

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) read with various applicable circulars issued by Securities and Exchange Board of India (“**SEBI**”) from time to time and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the resolution seeking approval for appointment of Mr Aman Rahul Kirloskar (DIN : 09823056) as Director and Managing Director of the Company for a term of 5 (five) years w.e.f. April 1, 2026 to March 31, 2031, is proposed to be passed as an Ordinary Resolution by the Members of Kirloskar Pneumatic Company Limited (“**Company**”) through Postal Ballot by voting through electronic means (“**remote e-voting**”) only.

In compliance with the MCA Circulars, the Notice of Postal Ballot (“**Notice**”) which was approved in Board Meeting dated January 23, 2026, is being sent only in electronic form to those Members, whose names appear in the Register of Members or the List of Beneficial Owners as on Friday, February 13, 2026 (“**Cut-off Date**”) and whose email addresses are registered with the Company / the Registrar and Share Transfer Agent (“**RTA**”) and the Depositories. Voting rights of the Members of the Company shall be in proportion to the paid-up equity share capital of the Company as on the Cut-off Date. A person, who is not a Member on the Cut-off Date, should treat this Notice for information purpose only.

For avoidance of any doubt due to the general understanding of meaning of “**Postal Ballot**” as Voting by Post (which is not contemplated in the Notice), it is clarified that there will be no dispatch of hard copy of the Notice to the Members of the Company and the communication of “**assent**” or “**dissent**” in respect of the business items shall take place through the remote e-voting only.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to provisions of Section 110 read with Section 108 of the Act read with the rules thereof, the SS-2, and the MCA Circulars and SEBI Circulars the Company is providing remote e-voting facility to its Members, to enable them to cast the votes electronically instead of submitting the Postal Ballot Form in hard copy. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available at the website of the Company, viz. www.kirloskarpneumatic.com

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to Ordinary Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company have appointed Mr Sridhar Mudaliar, Partner (CP No. 2664) or failing him Mrs Meenakshi Deshmukh, Partner (CP No. 7893) of M/s SVD & Associates, Company Secretaries, Pune as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.

Kirloskar Pneumatic Company Limited

A Kirloskar Group Company
Regd. Office: Plot No. 1, Hadapsar Industrial Estate, Hadapsar,
Pune, Maharashtra 411013
Tel: +91 (20) 26727000
Fax: +91 (20) 26870297
Email: sec@kirloskar.com | Website: www.kirloskarpneumatic.com
CIN: L29120PN1974PLC110307

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, February 21, 2026, and ends at 5:00 p.m. (IST) on Sunday, March 22, 2026. During this period, the Members of the Company holding shares either in physical form or in electronic form as on the Cut-off Date may cast the votes electronically. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days from the end of remote e-voting by the Executive Chairman or any other person authorised by him.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.kirloskarpneumatic.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com

If a resolution is assented to by the requisite majority of the Members by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf. The resolution, if passed by the requisite majority through the postal ballot, shall be deemed to have been passed on the last date of e-voting, i.e. March 22, 2026.

SPECIAL BUSINESS :

APPOINTMENT OF MR AMAN RAHUL KIRLOSKAR (DIN: 09823056) AS DIRECTOR AND MANAGING DIRECTOR

To Consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to Section 152, 178, 196, 197, 203 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with various applicable circulars issued by Securities and Exchange Board of India ("**SEBI**") from time to time, Mr Aman Rahul Kirloskar (DIN: 09823056) be and is hereby appointed as a Director and Managing Director (also occupying the position of Chief Executive Officer and Key Managerial Personnel) of the Company w.e.f. April 1, 2026 to March 31, 2031 with substantial powers of the management if any, on the following terms and conditions:

