

**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 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,

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 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Saturday, 12<sup>th</sup> August 2023 at 2:30 p.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 of 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 dated 23<sup>rd</sup> May 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 Wednesday, 09<sup>th</sup> August 2023, (9.00 a.m.) to Friday, 11<sup>th</sup> August 2023 (5.00 p.m.)
- iii. The members of the Company as on the “cut-off” date i.e., - Saturday, 5<sup>th</sup> August 2023 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: 12/08/2023  
PRN: 1070/2021  
UDIN: F005447E000795082



Witness No.1  
[ Ms. Mugdha Kulkarni]



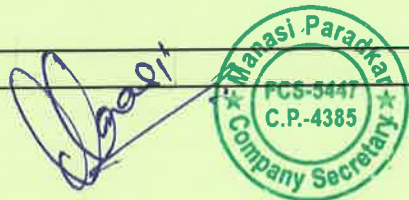
Witness no. 2  
[Ms. Prerana Bhosle]

Received on 12.08.2023  
For KIRLOSKAR INDUSTRIES LTD.  
  
(ATUL C. KIRLOSKAR)  
CHAIRMAN  


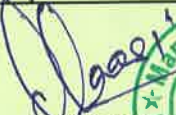

**KIRLOSKAR INDUSTRIES LIMITED**  
**CIN L70100PN1978PLC088972**


**ANNEXURE TO SCRUTINIZER'S REPORT FOR 29TH ANNUAL GENERAL MEETING DATED 12TH AUGUST 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	No. of members	Votes
	<b>Ordinary Business</b>											
1	Ordinary Resolution: Adoption of the Audited Standalone Financial Statements of the Company [including consolidate financial statements ] for the financial year ended 31st March 2023 and the reports of the Auditors and the Board of Directors thereon.	Remote Evoting	95	47,98,884	94	47,98,852	97.5514%	1	32	0.0006%	2	5,257
		Evoting at AGM	4	1,20,424	4	1,20,424	2.4480%	-	-	-	-	-
		<b>Total</b>	<b>99</b>	<b>49,19,308</b>	<b>98</b>	<b>49,19,276</b>	<b>99.9994%</b>	<b>1</b>	<b>32</b>	<b>0.0006%</b>	<b>2</b>	<b>5,257</b>
2	Ordinary Resolution : Declaration of Dividend of Rs. 11/- per equity share (i.e. 110%) for the Financial Year ended 31 March 2023.	Remote Evoting	97	48,04,141	96	48,04,109	97.5540%	1	32	0.0006%	-	-
		Evoting at AGM	4	1,20,424	4	1,20,424	2.4454%	-	-	-	-	-
		<b>Total</b>	<b>101</b>	<b>49,24,565</b>	<b>100</b>	<b>49,24,533</b>	<b>99.9994%</b>	<b>1</b>	<b>32</b>	<b>0.0006%</b>	<b>-</b>	<b>-</b>
3	Ordinary Resolution : Approval for the re-appointment of Mr.Mahesh Chhabria [DIN:00166049] as a Director, who retiers by rotation.	Remote Evoting	97	48,04,141	88	47,92,951	97.3274%	9	11,190	0.2272%	-	-
		Evoting at AGM	4	1,20,424	4	1,20,424	2.4454%	-	-	-	-	-
		<b>Total</b>	<b>101</b>	<b>49,24,565</b>	<b>92</b>	<b>49,13,375</b>	<b>99.7728%</b>	<b>9</b>	<b>11,190</b>	<b>0.2272%</b>	<b>-</b>	<b>-</b>



Special Business												
4	<b>Special Resolution:</b> Approval for the re-appointment of Mr. Satish Jamdar (DIN 00036653), as an Independent Director of the company to hold the office for a second term up to his attaining the age of 75 years, i.e., up to 8 May 2027, with effect from 17 May 2023.	Remote Evoting	97	48,04,141	94	48,04,103	97.5538%	3	38	0.0008%	-	-
		Evoting at AGM	4	1,20,424	4	1,20,424	2.4454%	-	-	-	-	-
		<b>Total</b>	101	49,24,565	98	49,24,527	99.9992%	3	38	0.0008%	-	-
5	<b>Special Resolution:</b> 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 2023-2024	Remote Evoting	97	48,04,141	80	47,90,092	97.2693%	17	14,049	0.2853%	-	-
		Evoting at AGM	4	1,20,424	4	1,20,424	2.4454%	-	-	-	-	-
		<b>Total</b>	101	49,24,565	84	49,10,516	99.7147%	17	14,049	0.2853%	-	-

  
  
 MANASI PARADKAR  
 FCS - 5447 CP - 4385  
 Practising Company Secretary  
 Pune  
 Date: 12th August, 2023  
 PR NO. 1070/2021  
 UDIN: F005447E000795082

Received on 12.08.2023  
 For KIRLOSKAR INDUSTRIES LTD.  
  
 (ATUL C. KIRLOSKAR)  
 CHAIRMAN

