



Enriching Lives

**KIRLOSKAR BROTHERS LIMITED**

A Kirloskar Group Company

SEC/ F:22

December 12, 2022

**BSE Limited**

Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Ring,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001.

**(BSE Scrip Code – 500241)**

**National Stock Exchange of India Ltd.,**

5<sup>th</sup> Floor, Exchange Plaza,  
Bandra (East)  
Mumbai – 400 051.

**(NSE Symbol – KIRLOSBROS)**

Dear Sir/Madam,

**Sub: Details of voting results of Extra Ordinary General Meeting (EGM) called by Requisition**

**Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

In terms of the subject referred Regulation, we are enclosing a disclosure of voting results of the EGM together with the Scrutinizer's Reports on e-voting.

Date of the Extra Ordinary General Meeting	Thursday, December 08, 2022
Total number of shareholders as on Cut-off Date (i.e. December 01, 2022)	25087
Number of shareholders present at the meeting either in person:	
• Promoter and Promoter group	0
• Public	0
Number of shareholders attended the meeting through Video Conferencing:	
• Promoter and Promoter Group	03
• Public	32

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

**Devang Trivedi**  
**Company Secretary**

Encl: As Above

**Scrutinizer's Report**  
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies,  
(Management and Administration) Rules, 2014 as amended]

To,

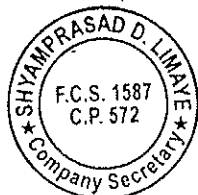
The Chairman of the Meeting,  
Kirloskar Brothers Ltd.,  
CIN: L29113PN1920PLC000670,  
Yamuna, S No.98/3 – 7, Plot No.3 Baner,  
Pune – 411045.

Dear Sir,

I, Shyamprasad D. Limaye, Company Secretary in practice, have been appointed by the Board of Directors of Kirloskar Brothers Limited ("The Company") as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Extra-Ordinary General Meeting (EGM) of the members of the Company called by Requisition as per Section 100 of the Companies Act, 2013 and held on Thursday, the 08<sup>th</sup> day of December, 2022 at 2.00 p.m., after ascertaining the quorum the proceedings commenced through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility at the Registered office of the Company (the deemed venue).

1. The notice dated 16<sup>th</sup> November, 2022 convening the EGM of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said EGM of the Company.
2. 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 electronic means - on the resolutions contained in the Notice of the EGM to the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from the e-voting process system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company, to provide remote e-voting facilities and e-voting during the EGM.
3. Further to the above, I submit my report as under: -
  - i. The remote e-voting period remained open from Monday, 05<sup>th</sup> December, 2022 (9:00 A.M) to Wednesday, 07<sup>th</sup> December, 2022 (5:00 P.M).

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- ii. The members who were on record of the Company as on the "cut-off" date i.e. Thursday, 01<sup>st</sup> December, 2022, (End of Day) were entitled to vote on the resolutions as set out in the notice of EGM of the Company.
- iii. The votes cast via remote e-voting were blocked on Wednesday, 07<sup>th</sup> December, 2022 immediately after completion of aforesaid voting hours by NSDL through its system.
- iv. The E-voting facility was provided by NSDL at the EGM on Thursday, 08<sup>th</sup> December, 2022 for those members who attended the meeting but not voted through remote e-voting facility.
- v. Thereafter considering remote e-voting and e-voting at the EGM, the combined result of the voting is as under:

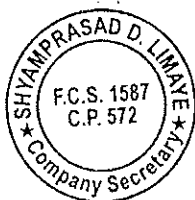
Resolution No. 1 - Ordinary Resolution for Appointment of an Independent and reputed external entity as an independent forensic auditor for conducting a forensic audit to investigate and (i) verify the expenses incurred by Kirloskar Brothers Limited on legal, professional and consultancy charges over the past 6 (six) years, and the affairs of Kirloskar Brothers Limited; (ii) verify all records, books of accounts, minutes books, other documents of Kirloskar Brothers Limited; and (iii) examine the conduct of the Board of Directors of Kirloskar Brothers Limited including Independent Directors.

Sr No	Particulars of Voting	Voted through e-voting (no. of shareholders)	Voted through e-voting (No. of shares)	% of total Votes cast through e-voting.
1	Total Votes received	158	5,98,54,746	100.00
2	Votes with Assent	73	2,15,52,006	36.01
3	Votes with Dissent	85	3,83,02,740	63.99

Thanking You,  
Yours faithfully,

*Limaye*

Shyamprasad Limaye  
Company Secretary  
FCS 1587 CP 572



UDIN : F001587D002677095

Place: PUNE  
Date: 10/12/2022

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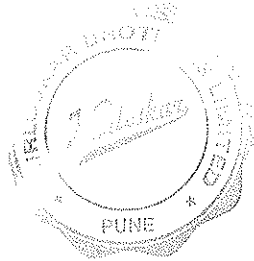
## KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Based on the Scrutinizer's Report dated 10<sup>th</sup> December, 2022, I declare that the Resolution No. 1 is not passed.

For Kirloskar Brothers Limited

**Company Secretary**  
**Devang Trivedi**



Date: December 12, 2022

**KIRLOSKAR BROTHERS LTD**

<b>Date of the AGM/EGM</b>	08/12/2022
<b>Total number of shareholders on record date</b>	25087
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and promoter Group: Public:	<b>No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM.</b>
<b>No. of shareholders attended the meeting through Video Conferencing:</b> Promoters and promoter Group: Public:	35 03 32
<b>Resolution 1</b> : Appointment of an Independent and reputed external entity as an independent forensic auditor for conducting a forensic audit to investigate and (i) verify the expenses incurred by Kirloskar Brothers Limited on legal, professional and consultancy charges over the past 6 (six) years, and the affairs of Kirloskar Brothers Limited; (ii) verify all records, books of accounts, minutes books, other documents of Kirloskar Brothers Limited; and (iii) examine the conduct of the Board of Directors of Kirloskar Brothers Limited including Independent Directors.	
<b>Resolution required :(Ordinary / Special)</b>	<b>Ordinary Resolution</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution ?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled 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	52266690	99.80	20300066	31966624	38.84	61.16
	POLL	52371675	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	52371675	52266690	99.80	20300066	31966624	38.84	61.16
Public - Institutions	E-VOTING	8324988	5612857	67.42	56100	5556757	1.00	99.00
	POLL	8324988	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	8324988	5612857	67.42	56100	5556757	1.00	99.00
Public-Non Institutions	E-VOTING	18712263	1975199	10.56	1195840	779359	60.54	39.46
	POLL	18712263	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	18712263	1975199	10.56	1195840	779359	60.54	39.46
<b>TOTAL</b>		<b>79408926</b>	<b>59854746</b>	<b>75.38</b>	<b>21552006</b>	<b>38302740</b>	<b>36.01</b>	<b>63.99</b>