



## KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Enriching Lives

SEC/ F:21

December 15, 2021

**(BSE Scrip Code – 500241)**  
**BSE Limited**  
Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Ring,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai-400001**

**(NSE Symbol - KIRLOSBROS)**  
**National Stock Exchange of India Ltd.,**  
5<sup>th</sup> Floor, Exchange Plaza,  
Bandra (East)  
**Mumbai – 400 051**

**Ref: Letter dated November 11,2021**

**Sub: Outcome of Postal Ballot (E-voting) Results as per Regulation 44(3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Pursuant to Regulation 44(3) of the Listing Regulations and Section 110 read with 108 of the Companies Act, 2013 and also read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and circulars issued by the Ministry of Corporate Affairs, we are submitting herewith the voting results of business transacted in the Postal Ballot Notice passed by the members with requisite majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e., on Tuesday, December 14, 2021.

We are attaching herewith the Voting results and Scrutinizer's report for remote e-voting. The same is also available on the Company's website [www.kirloskarpumps.com](http://www.kirloskarpumps.com).

Kindly take the above information on record as compliance with applicable regulations of SEBI Listing Regulations 2015.

Thanking you,

Yours faithfully,  
For **KIRLOSKAR BROTHERS LIMITED**

**Sanjay Kirloskar**  
**Chairman and Managing Director**  
Encl: As above



Shyamprasad D. Limaye  
B.Com. LL.B. F.C.S  
Company Secretary

Flat No.303, Parag-Wahini C.H.S Ltd,  
126 Dahanukar Colony, Lane No. 4  
Kothrud, Pune: 411038.  
Tel.: (O) 25389985 Mobile No. 9423009462  
E-mail:shyamprasad.limaye@gmail.com

**Scrutiniser's Report**  
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the  
Companies (Management and Administration) Rules, 2014, as amended]

To,  
The Chairman & Managing Director  
Kirloskar Brothers Limited,  
CIN: L29113PN1920PLC000670  
Yamuna, Survey No, 98/(3to 7) Plot No. 3, Baner,  
PUNE 411045

Dear Sir,

1. I, Shyamprasad D Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Kirloskar Brothers Limited ("the Company") as a Scrutiniser for the purpose of scrutinising the e-voting for ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the postal ballot notice dated 29<sup>th</sup> October, 2021 ("the resolutions").
2. There were no postal ballot forms in view of the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular 39/2020 dated 31 December 2020, General Circular No 02/2021 dated January 13,2021 and General Circular 10/2021 dated 23 June 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars")
3. The notice dated 29<sup>th</sup> October, 2021, seeking approval of members of the Company along with statement setting out material facts under Section 102(1) of the Companies Act, 2013 was sent to the members in respect of the resolutions to be passed, through postal ballot via remote electronic voting ('e-voting'). The Company had provided remote e-voting facility to the members to vote on the resolutions through the electronic voting platform provided by National Securities Depository Limited ("NSDL").
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot via remote e-voting on the resolutions for approval of the members of the Company. My responsibility as a Scrutinizer for the postal ballot via remote e-voting is restricted to make a Scrutinizer's report of the votes cast in



"favour" or "against" the resolutions and "abstained" votes, based on the reports generated from the e-voting platform provided by NSDL.

5. Further to the above, I submit my report as under:-

- i. The Company has completed dispatch of Notice on Thursday 11 November, 2021:
  - a) dispatch of postal ballot notice, electronically, to its members whose names appeared in the register of members/list of beneficial holders as on Monday, 8<sup>th</sup> November, 2021, (End of Day) through their registered email ID.
  - b) The remote e-voting period remained open from Monday, 15 November, 2021 at 9.00 a.m. to Tuesday, 14<sup>th</sup> December, 2021 at 5.00 p.m.
- ii. The members whose names appeared in the register of members as on the "cut-off" date i.e. Monday, 8<sup>th</sup> November, 2021, (End of Day) were entitled to vote on the resolutions as set out in the Postal Ballot Notice of the Company.
- iii. The remote e-voting facility was disabled by NSDL on Tuesday, 14<sup>th</sup> December 2021 immediately after the completion of voting hours.

Thereafter considering votes through remote e-voting the result of the voting is given below. The details containing, *inter alia*, votes cast in "favor" or "against" on the resolutions that were put to vote, and whose votes became invalid and number of votes abstained from voting, were generated from the e-voting website of NSDL -i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com) and my report is based on such reports generated.

