



KIRLOSKAR ELECTRIC COMPANY LTD.,

Sect./11/2024-25
May 23, 2024

To,
The Secretary,

BSE LTD.,
Stock Exchange Towers,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 051
Scrip Code 533193; Scrip ID KIRELECT

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol – KECL; Series – EQ

Dear Sir,

Sub: Outcome of the Board meeting;

Ref: Regulation 30 & 33 of SEBI (LODR) Regulations, 2015 read with Schedule III;

Time of commencement of meeting : 11:30 A.M
Time of conclusion of meeting : 12: 35 P.M
Date and time of occurrence of information : May 23, 2024 at 12:35 PM

Pursuant to regulations under reference, this is to inform that the Board of directors at its meeting held today, i.e., May 23, 2024 has approved the following:

1. Ind AS compliant audited standalone and consolidated financial results of the Company for the quarter and year ended March 31, 2024 and has been signed by Mr. Vijay Ravindra Kirloskar, Executive Chairman of the Company. The Standalone & Consolidated audited financial results, audit reports and statements on impact of audit qualifications are enclosed as **Annexure-1**.
2. Proposal for merger by Absorption (Amalgamation) of the four wholly owned subsidiary companies, namely, KELBUZZ Trading Private Limited ("KTPL"), Luxquisite Parkland Private Limited ("LPPL"), SLPKG Estate Holdings Private Limited ("SEHPL") and SKG Terra Promenade Private Limited ("STPPL") with the holding Company Kirloskar Electric Company Limited ("KECL" or "COMPANY") from 1st April, 2024 under a Scheme of Merger of KELBUZZ Trading Private Limited ("KTPL") and Luxquisite Parkland Private Limited ("LPPL") and SLPKG Estate Holdings Private Limited ("SEHPL") and SKG Terra Promenade Private Limited ("STPPL") with the holding company Kirloskar Electric Company Limited ("KECL" or "COMPANY") along with arrangement with their respective Shareholders to be sanctioned by the National Company Law Tribunal at Bangalore.



KIRLOSKAR ELECTRIC COMPANY LTD.,

The disclosure required under schedule III read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2024 is provided under **Annexure - 2** forming part of this letter.

3. Based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company, Mr. Kanekal Nettakallappa Shanth Kumar (DIN: 00487956) has been appointed as an Additional Director in the capacity of 'Non Executive Independent Director' of the Company, not liable to retire by rotation, for a term of five (5) consecutive years, with effect from May 23, 2024. Mr. K N Shanth Kumar is not related to any director of the Company. Mr. K N Shanth Kumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Board of Directors is confident that his vast experience will benefit immensely to the Company.

Brief Profile:

Mr. K N Shanth Kumar (DIN: 00487956) aged about 63 years, is a Bachelor of Arts. He is presently Director of M/s. The Printers (Mysore) Private Limited', publishers of Deccan Herald, Prajavani, Sudha and Mayura. The Company is one of the oldest and most reputed publishers based in Bangalore, Karnataka. He has been involved in the management of the Company in various roles since 1983. He has also been the Editor of Deccan Herald and Prajavani newspapers. He was a member of the Council of Management of the Audit Bureau of Circulations for a number of years and was the Chairman during 2004-05. He was also a member of the Executive committee of the Indian Newspaper Society. He has served on the Board of the Press Trust of India since 2004 and is currently Chairman of the Board. He is a Founding Trustee and President of Bangalore International Centre. He is having vast professional experience over the last four decades.

4. Based on the recommendation of Nomination and Remuneration Committee, Ms. Rukmini Kirloskar (DIN: 00309266) is hereby appointed as an Additional Director in the capacity of 'Non Executive Non Independent Director' of the Company, liable to retire by rotation with effect from May 23, 2024. Ms. Rukmini Kirloskar shall hold the office upto the date of ensuing annual general meeting of the Company and subject to approval of members of the Company shall be regularized as a Non Executive Director. Ms. Rukmini Kirloskar is daughter of Mr. Vijay R Kirloskar and Mrs. Meena Kirloskar, directors and promoters of the Company. Ms. Rukmini Kirloskar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Board of director is confident that her experience will benefit immensely to the Company.



KIRLOSKAR ELECTRIC COMPANY LTD.,

Brief Profile:

Ms. Rukmini Kirloskar (DIN: 00309266) aged about 38 years, is daughter of Mr. Vijay R Kirloskar & Mrs. Meena Kirloskar. She has completed her Bachelor of Science - Corporate Finance and Accounting from Bentley College in USA. She worked as an accounts receivable analyst at iBasis in Burlington, MA after her graduation. She also worked at Ravindu Motors Private Limited in the marketing department as Marketing Manager and moved into the role of VP Sales and Marketing during the tenure of 4 years. She underwent a training program with Toyota for the next generation of Dealer Principals. She is also serving as director in the Board of several other Companies.

This is for your information and dissemination.

Thanking you

Yours faithfully

for **Kirloskar Electric Company Limited**

Mahabaleshwar Bhat

Company Secretary and Compliance Officer

Encl: a/a



KIRLOSKAR ELECTRIC COMPANY LIMITED

CIN: L31108KA2945PLC000415

REGD OFFICE: NO.18 2ND MAIN ROAD, PEENYA 1ST STAGE, PHASE-3, PEENYA, BENGALURU-560 058.