- A. Salary shall be ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand only) per month.
- B. Remuneration by way of variable incentives, as may be decided by the Board, based on the performance evaluation carried out by the Board.
- C. Special Allowance shall be 50% of the Salary i.e. ₹ 4,25,000/- (Rupees Four Lakh Twenty Five Thousand only) per month.
- D. In addition to the aforesaid salary, Mr Aman Rahul Kirloskar as the Managing Director, shall be entitled to the following allowances and perquisites:
 - a. House Rent Allowance of ₹ 1,50,000/- per month as per the policy of the Company;
 - b. Expenses on Hard and Soft furnishing by way of an allowance upto a limit of ₹ 5,00,000/- per annum;
 - c. Reimbursement of all medical expenses incurred for self and family as per Company rules. In addition, hospitalisation expenses for self and family will be paid on actual basis;
 - d. Leave travel allowance of ₹ 2,50,000/- per annum;
 - e. Club fees as per Company Rules;
 - f. Suitable Personal Accident Insurance premium shall be paid by the Company;
 - g. A car with driver;
 - h. Telephone, Telefax and other telecommunication facilities at Residence;
 - i. Contribution to Provident Fund, Superannuation Fund as per Company rules;
 - j. Gratuity – 15 days salary for each completed year of service;

- k. Privilege Leave as per Company rules. Leave not availed of may be encashed as per Company rules;
- l. Other allowances / benefits, perquisites as per the Rules applicable to the employees of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may decide from time to time; and

Perquisites shall be evaluated as per the provisions of the Income Tax Rules.

Mr Aman Rahul Kirloskar shall not be entitled to any Stock Options.

SITTING FEES:

He shall not be entitled to receive any fees for attending meetings of the Board and / or any Committee thereof.

COMMISSION:

Commission shall be decided by the Board of Directors based on the net profits of the Company for each year, subject to the condition that the aggregate remuneration shall not exceed the limit laid down under Section 197 and Schedule V of the Companies Act, 2013.

MINIMUM REMUNERATION:

In case of loss or inadequacy of profits in any financial year of the Company during his tenure, the minimum remuneration payable by way of salary and perquisites would be determined in accordance with Schedule V to the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to revise the remuneration from time to time, during the aforesaid tenure of the appointment, without further approval of members of the Company but with such other approvals, sanctions or permissions, if any required for such revision in the remuneration, as recommended by the Nomination and Remuneration Committee however, the aggregate remuneration shall not exceed the limit laid down under Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that the Board also reserves the right to modify / rearrange the above remuneration as and when required in view of the new labour codes notified by the Government of India and the Rules issued thereunder from time to time, however, the same shall not exceed the overall limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER that the Company do enter into an Agreement with Mr Aman Rahul Kirloskar as the Managing Director of the Company which may be signed by any Director of the Company, on behalf of the Company.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER that subject to the provisions of the Companies Act, 2013 and in terms of Article 99 of the Articles of Association of the Company, the Managing Director shall not, while he continues to hold office of the Managing Director, be subject to retirement by rotation of Directors and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire, but he shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.”

Registered Office :
Hadapsar Industrial Estate,
Pune 411013
CIN : L29120PN1974PLC110307
Email : sec@kirloskar.com
Website : www.kirloskarpneumatic.com
Date : January 23, 2026
Place : Pune

By order of the Board of Directors of
Kirloskar Pneumatic Company Limited
sd/-
Jitendra R Shah
Company Secretary
Membership No. ACS 17243

NOTES:

1. Pursuant to provisions of Section 102(1) and 110 of the Companies Act, 2013 read with Rule 22 of the Rules and the SEBI LODR Regulations; the statement setting out material facts with respect to the special business to be transacted through the postal ballot is annexed hereto and forms part of the Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is provided therein. Requisite declarations have been received from the Director for seeking appointment.
2. Members may download the Notice of Postal Ballot from the website of the Company viz. www.kirloskarpneumatic.com that of BSE Limited & NSE viz. www.bseindia.com & www.nseindia.com respectively and that of NSDL viz. www.evoting.nsdl.com
3. Corporate Authorisation :
Corporate / Institutional Members, (i.e. other than individuals, HUF, NRI etc.) are required to upload the board resolution / power of attorney / authority letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab or send scanned copy (PDF/JPG Format) of the relevant board resolution / power of attorney / authority letter, etc. who are authorized to vote, to the Scrutinizer by e-mail to cs@svdandassociates.com with a copy marked to evoting@nsdl.com from the registered email address.
4. Inspection Documents :
Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
5. The Board of Directors has appointed Mr Sridhar Mudaliar, Partner (CP No. 2664) or failing him Mrs Meenakshi Deshmukh, Partner (CP No. 7893) of M/s SVD & Associates, Company Secretaries, Pune, as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.
6. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Director / any other authorised personnel of the Company. The results of the Postal Ballot will be announced on or before March 24, 2026. The said results would be displayed at the Registered Office of the Company and on the website of the Company viz. www.kirloskarpneumatic.com that of BSE Limited & NSE viz. www.bseindia.com & www.nseindia.com respectively and that of NSDL viz. www.evoting.nsdl.com
7. The resolution, if approved by the requisite majority through the postal ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. March 22, 2026.
8. As per the provisions of the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Therefore, members who still hold share certificates in physical form are advised to get their shares dematerialised.
9. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 made thereunder, members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13, which is available on the Company's website at www.kirloskarpneumatic.com Further, SEBI vide its Circulars / Master Circulars issued from time to time has mandated to furnish Form ISR-3 for opting out of nomination by physical shareholders in case the members do not wish to register for the nomination.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings

