



SCRUTINIZER'S REPORT

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

of 70th Annual General Meeting of Kirloskar Electric Company Limited bearing CIN: L31100KA1946PLC000415, held on Thursday, 21st September 2017 at Hotel Royal Orchid, #1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Kodihalli, Bangalore 560 068 at 10.00 A.M.

Dear Sir,

I, Swaroop S, Partner: Swaroop, Ravishankar and Associates, Practising Company Secretaries having the office address at # 216, First and Third Floor, Maruthi Nilaya, 4th Cross, Cubbonpet, Bangalore 560002, Karnataka, have been appointed as Scrutinizer of **KIRLOSKAR ELECTRIC COMPANY LIMITED**("the Company"), for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolutions, submit our report as under:

1. The e-voting facility was made available to shareholders from 9:00 AM of September 18, 2017 to 05:00 PM of September 20, 2017.
2. The shareholders holding shares as on "cut off" date, i.e., September 15, 2017 were entitled to vote for the proposed five (9) resolutions (item 1 to 9 as set out in the Notice).
3. The votes cast through e-voting process were unblocked at 11:30am on September 21, 2017 in the presence of two witnesses, Mr. Aditya, residing at No. 3129, 1st floor, 4th phase, Girinagar, Bangalore - 560085 and Ms. Nidhi Parekh, residing at No. 35, 1st main road, 2nd stage, Okalipuram, Bangalore - 560021 who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

Name: Nidhi Parekh

Name: Aditya A



4. Further, all the e-voting data containing the list of shareholders, their votes casted "for" or "against" the resolutions were downloaded from portal of Central Depository Services (India) Limited (CDSL) (www.evotingindia.com).
5. The result of the e-voting is as under:

a. Resolution 1

Adoption of financial statements

To adopt audited annual financial statement along with the audited annual consolidated financial statement of the company for the year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
36	32834175	99.998%

ii. Voted against the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
2	172	0.001%

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



b. Resolution 2

Appointment of auditors

M/s. B. K. Ramadhyani and Co. LLP (LLP Registration No: AAD-7041) Chartered Accountants, Bengaluru, and M/s. Sunder & Associates, (AF No: 1172), Chartered Accountants, Malaysia, are holding offices as Auditors of the Company and of the sales office at Kuala Lumpur, Malaysia, respectively, for the financial year 2016-17, whose offices shall expire at the conclusion of this AGM.

Based on the recommendation of the Audit Committee, the Board of directors has, subject to the approval of the members, appointed M/s. Ashok Kumar, Prabhashankar & Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this 70th AGM until the conclusion of the 72nd AGM and M/s. Sunder & Associates, (AF No: 1172), Chartered Accountants, Malaysia, as branch auditor of the company to hold office from the conclusion of this AGM until the conclusion of the next AGM.

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT M/s. Ashok Kumar, Prabhashankar & Co., Chartered Accountants, (FRN : 0049825), Chartered Accountants, Bengaluru, are hereby appointed as Auditors of the Company in terms of the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of the 70th Annual General Meeting until the conclusion of the 72nd Annual General Meeting of the company and that the Board of Directors of the Company (“Board”) is hereby authorized to fix their remuneration.

RESOLVED FURTHER THAT M/s. Sundar & Associates, (AF No. 1172), Chartered Accountants, Malaysia, the retiring Auditors, of the company’s sales office at Kuala Lumpur, Malaysia, are hereby appointed as Auditors of the sales office in Malaysia pursuant to Section 143 read with Section 139, 142 and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company and that the Board is hereby authorized to fix their remuneration.

RESOLVED FURTHER THAT the Board is hereby empowered to do all such acts and take all such steps as may be necessary, expedient or proper to give effect to foregoing resolution,”



i.Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
36	32834175	99.998%

ii.Voted against the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
2	172	0.001%

iii.Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



c. Resolution 3

Appointment of Mr. Krishnamurthy Ganesh as a Director liable to retire by rotation

To appoint a Director in place of Mr. Krishnamurthy Ganesh (DIN: 05160176) who retires by rotation and, being eligible, seeks reappointment.

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Krishnamurthy Ganesh (DIN: 05160176), who retires by rotation pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, is hereby reappointed as a Director liable to retire by rotation.”

i. Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
35	32833675	99.998%

ii. Voted against the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
3	672	0.002%

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



d. Resolution 4

Appointment of Mr. Shyamanta Bardoloi as Director

The Board of Directors of the company has appointed Mr. Shyamanta Bardoloi (DIN: 01720375) as an additional director of the Company under the provisions of Section 161 (1) of the Companies Act, 2013. Mr. Shyamanta Bardoloi is eligible for appointment as Director of the Company and the Company has received a notice from a member in terms of the provisions of Section 160(1) of the Companies Act, 2013 proposing him to the office of director.

