



KIRLOSKAR ELECTRIC COMPANY LTD.,

Sect./35/2022-23

August 12, 2022

To,

The Secretary,

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Scrip Code 533193; Scrip ID KIRELECT

National Stock Exchange Limited

Exchange Plaza,

Bandra Kurla Complex,

Bandra (East)

Mumbai – 400 051

Symbol – KECL; Series – EQ

Dear Sir,

Sub: Scrutinizer's Report for 75th Annual General Meeting ("AGM");

Please find enclosed Scrutinizer's report for the 75th Annual General Meeting of the Company held on Friday, August 12, 2022 held through Video Conferencing / Other Audio Visual Means.

This is for your information and dissemination.

Thanking you

Yours faithfully

For **Kirloskar Electric Company Limited**

MAHABALES
HWAR BHAT

Mahabaleshwar Bhat

Company Secretary & Compliance Officer

Encl: a/a

Regd. Office: No. 19, 2nd Main Road, Peenya 1st Stage, Phase -1, Peenya, Bengaluru, Karnataka, 560058

T+91 80 2839 7256, F +91 80 2839 6727; Email Id: investors@kirloskarelectric.com

Customer care No. : 1800 102 8268, website: www.kirloskarelectric.com

CIN: L31100KA1946PLC000415



Form No. MGT-13

REPORT OF SCRUTINIZER

*[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

Mr. Vijay Ravindra Kirloskar

Chairman,

75th Annual General Meeting of the Equity Shareholders of **Kirloskar Electric Company Limited** held on Friday, 12th August 2022 through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") at 11:00 A.M.

Dear Sir,

I, CS Sudheendra P Ghali, Practicing Company Secretary, Belgaum, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (ii) Voting through electronic voting system at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 75th (Seventy Fifth) Annual General Meeting of the Equity Shareholders dated July 12, 2022. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

I submit my report as under:

1. The remote E-Voting period remained open Tuesday, August 09, 2022 (from 9.00 A.M.) and will end on Thursday, August 11, 2022 (at 5.00 P.M)
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to MCA Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

3. The voting rights were reckoned as on Friday, August 05, 2022, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on 12th August 2022 at 11.53 A.M. in the presence of two witnesses.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by Central Depository Services (India) Limited (CDSL).
6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by Central Depository Services (India) Limited (CDSL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by Central Depository Services (India) Limited (CDSL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) **RESOLUTION NO. 1**

To receive, consider and adopt the audited standalone financial statement of the Company for the year ended March 31, 2022 together with the reports of the Board of Directors and auditor's thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon.

(i) Voted **in favour** of Resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	91	33145285	100
E-Voting at the AGM	3	9107	100
Total	94	33154392	100

(ii) Voted **against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	4	212	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	4	212	NIL

(iii) **Invalid Votes - NIL**

b) RESOLUTION NO. 2

To appoint Mrs. Meena Kirloskar (DIN: 00286774), Non Executive Director,
who retires by rotation as a Director

(i) Voted **in favour** of Resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	88	33145034	100
E-Voting at the AGM	3	9107	100
Total	91	33154141	100

(ii) Voted **against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	7	463	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	7	463	NIL

(iii) **Invalid Votes - NIL**

c) **RESOLUTION NO. 3**

To appoint Mr. Ravi Ghai (DIN: 08715119), as Director of the Company and as an Independent Director of the Company

(i) Voted **in favour** of Resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	88	33145055	100
E-Voting at the AGM	3	9107	100
Total	91	33154162	100

(ii) Voted **against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	7	442	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	7	442	NIL

(iii) **Invalid Votes - NIL**

d) RESOLUTION NO. 4

To appoint Mr. Anand Balaramacharya Hunnur (DIN: 06650798), as Director of the Company.

(i) Voted **in favour** of Resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	86	33143937	100
E-Voting at the AGM	3	9107	100
Total	89	33153044	100

(ii) Voted **against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	6	342	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	6	342	NIL

(iii) **Invalid** Votes - **NIL**

e) **RESOLUTION NO. 5**

To appoint Mr. Anand B Hunnur (DIN: 06650798) as Managing Director of the Company

(i) Voted **in favour** of Resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	88	33143977	100
E-Voting at the AGM	3	9107	100
Total	91	33153084	100

(ii) Voted **against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	5	312	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	5	312	NIL

(iii) **Invalid Votes - NIL**

f) **RESOLUTION NO. 6**

To appoint M/s. Sundar and Associates (AF no.1172), Chartered Accountants, Malaysia as auditor of the Branch office situated at Kuala Lumpur, Malaysia

(i) Voted **in favour** of Resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	90	33145085	100
E-Voting at the AGM	3	9107	100
Total	93	33154192	100

(ii) Voted **against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	5	412	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	5	412	NIL

(iii) Invalid Votes - **NIL**

g) RESOLUTION NO. 7

To appoint M/s. BMS Auditing, Chartered Accountants, as auditor of the Branch office situated at Ajman, UAE

(i) Voted **in favour** of Resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	89	33145078	100
E-Voting at the AGM	3	9107	100
Total	92	33154185	100

(ii) Voted **against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	6	419	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	6	419	NIL

(iii) **Invalid Votes - NIL**

h) RESOLUTION NO. 8

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022

(i) Voted **in favour** of Resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	90	33145278	100
E-Voting at the AGM	3	9107	100
Total	93	33154385	100

(ii) Voted **against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	5	219	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	5	219	NIL

(iii) **Invalid Votes - NIL**

8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

SUDHEENDRA
PRAKASH
GHALI

Digitally signed by
SUDHEENDRA PRAKASH
GHALI
Date: 2022.08.12 19:25:39
+05'30'

(Sudheendra P Ghali)

Scrutinizer

FCS 7037; CP No. 7537

Date: August 12, 2022

Place: Belagavi

UDIN Number: F007037D000789676