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

| Sl No | Particulars | Standalone | | | | | Consolidated | | | | |
|-------|--|----------------|-------------------|----------------|----------------|----------------|----------------|-------------------|----------------|----------------|----------------|
| | | Quarter ended | | Year ended | | | Quarter ended | | Year ended | | |
| | | March 31, 2024 | December 31, 2023 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | December 31, 2023 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| | Audited | Unaudited | Audited | Audited | Audited | Audited | Unaudited | Audited | Audited | Audited | |
| | Income from operations: | | | | | | | | | | |
| i | Revenue from operations | 16,853 | 12,607 | 14,505 | 55,735 | 47,355 | 16,853 | 12,607 | 14,505 | 55,735 | 47,355 |
| ii | Other income | 224 | 348 | 116 | 793 | 1,608 | 228 | 348 | 115 | 799 | 2,225 |
| iii | Total income (i+ii) | 17,077 | 12,956 | 14,621 | 56,528 | 48,963 | 17,081 | 12,956 | 14,620 | 56,534 | 49,580 |
| | Expenses: | | | | | | | | | | |
| a | Cost of materials consumed | 11,350 | 8,941 | 9,799 | 38,304 | 32,987 | 11,350 | 8,941 | 9,799 | 38,304 | 32,987 |
| b | Change in inventories of finished goods, work in progress and stock in trade | 1,049 | (316) | (82) | 417 | (798) | 1,049 | (316) | (82) | 417 | (296) |
| c | Employee benefit expenses | 1,931 | 2,038 | 1,681 | 7,653 | 6,588 | 1,931 | 2,038 | 1,681 | 7,653 | 6,588 |
| d | Finance costs | 627 | 817 | 547 | 2,492 | 2,135 | 634 | 646 | 574 | 2,585 | 2,248 |
| e | Depreciation and amortisation expenses | 128 | 122 | 129 | 302 | 500 | 126 | 122 | 129 | 502 | 500 |
| f | Other expenses | 1,420 | 1,387 | 1,432 | 5,183 | 5,081 | 1,429 | 1,374 | 1,430 | 5,185 | 5,065 |
| | Total expenses | 16,503 | 12,789 | 13,506 | 55,011 | 46,375 | 16,539 | 12,805 | 13,531 | 55,128 | 46,472 |
| V | Profit before tax (III-IV) | 574 | 167 | 1,115 | 1,517 | 2,588 | 542 | 151 | 1,089 | 1,408 | 3,108 |
| VI | Tax expense: | | | | | | | | | | |
| a | Current Tax | - | - | - | - | - | - | - | - | - | - |
| b | Deferred tax | - | - | - | - | - | - | - | - | - | - |
| VII | Profit after tax (V-VI) | 574 | 167 | 1,115 | 1,517 | 2,588 | 542 | 151 | 1,089 | 1,408 | 3,108 |
| VIII | Other comprehensive income: | | | | | | | | | | |
| | (i) Items that will not be reclassified to profit or loss | | | | | | | | | | |
| a | Remeasurements of the defined benefit plans | (63) | - | 32 | (63) | 32 | (63) | - | 32 | (63) | 32 |
| b | Taxes on above | 18 | - | (9) | 18 | (9) | 18 | - | (9) | 18 | (9) |
| | (ii) Items that may be reclassified to profit or loss | | | | | | | | | | |
| a | Mark to Market of Investments | 5 | 3 | 2 | 12 | 12 | 5 | 3 | 2 | 12 | 12 |
| b | Revaluation gain on land | - | - | - | - | (98) | - | - | - | - | (98) |
| c | Taxes on above | (2,321) | (1) | (1,479) | (2,323) | (1,459) | (2,321) | (1) | (1,479) | (2,323) | (1,459) |
| | Total other comprehensive income | (2,361) | 2 | (1,444) | (2,356) | (1,522) | (2,361) | 2 | (1,454) | (2,356) | (1,522) |
| IX | Total comprehensive income for the period (VII+VIII) | (1,787) | 169 | (339) | (839) | 1,066 | (1,819) | 153 | (365) | (948) | 1,586 |
| | Paid-up equity share capital (face value of ₹ 10/- each) | 6,641 | 6,641 | 6,641 | 6,641 | 6,641 | 6,641 | 6,641 | 6,641 | 6,641 | 6,641 |
| | Other Equity | | | | 3,899 | 4,739 | | | | | |
| | Earnings per share (EPS) (face value of ₹ 10/- each) | | | | | | | | | | |
| a | Basic EPS (not annualized) | 0.86 | 0.25 | 1.68 | 2.28 | 3.90 | 0.82 | 0.23 | 1.64 | 2.12 | 4.68 |
| b | Diluted EPS (not annualized) | 0.86 | 0.25 | 1.68 | 2.28 | 3.90 | 0.82 | 0.23 | 1.64 | 2.12 | 4.68 |
| | Paid-up debt capital/outstanding debts | | | | | | | | | | |
| | Debt redemption reserve | | | | | | | | | | |
| | Net worth | | | | (23,880) | (23,040) | | | | | |
| | Fixed asset coverage ratio | | | | 8.72 | 8.32 | | | | | |
| | Debt equity ratio | | | | 1.12 | 1.10 | | | | | |
| | Debt service coverage ratio (DSCR) | | | | 1.80 | 2.42 | | | | | |
| | Interest service coverage ratio (ISCR) | | | | 1.82 | 2.45 | | | | | |

Angur R. Kumar



REVENUES, RESULTS, ASSETS, LIABILITIES AND CAPITAL EMPLOYED FOR THE SEGMENTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

