

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 the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 & Regulation 44 of SEBI [Listing Obligations & Disclosure Requirements] Regulations 2015

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, has been appointed by the Board of Directors of Kirloskar Industries Limited [CIN: L70100PN1978PLC088972] as the Scrutinizer for the purpose of scrutinizing the voting process through Electronic means in respect of the resolution as mentioned in the Annexure to this report as circulated by postal ballot notice dt. 10th March 2023 sent by mail to the members holding shares as on cut-off date i.e. 24th March 2023 and ascertaining the voting result on the resolution contained in the postal ballot notice.

The scrutiny of voting process along with the ascertaining of voting results is as per the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with the relevant & updated SEBI Circulars and the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules 2014 together with all updated Circulars issued by the Ministry of Corporate Affairs.

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" if any, 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 Notice dated 10th March 2023 setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Members by email.
- ii. The remote e-voting period remained open from Saturday, 1 April 2023, at 9.00 a.m. and ends on Sunday, 30 April 2023 at 5.00 p.m.
- iii. The members of the Company as on the "cut-off" date i.e; Friday, 24 March 2023 were entitled to vote on the resolution as set out in the Notice.
- iv. Remote e-voting was unblocked after completion of voting process i.e on Sunday, 30 April 2023, in the presence of 2 witnesses, who are not in the employment of the Company and who has appended their signatures as witnesses thereto hereunder.
- v. The details containing *inter alia*, list of equity shareholders, who voted "for", "against" on the resolution put to vote, were generated from the e-voting website of NSDL.
- vi. The E-voting were reconciled with the records maintained by the RTA and thereafter, the report considering e-voting during the period was prepared. A copy of the same is annexed hereto.
- vii. I hereby confirm that, I am maintaining the Registers received from RTA and Electronic voting service provider agency in respect of E-voting. The Electronic data and all other relevant records relating to E-voting are under my self-custody and will be handed over to Chairman/Company Secretary for safe preservation.

Thanking You

Yours Faithfully,

For Manasi Paradkar & Associates

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

Place: Pune
Date: 2nd May, 2023
PRN:- 1070/2021
UDIN: F005447E000224611



Witness No.1

[Ms. Mugdha Kulkarni]

Witness no. 2

[Ms. Prerana Bhosle]

Received on 02.05.2023
For Kirloskar Industries Limited

Aditi Chirmule
Executive Director

Chairman/Director



Kirloskar Industries Limited
CIN-L70100PN1978PLC088972


ANNEXURE TO SCRUTINIZER'S REPORT FOR THE POSTAL BALLOT CONDUCTED BETWEEN THE PERIOD 01.04.2023 TO 30.04.2023

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
	Special Business											
1	Special Resolution To approve amendments in the KIL ESARP 2019, by adding 3,00,000 Employee Stock Appreciation Rights (ESARs) into the existing ESARs pool from 4,85,000 ESARs to 7,85,000 ESARs & to give authority to Board to create, offer & grant it in one or more tranches for the benefit of such persons as mentioned in the scheme.	E- Voting	117	4903205	86	48,66,426	99.2499%	31	36779	0.7501%	0	0




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
	Special Business											
2	Special Resolution: To consider and approve the amendment in clause no. 8.1, i.e (ESAR) Price in 'KIL – Employee Stock Appreciation Rights Plan 2019 by changing the percentage of discount from 40% to 50%. being a variation of terms not detrimental but beneficial to the interest of the employee	E-Voting	117	4903205	86	48,66,426	99.2499%	31	36779	0.7501%	0	0



 MANASI PARADKAR
 FCS-5447 CP-4385
 Practicing Company Secretary
 Pune
 2nd May, 2023
 PRN:1070/2021
 UDIN:F005447E000224611

Received on 02.05.2023
 For Kirloskar Industries Limited

 Aditi Chirmule
 Executive Director
 Chairman/Director