In this regards, members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to provisions of Sections 160 of the Companies Act, 2013 and the rules made thereunder as amended, and articles of association of the company, Mr. Shyamanta Bardoloi (DIN:01720375), who was appointed as an additional director by the Board of Directors and holds office effective from November 14, 2016 upto the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act 2013 and in respect of whom the company has received a notice in writing from a member proposing his candidature to the office of director of the company be and is hereby appointed as director liable to retire by rotation.”

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
35	32833675	99.998%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
3	672	0.002%



(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



e. Resolution 5

Approval to the remuneration of the cost auditors

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

M/s. Rao, Murthy & Associates (Firm Regn no. 000065), Cost Auditors, have been appointed as Cost Auditors of the Company for the financial year 2016-17 and 2017 -18 and the audit fees payable to the cost auditors for the financial years are Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand Only) and Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only), respectively, which were approved by the Board of directors based upon the recommendation of the audit committee.

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

“RESOLVED THAT cost audit fees of Rs. 4,50,000/- (Rupees four lakhs and fifty thousand only) and Rs. 3,50,000/- (Rupees three lakhs and fifty thousand only) for the financial years 2016-17 and 2017-18, respectively, are hereby approved for payment to M/s. Rao, Murthy & Associates (Firm Regn no. 000065), Cost Auditors.

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
34	32833550	99.998%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
4	797	0.002%



(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



f. Resolution 6

Revision in the remuneration payable to Mr. Vijay R Kirloskar,
Executive Chairman

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT, in supersession of resolution no. 6 passed at the 68th Annual General Meeting of the company held on September 28, 2015 and according to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, as amended, consent of members be and is hereby given to the increase in the remuneration payable to Mr. Vijay R Kirloskar (having DIN: 00031253), Executive Chairman of the company, for the period effective from October 1, 2016 upto August 11, 2017 to Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month with details as set out herein :

a. Salary: Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month

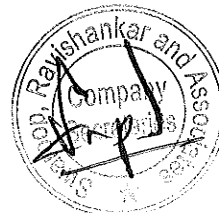
b. Perquisites and allowances: The Chairman shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, re-imbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to the overall limit of his salary which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

Explanation

Perquisites shall be evaluated as per the provisions of the Income tax Rules.

“Family” here means the spouse, dependent children of the Chairman. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company’s car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.



Apart from the reimbursement of ordinary medical expenses, in case of hospitalization of the Chairman, the company shall reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit. The Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the Company has losses or its profits are inadequate, remuneration of Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month be paid to Mr. Vijay R Kirloskar as minimum remuneration.

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
33	32833549	99.998%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
5	798	0.002%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Note: The above resolution has been voted in favour (by means of e-voting) by Mr. Vijay R Kirloskar who is Executive Chairman and Promoter of the Company, (holding 1,18,40,618 shares) and he was interested in the resolution.



g. Resolution 7

Reappointment of Mr. Vijay R Kirloskar as Executive Chairman

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

RESOLVED THAT in terms of the provisions of Sections 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013, rules framed thereunder and Schedule V, as amended, and subject to the approval of Central Government, if required, consent of the company be and is hereby accorded to the reappointment of Mr. Vijay R Kirloskar (DIN: 00031253), as Executive Chairman of the Company for a period of Three (3) years effective from August 12, 2017 on the remuneration as set out below:

a. **Salary:** Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs) per annum.

b. **Perquisites and allowances:** Chairman shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to the overall limit of his salary which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

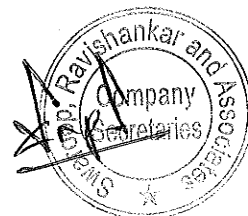
Explanation

Perquisites shall be evaluated as per the provisions of the income tax rules.

"Family" here means the spouse, dependent children of the Chairman.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.



Apart from the re-imbursement of ordinary medical expenses, in case of hospitalization of the Chairman, the company shall reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit. Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the company has losses or its profits are inadequate, remuneration of Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs) per annum or such higher remuneration, as may be permitted according to the schedule V to the Companies Act, 2013 be paid to Mr. Vijay R Kirloskar as minimum remuneration.

