

Scrutinizer's Report

[Pursuant to provisions of Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management & Administration) Rules, 2014]

To,

The Chairman / Director,
Office No. 801, 8th Floor,
Cello Platina Fergusson College Road,
Shivajinagar, Pune 411005

Dear Sir,

I, Manasi Paradkar, a Company Secretary in Practice, have been appointed by the Board of Directors of Kirloskar Industries Limited, CIN: L70100PN1978PLC088972 ('the Company') as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and e-voting at the 28th Annual General Meeting (AGM) of the members of the Company held on Tuesday, 09th August 2022 at 11:30 a.m. and ascertaining the voting result on the resolutions contained in the Notice of AGM.

The scrutiny of voting process along with ascertaining of voting results is as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the relevant and updated SEBI Circulars and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 along with all related circulars issued by the Ministry of Corporate Affairs from time to time.

The Notice dated 26th May 2022 setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Members by email.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting. My responsibility as a Scrutinizer for the voting process through different modes is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions and "invalid/abstained votes", based on the reports generated and downloaded from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities engaged by the Company.

Further to the above, I submit my Report as under:-

- i. The members of the Company as on the "cut-off" date i.e; Tuesday, 02nd August, 2022 were entitled to vote on the resolutions as set out in the Notice.




- ii. The remote e-voting period remained open from Saturday, 06th August 2022, (9.00 A.M.) to Monday, 08th August 2022, (5.00 P.M.)
- iii. The facility for e-voting during the AGM was provided to those members who attended the meeting but not voted through the remote e-voting facility. Remote e-voting along with the e-voting at the AGM was unblocked after completion of voting process at the AGM, in the presence of 2 witnesses, who are not in the employment of the Company.
- iv. The details containing *inter alia*, list of equity shareholders, who voted “for”, “against” and “invalid/abstained” on each of the resolutions those were put to vote, were generated from the e-voting website of NSDL i.e. <https://evoting.nSDL.com>.
- v. Thereafter, the consolidated report considering remote e-voting and e-voting during the AGM was prepared. A copy of the same is annexed hereto.
- vi. Due to continuous threat of COVID-19 pandemic, the Company has conducted Annual General Meeting through video conferencing. Accordingly voting through ballot dispensed with and E-voting at the meeting was provided. Our report is a consolidated report of remote E-voting and E-voting at the Meeting.
- vii. Based on the aforesaid results, we report that all the Ordinary Resolutions as set out in Item Nos. 1,2,3 & and Special resolution at set out in Item no. 4 to 11 in the Notice of the AGM have been passed with the requisite majority


Thanking You


Yours Faithfully,

For Manasi Paradkar & Associates


Manasi Paradkar
Practicing Company Secretary
[FCS- 5447, CP -4385]




Witness No.1
[Ms. Mugdha Kulkarni]


Witness no. 2
[Ms.Yogita Barve]

Place: Pune
Date: 09/08/2022
PRN: 1070/2021
UDIN: F005447D000763952

Received on 09.08.2022
For KIRLOSKAR INDUSTRIES LTD.


(ATUL C. KIRLOSKAR)
CHAIRMAN



KIRLOSKAR INDUSTRIES LIMITED

CIN L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 28TH ANNUAL GENERAL MEETING DATED AUGUST 09, 2022

Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
					No. of members	Votes	% to Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
	Ordinary Business											
1	Ordinary Resolution: Adoption of the Audited Standalone Financial Statements of the Company [including consolidate financial statements] for the financial year ended 31st March 2022 and the reports of the Auditors and the Board of Directors thereon.	Remote Evoting	112	73,32,049	110	73,31,931	99.1056%	2	118	0.0016%	2	3,569
		Evoting at AGM	5	66,047	5	66,047	0.8928%	-	-	-	-	-
		Total	117	73,98,096	115	73,97,978	99.9984%	2	118	0.0016%	2	3,569
2	Ordinary Resolution : Declaration of Dividend of Rs. 10/-per equity share for the Financial Year ended 31 March 2021.	Remote Evoting	114	73,35,618	112	73,35,500	99.1061%	2	118	0.0016%	-	-
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	119	74,01,665	117	74,01,547	99.9984%	2	118	0.0016%	-	-
3	Ordinary Resolution : Approval for the re-appointment of Mr.Anil Alawani [DIN:00036153] as a Director, who retiers by rotation.	Remote Evoting	111	73,35,508	106	73,34,463	99.0936%	5	1,045	0.0141%	3	110
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	116	74,01,555	111	74,00,510	99.9859%	5	1,045	0.0141%	3	110
	Special Business											
4	Special Resolution: Approval for the revision in remuneration of Mr. Mahesh Chhabria [DIN: 00166049], Managing Director of the Company for a period 1.4.22 to 3.7.22	Remote Evoting	113	73,35,568	96	73,05,837	98.7060%	17	29,731	0.4017%	1	50
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	118	74,01,615	101	73,71,884	99.5983%	17	29,731	0.4017%	1	50