| Sl No | Particulars | Standalone | | | | | Consolidated | | | | |
|-------|--|----------------|-------------------|----------------|----------------|----------------|----------------|-------------------|----------------|----------------|----------------|
| | | Quarter ended | | Year ended | | | Quarter ended | | Year ended | | |
| | | March 31, 2024 | December 31, 2023 | March 31, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2024 | December 31, 2023 | March 31, 2024 | March 31, 2024 | March 31, 2023 |
| | Audited | Unaudited | Audited | Audited | Audited | Audited | Unaudited | Audited | Audited | Audited | |
| 1 | Segment Revenues | | | | | | | | | | |
| | Power generation/ distribution | 8,133 | 5,234 | 6,786 | 24,330 | 19,904 | 8,133 | 5,234 | 6,786 | 24,330 | 19,904 |
| | Rotating machines | 7,990 | 6,772 | 6,809 | 28,119 | 24,480 | 7,990 | 6,772 | 6,809 | 28,119 | 24,480 |
| | Others | 1,866 | 677 | 1,111 | 3,451 | 3,423 | 1,866 | 677 | 1,111 | 3,451 | 3,423 |
| | Total | 17,989 | 12,683 | 14,706 | 57,100 | 47,827 | 17,989 | 12,683 | 14,706 | 57,100 | 47,827 |
| | Less: Inter segment revenues | 1,136 | 76 | 201 | 1,365 | 472 | 1,136 | 76 | 201 | 1,365 | 472 |
| | Revenue from operations | 16,853 | 12,607 | 14,505 | 55,735 | 47,355 | 16,853 | 12,607 | 14,505 | 55,735 | 47,355 |
| 2 | Segment Results | | | | | | | | | | |
| | Profit before interest and tax expense | | | | | | | | | | |
| | Power generation/ distribution | 832 | 731 | 870 | 3,061 | 1,978 | 832 | 731 | 870 | 3,061 | 1,978 |
| | Rotating machines | 607 | 519 | 830 | 2,708 | 3,482 | 607 | 519 | 880 | 2,708 | 3,482 |
| | Others | 685 | 436 | 842 | 1,502 | 1,548 | 685 | 436 | 642 | 1,502 | 1,548 |
| | Total | 1,924 | 1,686 | 2,348 | 7,269 | 7,008 | 1,924 | 1,686 | 2,348 | 7,269 | 7,008 |
| | Less: Interest | 827 | 617 | 347 | 2,432 | 2,135 | 827 | 646 | 574 | 2,385 | 2,148 |
| | Less: Other unallocable expenditure (net off unallocable income) | 728 | 902 | 688 | 3,300 | 2,285 | 728 | 889 | 685 | 3,296 | 1,652 |
| | Total profit before tax expense | 574 | 167 | 3,115 | 3,517 | 2,588 | 542 | 151 | 1,089 | 1,408 | 3,108 |
| 3 | Segment Assets | | | | | | | | | | |
| | Power generation/ distribution | 8,898 | 8,979 | 7,923 | 8,898 | 7,923 | 8,898 | 8,979 | 7,923 | 8,898 | 7,923 |
| | Rotating machines | 38,255 | 38,949 | 37,499 | 38,255 | 37,499 | 38,255 | 38,949 | 37,499 | 38,255 | 37,499 |
| | Others | 9,185 | 8,901 | 8,804 | 9,185 | 8,804 | 9,185 | 8,901 | 8,804 | 9,185 | 8,804 |
| | Total | 57,338 | 56,829 | 54,226 | 57,338 | 54,226 | 57,338 | 56,829 | 54,226 | 57,338 | 54,226 |
| | Add: Unallocable assets | 7,488 | 6,390 | 7,817 | 7,488 | 7,817 | 6,076 | 5,591 | 7,019 | 6,878 | 7,019 |
| | Total segment assets | 64,824 | 63,219 | 62,043 | 64,824 | 62,043 | 64,014 | 62,420 | 61,245 | 64,014 | 61,245 |
| 4 | Segment Liabilities | | | | | | | | | | |
| | Power generation/ distribution | 11,339 | 9,588 | 8,180 | 11,339 | 8,180 | 11,339 | 9,588 | 8,180 | 11,339 | 8,180 |
| | Rotating machines | 14,591 | 11,309 | 10,635 | 14,591 | 10,635 | 14,591 | 11,309 | 10,635 | 14,591 | 10,635 |
| | Others | 811 | 1,583 | 1,435 | 811 | 1,435 | 811 | 1,583 | 1,435 | 811 | 1,435 |
| | Total | 26,841 | 22,490 | 21,250 | 26,841 | 21,250 | 26,841 | 22,490 | 21,250 | 26,841 | 21,250 |
| | Add: Unallocable liabilities | 27,343 | 28,401 | 29,413 | 27,343 | 29,413 | 28,835 | 29,871 | 30,808 | 28,839 | 30,808 |
| | Total segment liabilities | 54,284 | 50,891 | 50,663 | 54,284 | 50,663 | 55,780 | 52,361 | 52,058 | 55,780 | 52,058 |
| 5 | Capital Employed (Segment Assets-Segment Liabilities) | | | | | | | | | | |
| | Power generation/ distribution | (1,642) | (619) | (1,257) | (1,642) | (1,257) | (1,642) | (619) | (1,257) | (1,642) | (1,257) |
| | Rotating machines | 23,664 | 27,641 | 26,864 | 23,664 | 26,864 | 23,664 | 27,641 | 26,864 | 23,664 | 26,864 |
| | Others | 8,974 | 7,317 | 7,367 | 8,974 | 7,367 | 8,974 | 7,317 | 7,367 | 8,974 | 7,367 |
| | Total capital employed in segments | 30,396 | 34,339 | 32,974 | 30,396 | 32,974 | 30,396 | 34,339 | 32,974 | 30,396 | 32,974 |
| | Add: Unallocated | (19,856) | (22,011) | (21,594) | (19,856) | (21,594) | (22,162) | (24,280) | (23,787) | (22,162) | (23,787) |
| | Total capital employed | 10,540 | 12,328 | 11,380 | 10,540 | 11,380 | 8,234 | 10,059 | 9,187 | 8,234 | 9,187 |

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STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2024.

