



KIRLOSKAR ELECTRIC COMPANY LIMITED.,

Regd Office: No. 19, 2nd Main Road, Peenya 1st stage, Phase-I, Peenya, Bengaluru – 560058

Phone No: 080 28397256; Fax No: 080 28396727

CIN: L31100KA1946PLC000415; website: www.kirloskarelectric.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

Dear Members,

The Notice is hereby given pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) read with the General Circular no. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA Circular”) and pursuant to regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations 2015”) (including any statutory modifications or re-enactment thereof for the time being in force), that the Resolutions as set out in this Notice are proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only (“remote e-voting”).

The explanatory statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the items and the reasons thereof is annexed herewith for your consideration. You are requested to peruse the proposed resolutions along with the Explanatory Statements and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:-

- 1. Approval for related Party transaction i.e., Appointment of Ms. Janaki Kirloskar, Chief Executive Officer of the Company to any office or place of profit:**

To consider and if deemed fit, to pass the following resolution as an ‘Ordinary Resolution’:

“RESOLVED THAT in terms of provisions Section 188 (1)(f) of the Companies Act, 2013 read with rule 15(3)(b) of the Companies (Meeting of Board and its Power) Rules, 2014 as amended from time to time, Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended and on the recommendations of the Audit Committee & the Nomination & Remuneration Committee of the Board of Directors and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the appointment of Ms. Janaki Kirloskar, being a related party to directors, as Chief Executive officer of the Company, who is holding office or place of profit, and for the payment of remuneration of ₹ 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) per annum with such increments each year, as may be decided by the

Nomination and Remuneration Committee ('Committee') and/or the Board of Directors, based on merit and taking into account the Company's performance.

RESOLVED FURTHER THAT any director of the Company or the Company Secretary of the Company be and is hereby authorised to file such forms with the Ministry of Corporate Affairs and submit such papers / documents necessary in connection with the payment of remuneration and approval of related party transaction including providing a certified true copy of this resolution to whomsoever it may concern and to do all such acts, deeds & things as may be necessary and expedient in this regard.

By the order of the Board of Directors
For and on behalf of **Kirloskar Electric Company Limited**

Date: February 11, 2026
Place: Bangalore

Mahabaleshwar Bhat
**Vice President – Corporate Affairs &
Company Secretary
(Membership no. A21919)**

Notes:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts are appended herein below.
2. The details required under Regulation 36(3) of the SEBI Listing Regulations 2015, SS-2 and applicable provisions of the Companies Act, 2013 in respect of appointment of directors form part of this Notice.
3. In compliance with the MCA Circular, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose email ids are registered with the Company as on the **cut-off date**, i.e., on close of business hours on **Friday, February 27, 2026**. For Members who have not registered their e-mail IDs, please follow the instructions given under note No. 14.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, February 27, 2026** being the cut-off date, are entitled to vote on the Resolution(s) set forth in this Notice. A person who is not a member on the cut-off date should treat this notice for information purposes only.
5. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules, the Company has provided the facility for Members to exercise their votes electronically through remote e-voting facility provided by Central Depository Services (India) Limited (CDSL).
6. The voting rights of Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date i.e., **Friday, February 27, 2026**.
7. Notice of Postal Ballot will also be available on the Company's website at www.kirloskarelectric.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of CDSL i.e., www.evotingindia.com.
8. All the documents referred to in the Explanatory Statements, shall be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the remote e-voting period to investors@kirloskarelectric.com and the document which they wish to inspect.

9. The Board of directors (the “Board”) of the company has appointed Mr. K Chandra Sekhar, Practicing Company Secretary (ACS No. 14441/ / PCS No. 24363), as Scrutinizer for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner.
10. The Scrutinizer shall unblock the votes after conclusion of voting through remote e-voting and submit his report to the Chairman or a Director authorized.
11. The results of the e-voting along with the scrutinizer’s report shall be placed on the Company’s website www.kirloskarelectric.com and on the website of CDSL within two working days of the date of declaration of the results of postal ballot. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
12. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot will be final.
13. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- i. The remote e-voting period commences on **Sunday, March 08, 2026** at 9:00 A.M IST and ends on **Monday, April 06, 2026** at 5:00 P.M IST. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e., **Friday, February 27, 2026** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Members	Login Method
Individual Members holding securities in	1) Users who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to

<p>Demat mode with CDSL</p>	<p>reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, 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: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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>
<p>Individual Members holding securities in Demat mode with NSDL</p>	<p>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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirect Reg.jsp</p> <p>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 hold 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote</p>

	e-Voting period.
Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 022-4886700 / 24997000

iv. **Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and shareholders other than individual holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that other company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of KIRLOSKAR ELECTRIC COMPANY LIMITED on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

v. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.,) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

investors@kirloskarelectric.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

14. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- i. For Physical shareholders - please provide necessary details like 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 Aadhaar Card) by email to **Company/RTA email id**.
- ii. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP);
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

