

12 August 2023

BSE Limited
Corporate Relationship Department
1st Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai 400 001.

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051.

BSE Scrip Code: 500243

NSE Scrip Code: KIRLOSIND

Sir / Madam,

Sub.: Voting Results and Scrutinizer's Report for the 29th Annual General Meeting

The Annual General Meeting of the Company (AGM) held on Saturday, 12 August 2023, at 2.30 p.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility, in compliance with the provisions of the Companies Act, 2013, ('the Act') and Rules made thereunder read with the General Circular Nos. 14/2020,17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 8 April 2020, 12 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021, 5 May 2022 and 28 December 2022, respectively issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI / HO/ CFD/ CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023 issued by SEBI, (hereinafter referred to as 'SEBI Circulars');

Please find enclosed the following:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations).
2. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, including amendments thereof, on remote e-voting and e-voting during the AGM.

Based on the aforesaid Scrutinizer's Report, the resolutions for item nos. 1 to 5 of the AGM Notice were passed with requisite majority.

You are requested to take the same on your records.

Thanking you.

Yours faithfully,
For Kirloskar Industries Limited

Ashwini Mali
Company Secretary &
Compliance Officer
Encl.: As above

Kirloskar Industries Limited
A Kirloskar Group Company

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Resolution (1)								
Resolution required: (Ordinary / Special) was/were promoter/pramator group are interested in the said resolution?				Ordinary				
Description of resolution considered				Adoption of the Half-year financial statements of the Company for the financial year ended 31 March 2023 and Report of the Board of Directors and Auditors thereon (including Consolidated Financial Statements)				
Category	Mode of voting	No. of shares held	No. of votes pulled	% of Votes pulled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes pulled	% of Votes against on votes pulled
		(1)	(2)	$\frac{(3)-(4)}{(2)} \times 100$	(4)	(5)	$\frac{(6)-(7)}{(2)} \times 100$	$\frac{(7)-(6)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	7097924	4728382	66.6164	4728382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		4728382	66.6164	4728382	0	100.0000	0.0000
Public- Institutions	E-Voting	251487	43796	17.4148	43796	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		43796	17.4148	43796	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2537434	147130	5.7984	147098	32	99.9783	0.0217
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		147130	5.7984	147098	32	99.9783	0.0217
Total		9886845	4919308	49.7561	4919276	32	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of votes on resolution							Add Notes	

*this field is optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

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Resolution (2)								
Resolution required: (Ordinary / Special) was/were promoter/promoter group are interested in the said resolution?				Ordinary				
				No				
Description of resolution considered				Declaration of dividend on equity shares for the Financial Year ended 31 March 2023				
Category	Mode of voting	No. of shares held	No. of votes cast	% of Votes cast by shareholder	No. of votes - in favour	No. of votes - against	% of votes in favour of the resolution	% of Votes against the resolution
		(1)	(2)	$\frac{(3)-(4)}{(2)} \times 100$	(4)	(5)	$\frac{(6)-(7)}{(4)} \times 100$	$\frac{(7)-(5)}{(4)} \times 100$
Promoter and Promoter Group	E-Voting	7097924	4728382	66.6164	4728382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		7097924	4728382	66.6164	4728382	0	100.0000
Public-Institutional	E-Voting	251487	49053	19.5052	49053	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		251487	49053	19.5052	49053	0	100.0000
Public-Non Institutional	E-Voting	2537434	147130	5.7984	147098	32	99.9783	0.0217
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		2537434	147130	5.7984	147098	32	99.9783
Total		9886845	4924565	49.8093	4924533	32	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

*this field is optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutional	
Public-Non Institutional	

