

POSTAL BALLOT NOTICE

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 of the Companies Act, 2013 (the Act), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including amendments thereunder, General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, issued by the MCA ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder ("SEBI LODR"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD/2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023, ("SEBI Circulars") and other applicable 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 obtaining assent 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 referred above, this Postal Ballot Notice is being sent only through electronic mode to all those members whose names appear in the Register of Members as on 10th March 2023 (Friday) (the cut-off date) who have registered their e-mail addresses with the Company / the Registrar and Share Transfer Agent viz. Link Intime India Private Limited / Depositories.

If your e-mail address is not registered with the Company / the Registrar and Share Transfer Agent viz. 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 SEBI LODR, including amendments thereunder as appended hereto forms part of this Postal Ballot Notice.

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

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, and she has communicated her willingness to be appointed for the said purpose.

Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the SEBI LODR, as amended from time to time, the Company has engaged the services of National Securities Depository Limited to provide e-voting facility to the members of the Company.

Voting through Postal Ballot by way of remote e-voting shall commence from Tuesday, 21st March 2023, at 9.00 am (IST) and ends on Wednesday, 19th April 2023, 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 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 21st April 2023, at the Registered Office of the Company before the close of working hours.

The results along with the Scrutinizer's Report will be displayed on the Company's website viz. www.kirloskaroilengines.com and 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). National Securities Depository Limited (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, if approved, by the requisite majority shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, 19th April 2023.

SPECIAL BUSINESS:

APPOINTMENT OF MR. ATUL KIRLOSKAR AS THE CHAIRMAN AND NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Sections 149, 152, 197 and other applicable provisions, if any of Companies Act, 2013 (the “**Act**”), including rules thereof and Regulation 17(1C) and other applicable provisions, if any of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, (“**SEBI LODR**”) (including any statutory 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 Board of Directors of the Company, Mr. Atul Kirloskar (DIN 00007387) whose term of office as a Whole Time Director of the Company with designation as Executive Chairman comes to an end on 31st March 2023, be and is hereby appointed as the Chairman and Non-Executive Director of the Company with effect from 1st April 2023 for a term of 1 (one) year, on the following terms and conditions:

In addition to the sitting fees payable to Mr. Atul Kirloskar, the following will be payable to him, subject to the approval of members of the Company in case the same exceeds ceiling of total remuneration applicable to non-executive directors, as specified under the Act read with Schedule V thereto and rules made thereunder & amendments thereof and the SEBI LODR and subject to any other requirements in respect thereof under the Act or the SEBI LODR:

- a. Annual profit-based commission;
- b. Reimbursement of medical expenses in India or abroad, including hospitalization, nursing home surgical charges, home nursing and attendant services and, in case of medical treatment abroad, airfare and boarding/lodging expenses for him and his attendant;
- c. In the event of loss or inadequacy of profits in any financial year during the currency of his tenure as the Chairman, the Company may pay the abovementioned reimbursement as the minimum remuneration permitted under the Act or any statutory modification thereof with requisite approvals of the members of the Company or any other statutory approvals required, as the case may be.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to adopt the non-mandatory requirements relating to maintenance of Non-Executive Chairman’s office at the Company’s expense and reimbursement of expenses incurred by the Non-Executive Chairman in performance of his duties, with effect from 1st April 2023, pursuant to Regulation 27(1) read with Schedule II Part E (A) of the SEBI LODR including amendments thereunder.

RESOLVED FURTHER THAT upon expiry of the aforesaid term of 1 (one) year on 31st March 2024 and with effect from 1st April 2024, Mr. Atul Kirloskar will continue as Non-Executive Director of the Company.

RESOLVED FURTHER THAT Mr. Atul Kirloskar shall be a non-retiring Director.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary from time to time to give effect to the above resolution.”

