



Scrutinizer's Report

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

To,

The Chairman/Managing 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 ('Company') as the Scrutinizer for the purpose of scrutinizing the voting process and ascertaining the voting results through remote e-voting and e-voting at the 30th Annual General Meeting (AGM) of the members of the Company held on Wednesday, 25th September, 2024 at 11:30 a.m.

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 and updated SEBI Circulars and the provisions of Section 108 the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, together with all updated Circulars / notifications 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 dt. 14th August, 2024, 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 Sunday, 22nd September 2024, (9.00 a.m.) to Tuesday, 24th September 2024 (5.00 p.m.)
- iii. The members of the Company as on the "cut-off" date i.e., 18th September, 2024, were entitled to vote on the resolutions as set out in the Notice.



- iv. The facility for e-voting during the Annual General Meeting was provided to those members who attended the meeting but not voted through the remote e-voting facility.
- v. Remote e-voting along with the e-voting at the Annual General Meeting was unblocked after completion of voting process at the Annual General Meeting, 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.
- vi. Thereafter, the consolidated report considering remote e-voting and e-voting during the AGM was prepared. A copy of the same is annexed hereto
- vii. 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>.
- viii. The E-voting were reconciled with the records maintained by the RTA and thereafter, the consolidated report considering remote e-voting and e-voting during the AGM was prepared. A copy of the same is annexed hereto.
- ix. It is hereby confirmed 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 the Chairman / Company Secretary for safe preservation.

Thanking You
Yours Faithfully,
For Manasi Paradkar & Associates

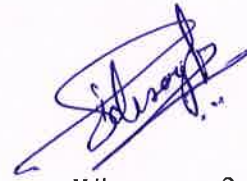

Manasi Paradkar
Practicing Company Secretary
[FCS- 5447, CP -4385]



Place: Pune
Date: 25/09/2024
PRN: 1070/2021
UDIN: F005447F001313864



Witness No.1
[Pooja Walunjkar]



Witness no. 2
[Ms.Siddhi Gargote]

Received on 25.09.2024
For KIRLOSKAR INDUSTRIES LTD.

(ATUL C. KIRLOSKAR)
CHAIRMAN

KIRLOSKAR INDUSTRIES LIMITED


CIN L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 30TH ANNUAL GENERAL MEETING DATED 25TH SEPTEMBER 2024

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	No. of members	Votes
Ordinary Business												
1	Ordinary Resolution: Adoption of the Audited Standalone Financial Statements of the Company [including consolidated financial statements] for the financial year ended 31st March 2024 and the reports of the Auditors and the Board of Directors thereon.	Remote Evoting	115	50,26,178	114	50,26,177	99.6486%	1	1	0.0000%	2	5,520
		Evoting at AGM	5	17,721	5	17,721	0.3513%	-	-	-	-	-
		Total	120	50,43,899	119	50,43,898	100.0000%	1	1	0.0000%	2	5,520
2	Ordinary Resolution : Declaration of Dividend of Rs. 13/- per equity share (i.e., 130%) for the Financial Year ended 31 March 2024.	Remote Evoting	117	50,31,698	116	50,31,697	99.6490%	1	1	0.0000%	-	-
		Evoting at AGM	5	17,721	5	17,721	0.3510%	-	-	-	-	-
		Total	122	50,49,419	121	50,49,418	100.00%	1	1	0.0000%		
3	Ordinary Resolution : Approval for the re-appointment of Mr. Vinesh Kumar Jairath [DIN:00391684] as a Director, who retires by rotation.	Remote Evoting	116	49,82,103	86	49,39,069	98.7849%	30	43,034	0.8607%	1	49,595
		Evoting at AGM	5	17,721	5	17,721	0.3544%	-	-	-	-	-
		Total	121	49,99,824	91	49,56,790	99.1393%	30	43,034	0.8607%	1	49,595



Special Business												
4	Special Resolution: Approval for the payment of remuneration, in the nature of commission arising as a result of exercise of vested Equity Settled Stock Appreciation Rights (ESARs) to Mr. Vinesh Kumar Jairath (DIN 00391684), 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 2024-2025	Remote Evoting	115	49,26,241	110	49,25,852	99.6337%	5	389	0.0079%	2	1,05,457
		Evoting at AGM	5	17,721	5	17,721	0.3584%	-	-	-	-	-
		Total	120	49,43,962	115	49,43,573	99.9921%	5	389	0.0079%	2	1,05,457
5	Special Resolution: Approval to the alteration of Articles of Association by inserting the new Article 153 (c) i.e., 'Appointment of Chairman Emeritus of the Company', after the present Article 153(b) of the Articles of Association of the Company	Remote Evoting	117	50,31,698	86	49,88,243	98.7885%	31	43,455	0.8606%	-	-
		Evoting at AGM	5	17,721	5	17,721	0.35095%	-	-	-	-	-
		Total	122	50,49,419	91	50,05,964	99.1394%	31	43,455	0.8606%	-	-


 MANASI PARADKAR
 FCS - 5447 CP - 4385
 Practicing Company Secretary
 Pune
 Date: 25/09/2024
 PR NO. 1070/2021
 UDIN:F005447F001313864



Received on 25.09.2024

For KIRLOSKAR INDUSTRIES LTD.


 (ATUL C. KIRLOSKAR)

CHAIRMAN