should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

11. The Company has designated an exclusive e-mail id viz. sec@kirloskar.com to enable Investors to register their grievances, if any.
12. SEBI vide its Master Circular for Registrars to an Issue and Share Transfer Agents SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/ 2025/91 dated June 23, 2025, has stated that it is mandatory for all holders of physical securities to furnish their PAN, KYC and nomination details to the RTA of the Company in respect of all concerned Folios. On or after April 1, 2024, the Folios wherein even any one of the PAN, address with PIN code, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities are not available, shall be frozen by the RTA. SEBI has introduced Form ISR-1, Form ISR-2 and SH-13 along with other relevant forms to lodge any request for registering PAN, KYC details or any change / updation thereof.

In terms of the SEBI Circulars / Master Circulars issued from time to time, any service requests or complaints received from the member, will not be processed by the RTA till the aforesaid details / documents are provided to the RTA.

13. Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.

Process to cast votes through remote e-voting :

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

Instructions for E-Voting in respect of the postal ballot

Members are requested to follow the instructions given below for casting the votes through e-voting.

Step 1 : Access to NSDL e-voting system

A. Login method for e-voting for Individual members holding equity shares in electronic form

In terms of Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by the SEBI on e-voting facility provided by listed companies, an individual member holding equity shares in electronic mode is allowed to vote through his or her demat account maintained with the depository participant. Members are advised to update mobile number and email ID in their demat accounts in order to access e-voting facility.

Login method for Individual members holding equity shares in electronic form is given below :

Type of Members	Login Method
Individual Members holding equity shares in electronic form with NSDL	1. For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client ID, Income Tax PAN, Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

	<ol style="list-style-type: none"> 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added 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 i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period. 3. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL : https://www.evoting.nsd.com either on a 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 website wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period. 5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Members holding equity shares in electronic form with CDSL</p>	<ol style="list-style-type: none"> 1. An user, who has opted for CDSL Easi / Easiest facility, can login through 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 and New System Myeasi Tab and then use your existing my easi username and password. 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 e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.

	<p>3. If the user is not registered for Easi / Easiest, an option to register is available at CDSL website www.cdslindia.com and click on login and 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 Income Tax PAN from a e-voting web link available on www.cdslindia.com home page.</p> <p>The system will authenticate the user by sending OTP on registered mobile number and Email ID as recorded in the Demat Account. After successful authentication, the 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>
Individual Members (holding equity shares in electronic form) can login through their Depository Participants	You can also login using the login credentials of the demat account through your depository participant registered with NSDL / CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

Important Note :

Members, who are unable to retrieve User ID / Password, are advised to use Forgot User ID and Forgot Password option available at the abovementioned website.

Helpdesk for Individual Members holding equity shares in electronic form for any technical issues related to login through the Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Members holding equity shares in electronic form with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91-022-48867000.
Individual Members holding equity shares in electronic form with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact at Toll Free Number 1800-21-09911.

B. Login Method for e-voting for the Members other than Individual Members holding equity shares in electronic form and shareholders holding equity shares 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 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 equity shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
For Members, who hold equity shares in electronic form 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*****.
For Members, who hold equity shares in electronic form with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members, who hold equity shares in in physical form	EVEN followed by Folio Number registered with the company For example. if folio number is A01*** and EVEN is 138619 then user ID is 138619A01***.