**Resolution No. 1 Ordinary Resolution for appointment of Mr. Amitava Mukherjee (DIN 00003285), as an Independent Director of the Company.**

| Sr No | Particulars of Voting | Voted through e-voting (no. of shareholders) | Voted through e-voting (No. of shares) | % of total Votes |
|-------|-----------------------|--|--|------------------|
| 1     | Total Votes received  | 179  | 57863032                               | 100.000          |
| 2     | Votes with Assent     | 162  | 37561210                               | 64.914           |
| 3     | Votes with Dissent    | 17   | 20301822                               | 35.086           |





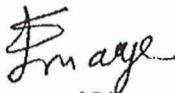
**Resolution No. 2 Ordinary Resolution for appointment of Mr. Vivek Pendharkar (DIN 02791043), as an Independent Director of the Company.**

| Sr No | Particulars of Voting | Voted through e-voting (no. of shareholders) | Voted through e-voting (No. of shares) | % of total Votes |
|-------|-----------------------|--|--|------------------|
| 1     | Total Votes received  | 179  | 57863032                               | 100.000          |
| 2     | Votes with Assent     | 162  | 37561210                               | 64.914           |
| 3     | Votes with Dissent    | 17   | 20301822                               | 35.086           |

**Resolution No. 3 Ordinary Resolution for Appointment of Ms. Rekha Sethi (DIN 06809515), as an Independent Director of the Company.**

| Sr No | Particulars of Voting | Voted through e-voting (no. of shareholders) | Voted through e-voting (No. of shares) | % of total Votes |
|-------|-----------------------|--|--|------------------|
| 1     | Total Votes received  | 178  | 57862874                               | 100.000          |
| 2     | Votes with Assent     | 156  | 37553584                               | 64.901           |
| 3     | Votes with Dissent    | 22   | 20309290                               | 35.099           |

Thanking You,  
Yours faithfully,



Shyamprasad Limaye  
Company Secretary  
Membership No. FCS 1587 CP 572  
Place: Pune  
Date: 15<sup>th</sup> December, 2021  
UDIN : F001587C001767505





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## KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Based on the foregoing, I hereby declare that the Resolutions 1 to 3 above, have been passed with the requisite majority.

For Kirloskar Brothers Limited

**Sanjay Kirloskar**  
Chairman & Managing Director

Date 15<sup>th</sup> December, 2021



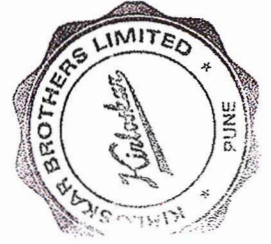
**KIRLOSKAR BROTHERS LTD**

|   |            |
|---|------------|
| Date of Postal Ballot   | 08-11-2021 |
| Total number of shareholders on record date                                   | 23065      |
| No. of shareholders present in the meeting either in person or through proxy: | NA         |
| Promoters and promoter Group:   |            |
| Public:   |            |
| No. of shareholders attended the meeting through Video Conferencing:          | NA         |
| Promoters and promoter Group:   |            |
| Public:   |            |

Resolution 1 : Appointment of Mr. Amitava Mukherjee (DIN 00003285), as an Independent Director of the Company.

|   |                     |
|---|---------------------|
| Resolution required :(Ordinary / Special)                                 | Ordinary Resolution |
| Whether promoter/promoter group are interested in the agenda/resolution ? | No                  |

| Category                  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|---------------------------|----------------|--------------------|---------------------|--|-----------------------|----------------------|---|---|
|                           |                | (1)                | (2)                 | (3)  | (4)                   | (5)                  | (6)   | (7)   |
| Promoter & Promoter Group | E-VOTING       | 52371675           | 52272877            | 99.81  | 31972811              | 20300066             | 61.17   |   |
|                           | POLL           | 0                  | 0                   | 0.00   | 0                     | 0                    | 0.00  | 38.84   |
|                           | POSTAL BALLOT  | 0                  | 0                   | 0.00   | 0                     | 0                    | 0.00  | 0.00  |
| Public - Institutions     | TOTAL          | 52371675           | 52272877            | 99.81  | 31972811              | 20300066             | 61.17   | 38.83   |
|                           | E-VOTING       | 8543264            | 5548062             | 64.94  | 5548062               | 0                    | 100.00  | 0.00  |
|                           | POLL           | 0                  | 0                   | 0.00   | 0                     | 0                    | 0.00  | 0.00  |
| Public-Non Institutions   | POSTAL BALLOT  | 0                  | 0                   | 0.00   | 0                     | 0                    | 0.00  | 0.00  |
|                           | TOTAL          | 8543264            | 5548062             | 64.94  | 5548062               | 0                    | 100.00  | 0.00  |
|                           | E-VOTING       | 18493987           | 42093               | 0.23   | 40337                 | 1756                 | 95.83   | 4.17  |
| TOTAL                     | POLL           | 0                  | 0                   | 0.00   | 0                     | 0                    | 0.00  | 0.00  |
|                           | POSTAL BALLOT  | 0                  | 0                   | 0.00   | 0                     | 0                    | 0.00  | 0.00  |
|                           | TOTAL          | 18493987           | 42093               | 0.23   | 40337                 | 1756                 | 95.83   | 4.17  |
|                           |                | 79408926           | 57863032            | 72.87  | 37561210              | 20301822             | 64.91   | 35.09   |



For KIRLOSKAR BROTHERS LTD.