Contact Details: Quick reference for members	
Company	Kirloskar Electric Company Limited Reg Address: No. 19, 2 nd Main Road, Peenya 1 st stage, Phase-I, Peenya, Bengaluru – 560058; CIN: L31100KA1946PLC000415; Email: investors@kirloskarelectric.com Website: www.kirloskarelectric.com Tel No.: 080-28397256; Fax: 080-28396727
Registrar and Transfer Agent	M/s. Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bengaluru – 560003 CIN: U74900TN2015PTC101466 Email: irg@integratedindia.in Tel: 080-23460815-818; Fax: 080-23460819
e-Voting Agency	Central Depository Services (India) Limited All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi (022-23058542) (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911
Scrutinizer	Mr. K Chandra Sekhar, Practising Company Secretary. E-mail ID: chandra@kcsassociates.co.in

By the order of the Board of Directors
For and on behalf of **Kirloskar Electric Company Limited**

Date: February 11, 2026
Place: Bangalore

Mahabaleshwar Bhat
**Vice President – Corporate Affairs &
Company Secretary
(Membership no. A21919)**

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO SPECIAL BUSINESS IS ANNEXED HERETO.

Item no. 1:

The Board of Directors of the Company, at its meeting held on the February 11, 2026, based on the recommendations of the Nomination and Remuneration Committee, approved the appointment of Ms. Janaki Kirloskar as the Chief Executive Officer (CEO) of the Company with effect from February 11, 2026 and based on approval of the audit committee, the payment of remuneration to Ms. Janaki Kirloskar, subject to the approval of the members of the Company.

Further, pursuant to Section 203 of the Companies Act, 2013, Ms. Janaki Kirloskar is hereby appointed as a Key Managerial Personnel of the Company. As Chief Executive Officer, she shall perform such duties and exercise such powers as may, from time to time, be entrusted to her by the Board, subject to the superintendence, control, and direction of the Board.

Ms. Janaki Kirloskar is the daughter of Mr. Vijay R. Kirloskar, Executive Chairman of the Company, and Mrs. Meena Kirloskar, Vice Chairperson and Director of the Company, as well as the sister of Ms. Rukmini Kirloskar, Director of the Company. Accordingly, her appointment and the associated remuneration fall within the definition of a "Related Party Transaction" under Section 2(76) of the Companies Act, 2013 & SEBI LODR.

In accordance with Section 188 (1)(f) of the Companies Act, 2013, read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), and the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the approval of the members of the Company is required for the appointment of a related party to any office or place of profit in the Company, its subsidiary, or its associate companies, where the monthly remuneration exceeds ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand only).

Further to regulations 23 of SEBI LODR Regulations, the audit committee at its meeting held on February 11, 2026 has approved the related party transaction in the item no.1. The Board of directors at its meeting held on February 11, 2026 on the recommendations of the Audit Committee, has also approved the related party transaction and has requested to seek the members' approval for the same.

As such, the proposed remuneration payable to Ms. Janaki Kirloskar as Chief Executive Officer of the Company requires the approval of the members of the Company.

Details of Proposed Remuneration:

The Board of Directors on recommendations of the Nomination and Remuneration Committee & the Audit Committee and after evaluating Ms. Janaki Kirloskar's qualifications, experience, expertise, and contributions to the Company, has recommended for the payment of remuneration to Ms. Janaki Kirloskar, Chief Executive officer of the Company, ₹ 2,50,00,000/- (Rs. Two Crore Fifty Lakh Only) per annum, with annual increments as may be decided by the Nomination and Remuneration Committee ('Committee') and/or the Board of Directors, based on merit and the Company's performance for the year.

The Board is of the opinion that the proposed remuneration is commensurate with industry standards, her responsibilities, and the size and operations of the Company. It is also in the best interest of the Company.

Disclosure as Required under Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014:

- I. **Name of the related party:** Ms. Janaki Kirloskar
- II. **Name of the director or key managerial personnel who is related, if any:**
Mr. Vijay R. Kirloskar (Executive Chairman)
Mrs. Meena Kirloskar (Vice Chairperson and Non-Executive Director)
Ms. Rukmini Kirloskar (Non-Executive Director)
- III. **Nature of relationship:** Daughter of Mr. Vijay R. Kirloskar & Mrs. Meena Kirloskar, and sister of Ms. Rukmini Kirloskar.
- IV. **Nature, material terms, monetary value, and particulars of the contract or arrangement:** Payment of remuneration of ₹ 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) per annum to Ms. Janaki Kirloskar, Chief Executive officer of the Company.).
- V. **Any other information relevant or important for the members to take a decision on the proposed resolution:** Not Applicable.

Except for Mr. Vijay R. Kirloskar, Mrs. Meena Kirloskar, and Ms. Rukmini Kirloskar, being relatives of Ms. Janaki Kirloskar, none of the other Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the resolution for approval by the members.

By the order of the Board of Directors
For and on behalf of **Kirloskar Electric Company Limited**

Date: February 11, 2026
Place: Bangalore

Mahabaleshwar Bhat
**Vice President – Corporate Affairs &
Company Secretary
(Membership no. A21919)**