



V. Karthick
Company Secretary

No. 305, 3rd Floor, # 50,
Huligadri Renaissance Landmark,
10th Main, 17th Cross, Malleswaram,
Ph. : +91 80 2344 3844 Bangalore -560 055
Email : vk@vkarthick.com

Ref:

Date:
Dt. January 28, 2019.....

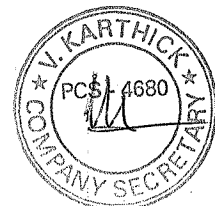
To,

**The Managing Director,
Kirloskar Electric Company Limited**
Industrial Suburb, Rajajinagar,
Bangalore – 560 010

Subject: Disclosure of voting results of the Resolutions passed through Postal Ballot of Kirloskar Electric Company Limited and declaration of consolidated results of e-voting and poll through postal ballot along with the Scrutinizer's Report

Dear Sir,

1. I, V. Karthick, Practicing Company Secretary (PCS 4680) at Unit No. 305, 3rd Floor, # 50, Huligadri Renaissance Landmark, 10th Main, 17th Cross, Malleswaram, Bangalore - 560 055 was appointed as Scrutinizer by the Board of Directors of **Kirloskar Electric Company Limited** ("the Company") for the purpose of scrutinizing e-voting process and voting by postal ballots pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 (as amended from time to time) in respect of below mentioned resolutions, proposed through Postal Ballots. I hereby submit my report as under.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to voting through electronic means and voting by postal ballots by the shareholders on the resolutions proposed in the Postal Ballot Notice of the Company dated 17th December, 2018. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of postal ballot are conducted in a fair and transparent manner and to submit a consolidated Scrutinizer's report of the total votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company and the report generated for voting by use of postal ballots.
3. I have rendered scrutinizers' report separately on the e-voting and by using postal ballots, to the Company, and I hereby submit consolidated scrutinizer's report pursuant to above mentioned Rules on the resolutions contained in the Postal Ballot Notice of the Company dated 17th December, 2018.



4. The result of the voting is as under:

(COMBINED RESULTS OF E-VOTING AND POSTAL BALLOT POLL)

Item no: 1 passed as Special Resolution

Approval for sale / disposal / transfer of the non-core assets of the company:

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
38	32,894,724	139	57,602	32,952,326	92.72

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
5	2,586,811	21	1,476	2,588,287	7.28

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
NIL	NIL	6	844	844	0.00



Item no: 2

To approve related party transaction passed as Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
37	32,894,723	135	56,483	32,951,206	92.71

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
6	2,586,812	22	1,776	2,588,588	7.28

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
NIL	NIL	6	844	844	0.00

(iv) Not voted on this item:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
NA	NA	3	819	819	0.00



Item no: 3 passed as Special Resolution

To continue directorship of Mr. Sarosh Jehangir Ghandy (DIN: 00031237), non-executive independent director who has attained the age above 75 years

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
33	35,470,031	137	57,232	35,527,263	99.96

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
9	10,889	22	1,827	12,716	0.04

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
NIL	NIL	6	844	844	0.00

(iv) Not voted on this item:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
NA	NA	2	634	634	0.00



Item no: 4 passed as Special Resolution

To continue directorship of Mr. Mahendra Vellore Padmanaban (DIN: 00033270), non-executive independent director who has attained the age above 75 years

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
33	35,470,645	139	57,239	35,527,884	99.96

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
10	10,890	19	1,649	12,539	0.04

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
NIL	NIL	6	844	844	0.00

(iv) Not voted on this item:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
NA	NA	2	190	190	0.00



Item no: 5 passed as Special Resolution

Continuation of directorship of Mr. Anil Kumar Bhandari (DIN: 00031194), non-executive independent director who will attain the age of 75 years after April 01, 2019

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
33	35,470,146	139	57,239	35,527,385	99.96

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
9	10,889	19	1,649	12,538	0.04

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
NIL	NIL	6	844	844	0.00

(iv) Not voted on this item:

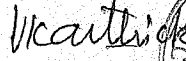
Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members who voted by postal ballot	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll by Postal ballot	% of total number of valid votes cast
NA	NA	3	690	690	0.00



All relevant records of electronic voting / Polling will remain in our safe custody until the Chairman considers, approves and signs the minutes of AGM and the same shall be handed over thereafter to the Chairman for the safe keeping.

Thanking You,
Yours Faithfully,

Place: Bangalore
Dated: 28.01.2019


V. Karthick
ACS: 11910, CP NO: 4680
Scrutinizer