5	Special Resolution: Approval for the appointment of Mr. Mahesh Chhabria [DIN: 00166049], Managing Director of the Company for further period of 5 years commencing from 04th July 2022 & approval for remuneration payable between the period 4.7.22 to 3.7.25	Remote Evoting	113	73,35,568	92	73,02,895	98.6663%	21	32,673	0.4414%	1	50	
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-	-
		Total	118	74,01,615	97	73,68,942	99.5586%	21	32,673	0.4414%	1	50	
6	Special Resolution: Approval for the re-appointment of Ms. Aditi Chirmule [DIN: 01138984], as the Executive Director of the Company for further period of 5 years commencing from 25th January 2022 & approval for the remuneration payable to her for the period 25.1.22 to 24.1.25	Remote Evoting	113	73,35,568	108	73,32,558	99.0670%	5	3,010	0.0407%	1	50	
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-	-
		Total	118	74,01,615	113	73,98,605	99.9593%	5	3,010	0.0407%	1	50	
7	Special Resolution: Approval for payment of remuneration, in the nature of commission [arising as a result of exercise of ESARs] to Mr. Vinesh Jairath [DIN: 01138984], Non-Executive Director of the Company in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2022-2023.	Remote Evoting	114	73,35,618	103	73,32,305	99.0629%	11	3,313	0.0448%	-	-	
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-	
		Total	119	74,01,665	108	73,98,352	99.9552%	11	3,313	0.0448%	-	-	
8	Special Resolution: Approval for appointment of Mr. Vijaydipak Varma [DIN:00011352] who was appointed as an Additional & Independent Director of the Company w.e.f. 15.10.21 as an Independent Director of the Company to hold office for a term of 5 consecutive years w.e.f 15th October 2021	Remote Evoting	112	73,35,558	107	73,35,379	99.1053%	5	179	0.0024%	2	60	
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-	
		Total	117	74,01,605	112	74,01,426	99.9976%	5	179	0.0024%	2	60	



9	Special Resolution: Approval for re-appointment of Mr. D. Sivanandhan [DIN:03607203] as an Independent Director of the Company for a second term upto his attaining the age of 75 years i.e. upto 02nd February 2026, w.e.f.11 May 2022	Remote Evoting	111	73,35,551	103	73,33,441	99.0792%	8	2,110	0.0285%	3	67
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	116	74,01,598	108	73,99,488	99.9715%	8	2,110	0.0285%	3	67
10	Special Resolution: Approval for re-appointment of Mr. Ashit Parekh [DIN:00821577] as an Independent Director of the Company to hold the office for a second term of 5 consecutive years w.e.f. 4th July 2022	Remote Evoting	111	73,35,551	108	73,35,432	99.1061%	3	119	0.0016%	3	67
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	116	74,01,598	113	74,01,479	99.9984%	3	119	0.0016%	3	67
11	Special Resolution: Approval for appointment of Ms. Purvi Seth [DIN: 06449636] who was appointed as an Additional & Independent Director of the Company w.e.f. 26.5.22 as an Independent Director of the Company to hold the office for a term of 5 consecutive years with effect from 26th May 2022	Remote Evoting	111	73,35,551	108	73,35,432	99.1061%	3	119	0.0016%	3	67
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	116	74,01,598	113	74,01,479	99.9984%	3	119	0.0016%	3	67




MANASI PARADKAR
FCS-5447 CP-4385
Practicing Company Secretary
Pune

Date: 09th August ,2022

PRN : 1070/2021

UDIN:F005447D000763952

Received on 09.08.2022

For KIRLOSKAR INDUSTRIES LTD.


ATUL C. KIRLOSKAR
CHAIRMAN

