**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,

75th Annual General Meeting of the Equity Shareholders of **Kirloskar Electric Company Limited** held on Friday, 12th August 2022 through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") at 11:00 A.M.

Dear Sir,

I, CS Sudheendra P Ghali, Practicing Company Secretary, Belgaum, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

(i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Flat No.2, DRK Empire, 3rd Floor, Tilakwadi, BELGAUM - 590 006.
Phone : +91 831 4201766, Cell 7259169777, E mail : info@spghalico.com

(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 75th (Seventy Fifth) Annual General Meeting of the Equity Shareholders dated July 12, 2022. 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 Tuesday, August 09, 2022 (from 9.00 A.M.) and will end on Thursday, August 11, 2022 (at 5.00 P.M)

2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to MCA Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 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 Friday, August 05, 2022, 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 12th August 2022 at 11.53 A.M. in the presence of two witnesses.

5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by Central Depository Services (India) Limited (CDSL).

6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by Central Depository Services (India) Limited (CDSL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

7. Based on the data provided by Central Depository Services (India) Limited (CDSL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

**a) RESOLUTION NO. 1**

To receive, consider and adopt the audited standalone financial statement of the Company for the year ended March 31, 2022 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, 2022 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 | 91 | 33145285 | 100 |
| E-Voting at the AGM | 3 | 9107 | 100 |
| Total | 94 | 33154392 | 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 | 4 | 212 | NIL |
| E-Voting at the AGM | NIL | NIL | NIL |
| Total | 4 | 212 | NIL |

(iii) **Invalid** Votes **– NIL**

**b) RESOLUTION NO. 2**

To appoint Mrs. Meena Kirloskar (DIN: 00286774), Non Executive Director, who retires by rotation as a Director

(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 | 88 | 33145034 | 100 |
| E-Voting at the AGM | 3 | 9107 | 100 |
| Total | 91 | 33154141 | 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 | 7 | 463 | NIL |
| E-Voting at the AGM | NIL | NIL | NIL |
| Total | 7 | 463 | NIL |

(iii) **Invalid** Votes **– NIL**

**c) RESOLUTION NO. 3**

To appoint Mr. Ravi Ghai (DIN: 08715119), as Director of the Company and 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 | 88 | 33145055 | 100 |
| E-Voting at the AGM | 3 | 9107 | 100 |
| Total | 91 | 33154162 | 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 | 7 | 442 | NIL |
| E-Voting at the AGM | NIL | NIL | NIL |
| Total | 7 | 442 | NIL |

(iii) **Invalid** Votes **– NIL**

**d) RESOLUTION NO. 4**

To appoint Mr. Anand Balaramacharya Hunnur (DIN: 06650798), as 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 | 86 | 33143937 | 100 |
| E-Voting at the AGM | 3 | 9107 | 100 |
| Total | 89 | 33153044 | 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 | 6 | 342 | NIL |
| E-Voting at the AGM | NIL | NIL | NIL |
| Total | 6 | 342 | NIL |

(iii) **Invalid** Votes **– NIL**

**e) RESOLUTION NO. 5**

To appoint Mr. Anand B Hunnur (DIN: 06650798) as Managing Director of the Company

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

| | Number of Members voted | Number of votes cast by them | % of Total Number of valid votes cast |
|---|---|---|---|
| Remote E-Voting | 88 | 33143977 | 100 |
| E-Voting at the AGM | 3 | 9107 | 100 |
| Total | 91 | 33153084 | 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 | 5 | 312 | NIL |
| E-Voting at the AGM | NIL | NIL | NIL |
| Total | 5 | 312 | NIL |

(iii) **Invalid** Votes **– NIL**

**f) RESOLUTION NO. 6**

To appoint M/s. Sundar and Associates (AF no.1172), Chartered Accountants, Malaysia as auditor of theBranch office situated at Kuala Lumpur, Malaysia

(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 | 90 | 33145085 | 100 |
| E-Voting at the AGM | 3 | 9107 | 100 |
| Total | 93 | 33154192 | 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 | 5 | 412 | NIL |
| E-Voting at the AGM | NIL | NIL | NIL |
| Total | 5 | 412 | NIL |

(iii) Invalid Votes **– NIL**

**g) RESOLUTION NO. 7**

To appoint M/s. BMS Auditing, Chartered Accountants, as auditor of the Branch office situated at Ajman, 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 | 89 | 33145078 | 100 |
| E-Voting at the AGM | 3 | 9107 | 100 |
| Total | 92 | 33154185 | 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 | 6 | 419 | NIL |
| E-Voting at the AGM | NIL | NIL | NIL |
| Total | 6 | 419 | NIL |

**(iii)** I**nvalid** Votes **– NIL**

**h) RESOLUTION NO. 8**

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022

(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 | 90 | 33145278 | 100 |
| E-Voting at the AGM | 3 | 9107 | 100 |
| Total | 93 | 33154385 | 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 | 5 | 219 | NIL |
| E-Voting at the AGM | NIL | NIL | NIL |
| Total | 5 | 219 | NIL |

**(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: 2022.08.12 19:25:39 +05'30'

**(Sudheendra P Ghali)**
**Scrutinizer**
**FCS 7037; CP No. 7537**

Date: August 12, 2022

Place: Belagavi

UDIN Number: F007037D000789676