SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson,

Kirloskar Electric Company Limited

No. 19, 2nd Main Road, Peenya

1st Stage, Phase-1, Peenya Bengaluru

Karnataka 560058, India

Sir/Madam,

1. The Board of Directors of the Company vide Board resolution dated January 25, 2023, appointed me as a Scrutinizer for scrutinizing the postal ballot through remote e-voting process.

2. I submit my report as under:

   As per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Company has sent the Postal Ballot Notice dated January 25, 2023 on February 14, 2023 by email only to the members whose email ids were available with the Company / Registrar and Share Transfer Agent (RTA).

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

The notice of postal ballot was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, February 10, 2023.

2.1 Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

2.2 Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.

2.3 The votes cast through electronic means were unblocked on Thursday March 16, 2023 at 05:17 PM.

2.4 Votes cast through electronic means were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, February 10, 2023.

2.5 Votes cast through electronic means up to Thursday March 16, 2023 at 05:00 PM. , being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

2.6 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing postal ballot form received after due date and up to the date of this report does not arise.

2.7 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing postal ballot forms returned undelivered also does not arise.

2.8 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper too does not arise.

3. A summary of votes cast through electronic means is given in **Annexure-I**.

4. You may accordingly declare the result of e-voting done by the members of the Company on the resolution mentioned in the Postal Ballot Notice dated 25th January 2023.

Thanking you,

For S.P.Ghali and Co.,
Company Secretaries

Sudheendra P. Ghali
FCS: 7037 CP No.7537
Address: Flat No. 2, DRK Empire,
#3rd Floor, Tilakwadi,
Belagavi-590006, Karnataka

Place: Belgaum
Date: 17/03/2023

UDIN: F007037D003285730

Annexure I

Kirloskar Electric Company Limited

Regd. Office: No.19, 2nd Main Road, Peenya
1st Stage, Phase-1, Peenya Bengaluru
Karnataka 560058, India

Summary of votes cast through electronic means for the resolutions mentioned in the Postal Ballot Notice dated 25 January, 2023

1. To Re-Appoint Mr. Sanjeev Kumar Shivappa (DIN: 08673340) as Director (Finance) and Chief Financial Officer of the Company – Ordinary Resolution.

Particulars	E-Voting		% of voting
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Rs. 10/- each)	
(a) Total e-votes received.	134	33402043	100%
(b) **Less:** Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	0	0	0
(c) Net valid e-votes (as per register)	134	33402043	100%
(d) e-votes with assent for the Resolution **as a percentage of net valid e-votes**	127	33095949	99.08%
(e) e-votes with dissent for the Resolution **as a percentage of net valid e-votes**	7	306094	0.92%

S.P. GHALI & CO. FCS: 7037 CP: 7537 COMPANY SECRETARIES

2. **To Revise in the remuneration payable to Mr. Vijay R Kirloskar (DIN: 00031253), Executive Chairman. - Special Resolution**

Particulars	E-Voting		% of voting
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Rs. 10/- each)	
(d) Total e-votes received.	135	33451840	100%
(e) **Less:** Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	0	0	0
(f) Net valid e-votes (as per register)	135	33451840	100%
(f) e-votes with assent for the Resolution **as a percentage of net valid e-votes**	115	33025061	98.72%
(g) e-votes with dissent for the Resolution **as a percentage of net valid e-votes**	20	426779	1.28%

3. **To Revise in the remuneration payable to Mr. Anand B Hunnur (DIN: 06650798), Managing Director. - Special Resolution**

Particulars	E-Voting		% of voting
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Rs. 10/- each)	
(a) Total e-votes received	135	33451840	100%
(b) **Less:** Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	0	0	0
(c) Net valid e-votes (as per register) *	135	33451840	100%
(d) e-votes with assent for the Resolution **as a percentage of net valid e-votes**	113	33330700	99.64%
(e) e-votes with dissent for the Resolution **as a percentage of net valid e-votes**	22	121140	0.36%

S.P. GHALI & CO. FCS: 7037 CP: 7537 COMPANY SECRETARIES