*Sanjay Kirloskar*

**SANJAY KIRLOSKAR**  
Chairman & Managing Director



Resolution 2 : Appointment of Mr. Vivek Pendharkar (DIN 02791043), as an Independent Director of the Company.

| Resolution required : (Ordinary / Special)                                |                | Ordinary Resolution       |                            |  |                              |                             |   |   |
|---|----------------|---------------------------|----------------------------|--|------------------------------|-----------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution ? |                | No                        |                            |  |                              |                             |   |   |
| Category  | Mode of Voting | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter & Promoter Group   | E-VOTING       | 52371675                  | 52272877                   | 99.81  | 31972811                     | 20300066                    | 61.17   | 38.84   |
|   | POLL           | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|   | POSTAL BALLOT  | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|   | TOTAL          | 52371675                  | 52272877                   | 99.81  | 31972811                     | 20300066                    | 61.17   | 38.83   |
| Public - Institutions   | E-VOTING       | 8543264                   | 5548062                    | 64.94  | 5548062                      | 0                           | 100.00  | 0.00  |
|   | POLL           | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|   | POSTAL BALLOT  | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|   | TOTAL          | 8543264                   | 5548062                    | 64.94  | 5548062                      | 0                           | 100.00  | 0.00  |
| Public-Non Institutions   | E-VOTING       | 18493987                  | 42093                      | 0.23   | 40337                        | 1756                        | 95.83   | 4.17  |
|   | POLL           | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|   | POSTAL BALLOT  | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|   | TOTAL          | 18493987                  | 42093                      | 0.23   | 40337                        | 1756                        | 95.83   | 4.17  |
| TOTAL   |                | 79408926                  | 57863032                   | 72.87  | 37561210                     | 20301822                    | 64.91   | 35.09   |



FOR KIRLOSKAR BROTHERS LTD.

*Sanjay Kirloskar*

SANJAY KIRLOSKAR  
Chairman & Managing Director

Resolution 3 : Appointment of Ms. Rekha Sethi (DIN 06809515), as an Independent Director of the Company.

| Resolution required : (Ordinary / Special)                                |                | Ordinary Resolution    |                         |  |                           |                          |  |  |
|---|----------------|------------------------|-------------------------|--|---------------------------|--------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? |                | No                     |                         |  |                           |                          |  |  |
| Category  | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group   | E-VOTING       | 52371675               | 52272877                | 99.81  | 31972811                  | 20300066                 | 61.17  | 38.84  |
|   | POLL           | 0                      | 0                       | 0.00   | 0                         | 0                        | 0.00   | 0.00   |
|   | POSTAL BALLOT  | 0                      | 0                       | 0.00   | 0                         | 0                        | 0.00   | 0.00   |
|   | TOTAL          | 52371675               | 52272877                | 99.81  | 31972811                  | 20300066                 | 61.17  | 38.83  |
| Public - Institutions   | E-VOTING       | 8543264                | 5548062                 | 64.94  | 5540765                   | 7297                     | 99.87  | 0.13   |
|   | POLL           | 0                      | 0                       | 0.00   | 0                         | 0                        | 0.00   | 0.00   |
|   | POSTAL BALLOT  | 0                      | 0                       | 0.00   | 0                         | 0                        | 0.00   | 0.00   |
|   | TOTAL          | 8543264                | 5548062                 | 64.94  | 5540765                   | 7297                     | 99.87  | 0.13   |
| Public-Non Institutions   | E-VOTING       | 18493987               | 41935                   | 0.23   | 40008                     | 1927                     | 95.41  | 4.60   |
|   | POLL           | 0                      | 0                       | 0.00   | 0                         | 0                        | 0.00   | 0.00   |
|   | POSTAL BALLOT  | 0                      | 0                       | 0.00   | 0                         | 0                        | 0.00   | 0.00   |
|   | TOTAL          | 18493987               | 41935                   | 0.23   | 40008                     | 1927                     | 95.40  | 4.60   |
| TOTAL   |                | 79408926               | 57862874                | 72.87  | 37553584                  | 20309290                 | 64.90  | 35.10  |



FOR KIRLOSKAR BROTHERS LTD.

*(Signature)*  
 SANKAR KIRLOSKAR  
 Chairman & Managing Director