

FORM No. MGT-13

REPORT OF SCRUTINIZER

[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 the Extra Ordinary General Meeting of the Equity Shareholders of
"KIRLOSKAR ELECTRIC COMPANY LIMITED" held on June 30, 2015 at G. M. Rejoyz
#158, 8th Main, 8th Cross, Malleswaram, Bangalore - 560003 at 10.00 A.M.

Sir,

I, V.Sreedharan, Partner of M/s V.Sreedharan and Associates, Company Secretaries,
Bangalore, 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 clause 35B of the Listing Agreement, for the purpose of
scrutinizing the remote e-voting process and voting by poll taken at the Extra Ordinary
General Meeting of the Equity Shareholders of "KIRLOSKAR ELECTRIC COMPANY
LIMITED" held on Tuesday, June 30, 2015 at G. M. Rejoyz #158, 8th main, 8th Cross,
Malleswaram, Bangalore-560003.




We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M on Saturday, June 27, 2015 up to 5.00 P.M on Monday, June 29, 2015.
2. The Notice of Extraordinary General Meeting was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of the Notice was sent by courier.
3. The e-voting event was finalised on June 29, 2015 around 5.29 P.M. in presence of two witnesses, namely Ms. Padmasri M.V, residing at 146/224, 'D' 18th Main, 5th Phase, J.P. Nagar, Bangalore 560078 and Mr. Pradeep B. Kulkarni residing at 53/1A, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bangalore 560055 who are not in the employment of the Company.

They have signed below in confirmation of the event being finalised in their presence:


(Padmasri M.V)


(Pradeep B. Kulkarni)



B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

C. Result of E-Voting and Poll is as under:

1. The voting rights were reckoned as on June 23, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Extraordinary General Meeting, the votes cast through remote e-voting were unblocked on June 30, 2015 around 3.25P.M. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).



4. The combined result of remote e-voting and poll is as under:

Approval for Related Party Transactions:

(i) **RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the provisions of the Listing Agreement entered into with the Stock Exchanges, including any amendment, modification, variation or re-enactment thereof, the transfer of following assets valued at Rs.55.18 crores, as certified by an independent valuer to SLPKG Estate Holdings Private Limited, a wholly owned subsidiary of the Company in consideration of SLPKG Estate Holdings Private Limited taking over the liabilities (devolved Letter of Credit of the Company) as set out below be and is hereby approved.

Assets	Liabilities (Rs. in Crores)	
	Name of Bank	Amount
1. Property situated at Belavadi Industrial Area, Belavadi, Mysore Taluk, Mysore admeasuring 4.93 hectares	Bank of India(BOI)	23.01
	ICICI Bank	3.83
2. Property situated at 3rd Floor, Kundan	State Bank of	4.46
House, Plot No.16, Nehru Place, New	Hyderabad (SBH)	
Delhi admeasuring 4,935 Sq. ft	State Bank of	6.98
(approximately)	Travancore (SBT)	
3. Flat No.1, 1st Floor, Plot No.87, Dr.	State Bank of Mysore	3.88
Annie Besant Road, Worli Naka, Worli,	(SBM)	
Mumbai admeasuring 2,481.90 Sq. ft		
(approximately)		



RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the provisions of the Listing Agreement entered into with the Stock Exchanges, including any amendment, modification, variation or re-enactment thereof, the Transfer of Sundry Receivables, amounting to Rs. 43.00 crores for consideration to SLPKG Estate Holdings Private Limited be and is hereby approved.

(ii)RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the provisions of the Listing Agreement entered into with the Stock Exchanges, including any amendment ,modification, variation or re-enactment thereof, the transfer of following assets valued at Rs.43.88 crores as certified by an independent valuer to KELBUZZ Trading Private Limited, a wholly owned subsidiary of the Company, in consideration of KELBUZZ Trading Private Limited taking over the liabilities (devolved Letter of Credit of the Company) as set out below, be and is hereby approved.

Assets	Liabilities (Rs. in Crores)	
1. Property situated at Belavadi Industrial Area, Belavadi, Mysore Taluk, Mysore admeasuring 5.13 hectares	Name of Bank	Amount
	Axis Bank	48.00



RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the provisions of the Listing Agreement entered into with the Stock Exchanges, including any amendment, modification, variation or re-enactment thereof, the Transfer of Inventory and Sundry Receivables, amounting to Rs. 48.05 Crores for consideration to KELBUZZ Trading Private Limited be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the provisions of the Listing Agreement entered into with the Stock Exchanges, including any amendment, modification, variation or re-enactment thereof, the transfer of property of the Company bearing Apartment No's. 6 and 7 situated on first floor in the building 'The Reverie' Apartment at F.P No.143, City Survey No.805 and F.P No.186 (Part) or City Survey No.825 (Part) from T. P. Scheme No.1, Bhandarkar Institute Road, Shivajinagar, Pune to KELBUZZ Trading Private Limited, a wholly owned subsidiary of the Company against consideration in the form of securities to be allotted by KELBUZZ Trading Private Limited at face value amounting to Rs.7,00,00,000 (Rupees Seven Crores) be and is hereby approved.



(ii) **RESOLVED FURTHER THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the provisions of the Listing Agreement entered into with the Stock Exchanges, including any amendment, modification, variation or re-enactment thereof, the transfer of following assets valued at Rs.34.50 crores as certified by an independent valuer to SKG Terra Promenade Private Limited, a wholly owned subsidiary of the Company, for an agreed consideration of Rs 34.50 crores to be paid either upon realisation of the sale proceeds on disposal of the property or otherwise, be and is hereby approved.

Assets	Liabilities (Rs. in Crores)	
	Name of Bank	Amount
1. Flat No.2, 6 and 10, MR 31 to 59 SFHS situated at Nandini Layout, Bangalore each admeasuring 978 Sq.Ft	Corporation Bank	27.15
2. Property bearing No.77/9, Nandidurga Road, Division No.83, Bangalore admeasuring 3,480 Sq. Ft.		
3. Sites bearing Nos.435, 436, 441, 442 and 443 each admeasuring 1066.66 sq yards situated at J S Puram Extension, Chamaraj Mohala, Mysore		

- (iv) **RESOLVED FURTHER THAT** the Board of Directors and/ or any of the Key Managerial Personnel of the Company be and is/ are hereby authorized jointly and/or severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolutions, including execution of sale deeds, admitting the execution of the same before the Sub-registrar of Assurances and filing the necessary forms.”

- (i) Voted **in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	37	34	71
Number of votes cast by them	2,78,06,067	62,04,291	3,40,10,358
% of Total Number of valid votes cast	95.62	99.89	96.37

- (ii) Voted **against** the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	6	18	24
Number of votes cast by them	12,75,090	6,907	12,81,997
% of Total Number of valid votes cast	4.38	0.11	3.63



(iii) **Invalid Votes:**

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	13	13
Number of votes cast by them	NIL	13,28,017	13,28,017

5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan
Partner

F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: 01-07-2015