

MANASI PARADKAR & ASSOCIATES
COMPANY SECRETARIES

Off. : 9 B, 'Anant Prasad', Anantkrupa Society,
S. No. 119/1, Paud Road, Kothrud,
Pune 411 038

Tel. : 020 – 65204167, Cell No. : 94235 31223
Mail : manasisparadkar@gmail.com

Scrutinizer's Report

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

To,
The Chairman / Director,
Kirloskar Industries Limited,
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 ballot papers deposited in ballot box at the 25th Annual General Meeting (AGM), and ascertaining the voting result as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice of the 25th Annual General Meeting (AGM) of the Members of the Company and held on Thursday, 8th August, 2019 at 02.00 p.m. at S.M. Joshi Socialist Foundation, (S.M. Joshi Hall). S.No. 191 / 192, Navi Peth, Near Ganjave Chowk, Pune- 411 030.

The Annual Report for the financial year 2018–2019, including the Notice of AGM dated 16th May, 2019 setting out material facts under Section 102 of the Companies Act, 2013, were sent to the Members by email / courier / registered post / airmail, as the case may be.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through different modes on the resolutions contained in the Notices sent to the members of the Company. 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 and ballot papers deposited into the ballot box at the AGM.

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

- i. The remote e-voting period remained open from 05th August, 2019 (9.00 A.M.) to 07th August, 2019, (5.00 P.M.)
- ii. The Members of the Company as on the “cut-off” date i.e.,; 01st August, 2019 were entitled to vote on the resolutions as set out in the Notice.
- iii. After the conclusion of voting by ballot papers at the AGM, the votes cast on the resolutions by ballot papers were counted.
- iv. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Thursday 8th August, 2019 in the presence of 2 witnesses, Mr. Suresh S. Ingale PCS and Mr. Mahesh Risbud, PCS who are not in the employment of the Company.
- v. 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 National Securities Depository Limited i.e. <https://evoting.nsdl.com>.
- vi. Thereafter, the consolidated report of the total votes cast in favour or against was prepared. A copy of the same is annexed hereto.

Thanking You
Yours Faithfully,
For Manasi Paradkar & Associates


Manasi Paradkar
Company Secretary
Membership No. FCS- 5447, CP - 4385
Place: Pune
Date: 09 August 2019



Received on 09.08.2019

For KIRLOSKAR INDUSTRIES LTD.


(ATUL C. KIRLOSKAR)
CHAIRMAN



Kirloskar Industries Limited
CIN L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 25TH AGM DATED AUGUST 08, 2019

| 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 | Adoption of the Financial Statement for the year ended 31st March 2019 and also the Report of Board of Directors and Auditors thereon | E- voting | 40 | 7,230,785 | 40 | 7,230,785 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 54 | 7,231,123 | 100% | 0 | 0 | 0% | 0 | 0 |
| 2 | Declaration of Dividend on equity shares for the Financial year ended 31 March 2019. | E- voting | 40 | 7,230,785 | 40 | 7,230,785 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 54 | 7,231,123 | 100% | 0 | 0 | 0% | 0 | 0 |
| 3 | Approval to the re-appointment of Mr. Atul Kirloskar [DIN-00007387] as a Director who retires by rotation | E- voting | 40 | 7,230,785 | 40 | 7,230,785 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 54 | 7,231,123 | 100% | 0 | 0 | 0% | 0 | 0 |
| 4 | Approval to the re-appointment of Mr. A.N.Alwani [DIN-00036153] as a Director who retires by rotation | E- voting | 40 | 7,230,785 | 39 | 7,230,735 | 100% | 1 | 50 | 0% | 0 | 0 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 53 | 7,231,073 | 100% | 1 | 50 | 0% | 0 | 0 |




| Special Business | | | | | | | | | | | | |
|------------------|--|--------------|-----------|------------------|-----------|------------------|-------------|----------|-----------|-----------|----------|--------------|
| 5 | Special Resolution : Approval for the Payment of Managerial Remuneration to Directors pursuant to the provisions of section 197 of the Companies Act,. 2013 for any financial year. | E- voting | 40 | 7,230,785 | 39 | 7,230,780 | 100% | 1 | 5 | 0% | 0 | 0 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 53 | 7,231,118 | 100% | 1 | 5 | 0% | 0 | 0 |
| 6 | Special Resolution : Approval to revision in the remuneration payable to Mr. Mahesh Chhabria , Managing Director, [DIN-00166049] for a period effective from 01.04.19 tii the 31.03.22 | E- voting | 40 | 7,230,785 | 36 | 7,230,720 | 100% | 3 | 65 | 0% | 1 | 21197 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 50 | 7,231,058 | 100% | 3 | 65 | 0% | 1 | 21197 |
| 7 | Special Resolution : Approval to revision in the remuneration payable to Ms. Aditi Chirmule, Executive Director [DIN-01138984] for a period effective form 01.04.19 till the remianing period of her tenure. | E- voting | 40 | 7,230,785 | 38 | 7,230,770 | 100% | 2 | 15 | 0% | 0 | 0 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 52 | 7,231,108 | 100% | 2 | 15 | 0% | 0 | 0 |
| 8 | Special Resolution : Approval to decide and pay remuneration by way of commission [exceeding 1% p.a. of the net profit] to the Directors for each financial year including the financial year 18-19 | E- voting | 40 | 7,230,785 | 38 | 7,230,688 | 100% | 2 | 97 | 0% | 0 | 0 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 52 | 7,231,026 | 100% | 2 | 97 | 0% | 0 | 0 |



| | | | | | | | | | | | | |
|---|--|--------------|-----------|------------------|-----------|------------------|-------------|----------|-----------|-----------|----------|----------|
| 9 | Ordinary Resolution : Approval to the addition of existing terms and conditions of appointment of Mr. Vinesh Kumar Jairath, Non Executive Director, in the capacity as advisor to the Company. | E-Voting | 40 | 7,230,785 | 38 | 7,230,730 | 100% | 2 | 55 | 0% | 0 | 0 |
| | | Ballot | 14 | 338 | 14 | 338 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | Total | 54 | 7,231,123 | 52 | 7,231,068 | 100% | 2 | 55 | 0% | 0 | 0 |



MANASI PARADKAR
FCS-5447 CP-4385
Practicing Company Secretary
Pune 09/08/2019