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

Sd/-
Smita Raichurkar
Company Secretary and Head Legal

Place: Pune
Date: 3rd March 2023

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 Companies Act, 2013, (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the Rules) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder as, is annexed to this Notice.
2. Pursuant to the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, (Rules), the consent of the Company's members for the above purpose may 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 / the Registrar and Share Transfer Agent viz. Link Intime India Private Limited / Depositories. Accordingly, the communications of the assent or dissent of the members shall 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 as on 10th March 2023 (Friday) (the cut-off date) who have registered their e-mail addresses with the Company / the Registrar and Share Transfer Agent viz. 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 shall be in proportion to their shares of the paid-up equity share capital of the Company as on 10th March 2023.
6. The members of the Company, holding shares either in physical form or in dematerialised form as on the cut-off date, i.e., 10th March 2023, 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 **Tuesday, 21st March 2023, at 9.00 am (IST) and ends on Wednesday, 19th April 2023, at 5.00 pm (IST).**
8. 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 resolutions through the remote e-voting facility arranged by NSDL. The instructions for remote e-voting are annexed to this Notice.
9. 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 Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL viz. <https://www.evoting.nsdl.com/>.

10. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 19th April 2023, i.e., the last date specified for remote e-voting. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they are passed at a General Meeting of the Members. 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.
11. Members are requested to register their e-mail addresses with R & T Agent viz. Link Intime India Private Limited in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialised form.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, 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.
13. In order to receive the correspondence / dividend, if any from the Company in a timely manner, members are requested to register their e-mail addresses / Bank Account details, the details of which as under:

For shares held in Physical Form	<p>Visit the link https://linkintime.co.in/emailreg/email_register.html > select the Company Name - Kirloskar Oil Engines Limited and follow the registration process as guided therein.</p> <p>Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, Mobile Number and Email ID and also upload the image of Share Certificate / Aadhaar / valid Passport in PDF or JPEG format (up to 1MB) alongwith supporting documents. In case of any query, member can contact the R&T Agent at telephone numbers +91 (020) 26160084 / 26161629/ 46014473 or send email to pune@linkintime.co.in.</p> <p>On submission of details, an One Time Password (OTP) will be received by the member, which needs to be entered in the link for verification.</p>
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For shares held in Dematerialized Form	Kindly contact your Depository Participant (DP) for registration of updation of email address (es).
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The members (in case of holding shares in physical form) who have not updated their bank account details for receiving the dividend, if any, directly in their bank accounts through electronic mode, may update their bank account details through the aforesaid link by uploading the necessary documents. The members (in case of holding shares in dematerialized form) are requested to contact DPs for updating bank account details.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and clarification on the same dated 14th December 2021, on Common and Simplified Norms for processing Investor's Service Request by RTAs, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that "From 1st January 2022, RTAs shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details are received". For more details please visit the web link: <https://web.linkintime.co.in/KYC-downloads.html>

14. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, (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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations) and Secretarial Standard on General Meetings (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 National Securities Depository Limited (NSDL).

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

The remote e-voting period begins on **Tuesday, 21st March 2023, at 9.00 am (IST) and ends on Wednesday, 19th April 2023, 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., 10th March 2023, 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 resolutions are 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 / R & T Agent viz. 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 re-directed 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

	<p>page. 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.</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;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 & password. 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. Additionally, there is also links provided to access the system of all e-Voting

	<p>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 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual members (holding securities in demat mode) login through their depository participants	<p>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.</p>

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 / 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.co.in.
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. Sarita Mote, Assistant Manager through e-mail at evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email IDs are not registered with the Company / R & T Agent / Depository Participants(s) and for procuring user id and password and registration of e-mail ids for e-voting for the resolution 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 shareholder holding securities in demat mode.
 3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in 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.
15. The remote e-voting period commences **Tuesday, 21st March 2023, at 9.00 am (IST) and ends on Wednesday, 19th April 2023, 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, **10th March 2023**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution are cast by a member, he or she will not be allowed to change it.

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

ITEM NO. 1 OF THE NOTICE

The members of the Company in its meeting held on 11th August 2022 had considered and approved re-appointment of Mr. Atul Kirloskar (age 67) as a Whole-Time Director with designation as the Executive Chairman of the Company to hold office till 31st March 2023 with retrospective effect from 26th January 2022.

The Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013 including amendments thereunder, proposing the candidature of Mr. Atul Kirloskar as a Non-Executive Director of the Company after cessation of his term as Whole-Time Director and Executive Chairman of the Company.

Mr. Atul Kirloskar has played a key role in the Company's business. Considering the complexity of the Company's business, his experience, advice, guidance, and mentorship will be required by the Company's management.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 3rd March 2023 recommended the appointment of Mr. Atul Kirloskar as the Chairman and Non-Executive Director of the Company with effect from 1st April 2023 for a term of 1 (one) year, on the terms and remuneration as set out in Item No. 1 of the Notice.

Pursuant to Regulation 17(1C) of the SEBI LODR effective from 1st January 2022, the Company is required to ensure that approval of shareholders/members for appointment or re-appointment of a person on the Board of Directors of the Company is taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, the approval of shareholders/members of the Company for appointment of Mr. Atul Kirloskar as Chairman and Non-Executive Director is proposed to be obtained by way of Postal Ballot.

Further, the approval of the members is required, to adopt the non-mandatory requirements relating to maintenance of Non-Executive Chairman's office at the Company's expense and reimbursement of expenses incurred by the Chairman and Non-Executive Director in performance of his duties, with effect from 1st April 2023, pursuant to Regulation 27(1) read with Schedule II Part E (A) of SEBI LODR.

Upon expiry of the aforesaid term of 1 (one) year on 31st March 2024 and with effect from 1st April 2024, Mr. Atul Kirloskar will continue as a Non-Executive Director of the Company.

Mr. Atul Kirloskar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and rules thereunder including amendments thereof and has given his consent to act as director of the Company.

Mr. Atul Kirloskar (Age 67 years), began his career in manufacturing processes and dealership management with the erstwhile Kirloskar Cummins Limited (now Cummins India) in the year 1978. In 1984, he moved to Kirloskar Oil Engines Limited and worked in various leadership positions and is currently the Executive Chairman of the Company. He was a member of the World Economic Forum and was the President of the Mahratta Chamber of Commerce, Industries and Agriculture (MCCIA), Pune from 2000-2002. He served as the Chairman of the CII National Committee of Defence from 2000 - 2008.

He holds 1,46,70,947 (10.14%) equity shares in the Company.

He is neither a member nor Chairman in any of the Committees of the Company.

He is a director in the following other companies:

Kirloskar Ferrous Industries Limited	Asara Sales & Investments Private Limited
Kirloskar Industries Limited	Navsai Investments Private Limited
Kirloskar Pneumatic Co. Limited	GreenTek Systems (India) Private Limited
Kirloskar Proprietary Limited	Kirloskar Energen Private Limited
Kirloskar Solar Technologies Private Limited	S.L. Kirloskar CSR Foundation

He holds following committee positions in other public limited companies:

Kirloskar Ferrous Industries Limited	Stakeholders Relationship Committee - Chairman
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He has resigned as a Director from the Board of Toyota Kirloskar Motor Private Limited and Samarth Udyog Technology Forum during last (3) three years.

Mr. Atul Kirloskar has attended 5 (Five) meetings of the Board of Directors of the Company from 1st April 2022 till the date of this notice.

Mr. Atul Kirloskar may be deemed to be concerned or interested, financially or otherwise, including to the extent of his shareholding in respect of his appointment as Chairman and Non-Executive Director of the Company. Mr. Rahul Kirloskar, Director of the Company, being the brother of Mr. Atul Kirloskar and Ms. Gauri Kirloskar, Managing Director of the Company, being the daughter of Mr. Atul Kirloskar, and other relatives of Mr. Atul Kirloskar, including to the extent of their shareholding in the Company, may be deemed to be concerned or interested financially or otherwise in this resolution.

Except above, none of the other Directors or Key Managerial Personnel of the Company including their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding interest in the Company, if any.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommend the resolution set out in the Postal Ballot Notice for approval of the members of the Company.

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

Sd/-
Smita Raichurkar
Company Secretary and Head Legal

Place: Pune
Date: 3rd March 2023