(₹ in Lakhs)

| Particulars | Standalone | | Consolidated | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 |
| | (Audited) | (Audited) | (Audited) | (Audited) |
| ASSETS | | | | |
| Non-current assets | | | | |
| (a) Property, plant and equipment | 43,757 | 43,928 | 43,757 | 43,928 |
| (b) Capital work-in-progress | 83 | 53 | 83 | 53 |
| (c) Investment Property | - | - | 5 | 5 |
| (d) Other Intangible assets | 39 | 15 | 39 | 15 |
| (e) Financial assets | | | | |
| (i) Investments | 1,063 | 1,047 | 190 | 178 |
| (ii) Trade Receivables | 322 | 358 | 322 | 358 |
| (iii) Other financial assets | 239 | 225 | 239 | 225 |
| (f) Other non-current assets | 1,726 | 2,078 | 1,775 | 2,160 |
| Total Non-current assets | 47,229 | 47,704 | 46,410 | 46,922 |
| Current assets | | | | |
| (a) Inventories | 4,778 | 5,168 | 4,823 | 5,214 |
| (b) Financial assets | | | | |
| (i) Trade receivables | 6,436 | 3,035 | 8,620 | 5,430 |
| (ii) Cash and cash equivalents | 1,636 | 1,266 | 1,675 | 1,295 |
| (iii) Other Bank balances | 1,179 | 1,098 | 1,249 | 1,173 |
| (c) Other current assets | 3,566 | 3,772 | 1,237 | 1,211 |
| Total Current assets | 17,595 | 14,339 | 17,604 | 14,323 |
| TOTAL ASSETS | 64,824 | 62,043 | 64,014 | 61,245 |
| EQUITY AND LIABILITIES | | | | |
| Shareholders' funds | | | | |
| (a) Share capital | 6,641 | 6,641 | 6,641 | 6,641 |
| (b) Other equity | 3,899 | 4,739 | 1,593 | 2,542 |
| Equity attributable to shareholders of Kirloskar Electric Company | 10,540 | 11,380 | 8,234 | 9,183 |
| Non-controlling interest | - | - | - | 4 |
| TOTAL EQUITY | 10,540 | 11,380 | 8,234 | 9,187 |
| LIABILITIES | | | | |
| Non-current liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Other financial liabilities | 630 | 596 | 630 | 596 |
| (b) Provisions | 2,650 | 2,561 | 2,813 | 2,756 |
| (c) Deferred tax liabilities (net) | 7,755 | 5,449 | 7,755 | 5,449 |
| Total Non current liabilities | 11,035 | 8,606 | 11,198 | 8,801 |
| Current liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Borrowings | 11,775 | 12,472 | 12,648 | 13,346 |
| (ii) Trade payables | | | | |
| (i) dues to micro, small and medium enterprises, and | 671 | 1,228 | 671 | 1,228 |
| (ii) other than micro, small and medium enterprises | 18,004 | 15,174 | 18,006 | 15,177 |
| (iii) Other financial liabilities | 110 | 14 | 633 | 435 |
| (b) Provisions | 3,086 | 3,640 | 2,923 | 3,444 |
| (c) Other current liabilities | 9,603 | 9,529 | 9,701 | 9,627 |
| (d) Current tax liabilities (net) | - | - | - | - |
| Total Current liabilities | 43,249 | 42,057 | 44,582 | 43,257 |
| TOTAL EQUITY AND LIABILITIES | 64,824 | 62,043 | 64,014 | 61,245 |



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KIRLOSKAR ELECTRIC COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

| Particulars | Standalone | | Consolidated | |
|--|-------------------|-------------------|-------------------|-------------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| | (Audited) | (Audited) | (Audited) | (Audited) |
| Cash flows from operating activities | | | | |
| Profit / (loss) before taxation | 1,517 | 2,588 | 1,408 | 3,108 |
| Adjustments for: | | | | |
| Depreciation and amortisation | 502 | 500 | 502 | 500 |
| Provisions (net) | (994) | (82) | (993) | (82) |
| (Profit)/loss on sale of fixed assets | (3) | (213) | (3) | (672) |
| Interest income | (118) | (69) | (123) | (70) |
| Dividends received | (1) | - | (1) | - |
| Finance costs | 2,452 | 2,135 | 2,565 | 2,248 |
| | 1,838 | 2,271 | 1,947 | 1,924 |
| | 3,355 | 4,859 | 3,355 | 5,032 |
| (Increase)/ decrease in trade and other receivables | (2,586) | (944) | (2,608) | (1,297) |
| (Increase)/ decrease in inventories | 390 | (464) | 390 | (510) |
| Increase/ (decrease) in trade payables and other current liabilities | 2,381 | (2,439) | 2,380 | (2,430) |
| | 185 | (3,847) | 162 | (4,237) |
| | 3,540 | 1,012 | 3,517 | 795 |
| Income taxes paid | (107) | 60 | (140) | 65 |
| Net cash from operating activities | 3,647 | 952 | 3,657 | 730 |
| Cash flows from investing activities | | | | |
| Purchase of property, plant and equipment | (250) | (386) | (250) | (386) |
| Proceeds from sale of property, plant and equipment | 4 | 224 | 4 | 684 |
| Purchase of investments | (4) | - | - | - |
| Proceeds from sale of investment property | - | - | - | 10 |
| Redemption of Preference share capital | - | - | (4) | - |
| Interest received | 120 | 64 | 126 | 64 |
| Increase in margin money and short term deposits | (95) | (99) | (89) | (165) |
| Dividend received | 1 | - | 1 | - |
| Net cash from investing activities | (224) | (197) | (212) | 207 |
| Cash flows from financing activities | | | | |
| ICD's Accepted | 3,275 | - | 3,275 | - |
| ICD's Repaid net | (719) | (64) | (719) | (64) |
| Repayment of fixed deposits from public | (7) | (15) | (7) | (15) |
| Increase/ (decrease) of short term borrowings (net) | (3,246) | (790) | (3,246) | (790) |
| Finance costs | (2,356) | (2,291) | (2,368) | (2,461) |
| Net cash from financing activities | (3,053) | (3,160) | (3,065) | (3,330) |
| Net increase/(decrease) in cash and cash equivalents | 370 | (2,405) | 380 | (2,393) |
| Cash and cash equivalents at beginning of the year | 1,266 | 3,671 | 1,295 | 3,688 |
| Cash and cash equivalents at end of the year | 1,636 | 1,266 | 1,675 | 1,295 |

