

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]

To,
The Chairman / Director,
Kirloskar Industries Limited,
Office No.801, 8th Floor,
Cello Platina Fergusson College Road,
Shivaji Nagar, Pune -411005

Dear Sir,

I, ManasiParadkar, 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 27 Annual General Meeting (AGM) of the members of the Company held on Tuesday, 10 August 2021, 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 SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and related circulars, and the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and read with the General Circular No. 02/2021 dated 13 January 2021 and related circulars issued by the Ministry of Corporate Affairs

The Notice dated 15 May 2021 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:-

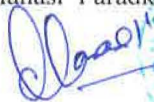
- i. The remote e-voting period remained open from Saturday, 07 August 2021 (9.00 A.M.) to Monday, 09 August 2021, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date, i.e., Tuesday, 03 August 2021, were entitled to vote on the resolutions as set out in the Notice.
- iii. The facility for e-voting during the AGM was provided for 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.

* E-voting contains remote e-voting and e-voting at the AGM. Due to COVID-19 pandemic, the Company has conducted AGM 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.

Thanking You

Yours Faithfully,

For Manasi Paradkar & Associates


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

Place: Pune
Date: 10/08/2021
PRN: 1070/2021
UDIN: F005447C000761281

Received on 10 August 2021

For KIRLOSKAR INDUSTRIES LTD.


ATUL C. KIRLOSKAR
CHAIRMAN



Kirloskar Industries Limited
CIN L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 27TH AGM DATED 10th AUGUST, 2021

Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
					No. of members	Votes	% of Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
	Ordinary Business											
1	Ordinary Resolution : Adoption of Audited Financial Statements of the Company (including Consolidated Financial Statements) for the Financial Year ended 31 March 2021 and Report of the Board of Directors and Auditors thereon.	E- voting	102	7156967	102	7156967	100%	0	0	0%	0	0
		Total	102	7156967	102	7156967	100%	0	0	0%	0	0
2	Ordinary Resolution : Declaration of Dividend on equity shares for the Financial Year ended 31 March 2021.	E- voting	102	7156967	102	7156967	100%	0	0	0%	0	0
		Total	102	7156967	102	7156967	100%	0	0	0%	0	0
3	Ordinary Resolution : Approval for the re-appointment of Mr. Vinesh Kumar Jairath [DIN: 00391684], as a Director, who retires by rotation.	E- voting	102	7156967	94	7152899	100%	6	4042	0%	2	26
		Total	102	7156967	94	7152899	100%	6	4042	0%	2	26



4	Ordinary Resolution : Approval for the reappointment of Mr. Atul Kirloskar [DIN: 00007387], as a Director, who retires by rotation.	E- voting	102	7156967	102	7156967	100%	0	0	0%	0	0
		Total	102	7156967	102	7156967	100%	0	0	0%	0	0
5	Ordinary Resolution: Approval for the appointment of Kirtane & Pandit LLP, Chartered Accountants, Pune, (Firm Registration No. 105215W/W100057) as the Statutory Auditors of the Company, to hold the office for a first term of five consecutive years with effect from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM to be held in the year 2026.	E-voting	102	7156967	99	7156886	100%	1	55	0%	1	26
		Total	102	7156967	99	7156886	100%	1	55	0%	1	26
Special Business												
6	Special Resolution: Approval for the revision in remuneration of Mr. Mahesh Chhabria [holding DIN: 00166049], Managing Director of the Company.	E-voting	102	7156967	91	7130914	100%	8	4706	0%	3	21347
		Total	102	7156967	91	7130914	100%	8	4706	0%	3	21347
7	Special Resolution: Approval for the revision in remuneration of Ms. Aditi Chirmule [holding DIN: 01138984], Executive Director of the Company.	E-voting	102	7156967	94	7152261	100%	8	4706	0%	0	0
		Total	102	7156967	94	7152261	100%	8	4706	0%	0	0




8	Special Resolution: Approval for the payment of remuneration, (in the nature of commission or perquisite(s)) arising as a result of exercise of vested Equity Settled Stock Appreciation Rights (ESARs) under the Kirloskar Industries Limited - Employees Stock Appreciation Rights Plan 2019 (KIL ESARP 2019), to Mr. Vinesh Kumar Jairath, Non-Executive Director of the Company, in excess of 50% of the total remuneration payable to all Non-Executive Directors of the Company, for the Financial Year 2021-2022.	E-voting	102	7156967	98	7156565	100%	4	402	0%	0	0
		Total	102	7156967	98	7156565	100%	4	402	0%	0	0
9	Special Resolution: Approval to keep and maintain the statutory registers and other registers./ records to be maintained under Section 88 of the Companies Act, 2013, (the Act) and copies of the Annual Returns filed under Section 92 of the Act, at a place other than the Registered Office of the Company.	E-voting	102	7156967	101	7156957	100%	1	10	0%	0	0
		Total	102	7156967	101	7156957	100%	1	10	0%	0	0

For KIRLOSKAR INDUSTRIES LTD.

Chairman




 MANASI PARADKAR
 FCS-5447 CP-4385
 Practicing Company Secretary
 Pune
 Date: 10th August, 2021
 PRN : 1070/2021
 UDIN:F005447C000761281