(iv) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
35	32833675	99.998%

(v) Voted **against** the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
3	672	0.002%

(vi) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Note: The above resolution has been voted in favour (by means of e-voting) by Mr. Vijay R Kirloskar who is Executive Chairman and part of promoter group of the Company, (holding 1,18,40,618 shares) and he was interested in the resolution.



h. Resolution 8

Appointment of Mr. Anand B. Hunnur as Managing Director:

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT in terms of the provisions of Sections 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013, rules framed thereunder and Schedule V, as amended, approval of the company be and is hereby accorded to the appointment, including the terms of appointment, of Mr. Anand B Hunnur (DIN: 06650798), as Managing Director of the company for a period of Three (3) years with a remuneration of Rs. 80,00,000/- per annum effective from May 26, 2017 with the remuneration details as set out hereunder:

a. Salary: Rs. 25,00,000/- (Rupees Twenty Five Lakhs) per annum.

b. Perquisites and allowances : Managing Director shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to ceiling of Rs. 55,00,000/- per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

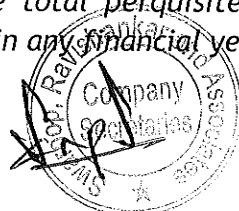
Explanation

Perquisites shall be evaluated as per the provisions of the income tax rules.

“Family” here means the dependent child of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Apart from the reimbursement of ordinary medical expenses, in case of hospitalization of the Managing Director, the Board of directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs. 55,00,000/- per annum in any financial year.



The Managing Director shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with schedule V, as amended, to the Companies Act, 2013, where in any financial year during the tenure of the appointment, company has losses or its profits are inadequate, the remuneration of Rs. 80,00,000/- (Rupees Eighty Lakhs Only) or such higher remuneration, as may be approved by the Board of directors within the limits permitted under schedule V to the Companies Act, 2013 be paid to Mr. Anand B Hunnur as the minimum remuneration.

(vii) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
35	32833675	99.998%

(viii) Voted against the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
3	672	0.02%

(ix) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Note: The above resolution has been voted in favour (by means of e-voting) by Mr. Anand B Hunnur who is Managing Director and Shareholder of the Company, (holding 1,208 shares) and he was interested in the resolution.



i. Resolution 9

Revision in the remuneration payable to Mr. Vinayak N Bapat, Managing Director:

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT, in supersession of resolution no. 7 passed at the 68th Annual General Meeting of the Company held on September 28, 2015 and according to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, as amended, consent of members be and is hereby given to the increase in the remuneration of Mr. Vinayak N Bapat (having DIN: 06936639), Managing Director of the company, to Rs. 96,00,000 p.a (Rupees Ninety Six Lakhs only) with effect from January 1, 2017 with the details as set out herein:

a. Salary: Rs. 25,00,000/- (Rupees Twenty Five Lakhs only);

b. Perquisites and allowances: Managing Director shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, re-imbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to ceiling of Rs. 71,00,000/- (Rupees Seventy One Lakhs only) per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

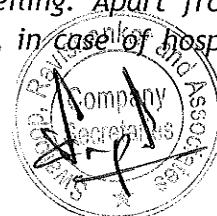
Explanation

Perquisites shall be evaluated as per the provisions of the income tax rules.

“Family” here means the spouse, dependent children of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Apart from the re-imbursement of ordinary medical expenses, in case of hospitalization



of Mr. Vinayak N. Bapat the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit.

The Managing Director shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the company has losses or its profits are inadequate, remuneration of Rs. 96,00,000/- per annum be paid to Mr. Vinayak N Bapat as minimum remuneration.

(x) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
33	32833549	99.998%

(xi) Voted **against** the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
5	798	0.002%

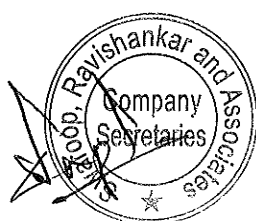
(xii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



- (xiii) The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



Place: Bangalore
Dated: 21.09.2017

SWAROOP S BBM., ACS.
PRACTISING COMPANY SECRETARY
CP : 9997
216, 1st Floor, Maruthi Nilaya, 4th Cross,
Cubbonpet, Bangalore - 560 002.



Consolidated Report on voting through e-voting and poll at AGM

To,

The Chairman

of 70th Annual General Meeting of Kirloskar Electric Company Limited bearing CIN: L31100KA1946PLC000415, held on Thursday, 21st September 2017 at Hotel Royal Orchid, #1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Kodihalli, Bangalore 560 068 at 10.00 A.M.

Dear Sir,

I, Swaroop S, Partner: Swaroop, Ravishankar & Associates., Practising Company Secretaries having the office address at # 216, First & Third Floor, Maruthi Nilaya, 4th Cross, Cubbonpet, Bangalore 560002, Karnataka, having been appointed as Scrutinizer of **KIRLOSKAR ELECTRIC COMPANY LIMITED** ("the Company"), in its Annual General Meeting held on 21st September, 2017 to conduct the e-voting and poll at AGM in a fair and transparent manner for the following resolution:

Ordinary Resolution

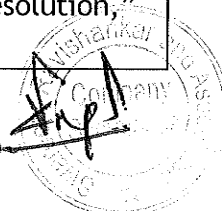
To adopt audited annual financial statement along with the audited annual consolidated financial statement of the company for the year ended March 31, 2017 together with the reports of the Board of directors and auditors thereon.