Abh



Pragya R. Chandra



Notes:

- 1 The above audited standalone and consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on May 23, 2024.
- 2 The standalone and consolidated financial results of the Company for the quarter and year ended March 31, 2024 have been audited by its Statutory auditors.
- 3 The Company has prepared these Standalone and Consolidated financial results in accordance with Companies (Indian Accounting Standard) Rules, 2015 as amended as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the relevant rules issued thereunder as amended and the other accounting principles generally accepted in India.
- 4 As a measure of restructuring and with the consent of Lead Bank and other Lender banks under the Joint Lender Forum (JLF) mechanism, the Company had transferred in the year ended March 31, 2015 certain assets comprising of immovable properties, receivables and inventories to its subsidiaries - Kelbuzz Trading Private Limited, SKG Terra Promenade Private Limited and SLPKG Estate Holdings Private Limited, which will function as special purpose vehicles to hold such assets, dispose off the same and pay off certain debts (bank dues) transferred by the Company. The amounts outstanding and due from the subsidiaries as at March 31, 2024 in respect of the transfer of the assets as mentioned above, other expenses incurred by the subsidiaries reimbursed by the Company and interest charged totally amounts to ₹11,153.84 lakhs (₹11,384.28 lakhs as at March 31, 2023) after considering Ind AS adjustments. As on date, the majority of the immovable properties in these subsidiaries have been disposed off and the debts including the interest thereon have been paid. All the Banks (Financial liabilities) in these subsidiaries have been paid off. The Company is in the process of taking necessary steps for disposing the remaining immovable properties and inventories and realisation of receivables in these subsidiaries. The Board of Directors are confident of disposing the remaining assets in these subsidiaries and repaying the pending dues to the Company. However, based on expected credit losses as prescribed under Ind AS as against the incurred loss model envisaged under earlier GAAP, a sum of ₹8,400.77 lakhs has been provided upto March 31, 2024 (₹8,400.77 lakhs provided upto March 31, 2023).
- 5 In case of Consolidated audited financial results - Confirmation of balances from customers are awaited in certain cases. Accounts with certain parties are under review and reconciliation. Provision has been made to the extent required and further adjustments if any, will be made on completion of review/reconciliation. The debts exceeding two years and considered good of recovery by the management is estimated at ₹ 2,219 lakhs.
- 6 The net worth (after excluding revaluation reserve) of the group in terms of the consolidated financial statements as at March 31, 2024 consisting of the Company, its subsidiaries and its associate is eroded. The company has repaid all term loans which were restructured under JLF mechanism. Also the company is in advance stage of negotiation for monetization/disposal of assets which will improve the working capital and in turn improve the performance in the forthcoming periods. The company is confident that this funding will have a positive impact on the performance and net worth. Accordingly your directors have prepared these financial results of the company on the basis that it is a going concern and that no adjustments are considered necessary to the carrying value of assets and liabilities.
- 7 The Company has filed before the honorable Supreme Court, special leave petition (SLP) in respect of resale tax penalty demand of ₹527 lakhs on its erstwhile subsidiary Kaytee Switchgear Limited (since merged with the parent company) and confirmed by the honorable High Court of Karnataka. This SLP has been admitted by the honorable Supreme Court. The Company believes based on legal advice / internal assessment that the outcome of the contingency will be favorable, that loss is not probable and no provision is required to be recognized in this respect.
- 8 Other Income for the year ended March 31, 2023 in standalone Financial results includes ₹199.08 lakhs profit on sale of properties of the Company situated at Gudimangalam.
- 9 Other Income for the year ended March 31, 2023 in Consolidated Financial results includes ₹467.16 lakhs profit on sale of properties of the Company situated at Nehru place, Delhi.
- 10 The outstanding loan of Union Bank of India has been paid during the year ended March 31, 2023 and settled as per the mutual consent.



11 On October 03, 2022, the Company has entered into an Agreement to Sell (ATS) a part of its immovable property, situated at Gokul Road, Hubballi admeasuring 31 Acres 24 Guntas for a consideration of ₹9,512 lakhs, on such terms and conditions as set out in the ATS.

As per the ATS, permission for Change of land use was to be obtained by the Company from the concerned authorities. Accordingly, the Company had filed an application with Hubli Dharwad Urban Development Authority (HUDA) for change of Land use. The HUDA had directed the Company to submit PT Sheet and 11e Sketch issued by the Survey department. After submission and numerous follow-ups with the concerned authorities, as there was delay in completing the required process by these authorities, the Company approached the Honourable High Court of Karnataka, Dharwad Bench for relief and has obtained necessary directions which is imparted to the Survey department. Accordingly, the PT sheet has been arranged and the file is with HUDA to complete the change of land use procedure. The Company received a letter dated April 12, 2024 from HUDA stating that the application of the Company cannot be considered immediately due to Code of Conduct in relation to the ongoing General Elections. The Application will be considered immediately after the end of Code of Conduct. The Company will complete the Sale process on receipt of the permission for Change of land use from HUDA.

12 During the quarter ended December 31, 2023, Company has closed its branch situated at Kuala Lumpur, Malaysia. Effective date of closure is September 30, 2023. Closure of Branch has no impact on the operations of the Company.

13 Company has discontinued the component machining activity at unit – 15 situated at Bhudihal, Bangalore Rural District with effect from January 22, 2024. Discontinuation has no impact on the operations of the Company. All workers have been relieved from duty and all their compensation dues have been paid.

14 On March 20, 2024 the Company has entered into an Agreement to Sell part of its immovable property, situated at Gokul Road, Hubballi, admeasuring 1.06 acre equivalent for a consideration of ₹ 300 lakhs. on such terms and conditions as set out in the Agreement to sell. Currently the Company is in the process of completing the required legal compliance, post which the sale will be completed.

