

Ref.: SEC&LEG/241

August 25, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001
Scrip Code – 505283

National Stock Exchange of India Limited
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051.
NSE Symbol: KIRLPNU

Dear Sir / Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

This is further to our letter No. SEC&LEG/233 dated August 16, 2025, informing the Stock Exchanges about the decision of the Board of Directors of the Company for re-appointment of Mr. Tejas Deshpande (DIN 01942507) as an Independent Director for a second term of five (5) consecutive years.

Pursuant to Regulation 30 of the SEBI LODR Regulations, please find enclosed the Postal Ballot Notice for seeking approval of the Members by way of Special Resolution for the aforesaid re-appointment, being sent by email today to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, August 22, 2025 (“Cut-off date”) to their registered email addresses in accordance with 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, Regulation 44 of the SEBI LODR Regulations 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 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, to transact the special business as set out in the Postal Ballot Notice through Postal Ballot, by way of remote e-Voting process only (i.e. “e-Voting only”).

Further, pursuant to Regulation 44 of the SEBI LODR Regulations and other applicable provisions thereof, the Company is pleased to provide to the members e-Voting facility through National Securities Depository Limited (NSDL) to exercise the right to vote on Special Resolution to be considered through Postal Ballot remote e-Voting.

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 on Wednesday, August 27, 2025 at 9.00 am (IST) and ends on Thursday, September 25, 2025 at 5.00 pm (IST). Detailed instructions for remote e-Voting facility and registration of email facility are provided in the Postal Ballot Notice, available on the website of the Company viz., www.kirloskarpneumatic.com and the website of NSDL www.evoting.nsdl.com

You are requested to take the same on record.

Thanking you,
For Kirloskar Pneumatic Company Limited

Jitendra R Shah
Company Secretary
Membership No.:17243

Encl.: As above

cc: 1. National Securities Depository Limited
2. Central Depository Services (India) Limited
3. MUFG Intime India Private Limited

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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") 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 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), that the resolution seeking approval for re-appointment of Mr. Tejas Deshpande (DIN 01942507) as an Independent Director for a second term of five years, is proposed to be passed as a Special 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**") 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, August 22, 2025 ("**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 Circulars issued thereunder 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 the Special Resolution setting out the material facts and reasons thereof, is appended to this 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.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, August 27, 2025 and ends at 5:00 p.m. (IST) on Thursday, September 25, 2025. 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.

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 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 NSDL www.evoting.nsdl.com

SPECIAL BUSINESS:

RE-APPOINTMENT OF MR. TEJAS DESHPANDE (DIN 01942507) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR Regulations"), and on the recommendation of the Nomination and Remuneration Committee and Board, Mr. Tejas Deshpande (DIN 01942507), who was appointed as an Independent Director at 46th Annual General Meeting of the Company with effect from October 27, 2020 for a term of five (5) consecutive years and who holds office upto October 26, 2025 and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director in terms of Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from October 27, 2025 to October 26, 2030 and whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, Schedule V and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Tejas Deshpande (DIN 01942507) be paid such fees and remuneration and profit related commission as the Board / Nomination and Remuneration Committee may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

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."

NOTES:

1. Pursuant to provisions of Section 102(1) of the Act 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.
2. Members may download this Notice 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 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 September 29, 2025. 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. September 25, 2025.

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:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 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. 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, PAN No., 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 remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile.

	<p>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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. 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 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 remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="771 1165 1115 1369"> <p>NSDL Mobile App is available on</p> <div>   </div> <div>   </div> </div>
Individual Members holding securities in demat mode with CDSL.	<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 & 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</p>

	<p>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 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 e-Voting 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. 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 remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 Members other than Individual Members holding securities in demat mode and Members 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 A01*** and EVEN is 135412 then user ID is 135412A01***.

5. Password details for Members other than Individual members 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 or 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.com 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.
- 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. 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 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 Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- 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 Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.com

Process for those members whose email ids are not registered with the Depositories / Company / RTA for procuring user id and password and registration of e mail ids for e-Voting for the resolution set out in this notice:

1. 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.
2. 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 sec@kirloskar.com.
3. 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 sec@kirloskar.com. If you are an Individual member 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 members holding securities in demat mode.**
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Date : August 15, 2025

Place : Pune

Registered office:

Hadapsar Industrial Estate,

Pune 411013

CIN L29120PN1974PLC110307

E-mail: sec@kirloskar.com

Website: www.kirloskarpneumatic.com

By Order of the Board of Directors of
Kirloskar Pneumatic Company Limited
s/d

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.

