com under the ‘Download Section’. You can contact Ms. Pallavi Mhatre, Assistant Manager through e-mail at evoting@nsdl.com or call on toll free no.: 022 - 4886 7000.

Process for those shareholders whose email IDs are not registered with the Company / the Registrar and Share Transfer Agent / Depository Participants(s) and for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@kirloskar.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated-Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@kirloskar.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

17. The remote e-Voting period commences from **Wednesday, 17th December 2025, at 9.00 am (IST)** and ends on **Thursday, 15th January 2026, at 5.00 pm (IST)**. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e., **12th December 2025, Friday**, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it.

By Order of the Board of Directors
For KIRLOSKAR OIL ENGINES LIMITED


Farah Irani

Company Secretary and Compliance Officer
Membership No. ACS 21182

Place: Pune

Date: 11th November 2025

Kirloskar Oil Engines Limited
A Kirloskar Group Company

Regd. Office: Laxmanrao Kirloskar Road,
Khadki, Pune, Maharashtra - 411 003 India.
Tel: +91 (20) 25810341, 66084000
Fax: +91 (20) 25813208, 25810209
Email: info@kirloskar.com | Website: www.kirloskaroilengines.com
CIN: L29100PN2009PLC133351



EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 & RULES THEREOF INCLUDING AMENDMENTS THEREUNDER AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 INCLUDING AMENDMENTS THEREUNDER

The following statement sets out all material facts relating to the resolution to be passed as mentioned in the accompanying Notice.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”) and Rules thereof including amendments thereunder, the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Srikumar Vijayasekharan (DIN: 07810464) as an Additional Non-Executive Director, in the capacity as an Independent Director of the Company with effect from 11th November 2025.

He is also proposed to be appointed as an Independent Director for a first term of five (5) consecutive years with effect from 11th November 2025, pursuant to the provisions of Section 149 of the Act and Rules made thereunder (including other applicable provisions, if any), subject to the approval of members of the Company.

Pursuant to Regulation 17(1C) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Regulations**”), the approval of members is required to be obtained at the next general meeting or within a period of three (3) months from the date of appointment, whichever is earlier, by way of a Special Resolution.

In terms of the provisions of Section 161(1) of the Act and Rules thereof including amendments thereunder, Mr. Srikumar Vijayasekharan (DIN: 07810464) would hold office up to the date of approval of the shareholders by way of postal ballot. Mr. Srikumar Vijayasekharan (DIN: 07810464) is also proposed to be appointed as an Independent Director for first term of five (5) consecutive years with effect from 11th November 2025, pursuant to Sections 149, 150, 152 read with Schedule IV of the Act (including other applicable provisions, if any) and Rules thereof including amendments thereunder, the Regulations, as amended, and based on the recommendation of Nomination and Remuneration Committee.

The Company has received a notice in writing from a member under Section 160 of the Act and Rules thereof including amendments thereunder, proposing the candidature of Mr. Srikumar Vijayasekharan for the office of Director of the Company.

Mr. Srikumar Vijayasekharan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Rules thereof including amendments thereunder and has given his consent to act as a Director.

Pursuant to the provisions of Section 149 of the Act, an independent director can hold office for a first term up to five (5) consecutive years on the Board of a Company, and as per Section 152 of the Act, he shall not be included in the total number of directors for retirement by rotation.

The Company has also received declaration from Mr. Srikumar Vijayasekharan that he meets with the criteria of independence as prescribed under Section 149(6) of the Act and Rules thereof including amendments thereunder and Regulation 16(1)(b) and 25(8) of the Regulations.

Mr. Srikumar Vijayasekharan (Age 64 years) is a Chartered Accountant with over 40 years of experience covering audit and assurance services, operations, governance and strategy, including 8 years as the Chief Operating Officer (COO) of Deloitte South Asia. As the COO, he was part of the core leadership of Deloitte South Asia from 2015 till completion of term in 2023. He was responsible for all operations of the firm including Finance, IT, Infrastructure and Facilities, Business Plans, Strategy Implementation, Succession Planning, etc. Also had oversight of the business and operations of other South Asia country practices. During this period the firm grew over four times. As an Audit & Assurance partner, he has served clients in the Manufacturing, Financial Services, Healthcare, Life Sciences, Technology, Media, Telecommunications, and Consumer Business sectors. He was a Director on the Board of Deloitte Foundation. Prior to being appointed as COO, he was a member of the South Asia Board of Deloitte. From 2023 to 2025, he was Advisor to the South Asia CEO.

Mr. Srikumar Vijayasekharan does not hold any equity shares in the Company.

The Board of Directors of the Company in its meeting held on 11th November 2025 appointed Mr. Srikumar Vijayasekharan as an Audit Committee Member of the Company with effect from 12th November, 2025.

Mr. Srikumar Vijayasekharan is an Independent Director on the Board of Arka Fincap Limited (Debt Listed), wherein he is a member on the Audit Committee and Risk Management Committee. He has resigned as a Director from the Board of Deloitte Foundation during last three years.

Pursuant to Schedule II, Part D Para A(1A) of the Regulations, for every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.

The Board is of the opinion that Mr. Srikumar Vijayasekharan fulfils the conditions specified in the Act, Rules made thereunder & the Regulations and also possess appropriate balance of skills, requisite expertise and experience (including the proficiency) and knowledge and he is a person of high integrity and repute so as to enable the Board to discharge its functions and duties effectively and he is independent of the management. He holds a valid registration certificate of having his name included in the Databank of Independent Directors.

Mr. Srikumar Vijayasekharan meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

Finance, Law, Governance, Compliance Management, Strategic Planning, Industry Knowledge and Corporate Social Responsibility.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Mr. Srikumar Vijayasekharan as an Independent Director for first term of five (5) consecutive years with effect from 11th November 2025.

Copy of the draft letter for the appointment of an Independent Director, setting out the terms and conditions, is available for inspection by the members at the website of the Company i.e., at www.kirloskaroilengines.com. Alternatively, Members may write to the Company on investors@kirloskar.com mentioning their names, folio numbers, DP ID and Client ID for the same.

Mr. Srikumar Vijayasekharan shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission as may be approved by the Board/Nomination and Remuneration Committee and Shareholders of the Company from time to time. Payment of sitting fees and commission shall at all times be subject to the provisions of the Act and Rules thereunder and such amendments, as may be made thereto from time to time and other Acts and Rules as may be applicable.

The Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Regulations.

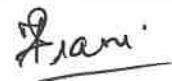
In compliance with SEBI letter dated 14th June 2018 and Circular No. LIST/COMP/14/2018-2019 dated 20th June 2018, issued by the BSE Limited and Circular No. NSE/CML/2018/24 dated 20th June 2018, issued by National Stock Exchange of India Limited, Mr. Srikumar Vijayasekharan is not debarred from holding the office of Director by virtue of any SEBI Order or any other Authority.

Mr. Srikumar Vijayasekharan is not *inter-se* related with any other Director or Key Managerial Personnel of the Company.

Save and except Mr. Srikumar Vijayasekharan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

The Board recommends the Special Resolution for approval by the Members.

By Order of the Board of Directors
For KIRLOSKAR OIL ENGINES LIMITED



Farah Irani

Company Secretary and Compliance Officer
Membership No. ACS 21182



Place: Pune

Date: 11th November 2025