

30 March 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 of Postal Ballot (including voting by electronic means) as per the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The details of voting results of the Postal Ballot (including voting by electronic means in respect of the following Special Resolutions contained in the Postal Ballot Notice dated 27 February 2023, along with the Scrutinizer's Report on Postal Ballot including voting by electronic means, are enclosed:

1. Approval for issue of Convertible Warrants on preferential basis.
2. Approval for Enhance the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013.

Based on the aforesaid Scrutinizer's Report, the resolutions have been passed with requisite majority.

You are requested to take the same on your record.

Thanking you.

**Yours faithfully,
For Kirloskar Industries Limited**

**Ashwini Mali
Company Secretary &
Compliance Officer**

Encl.: As above

[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

ANNEXURE I

Format for Voting Results

Date of the AGM / EGM	Not Applicable (Resolution passed through Postal Ballot)
Total number of shareholders on record date (i.e., 22 February 2023)	17,729
Number of shareholders present in the meeting either in person or through proxies – Promoters and Promoters Group Public	Not Applicable (Resolution passed through Postal Ballot)
Number of shareholders attended the meeting through Video Conferencing – Promoters and Promoters Group Public	Not Applicable (Resolution passed through Postal Ballot)

Agenda – wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1 – Issue of Convertible Warrants on preferential basis								
Resolution required: (Ordinary / Special)			Special 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	No. of votes – in favor	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	70,98,178	47,22,624	66.53	47,22,624	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		47,22,624	66.53	47,22,624	0	100.00	0
Public – Institutions	E-voting	3,53,278	31,610	8.95	31,610	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,610	8.95	31,610	0	100.00	0
Public – Non Institutions	E-voting	24,32,444	3,76,694	15.49	3,75,161	1,533	99.59	0.41
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3,76,694	15.49	3,75,161	1,533	99.59	0.41
Total		98,83,900	51,30,928	51.91	51,29,395	1,533	99.97	0.03

The aforesaid Special Resolution has been passed with requisite majority.

Resolution No. 2 – Enhance the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013								
Resolution required: (Ordinary / Special)			Special 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	No. of votes – in favor	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	70,98,178	47,22,624	66.53	47,22,624	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		47,22,624	66.53	47,22,624	0	100.00	0
Public – Institutions	E-voting	3,53,278	31,610	8.95	4,355	27,255	13.78	86.22
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,610	8.95	4,355	27,255	13.78	86.22
Public – Non Institutions	E-voting	24,32,444	3,76,693	15.49	3,76,023	670	99.82	0.18
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3,76,693	15.49	3,76,023	670	99.82	0.18
Total		98,83,900	51,30,927	51.91	51,03,002	27,925	99.46	0.54

The aforesaid Special Resolution has been passed with requisite majority.

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.



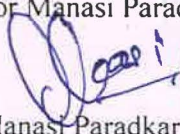

Further to the above, I submit my report as under: -

- 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. KIRLOSKARI
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

Handwritten signature



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
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.

(Signature)
JATUL G. KIRLOSKARI
Chairman/Director
CHAIRMAN