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

- a) 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 Members, 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 equity 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 equity 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.com mentioning your demat account number / folio number, your Income Tax 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 equity shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your votes during the 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.

Process for those Members, whose email ids are not registered with the Depository Participants / the Company / the R&T Agent for procuring user id and password and registration of email ids for e-voting:

- Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.kirloskarpneumatic.com) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited, Block No 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune 411001.
- Members, whose equity shares are held in physical form, are requested to provide folio number, name of shareholder, scanned copy of the share certificate (front and back), Income Tax PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sec@kirloskar.com
- Members, whose equity shares are held in electronic form, are requested to provide DPID and CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), name, client master or copy of consolidated account statement, Income Tax PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sec@kirloskar.com If you are an individual Member holding equity shares in electronic form, you are requested to refer to the login method explained at **step 1(A) i.e. Login method for e-voting for Individual Members holding equity shares in electronic form.**
- Alternatively, a member may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions for e-voting :

- **Corporate Authorisation :**
Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG format) of the relevant board resolution or the power of attorney or the authority letter with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer by e-mail to cs@svdandassociates.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload the board resolution or the power of attorney or the authority letter by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.

- Once a Member casts the vote on a resolution, the Member shall not be allowed to change it subsequently.
- 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the ‘downloads section’ of www.evoting.nsdl.com You can also contact NSDL Help Desk at +91-22-48867000 or send a request to Ms Pallavi Mhatre / Mr Abhijeet Gunjal at evoting@nsdl.com

Registered Office :
Hadapsar Industrial Estate,
Pune 411013
CIN : L29120PN1974PLC110307
Email : sec@kirloskar.com
Website : www.kirloskarpneumatic.com
Date : January 23, 2026
Place : Pune

By order of the Board of Directors of
Kirloskar Pneumatic Company Limited
sd/-
Jitendra R Shah
Company Secretary
Membership No. ACS 17243

EXPLANATORY STATEMENT

Statement setting out material facts pursuant to Section 102 and 110 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Pursuant to Section 152, 178, 196, 197, 203 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with various applicable circulars issued by Securities and Exchange Board of India (“SEBI”) from time to time and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee; the Board of Directors in their meeting held on January 23, 2026 has approved the appointment of Mr Aman Rahul Kirloskar (DIN: 09823056) as a Director and Managing Director, who is not liable to retire by rotation, (also occupying the position of Chief Executive Officer and Key Managerial Personnel) of the Company w.e.f. April 1, 2026 to March 31, 2031 with substantial powers of the management subject to approval of Members and other necessary approvals, if any.

A notice in writing has been received from a Member pursuant to provisions of Section 160(1) of the Companies Act, 2013 proposing candidature of Mr Aman Rahul Kirloskar (DIN: 09823056) as a Director and Managing Director.

As the Managing Director, Mr Aman Rahul Kirloskar (DIN: 09823056) shall be entrusted with powers of management of the business and affairs of the Company subject to superintendence, direction and control of the Board of Directors He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors He shall also adhere to the Company’s Code of Conduct.

Brief profile of Mr Aman Rahul Kirloskar is given below :

Mr Aman Rahul Kirloskar (31 years), graduated in Business Administration from Bryant University, Smithfield, RI, with a major in Global Supply Chain Management and Minor in Political Science in 2017. He was also a proud recipient of University Wide Jeremiah Clark Barber Commencement Award.

He also worked for Toyota Motors North America, wherein he focussed on International Logistics. Since moving back to India, he started his career with Kirloskar Group as a Supply Chain Manager with Kirloskar Chillers Private Limited in May 2018. He later on joined Kirloskar Pneumatic Company Limited (KPCL) as a Senior Manager in August 2019 and was instrumental in developing business, playing vital role in formulating business strategies and effective implementation of the strategies. Driven by a passion to succeed and possessing the requisite talent, he was elevated to General Manager (Operations) and since then is actively involved in Manufacturing, Supply Chain, Foundry, Plant Engineering and Quality of Air Compressor and Transmission Division(s). He also pioneered scaling up of production of air compressors, new machines with screw and centrifugal technology along with manufacturing and assembly of piston compressor range. Under his leadership, KPCL overcame multiple challenges in tough covid times and emerged stronger with a sharper focus on production of screw compressors for crucial oxygen generation plants.

