



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,

77th Annual General Meeting of the Equity Shareholders of **Kirloskar Electric Company Limited** held on Monday, 16th September, 2024 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 77th (Seventy Seven) Annual General Meeting of the Equity Shareholders dated September 16, 2024. 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 from Thursday, September 12, 2024 (from 9.00 A.M.) and ended on Sunday, September 15, 2024 (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, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023.



3. The voting rights were reckoned as on Monday, September 09, 2024, 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 16th September 2024 at 12.57 P.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, 2024 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, 2024 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	124	3,16,21,470	99.06
E-Voting at the AGM	4	1,90,521	100
Total	128	3,18,11,991	99.06

(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	3,03,098	0.94
E-Voting at the AGM	0	0	0.00
Total	7	3,03,098	0.94

(iii) **Invalid Votes- NIL**



b) **RESOLUTION NO. 2**

To appoint a director in place of Mrs. Meena Kirloskar (DIN: 00286774) who retires by rotation and being eligible, offers herself for reappointment."

(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	123	3,16,19,728	99.05
E-Voting at the AGM	4	1,90,521	100
Total	127	3,18,10,249	99.05

(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	8	3,04,840	0.95
E-Voting at the AGM	0	0	0.00
Total	8	3,04,840	0.95

(iii) **Invalid Votes - NIL**



c) **RESOLUTION NO. 3**

To appoint M/s K N Prabhashankar and Co., as Statutory Auditors of the Company for the period of three years. 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	126	3,18,03,087	99.62
E-Voting at the AGM	4	1,90,521	100
Total	130	3,19,93,608	99.62

(i) 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	1,21,481	0.38
E-Voting at the AGM	0	0	0
Total	5	1,21,481	0.38

(ii) Invalid Votes- NIL



d) **RESOLUTION NO. 4**

Regularization of Additional Independent Director, Mr. Mohammed Saad Bin Jung (DIN: 00264525) by appointing him 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	116	3,18,00,370	99.61
E-Voting at the AGM	4	1,90,521	100
Total	120	3,19,90,891	99.61

(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	13	1,23,795	0.39
E-Voting at the AGM	0	0	0.00
Total	13	1,23,795	0.39

(iii) **Invalid Votes- NIL**



e) **RESOLUTION NO. 5**

Regularization of Additional Independent Director, Dr. Pangal Ranganath Nayak (DIN: 01507096) by appointing him 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	124	3,18,03,063	99.62
E-Voting at the AGM	4	1,90,521	100
Total	128	3,19,93,584	99.62

(i) 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	1,21,505	0.38
E-Voting at the AGM	0	0	0.00
Total	7	1,21,505	0.38

(ii) Invalid Votes- NIL



f) **RESOLUTION NO. 6**

Revision in the remuneration payable to Mr. Vijay R Kirloskar (DIN: 00031253), Executive Chairman 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	115	3,16,18,323	99.05
E-Voting at the AGM	4	1,90,521	100
Total	119	3,18,08,844	99.05

(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	13	3,05,755	0.95
E-Voting at the AGM	0	0	0.00
Total	13	3,05,755	0.95

(iii) **Invalid Votes - NIL**



g) **RESOLUTION NO. 7**

Revision in the remuneration payable to Mr. Anand B Hunnur (DIN:06650798)
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	118	3,17,40,831	99.43
E-Voting at the AGM	4	1,90,521	100
Total	122	3,19,31,352	99.43

(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	10	1,83,247	0.57
E-Voting at the AGM	0	0	0.00
Total	10	1,83,247	0.57

(iii) **Invalid Votes - NIL**



h) **RESOLUTION NO. 8**

Revision in the remuneration payable to Mr. Sanjeev Kumar S (DIN: 08673340),

Director (Finance) and Chief Financial Officer of the company.

(iv) **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	117	3,17,40,531	99.43
E-Voting at the AGM	4	1,90,521	100
Total	121	3,19,31,052	99.43

(v) **Voted against** the resolution

	Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-Voting	11	1,83,547	0.57
E-Voting at the AGM	0	0	0.00
Total	11	1,83,547	0.57

(vi) **Invalid Votes - NIL**



i **RESOLUTION NO. 9**

To appoint M/s. BMS Auditing, Chartered Accountants, P.O. Box no. 80394, Dubai, UAE as auditor of the Branch office situated at Ajam, UAE.

(vii) 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	126	3,19,24,285	100
E-Voting at the AGM	4	1,90,521	100
Total	130	3,21,14,806	100

(viii) 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	273	0.00
E-Voting at the AGM	0	0	0.00
Total	4	273	0.00

(ix) Invalid Votes - NIL



j **RESOLUTION NO. 10**

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024.

(x) **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	124	3,19,23,528	100
E-Voting at the AGM	4	1,90,521	100
Total	128	3,21,14,049	100

(xi) **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	1,030	0.00
E-Voting at the AGM	0	0	0.00
Total	6	1,030	0.00

(xii) **Invalid Votes - NIL**

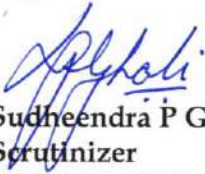
- i) A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.



j) 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 P Ghali
Scrutinizer
FCS 7037; CP No. 7537
Peer Review C. No.:S2017KR518300
UDIN Number: F007037F001231051



Date: 17/09/2024
Place: Belagavi