Ordinary Resolution

"RESOLVED THAT M/s. Ashok Kumar, Prabhashankar & Co., Chartered Accountants, (FRN : 004982S), Chartered Accountants, Bengaluru, are hereby appointed as auditors of the company in terms of the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of the 70th annual general meeting until the conclusion of the 72nd annual general meeting of the company and that the Board of directors of the company ("Board") is hereby authorized to fix their remuneration.

RESOLVED FURTHER THAT M/s. Sundar & Associates, (AF No. 1172), Chartered Accountants, Malaysia, the retiring auditors, of the company's sales office at Kuala Lumpur, Malaysia, are hereby appointed as auditors of the sales office in Malaysia pursuant to Section 143 read with Section 139, 142 and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the company and that the Board is hereby authorized to fix their remuneration.

RESOLVED FURTHER THAT the Board is hereby empowered to do all such acts and take all such steps as may be necessary, expedient or proper to give effect to foregoing resolution,"



Ordinary Resolution

"RESOLVED THAT Mr. Krishnamurthy Ganesh(DIN: 05160176), who retires by rotation pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, is hereby reappointed as a director liable to retire by rotation."

Ordinary Resolution

"RESOLVED THAT pursuant to provisions of Sections 160 of the Companies Act, 2013 and the rules made thereunder as amended, and articles of association of the company, Mr. Shyamanta Bardoloi (DIN:01720375), who was appointed as an additional director by the Board of directors and holds office effective from November 14, 2016 upto the ensuing annual general meeting pursuant to the provisions of Section 161 of the Companies Act 2013 and in respect of whom the company has received a notice in writing from a member proposing his candidature to the office of director of the company be and is hereby appointed as director liable to retire by rotation."

Ordinary Resolution

"RESOLVED THAT cost audit fees of Rs. 4,50,000/- (Rupees four lakhs and fifty thousand only) and Rs. 3,50,000/- (Rupees three lakhs and fifty thousand only) for the financial years 2016-17 and 2017-18, respectively, are hereby approved for payment to M/s. Rao, Murthy & Associates (Firm Regn no. 000065), cost auditors."



Special Resolution

"RESOLVED THAT, in supersession of resolution no. 6 passed at the 68th Annual General Meeting of the Company held on September 28, 2015 and according to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, as amended, consent of members be and is hereby given to the increase in the remuneration payable to Mr. Vijay R Kirloskar (having DIN: 00031253), Executive Chairman of the company, for the period effective from October 1, 2016 upto August 11, 2017 to Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month with details as set out herein :

- a. Salary: Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month
- b. Perquisites and allowances: The Chairman shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, re-imbursment of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to the overall limit of his salary which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company."

Explanation

Perquisites shall be evaluated as per the provisions of the Income tax Rules. "Family" here means the spouse, dependent children of the Chairman.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Apart from the reimbursement of ordinary medical expenses, in case of hospitalization of the Chairman, the company shall reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit.

The Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the company has losses or its profits are inadequate, remuneration of Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month be paid to Mr. Vijay R Kirloskar as minimum remuneration.



Special Resolution

"RESOLVED THAT in terms of the provisions of Sections 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013, rules framed thereunder and Schedule V, as amended, and subject to the approval of Central Government, if required, consent of the company be and is hereby accorded to the reappointment of Mr. Vijay R Kirloskar (DIN 00031253), as Executive Chairman of the company for a period of Three (3) years effective from August 12, 2017 on the remuneration as set out below:

- a. Salary: Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs) per annum.
- b. Perquisites and allowances : Chairman shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to the overall limit of his salary which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

Explanation

Perquisites shall be evaluated as per the provisions of the income tax rules. "Family" here means the spouse, dependent children of the Chairman.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Apart from the re-imbursement of ordinary medical expenses, in case of hospitalization of the Chairman, the company shall reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit.

Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the company has losses or its profits are inadequate, remuneration of Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs) per annum or such higher remuneration, as may be permitted according to the schedule V to the Companies Act, 2013 be paid to Mr. Vijay R Kirloskar as minimum remuneration.