15 During the Quarter and year ended March 31, 2024, Subsidiaries of the Company, Kelbuzz Trading Private Limited, SKG Terra Promenade Private Limited, Luxquisite Parkland Private Limited and SLPKG Estate Holdings Private Limited have redeemed their entire Preference share capital of Rs 1 Lakhs each.

16 Details of Secured Redeemable Non-Convertible Debentures - NIL

The following have been computed as:

- Paid up debt capital/outstanding debt= Non Current Borrowing, current portion of long term borrowings and
- Debt equity ratio= Aggregate of outstanding debts/Equity attributable to shareholders.
- DSCR= Profit or (Loss) before Depreciation and amortisation expense, finance costs, exceptional items and tax/(Long
- ISCR= Profit or (Loss) before Depreciation and amortisation expense, finance costs, exceptional items and tax and
- Fixed asset coverage ratio= Revalued Value of Property, Plant & Equipment and Capital Work in Progress / Long Term Loan.

17 Previous period figures have been regrouped wherever necessary to confirm with the current period presentation.

18 The figures for the quarter ended March 31, 2024 are the balancing figures between the audited figures in respect of the full year ended March 31, 2024 and published figures of unaudited figures for the nine months ended December 31, 2023.

Place: Bengaluru
Date: May 23, 2024


(Vijay R Kirloskar)
Executive Chairman
DIN: 00031253



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CHARTERED ACCOUNTANTS
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e-mail: knp@akpco.com

Auditor's Report on Standalone Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

To,
The Board of Directors
Kirloskar Electric Company Limited
Bengaluru.

1. We have audited the accompanying Statement of Standalone financial results of Kirloskar Electric Company Limited ('the Company') for the quarter ended March 31, 2024 and for the year ended March 31, 2024, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ("Regulation") as amended. This Statement, which is the responsibility of the company's management and approved by the Board of Directors has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (Ind AS 34) - Interim Financial Reporting, prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the statement based on our audit of such Standalone financial statements.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our qualified opinion.

3. Basis of Qualified Opinion:

Attention of the Directors is invited to note 4 to the audited financial results regarding amounts due to the Company from certain subsidiaries towards part consideration receivable on sale/assignment of certain immovable properties, receivables, interest charged and expenses reimbursed. We have relied on the management's representations that it is confident of realization of amounts due to the said subsidiaries aggregating to ₹11,153.84 lakhs (₹11,384.28 lakhs as at March 31, 2023) against which provision is recognized for an amount of ₹8,400.77 lakhs as at March 31, 2024 (₹8,400.77 lakhs as at March 31, 2023). Pending disposals/realization of assets by the subsidiaries, shortfall in realization of the amount outstanding (net of provision), if any, could not be ascertained.

Based on our audit conducted as above except for the effects in respect of the matter stated in the paragraph on "Basis of Qualified Opinion" and to the best of our information and according to the explanations given to us, these quarterly and year to date financial results:

- a) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended in this regard; and
- b) give a true and fair view of total comprehensive income (comprising of net profit and other comprehensive loss) and other financial information for the quarter ended March 31, 2024 and for the year ended March 31, 2024.



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4. Key Audit Matters:

- a) Note 6 of the audited financial results - The directors have detailed the reasons for preparing these audited financial results on a going concern basis, though the Company/Group (consisting of the Company, its subsidiaries and associate) has accumulated losses and their net worth (after excluding Revaluation Reserve) is eroded. There are certain overdue payments to creditors. The Company has repaid all the term loans including the loan assigned to Asset Reconstruction Company India Limited (ARCIL) which was restructured under JLF mechanism.
- We have relied on the representations made by the Company and the appraisal of the restructuring plan including monetization of few non-core assets, projection of increase in turnover and infusion of funds in the near future. The appropriateness of the said basis of Going Concern is subject to the Company adhering to the restructuring plan and infusion of requisite funds. Hence, we are of the opinion that there is no existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

5. Emphasis of Matter:

- a) Note 7 of the audited financial results, which states that the Company has filed Special Leave Petition in respect of demands of resale tax penalty of ₹527 lakhs before the honorable Supreme Court of India. The Management has represented to us that it is not probable that there will be an outflow of economic benefits and hence no provision is required to be recognized in this regard. We have relied on this representation. Our opinion is not modified in respect of this matter.

In respect of the matter detailed in paragraph (a) above, management has represented to us that it is not probable that there will be an outflow of economic benefits and hence no provision is required to be recognized in this regard. We have relied on such representations.

6. Other Matters:

- a) We did not audit the financial statement/information of two branches of the Company, included in the financial results of the Company for the quarter ended and year ended March 31, 2024 whose financial statements/information reflect total assets of ₹457.28 lakhs as at March 31, 2024 and total revenues of ₹1,286.74 lakhs for the year ended on that date. The financial statements/information of the said branches has been audited by the other auditors whose reports has been furnished to us and our opinion on the year-to-date standalone results to the extent they have been derived from such financial statements is based solely on the report of such other auditors. Our report is not modified in respect of this matter.
7. The figures for the quarter ended March 31, 2024 are the balancing figures between audited figures in respect of the full financial year ended March 31, 2024 and the published year-to-date figures upto December 31, 2023, being the date of the end of the third quarter of the current financial year, subjected to a limited review by us.

Place: Bengaluru
Date: May 23, 2024



for K N Prabhaskar & Co.,
Chartered Accountants
Firm Reg. No. 004982S


A. Umesh Patwardhan
Partner
M. No.222945
UDIN: 24222945BKFALY6975

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Auditor's Report on Consolidated Financial Results for the Year to Date Results of the Group Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

To,
The Board of Directors
Kirloskar Electric Company Limited
Bengaluru.

