

3 April 2023

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai 400 001
Scrip Code: 500243

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

Dear Sir / Madam,

Sub.: Voting Results and Scrutinizer's Report for Postal Ballot (including voting by electronic means) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In furtherance to our letter dated 30 March 2023 and pursuant to Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that after submission of the Scrutinizer Report dated 30 March 2023 in respect of the e-voting for the special resolutions under the Postal Ballot Notice dated 27 February 2023 read with Corrigendum to the same dated 15 March 2023, the Company has received a communication from the National Stock Exchange of India Limited (NSE) stating that since some shareholders might have executed their votes before 15 March 2023 i.e., before the issuance of the Corrigendum, the Company shall send an email to such shareholders and provide them a chance to write to the Scrutinizer by email if such shareholders have any concern with respect to the votes already casted by them prior to the issuance of the Corrigendum, within 48 hours of such email.

Accordingly, the Company sent an email dated 31 March 2023 at 5.30 p.m. to the shareholders who had exercised their voting rights before issuance of the Corrigendum dated 15 March 2023, informing them that they may communicate their objection or concern on the said vote casted, if any, in respect of the special resolution at Item no. 1 in the Postal Ballot Notice amended by the Corrigendum, to the Scrutinizer on or before 2nd April 2023 6.00 p.m. at the Scrutinizer's email id mentioned therein. Mrs. Manasi Paradkar, the Scrutinizer has confirmed that she has not received any objection, change or any concern in respect of the votes casted by such shareholders.

In view of the aforesaid, she has confirmed that there is no change in the Scrutinizer's Report already issued by her on 30 March 2023 and the same shall be considered as the final Scrutiniser's Report in respect of the e-voting on the Postal Ballot Notice dated 27 February 2023 read with Corrigendum dated 15 March 2023.

Kirloskar Industries Limited

A Kirloskar Group Company

Regd. Office: Cello Platina, Office Number 801, Fergusson College Road, Shivajinagar, Pune- 411005

Tel: +91 (20) 29704374 | Fax: +91 (20) 29704374

Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com

CIN: L70100PN1978PLC088972

As per the Scrutinizer's Report dated 30 March 2023 read with confirmation letter dated 3 April 2023, Special Resolutions as set out in the Postal Ballot Notice dated 27 February 2023 read with Corrigendum dated 15 March 2023 have been duly approved by the shareholders of the Company with the requisite majority.

In this regard, please find enclosed the final Scrutinizer Report dated 30 March 2023 read with Scrutiniser's confirmation letter dated 3 April 2023.

You are requested to take the same on record.

Thanking you.

**Yours faithfully,
For Kirloskar Industries Limited**

**Ashwini Mali
Company Secretary &
Compliance Officer**

Encl.: As above

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 and
Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014] & Regulation
44 of SEBI [Listing Obligations & Disclosure Requirements] Regulations 2015

To,

The Chairman / Director,
Kirloskar Industries Limited,
Office No. 801, 8th Floor,
Cello Platina Fergusson College Road,
Shivajinagar, Pune 411005.

Dear Sir,

Subject: - Scrutinizer's report after email dated 31 March 2023 sent by the Company to the shareholders who have casted their vote prior to the issuance of Corrigendum dated 15 March 2023 to the Postal Ballot Notice dated 27 February 2023.

I Manasi Paradkar, a Company Secretary in Practice, have been appointed by the Board of Directors of Kirloskar Industries Limited [CIN: L70100PN1978PLC088972] as the Scrutinizer for the purpose of scrutinizing the voting process through Electronic means in respect of special resolution as mentioned in Annexure to this report as circulated by postal ballot notice dt. 27th February 2023 along with corrigendum to the notice dt. 15th March 2023 sent by email to the members holding shares as on cut-off date i.e., 22nd February 2023 and ascertaining the voting result on the resolution contained in the postal ballot notice.




The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules thereunder relating to e-voting. My responsibility as a Scrutinizer for the voting process through different modes is restricted to making 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.

The Company had issued and circulated a Corrigendum dated 15 March 2023 to the Postal Ballot Notice dated 27 February 2023 ("**Corrigendum**") in relation to the special resolution at Item no. 1 in the Postal Ballot Notice, pertaining to the preferential issue and allotment of warrants convertible into equity shares to Mr. Atul Kirloskar and Mr. Rahul Kirloskar ("**Preferential Issue**").

The e-voting commenced on Tuesday 28 February 2023 at 9.00 a.m. and ended on Wednesday 29 March 2023 at 5.00 p.m. The special resolution proposing the Preferential Issue has been passed with a majority of 99.97% of votes in favour of the said resolution. Therefore, the special resolution in respect of the Preferential Issue is deemed to be passed by the shareholders of the Company on 29th March 2023. I have issued my report in respect of the e-voting on the special resolutions circulated by Postal Ballot Notice along with the Corrigendum, and the same has been disclosed to the stock exchanges by the Company on 30th March 2023.

After submission of my report on 30th March 2023, the Company has received oral and written communications from NSE stating that some shareholders might have executed their votes before 15 March 2023 i.e., before issuance of the Corrigendum and therefore, the Company shall give an option to such shareholders to write to the Scrutinizer within 48 hours, if such shareholders have any concern with respect to the votes already casted by them prior to the issuance of the Corrigendum.