Special Resolution

“RESOLVED THAT in terms of the provisions of Sections 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013, rules framed thereunder and Schedule V, as amended, approval of the company be and is hereby accorded to the appointment, including the terms of appointment, of Mr. Anand B Hunnur (DIN: 06650798), as Managing Director of the company for a period of Three (3) years with a remuneration of Rs. 80,00,000/- per annum effective from May 26, 2017 with the remuneration details as set out hereunder:

- a. Salary: Rs. 25,00,000/- (Rupees Twenty Five Lakhs) per annum.
- b. Perquisites and allowances :Managing Director shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to ceiling of Rs. 55,00,000/- per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

Explanation

Perquisites shall be evaluated as per the provisions of the income tax rules. “Family” here means the dependent child of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company’s car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Apart from the reimbursement of ordinary medical expenses, in case of hospitalization of the Managing Director, the Board of directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs. 55,00,000/- per annum in any financial year.

The Managing Director shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with schedule V, as amended, to the Companies Act, 2013, where in any financial year during the tenure of the appointment, company has losses or its profits are inadequate, the remuneration of Rs. 80,00,000/- (Rupees Eighty Lakhs Only) or such higher remuneration, as may be approved by the Board of directors within the limits permitted under schedule V to the Companies Act, 2013 be paid to Mr. Anand B Hunnur as the minimum remuneration.



Special Resolution

“RESOLVED THAT, in supersession of resolution no.7 passed at the 68th annual general meeting of the company held on September 28, 2015 and according to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, as amended, consent of members be and is hereby given to the increase in the remuneration of Mr. Vinayak N Bapat (having DIN: 06936639), Managing Director of the company, to Rs. 96,00,000 p.a (Rupees Ninety Six Lakhs only) with effect from January 1, 2017 with the details as set out herein:

a. Salary: Rs. 25,00,000/- (Rupees Twenty Five Lakhs only);

b. Perquisites and allowances: Managing Director shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, re-imbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to ceiling of Rs. 71,00,000/- (Rupees Seventy One Lakhs only) per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

Explanation

Perquisites shall be evaluated as per the provisions of the income tax rules. “Family” here means the spouse, dependent children of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company’s car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Apart from the re-imbursement of ordinary medical expenses, in case of hospitalization of Mr. Vinayak N. Bapat the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit.

The Managing Director shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the company has losses or its profits are inadequate, remuneration of Rs. 96,00,000/- per annum be paid to Mr. Vinayak N Bapat as minimum remuneration



I submit my report as under:

1. The dispatch of notice (s), forms/ or electronic ballot and postage prepaid business reply envelope(s) was completed on August 29, 2017.
2. The members holding shares as on "cut-off date" i.e., September 15, 2017 were entitled to vote on the proposed resolution by e-voting or voting through poll at AGM.
3. An advertisement regarding dispatch of notice was published in Business Standard and Kannada Prabha on August 31, 2017.
4. The Shareholders of the Company had an option of e-voting or poll at the AGM. Shareholders opting to vote through e-voting facility, cast their votes on the designated website (www.evotingindia.com).
5. The voting through electronic means commenced from 9:00 AM of September 18, 2017 to 05:00 PM of September 20, 2017.
6. With the support of M/s. Integrated Registry Management Services Private Limited, Registrar and Transfer Agent ('RTA') of the Company, the poll papers were scrutinized and signatures of Members who had cast their votes were verified with specimen signatures registered with RTA as provided by depositories.
7. A final electronic report of the e-voting was generated by me accessing the data available to me from the website www.evotingindia.com of CDSL. The votes were unblocked by me in presence of two witnesses, Mr. Aditya, residing at No. 3129, 1st floor, 4th phase, Girinagar, Bangalore - 560085 and Ms. Nidhi Parekh, residing at No. 35, 1st main road, 2nd stage, Okalipuram, Bangalore - 560021 who are not in employment of the Company.

They have signed below in confirmation of votes being unblocked in their presence.

Aditya

Name: Aditya

Nidhi

Name: Nidhi

8. The particulars of poll papers received from the Members in physical form(s) and electronic voting report generated from CDSL (the Authorized Agency for e-voting) have been entered in a separate register maintained for the purpose.
9. The proxy forms received by post/courier/by hand and the poll papers received at the AGM were kept under our safe custody. The electronic ballots were maintained by the CDSL in electronic registry.



10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The information on the invalid votes, abstained from voting is summarised resolution wise:

Resolution No	Invalid No. of Votes *	Invalid No. of Shares & %	No. of abstained Votes -	No. of abstained Shares
1.	9	7809 (0.02%)	-	-
2.	9	7809 (0.02%)	-	-
3.	9	7809 (0.02%)	-	-
4.	9	7809 (0.02%)	3	41
5.	9	7809 (0.02%)	2	32
6.	9	7809 (0.02%)	2	23
7.	9	7809 (0.02%)	2	23
8.	9	7809 (0.02%)	1	14
9.	9	7809 (0.02%)	3	41

* Shares were considered invalid based on the mismatch in shareholders information and signatures

11. The consolidated report on the results of the voting through ballot paper and e-voting are as under: (Refer Table)



Resolution No. 1- Adoption of financial statements

To adopt audited annual financial statement along with the audited annual consolidated financial statement of the company for the year ended March 31, 2017 together with the reports of the Board of directors and auditors thereon.