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Resolution (3)								
Resolution required: (Ordinary / Special) whether promoter/pramator group are interested in the said resolution?				Ordinary				
Description of resolution considered				No				
Description of resolution considered				Re-appointment of Mr. Mahesh Chhabria (DIN 00166049), who retired by rotation				
Category	Mode of voting	No. of shares held	No. of voter pulled	% of Voter pulled on outstandin g shares	No. of voter - in favour	No. of voter - opposit	% of voter in favour on voter pulled	% of Voter opposit on voter pulled
		(1)	(2)	(3)=[(2)/(1)] x100	(4)	(5)	(6)=[(4)/(2)] x100	(7)=[(5)/(2)] x100
Promoter and Promoter Group	E-Voting	7097924	4728382	66.6164	4728382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		4728382	66.6164	4728382	0	100.0000	0.0000
Public- Institution s	E-Voting	251487	49053	19.5052	37900	11153	77.2634	22.7366
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		49053	19.5052	37900	11153	77.2634	22.7366
Public- Non Institution s	E-Voting	2537434	147130	5.7984	147093	37	99.9749	0.0251
	Poll		0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total		147130	5.7984	147093	37	99.9749	0.0251
Total		9886845	4924565	49.8093	4913375	11190	99.7728	0.2272
Whether resolution is Pass or Not.							Yes	
Disclosure of voter on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Voter
Promoter and Promoter Group	
Public Institution	
Public - Non Institution	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/pramoter group are interested in the resolution?				No				
Description of resolution considered				re-appointment of Mr. Satish Kumar (DIN 00026652), as an independent director of the Company, to hold office for one and term up to his attaining the age of 75 years i.e. upto 8 May 2027 with effect from 17 May 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on attending shareholder	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4728382	66.6164	4728382	0	100.0000	0.0000
	Poll	7097924	0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total	7097924	4728382	66.6164	4728382	0	100.0000	0.0000
Public-Institutional	E-Voting		49053	19.5052	49053	0	100.0000	0.0000
	Poll	251487	0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total	251487	49053	19.5052	49053	0	100.0000	0.0000
Public-Man Institutional	E-Voting		147130	5.7984	147092	38	99.9742	0.0258
	Poll	2537434	0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total	2537434	147130	5.7984	147092	38	99.9742	0.0258
Total		9886845	4924565	49.8093	4924527	38	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of votes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutional	
Public-Man Institutional	

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Resolution (5)								
Resolution required: (Ordinary / Special) whether promoter/promoter group are interested in the resolution?				Special				
Description of resolution considered				No Payment or remuneration, in the nature of commission or perquisite or arising as a result of exercise of vested Equity Settled Stock Appreciation Rights (ESARs) granted under the Kirloskar Industries Limited - Employee Stock Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)-(2)}{(1)} \times 100$	(4)	(5)	$\frac{(6)-(4)}{(2)} \times 100$	$\frac{(7)-(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting		4728382	66.6164	4728382	0	100.0000	0.0000
	Poll	7097924	0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total	7097924	4728382	66.6164	4728382	0	100.0000	0.0000
Public-Institutional	E-Voting		49053	19.5052	35925	13128	73.2371	26.7629
	Poll	251487	0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total	251487	49053	19.5052	35925	13128	73.2371	26.7629
Public-Non Institutional	E-Voting		147130	5.7984	146209	921	99.3740	0.6260
	Poll	2537434	0	0.0000	0	0	0	0
	Partial Ballot (if app)		0	0.0000	0	0	0	0
	Total	2537434	147130	5.7984	146209	921	99.3740	0.6260
Total		9886845	4924565	49.8093	4910516	14049	99.7147	0.2853
Whether resolution is Pass or Not.							Yes	
Disclosure of votes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institution	
Public - Non Institution	

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 29th Annual General Meeting (AGM) of the members of the Company held on Saturday, 12th 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 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 23rd 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, 09th August 2023, (9.00 a.m.) to Friday, 11th August 2023 (5.00 p.m.)
- iii. The members of the Company as on the “cut-off” date i.e., - Saturday, 5th 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
	Ordinary Business											
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%	-	-	-	-	-
		Total	99	49,19,308	98	49,19,276	99.9994%	1	32	0.0006%	2	5,257
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%	-	-	-	-	-
		Total	101	49,24,565	100	49,24,533	99.9994%	1	32	0.0006%	-	-
3	Ordinary Resolution : Approval for the re-appointment of Mr.Mahesh Chhabria [DIN:00166049] as a Director, who retires 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%	-	-	-	-	-
		Total	101	49,24,565	92	49,13,375	99.7728%	9	11,190	0.2272%	-	-




Special Business												
4	Special Resolution: 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%	-	-	-	-	-
		Total	101	49,24,565	98	49,24,527	99.9992%	3	38	0.0008%	-	-
5	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 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%	-	-	-	-	-
		Total	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