Mr. Tejas Deshpande (DIN 01942507), was appointed as an Independent Director of the Company on October 27, 2020 for a term of 5 consecutive years upto October 26, 2025. Since Mr. Tejas Deshpande will complete his initial term as an Independent Director of the Company on October 26, 2025, he is eligible for re-appointment for a second term of five years.

In view of the above, it is proposed to appoint Mr. Tejas Deshpande as an Independent Director under Section 149 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Act") and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR Regulations") (including any statutory modification(s) or re-enactments thereof for the time being in force) not liable to retire by rotation, and to hold office upto the respective date as mentioned herein. The Company has received from Mr. Tejas Deshpande (i) consent in writing to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act & Regulation 16 of SEBI LODR Regulations as amended from time to time; (v) In terms of Regulation 25(8) of SEBI LODR Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties; and (vi) inclusion / renewal of name in the databank of Independent Directors pursuant to Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and other related documents.

Brief Profile -

Mr. Tejas Deshpande aged 44 years is a reputed lawyer with a predominant litigation practice in the Mumbai High Court and Supreme Court of India, Mr. Tejas Deshpande has been practicing law for almost two decades in the realm of real estate, infrastructure and company law. He assisted in drafting and researching the book 'Kuler - Indian Contract Act' on Indian Contract Act (2003), as well as 'Pollock & Mulla - Indian Contract Act and Specific Relief Acts' (2004).

As on the date of this Notice, the Directorship and committee positions held in other listed / public limited companies are as follows:

Name of the Companies	Board Position held	Committee Position held
Kirloskar Industries Limited	Independent Director	Audit Committee – Member Risk Management Committee – Member
Avante Spaces Limited	Independent Director	Audit Committee – Member Risk Management Committee – Chairman Corporate Social Responsibility Committee – Member Nomination and Remuneration Committee – Member

Mr. Tejas Deshpande is also a member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company. He has drawn remuneration of Rs. 2.56 Million during the financial year 2024-25.

Mr. Tejas Deshpande holds two equity shares in the Company. He is not related to any other Director or KMP of the Company.

He has attended five Board Meetings of the Company during the year 2024-25 and all meetings of the Board till date for the year 2025-26.

In the opinion of the Board, Mr. Tejas Deshpande fulfils the conditions specified in the Act and the rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management and also possesses appropriate balance of skills, competence, experience and knowledge in strategy and strategic planning, corporate governance, business acumen, leadership, financial skills, industry knowledge, technology, legal and regulatory knowledge and environment so as to enable the Board to discharge its functions and duties effectively.

The Nomination and Remuneration Committee and Board on the basis of the report of performance evaluation and considering his background and experience and contribution made by him during his tenure are of the opinion that the continued association of Mr. Tejas Deshpande would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director, have recommended re-appointment of Mr. Tejas Deshpande as Independent Director for a second term of five (5) consecutive years on the Board of the Company. Accordingly, it is proposed to re-appoint Mr. Tejas Deshpande as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years on the Board of the Company upto October 26, 2030.

Copy of the draft letter of re-appointment as an Independent Director of the Company setting out terms and conditions of appointment, including remuneration and other documents as stated in Note No. 4 of this Notice are available 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.

Under the provisions of Act, Independent Directors can only receive fees and profit related commission as may be approved by the Members. Accordingly, approval of Members is also being sought for purposes of payment of fees and profit related commission, which amounts may be decided by the Board / Nomination and Remuneration Committee, from time to time subject to the limit prescribed under the Act and as may be prescribed under the rules that are passed or may be passed from time to time.

Except Mr. Tejas Deshpande none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI LODR Regulations.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI LODR Regulations and other applicable Regulations, the re-appointment of Mr. Tejas Deshpande as an Independent Director is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the special resolution for approval by the Members.

Date : August 15, 2025

Place : Pune

Registered office:

Hadapsar Industrial Estate,
Pune 411013
CIN L29120PN1974PLC110307
E-mail: sec@kirloskar.com
Website: www.kirloskarpneumatic.com

By Order of the Board of Directors of
Kirloskar Pneumatic Company Limited

s/d

Jitendra R. Shah
Company Secretary
Membership No. ACS 17243