Accordingly, the Company has sent an email dated 31st March 2023 at 5.30 p.m. to such shareholders who have exercised their voting rights before issuance of the Corrigendum, informing them that they may communicate their objection or concern on the said vote casted/resolution, if any, to me on or before 2nd April 2023, 6.00 p.m. at my email id. My email id was provided in the said email.




I, Manasi Paradkar, Scrutinizer, confirm that I have not received any objection, change or any concern in respect of the votes casted by such shareholders in respect of the special resolution no. 1 in respect of the Preferential Issue passed by the shareholders of the Company as on 29th March, 2023 after giving fair chance to the shareholders.

In view of the aforesaid, I state that there is no change in the Scrutinizer's Report already issued by me dt. 30th March 2023 and the same shall be considered as the final Scrutiniser's Report in respect of the e-voting. This letter shall be read with the said already issued Scrutiniser's Report and covering letter, dated 30th March 2023.

The said final report dated 30th March 2023 is enclosed with this letter for the sake of completeness and record.

Thanking You

Yours Faithfully,
For Manasi Paradkar & Associates


Manasi Paradkar
Practicing Company Secretary

[FCS- 5447, CP -4385]

Place: Pune
Date: 3rd April, 2023
PRN: 1070/2021




Witness No. 1
[Ms. Mugdha Kulkarni]


Witness No.2
[Ms. Yogita Barve]

MAHESH
RAMCHAND
CHHABRIA

Digitally signed by
MAHESH RAMCHAND
CHHABRIA
Date: 2023.04.03
19:30:22 +05'30'

Chairman/Managing Director

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 and
Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014] & Regulation
44 of SEBI [Listing Obligations & Disclosure Requirements] Regulations 2015

To,

The Chairman / 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] as the Scrutinizer for the purpose of scrutinizing the voting process through Electronic means in respect of special resolution as mentioned in Annexure to this report as circulated by postal ballot notice dt. 27th February 2023 along with corrigendum to the notice dt. 15th March, 2023 sent by mail to the members holding shares as on cut-off date i.e. 22 February 2023 and ascertaining the voting result on the resolution contained in the postal ballot notice.

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 and read with the relevant & updated SEBI Circulars and the provisions of Section 108 & Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules 2014 read with all updated Circulars 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 27th February 2023 along with corrigendum to the notice dt. 15th March, 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 Tuesday, 28th February 2023, at 9.00 a.m. and ends on Wednesday, 29th March 2023 at 5.00 p.m.
- iii. The members of the Company as on the "cut-off" date i.e; Wednesday, 22nd February 2023 were entitled to vote on the resolutions as set out in the Notice.
- iv. Remote e-voting was unblocked after completion of voting process i.e on Wednesday, 29th March 2023, 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.
- v. The details containing *inter alia*. list of equity shareholders, who voted "for", "against" on the resolution put to vote, were generated from the e-voting website of NSDL.
- vi. The E-voting were reconciled with the records maintained by the RTA and thereafter, the report considering e-voting during the period was prepared. A copy of the same is annexed hereto.
- vii. I hereby confirm 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 Chairman/Company Secretary for safe preservation.

Thanking You

Yours Faithfully,

For Manasi Paradkar & Associates


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





Witness No.1

[Ms. Mugdha Kulkarni]



Witness no. 2

[Ms. Yogita Barve]

Place: Pune
Date: 30th March, 2023
PRN: 1070/2021
UDIN F005447D003323707

Received on 30.03.2023
For KIRLOSKAR INDUSTRIES LTD.


ATUL C. KIRLOSKAR
CHAIRMAN
Chairman/Managing Director



Annexure- Evoting report on postal ballot

Kirloskar Industries Limited
CIN-L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR THE POSTAL BALLOT CONDUCTED BETWEEN THE PERIOD 28.02.2023 TO 29.03.2023

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 Votes	No. of members	Votes
	Special Business											
1	Special Resolution To create, offer, issue and allot Warrants on Preferential Basis to Mr. Atul Kirloskar and Mr. Rahul Kirloskar [Proposed allottees] on the price & terms as stated in the notice entitling the proposed allottees to convert such warrants into equal number of equity shares of the Company of Rs. 10/- each within a period of 18 months from the date of allotment of warrants	E- Voting	141	51,30,928	131	51,29,395	99.9701%	10	1533	0.0299%	0	0



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 Votes	No. of members	Votes
	Special Business											
2	Special Resolution: To authorise the Board to enhance the limits for giving loans, making investments and providing guarantees or security u/s 186 of the Companies Act, 2013 in one or more tranches not exceeding a sum of Rs. 400 crores over & above the 100% free reserves of the Company.	E-Voting	140	51,30,927	122	51,03,002	99.4558%	18	27925	0.5442%	1	1



Manasi Paradkar

MANASI PARADKAR
FCS-5447 CP-4385
Practicing Company Secretary
Pune
30th March, 2023
PRN:1070/2021
UDIN:F005447D003323707

Received on 30.03.2023

For KIRLOSKAR INDUSTRIES LTD.

Jatul G. Kirloskari
Chairman/Director
CHAIRMAN