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Mode of voting (Poll Paper)							
Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1074	0.0037%	1056	18	98.324 %	1.676%
Mode of voting (e-voting)							
Promoter and Promoter Group	32827027	32827027	100%	32827027	-	100%	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	7320	0.0250%	7148	172	97.650 3%	2.3497%



Resolution No. 2- Appointment of Auditors

M/s. B. K. Ramadhyani and Co. LLP (LLP Registration No: AAD-7041) Chartered Accountants, Bengaluru, and M/s. Sunder & Associates, (AF No: 1172), Chartered Accountants, Malaysia, are holding offices as auditors of the company and of the sales office at Kuala Lumpur, Malaysia, respectively, for the financial year 2016-17, whose offices shall expire at the conclusion of this AGM.

Based on the recommendation of the audit committee, the Board of directors has, subject to the approval of the members, appointed M/s. Ashok Kumar, Prabhashankar & Co., chartered accountants, as auditors of the company to hold office from the conclusion of this 70th AGM until the conclusion of the 72nd AGM and M/s. Sunder & Associates, (AF No: 1172), chartered accountants, Malaysia, as branch auditor of the company to hold office from the conclusion of this AGM until the conclusion of the next AGM.

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT M/s. Ashok Kumar, Prabhashankar & Co., chartered accountants, (FRN : 004982S), chartered accountants, Bengaluru, are hereby appointed as auditors of the company in terms of the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of the 70th annual general meeting until the conclusion of the 72nd annual general meeting of the company and that the Board of directors of the company ("Board") is hereby authorized to fix their remuneration.

RESOLVED FURTHER THAT M/s. Sundar & Associates, (AF No. 1172), chartered accountants, Malaysia, the retiring auditors, of the company's sales office at Kuala Lumpur, Malaysia, are hereby appointed as auditors of the sales office in Malaysia pursuant to Section 143 read with Section 139, 142 and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the company and that the Board is hereby authorized to fix their remuneration.

RESOLVED FURTHER THAT the Board is hereby empowered to do all such acts and take all such steps as may be necessary, expedient or proper to give effect to foregoing resolution,"



Type of Resolution: Ordinary

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Mode of voting (Poll Paper)							
Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1074	0.0037%	1060	14	98.6965%	1.3035%
Mode of voting (e-voting)							
Promoter and Promoter Group	32827027	32827027	100%	32827027	-	100%	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	7320	0.0250%	7148	172	97.6503%	2.3497%



Resolution No. 3 -Appointment of Mr. Krishnamurthy Ganesh as a director liable to retire by rotation

To appoint a director in place of Mr. Krishnamurthy Ganesh (DIN: 05160176) who retires by rotation and, being eligible, seeks reappointment.

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Krishnamurthy Ganesh (DIN: 05160176), who retires by rotation pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, is hereby reappointed as a director liable to retire by rotation.”

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Mode of voting (Poll Paper)							
Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1074	0.0037%	1056	18	98.3240%	1.6760%
Mode of voting (e-voting)							
Promoter and Promoter Group	32827027	32827027	100%	32827027	-	100%	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	7320	0.0250%	6648	672	90.8197%	9.1803%

Resolution No. 4 - Appointment of Mr. Shyamanta Bardoloi as director

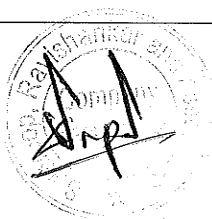
The Board of directors of the company has appointed Mr. Shyamanta Bardoloi (DIN-01720375) as an additional director of the company under the provisions of Section 161 (1) of the Companies Act, 2013. Mr. Shyamanta Bardoloi is eligible for appointment as director of the company and the company has received a notice from a member in terms of the provisions of Section 160(1) of the Companies Act, 2013 proposing him to the office of director.

In this regards, members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to provisions of Sections 160 of the Companies Act, 2013 and the rules made thereunder as amended, and articles of association of the company, Mr. Shyamanta Bardoloi (DIN:01720375), who was appointed as an additional director by the Board of directors and holds office effective from November 14, 2016 upto the ensuing annual general meeting pursuant to the provisions of Section 161 of the Companies Act 2013 and in respect of whom the company has received a notice in writing from a member proposing his candidature to the office of director of the company be and is hereby appointed as director liable to retire by rotation.”

