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,

76th Annual General Meeting of the Equity Shareholders of **Kirloskar Electric Company Limited** held on Monday, 14th August 2023through 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.

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(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 76th (Seventy Sixth)Annual General Meeting of the Equity Shareholders dated August 14, 2023. 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, August 10, 2023 (from 9.00 A.M.) to Sunday - August 13, 2023 (up to 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 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

3. The voting rights were reckoned as on Saturday, August 05, 2023,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 14th August 2023 at 02:19 P.M. in the presence of two witnesses.

5. After declaration of voting by the Chairman, the shareholders present atthe 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, 2023 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, 2023 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	102	3,29,41,846	99.66
E-Voting at the AGM	3	42,969	100
Total	105	3,29,84,815	99.66

(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	2	1,12,700	0.34
E-Voting at the AGM	NIL	NIL	NIL
Total	2	1,12,700	0.34

(iii) **Invalid** Votes**– NIL**

b) RESOLUTION NO. 2

To appoint a director in place of Mr. Suresh Kumar (DIN: 02741371), who retires by rotation and being eligible, offers himself 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	98	3,29,41,738	99.66
E-Voting at the AGM	3	42,969	100
Total	101	3,29,84,707	99.66

(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	6	1,12,808	0.34
E-Voting at the AGM	NIL	NIL	NIL
Total	6	1,12,808	0.34

(iii) **Invalid** Votes **– NIL**

c) RESOLUTION NO. 3

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.

(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	102	3,30,54,542	100
E-Voting at the AGM	3	42,969	100
Total	105	3,30,97,511	100

(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	2	4	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	2	4	NIL

(iii) **Invalid** Votes**– NIL**

d) RESOLUTION NO. 4

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023.

(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	101	3,30,54,042	100
E-Voting at the AGM	3	42,969	100
Total	104	3,30,97,011	100

(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	3	504	NIL
E-Voting at the AGM	NIL	NIL	NIL
Total	3	504	NIL

(iii) **Invalid** Votes**– NIL**

e) RESOLUTION NO. 5

To reappoint Mr. Vijay R Kirloskar (DIN: 00031253) as Wholetime Director in the capacity of Executive Chairman of the Company for a term of three years.

(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	100	3,29,41,844	99.66
E-Voting at the AGM	2	24,400	56.79
Total	102	3,29,66,244	99.66

(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	4	1,12,702	0.34
E-Voting at the AGM	1	18,569	3.21
Total	5	1,31,271	0.4

(iii) **Invalid** Votes**– NIL**

f) RESOLUTION NO. 6

To appoint Mr. Suresh Kumar (DIN: 02741371), 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	101	3,29,41,845	99.66
E-Voting at the AGM	3	42,969	100
Total	104	3,29,84,814	99.66

(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	3	1,12,701	0.34
E-Voting at the AGM	NIL	NIL	NIL
Total	3	1,12,701	0.34

(iii) Invalid Votes **– NIL**

8. 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.

9. 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 PRAKASH GHALI

Digitally signed by SUDHEENDRA PRAKASH GHALI
Date: 2023.08.14 20:09:32 +05'30'

Sudheendra P Ghali
Scrutinizer
FCS 7037; CP No. 7537
Peer Review C. No.:S2017KR518300
UDIN Number: F007037E000803021

Date: August 14, 2023

Place: Belagavi