1. We have audited the accompanying Statement of Consolidated financial results of Kirloskar Electric Company Limited ("the Company") and its subsidiaries and associates (collectively referred as "Group") for the year ended March 31, 2024, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ("Regulation") as amended. This Statement, which is the responsibility of the company's management and approved by the Board of Directors has been prepared in accordance with the Accounting Standards prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the statement based on our audit of such Consolidated financial statements.
2. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the Parent's internal financial control with reference to the Statement. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us and the audit evidence obtained by the branch auditors and other auditors in terms of their reports referred to in paragraph 6 below, is sufficient and appropriate to provide a basis for our qualified audit opinion.

3. Basis of Qualified Opinion:

Attention of the Directors is invited to note 5 to the audited financial results regarding trade receivables/book debts exceeding two years and considered good by the management estimated at ₹2,219 lakhs. The relevant accounts are subject to adjustments, if required after management completes review, reconciliation and identification of doubtful debts. We are unable to express an independent opinion on the extent of shortfall in the recovery of the same.



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4. Key Audit Matters:

- a) Note 6 of the audited financial results - The directors have detailed the reasons for preparing these audited financial results on a going concern basis, though the Company/Group (consisting of the Company, its subsidiaries and associate) has accumulated losses and their net worth (after excluding Revaluation Reserve) is eroded. There are certain overdue payments to creditors. The Company has repaid all the term loans including the loan assigned to Asset Reconstruction Company India Limited (ARCIL) which was restructured under JLF mechanism.

We have relied on the representations made by the Company and the appraisal of the restructuring plan including monetization of few non-core assets, projection of increase in turnover and infusion of funds in the near future. The appropriateness of the said basis of Going Concern is subject to the Company adhering to the restructuring plan and infusion of requisite funds. Hence, we are of the opinion that there is no existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

5. Emphasis of Matter:

- a) Note 7 of the audited financial results, which states that the Company has filed Special Leave Petition in respect of demand of resale tax penalty of ₹527 lakhs before the honorable Supreme Court of India. The Management has represented to us that it is not probable that there will be an outflow of economic benefits and hence no provision is required to be recognized in this regard. We have relied on this representation. Our opinion is not modified in respect of this matter.

In respect of the matter detailed in paragraph (a) above, management has represented to us that it is not probable that there will be an outflow of economic benefits and hence no provision is required to be recognized in this regard. We have relied on such representations.

6. Other Matters:

- a. We did not audit the financial statements of 4 subsidiaries included in the Consolidated year to date financial results, whose Consolidated financial results reflect total assets of ₹201.86 lakhs as at March 31, 2024, total revenues of ₹5.49 lakhs and net cash flows of ₹(7.51) lakhs for the year ended on that date, as considered in the Consolidated financial results. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion on the year-to-date Consolidated results to the extent they have been derived from such financial statements is based solely on the report of such other audit. Our report is not modified in respect of this matter.
- b. We did not audit the financial statement of 1 subsidiary included in the Consolidated year to date financial results, whose financial results reflect total assets of ₹416.17 lakhs as at March 31, 2024, total revenues of ₹Nil lakhs and net cash flows of ₹(1.30) lakhs for the year ended on that date, as considered in the Consolidated financial results. This financial statement and other financial information has been prepared and provided to us by the management and our opinion on the year to date Consolidated results to the extent they have been derived from such financial statement is based solely on the report of the management. Our report is not modified in respect of this matter.



- c. We did not audit the financial statement of Kirloskar (Malaysia) Sdn, Bhd., an associate of the Company whose share of loss of the Group was ₹ Nil (restricted to the value of the investments) was considered in the preparation of these Consolidated financial results. This financial statement and other financial information has been prepared and provided to us by the management and our opinion on the year to date Consolidated results to the extent they have been derived from such financial statement is based solely on the report of the management. Our report is not modified in respect of this matter.
7. i. Based on our audit conducted as above except for the effects in respect of the matter stated in the paragraph on "Basis of Qualified Opinion", Other Matters, and to the best of our information and according to the explanations given to us, these year-to-date Consolidated financial results include the year-to-date financial results of the following entities:
- a. Kirsons B V
 - b. Kelbuzz Trading Private Limited
 - c. Luxquisite Parkland Private Limited
 - d. SKG Terra Promonede Private Limited
 - e. SLPKG Estate Holding Private Limited
- ii. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- iii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated total comprehensive income (comprising of net profit and other comprehensive loss) and other financial information of the Group for the year ended March 31, 2024.



for K N Prabhaskar & Co.,
Chartered Accountants
Firm Reg. No. 004982S

A handwritten signature in blue ink, appearing to read "A. Umesh Patwardhan".

A. Umesh Patwardhan
Partner
M. No. 222945
UDIN: 24222945BKFALZ8489

Place: Bengaluru
Date: May 23, 2024

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone)

| Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] | | | | |
|--|---|--|--|--|
| i. | | | | |
| Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) (Rs. in Lakhs) | Adjusted Figures (audited figures after adjusting for qualifications) (Rs. in Lakhs) | |
| 1. | Turnover / Total income | 56,528 | 56,528 | |
| 2. | Total Expenditure | 55,011 | 55,011 | |
| 3. | Net Profit/(Loss) | 1,517 | 1,517 | |
| 4. | Earnings Per Share | 2.28 | 2.28 | |
| 5. | Total Assets | 64,824 | 64,824 | |
| 6. | Total Liabilities | 54,284 | 54,284 | |
| 7. | Net Worth | 10,540 | 10,540 | |
| 8. | Any other financial item(s) (as felt appropriate by the management) | Nil | Nil | |
| ii. | | | | |
| Audit Qualification (each audit qualification separately): | | | | |
| a. Details of Audit Qualification: Attention of the Directors is invited to note 4 to the audited financial results regarding amounts due to the Company from certain subsidiaries towards part consideration receivable on sale and assignment of certain immovable properties, receivables, interest charged and expenses reimbursed. We have relied on the management's representations that it is confident of realization of amounts due to the said subsidiaries aggregating to Rs. 11,153.84 Lakhs (Rs. 11,384.28 lakhs as at March 31, 2023) against which provision is recognized for an amount of Rs.8,400.77 Lakhs. Pending disposals/realization of assets by the subsidiaries, shortfall in realization of the amount outstanding (net of provision), if any, could not be ascertained. | | | | |
| b. Type of Audit Qualification : Qualified Opinion | | | | |
| c. Frequency of qualification: Repetitive | | | | |
| d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not Applicable. | | | | |
| e. For Audit Qualification(s) where the impact is not quantified by the auditor: | | | | |
| (i) Management's estimation on the impact of audit qualification: These subsidiaries are taking active steps to repay the dues of the Company, from collection of book debts assigned and from disposal of immovable properties transferred apart from debts transferred as referred above. The Board of directors are confident of realisation of the entire amounts due from the said subsidiaries as we are sure or realizing much more amount from the sale of immovable properties. | | | | |