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Mode of voting (Poll Paper)							
Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1033	0.0035%	1033	0	100%	-
Mode of voting (e-voting)							



Promoter and Promoter Group	32827027	32827027	100%	32827027	-	100%	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non- Institutions Group	29325091	7320	0.0250%	6648	672	90.819 7%	9.1803%



Resolution No. 5 - Approval to the remuneration of the cost auditors

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

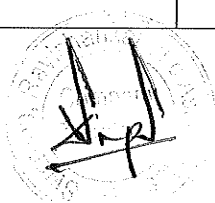
M/s. Rao, Murthy & Associates (Firm Regn no. 000065), cost auditors, have been appointed as cost auditors of the company for the financial year 2016-17 and 2017 -18 and the audit fees payable to the cost auditors for the financial years are Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand Only) and Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only), respectively, which were approved by the Board of directors based upon the recommendation of the audit committee.

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT cost audit fees of Rs. 4,50,000/- (Rupees four lakhs and fifty thousand only) and Rs. 3,50,000/- (Rupees three lakhs and fifty thousand only) for the financial years 2016-17 and 2017-18, respectively, are hereby approved for payment to M/s. Rao, Murthy & Associates (Firm Regn no. 000065), cost auditors.

Type of Resolution: Ordinary

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Mode of voting (Poll Paper)							
Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1042	0.0036%	1042	-	100%	-
Mode of voting (e-voting)							
Promoter and	32827027	32827027	100%	32827027	-	100%	-



Promoter Group							
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	7320	0.0250%	6523	797	89.1120%	10.8880%



Resolution No. 6 - Revision in the remuneration payable to Mr. Vijay R Kirloskar, Executive Chairman

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT, in supersession of resolution no. 6 passed at the 68th Annual General Meeting of the company held on September 28, 2015 and according to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, as amended, consent of members be and is hereby given to the increase in the remuneration payable to Mr. Vijay R Kirloskar (having DIN: 00031253), Executive Chairman of the company, for the period effective from October 1, 2016 upto August 11, 2017 to Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month with details as set out herein :

a. Salary: Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month

b. Perquisites and allowances: The Chairman shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to the overall limit of his salary which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

Explanation

Perquisites shall be evaluated as per the provisions of the Income tax Rules.

“Family” here means the spouse, dependent children of the Chairman. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company’s car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the reimbursement of ordinary medical expenses, in case of hospitalization of the Chairman, the company shall reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit. The Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the

A handwritten signature in black ink is written over a circular stamp. The stamp contains some text, but it is mostly illegible due to the signature and the quality of the scan. The signature appears to be 'A. R. Kirloskar'.

appointment, the company has losses or its profits are inadequate, remuneration of Rs. 14,00,000/- (Rupees Fourteen Lakhs only) per month be paid to Mr. Vijay R Kirloskar as minimum remuneration.

Type of Resolution: **Special**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Mode of voting (Poll Paper)							
Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1051	0.0036%	1051	-	100%	-
Mode of voting (e-voting)							
Promoter and Promoter Group	32827027	32827027	100%	32827027	-	100%	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	7320	0.0250%	6522	798	89.0984%	10.9016%



Resolution No. 7 - Reappointment of Mr. Vijay R Kirloskar as Executive Chairman

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

RESOLVED THAT in terms of the provisions of Sections 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013, rules framed thereunder and Schedule V, as amended, and subject to the approval of Central Government, if required, consent of the company be and is hereby accorded to the reappointment of Mr. Vijay R Kirloskar (DIN 00031253), as Executive Chairman of the company for a period of Three (3) years effective from August 12, 2017 on the remuneration as set out below:

a. **Salary:** Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs) per annum.

b. **Perquisites and allowances:** Chairman shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to the overall limit of his salary which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

Explanation

Perquisites shall be evaluated as per the provisions of the income tax rules.

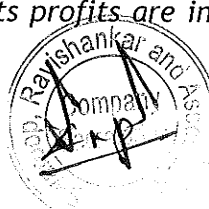
"Family" here means the spouse, dependent children of the Chairman.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imbursement of ordinary medical expenses, in case of hospitalization of the Chairman, the company shall reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit. Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the company has losses or its profits are inadequate, remuneration of Rs.



1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs) per annum or such higher remuneration, as may be permitted according to the schedule V to the Companies Act, 2013 be paid to Mr. Vijay R Kirloskar as minimum remuneration.