Thereafter, he was promoted as Associate Vice President of Air Conditioning and Refrigeration Business (ACR SBU). He has taken up three new growth projects during his leadership: Tyche – Semi Hermetic Compressor; Janus – Induction Motor and Khione – Screw Compressor.

Moreover, a refreshed brand identity was adopted by the Company couple of years of back, in line with our founder’s vision of ensuring that all products are a step ahead of time with a constant innovation with an eye on the future. In order to convert it into a reality, young and dynamic leadership is the need of the Company for carrying out aggressive growth plans of the Company. Considering it, Mr Aman Rahul Kirloskar was entrusted with additional responsibilities from time to time and promoted as Vice President - ACR SBU with effect from 1st April, 2024. Under his robust leadership, the ACR SBU achieved its highest ever sales since inception resulting in the Company marking its greatest ever revenue of more than ₹ 1,600 crores. This was also recognised by prestigious award ‘**Chairman’s Award for Best Business**’ i.e. ‘the crown jewel of Kirloskar’.

He also heads group level initiatives in areas like ESG compliance. He chairs the group level environment conservation committee, which spearheads various initiatives across multiple business units focused on sustainability, green technology and circular economy. He is also Chairman of the Indian Chamber of Commerce, Western Region.

Mr Aman Rahul Kirloskar (DIN: 09823056) satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. Mr Aman Rahul Kirloskar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office as a Director by the Securities and Exchange Board of India ("SEBI") or any such other authority.

As on the date of this Notice, he is a Director on the Board of Kirloskar Ferrous Industries Limited, Alpak Investments Private Limited, Indifour Consult Private Limited and Systems & Components India Private Limited. He does not hold any Board level committee positions.

The appointment as Managing Director is subject to approval of Members and in accordance with the conditions relating to the remuneration as specified in Section 196, 197 read with Schedule V to the Companies Act, 2013 and on the other terms and conditions as set out in draft agreement which is available for inspection.

Currently, he is holding office or place of profit as Vice President on a remuneration payable within the range of ₹ 1 Crore to ₹ 2 Crore after approval of the Members in its 49th Annual General Meeting held on July 20, 2024. His last drawn remuneration during FY 2025-26 from April 1, 2025 to December 31, 2025 was ₹ 82,58,230/-.

Remuneration payable to Mr Aman Rahul Kirloskar as Managing Director with effect from April 1, 2026 subject to approval of the Members as set out in the Resolution for approval of the Members of the Company and the overall remuneration shall not exceed limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

He is the son of Mr Rahul C Kirloskar, Executive Chairman and the nephew of Mr. Atul C Kirloskar, Director and being part of Promoter Group, he is not entitled to any ESOP Scheme.

He directly holds 200 equity shares of ₹ 2/- each (0.00 percent) in the Company as on the date of this notice. Apart from above Mr Aman Rahul Kirloskar and his immediate relatives (i.e. Mr Rahul C Kirloskar, Mrs Alpana Kirloskar and Ms Alike Kirloskar) together and collectively through entity controlled by them hold 14.72% equity shares of the Company as on the date of this notice. The said shareholding is considered in the name of the first holder (PAN based) only.

Mr Aman Rahul Kirloskar and his relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholdings.

Save and except the above, none of other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In compliance with the above mentioned provisions the appointment of Mr Aman Rahul Kirloskar as a Director and Managing Director is now being placed before the members for their approval by way of an ordinary resolution. The Board recommends the ordinary resolution for approval by the members.

This explanatory statement may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Registered Office :
Hadapsar Industrial Estate,
Pune 411013
CIN : L29120PN1974PLC110307
Email : sec@kirloskar.com
Website : www.kirloskarpneumatic.com
Date : January 23, 2026
Place : Pune

By order of the Board of Directors of
Kirloskar Pneumatic Company Limited
sd/-
Jitendra R Shah
Company Secretary
Membership No. ACS 17243