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(ii) If management is unable to estimate the impact, reasons for the same:
Same as Above comment

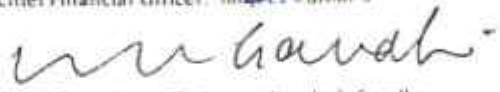
(iii) Auditors' Comments on (i) or (ii) above:
Same as Above in Point a

iii.

Signatories:


• Executive Chairman: Vijay R Karloskar


• Chief Financial Officer: Sarvesh Kumar S


• Audit Committee Chairman: Kamlesh Ganthi


• Statutory Auditor: A Umesh Patwardhan, Mem. No 222945
K N Prabhaskar & Co.,
Chartered Accountants
Firm Regn. No.00049825



Place: Bengaluru

Date: May 23, 2024

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along with Annual Audited Financial Results - (Consolidated)

| Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] | | | | |
|--|--|---|--|--|
| I. | Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) [Rs. in Lakhs] | Adjusted Figures (audited figures after adjusting for qualifications) [Rs. in Lakhs] |
| | 1. | Turnover / Total income | 56,534 | 56,534 |
| | 2. | Total Expenditure | 55,126 | 55,126 |
| | 3. | Net Profit/(Loss) | 1,408 | 1,408 |
| | 4. | Earnings Per Share | 2.12 | 2.12 |
| | 5. | Total Assets | 64,014 | 64,014 |
| | 6. | Total Liabilities | 55,780 | 55,780 |
| | 7. | Net Worth | 8,234 | 8,234 |
| | 8. | Any other financial item(s) (as felt appropriate by the management) | Nil | Nil |
| II. | <p>Audit Qualification (each audit qualification separately):</p> <p>a. Details of Audit Qualification: Attention of the Directors is invited to note 5 to the audited financial results regarding trade receivables/book debts exceeding two years and considered good by the management estimated at Rs. 2,219 Lakhs. The relevant accounts are subject to adjustments, if required after management completes review, reconciliation and identification of further doubtful debts. We are unable to express an independent opinion on the extent of shortfall in the recovery of the same.</p> <p>b. Type of Audit Qualification: Qualified Opinion</p> <p>c. Frequency of qualification: Repetitive</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not Applicable</p> <p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: The Company is in the process of completing the review and reconciliation of receivables/book debts and in our opinion any further provision required will not have material impact on the financial results of the Company and we are confident of realizing the book debts.</p> | | | |



Pragya K. Kumar

(ii) If management is unable to estimate the impact, reasons for the same:
Same as Above comment.

(iii) Auditors' Comments on (i) or (ii) above:
Same as Above in Point a

iii.

Signatories:

Vijay R Kirloskar

- Executive Chairman: Vijay R Kirloskar

- Chief Financial Officer: *S* Sanjeev Kumar S

Kamlesh Gandhi

- Audit Committee Chairman: Kamlesh Gandhi

- Statutory Auditor: *Ah* A Umesh Patwardhan, Mem. No. 222945
K N Prabhaskankar & Co.,
Chartered Accountants
Firm Regn. No. 00049825



Place: Bengaluru

Date: May 23, 2024



KIRLOSKAR ELECTRIC COMPANY LTD.,

Annexure – 2

The disclosure required under schedule III read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2024;

| | |
|---|--|
| Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc | <p>The merger by Absorption is between the Holding Company and its wholly owned subsidiary Companies, KTPL, LPPL, STPPL and SEHPL.</p> <p>Size/Turnover: These WOS companies are formed as Special Purpose Vehicles with an object of realisation of assets transferred from its holding Company.</p> |
| Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"; | <p>The WOS Companies are related parties of the Company.</p> <p>The promoter/promoter group of the Company has no interest in the WOS Companies being acquired.</p> <p>The said transaction falls within the ambit of related party transactions and is considered as at arms' length.</p> |
| Area of business of the entity(ies) | <p>These WOS companies are formed as Special Purpose Vehicles (SPVs) with an object of realisation of assets transferred from its holding Company.</p> |
| Rationale for amalgamation/ merger; | <p>Reorganizing the legal entities in the group structure to ensure optimized corporate holding structure more aligned with the business requirements;</p> <p>Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by all the four Transferor Companies and the Transferee Company;</p> <p>As all four wholly owned subsidiary companies do not have any financial creditors, the merger would not be prejudicial to the interest of any stakeholders of Transferor as well as Transferee Companies</p> |
| In case of cash consideration – amount or otherwise share exchange ratio; | <p>Not Applicable</p> |
| Brief details of change in shareholding pattern (if any) of listed entity. | <p>There is no change in the capital structure. This scheme of merger does not affect the rights and interests of the shareholders or the creditors of the Company. The shareholding and the rights of the members remain unaffected as no new shares are proposed to be issued by the Transferee Company i.e., KECL.</p> |