Type of Resolution: **Special**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled

Mode of voting (Poll Paper)

Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1051	0.0036%	1033	18	98.2873%	1.7127%

Mode of voting (e-voting)

Promoter and Promoter Group	32827027	32827027	100%	32827027	-	100%	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	7320	0.0250%	6648	672	90.8197%	9.1803%



Resolution No. 8 - Appointment of Mr. Anand B. Hunnur as Managing Director:

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT in terms of the provisions of Sections 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013, rules framed thereunder and Schedule V, as amended, approval of the company be and is hereby accorded to the appointment, including the terms of appointment, of Mr. Anand B Hunnur (DIN: 06650798), as Managing Director of the company for a period of Three (3) years with a remuneration of Rs. 80,00,000/- per annum effective from May 26, 2017 with the remuneration details as set out hereunder:

a. Salary: Rs. 25,00,000/- (Rupees Twenty Five Lakhs) per annum.

b. Perquisites and allowances : Managing Director shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to ceiling of Rs. 55,00,000/- per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

Explanation

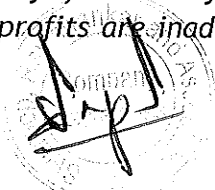
Perquisites shall be evaluated as per the provisions of the income tax rules. "Family" here means the dependent child of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Apart from the reimbursement of ordinary medical expenses, in case of hospitalization of the Managing Director, the Board of directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs. 55,00,000/- per annum in any financial year.

The Managing Director shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

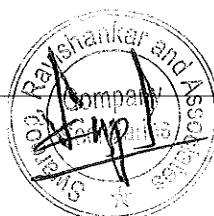
RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with schedule V, as amended, to the Companies Act, 2013, where in any financial year during the tenure of the appointment, company has losses or its profits are inadequate, the remuneration of Rs.



80,00,000/- (Rupees Eighty Lakhs Only) or such higher remuneration, as may be approved by the Board of directors within the limits permitted under schedule V to the Companies Act, 2013 be paid to Mr. Anand B Hunnur as the minimum remuneration.

Type of Resolution: **Special**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Mode of voting (Poll Paper)							
Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1060	0.0036%	1060	0	100%	-
Mode of voting (e-voting)							
Promoter and Promoter Group	32827027	32827027	100%	32827027	-	100%	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	7320	0.0249%	6648	672	90.81%	9.18%



Resolution No. 9 - Revision in the remuneration payable to Mr. Vinayak N Bapat, Managing Director:

Members are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT, in supersession of resolution no. 7 passed at the 68th annual general meeting of the company held on September 28, 2015 and according to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, as amended, consent of members be and is hereby given to the increase in the remuneration of Mr. Vinayak N Bapat (having DIN: 06936639), Managing Director of the company, to Rs. 96,00,000 p.a (Rupees Ninety Six Lakhs only) with effect from January 1, 2017 with the details as set out herein:

a. Salary: Rs. 25,00,000/- (Rupees Twenty Five Lakhs only);

b. Perquisites and allowances: Managing Director shall be entitled to perquisites and allowances like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowances, car allowance, performance incentive, reimbursement of water expenses, gas and electricity bills at residence and medical expenses for self and his family including dependents and all other payments in the nature of perquisites and allowances subject to ceiling of Rs. 71,00,000/- (Rupees Seventy One Lakhs only) per annum which shall also include premium payable towards medi-claim and personal accident insurance as per the policies of the company.

Explanation

Perquisites shall be evaluated as per the provisions of the income tax rules. "Family" here means the spouse, dependent children of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the income tax rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

Use of company's car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Apart from the re-imbursement of ordinary medical expenses, in case of hospitalization of Mr. Vinayak N. Bapat the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him including expenses incurred by him on travel and treatment abroad, notwithstanding that the total will exceed the limit.

The Managing Director shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the company has losses or its profits are inadequate, remuneration of Rs. 96,00,000/- per annum be paid to Mr. Vinayak N. Bapat as minimum remuneration.



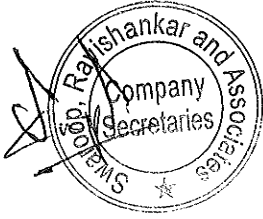
Type of Resolution: **Special**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Mode of voting (Poll Paper)							
Promoter and Promoter Group	32827027	-	-	-	-	-	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	1033	0.0035%	1033	0	100%	-
Mode of voting (e-voting)							
Promoter and Promoter Group	32827027	32827027	100%	32827027	-	100%	-
Public Institutions	4261953	-	-	-	-	-	-
Public Non-Institutions Group	29325091	7320	0.0250%	6522	798	89.0984%	10.9016%



12. The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



Place: Bangalore
Dated: 21.09.2017

SWAROOP S BBM., ACS.
PRACTISING COMPANY SECRETARY
CP : 9997
216, 1st Floor, Maruthi Nilaya, 4th Cross,
Cubbonpet, Bangalore - 560 002.