Karthick V.
Company Secretaries

Unit No. 305, 3rd Floor, #50,
Huligadri Renaissance Landmark
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Bengaluru – 560055. Ph: +91 80 23443844
e-mail: vk@vkarthick.com

Ref:

Date: 30th September, 2020

To,

The Executive Chairman,
KIRLOSKAR ELECTRIC COMPANY LIMITED
No. 19, 2nd Main Road, Peenya 1st Stage
Phase - I, Peenya, Bangalore – 560 058

Subject: Consolidated Scrutinizer's Report on e-voting process (remote e-voting) and poll pursuant to Section 108 of the Companies Act, 2013, for the AGM of the Company held on Wednesday, 30th September, 2020 at 10:00 a.m. through Video Conferencing ('VC"/Other Audio Visual Means (OAVM').

Dear Sir/Madam,

1. I, Karthick V., 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 (remote e-voting) and poll during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 and with General Circular(s) bearing nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020 and 22/2020 dated 15.06.2020 issued by Ministry of Corporate Affairs (MCA), in respect of below mentioned resolutions, proposed at the AGM of the members of the Company held at 10:00 AM on Wednesday, 30th September, 2020 through Video Conferencing ('VC"/Other Audio Visual Means (OAVM'). 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 (by remote e-voting) and through poll during AGM by the shareholders on the resolutions proposed in the Notice of the AGM of the Company. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and through poll at the meeting are conducted in a fair and transparent manner and to render 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 through e- voting at the meeting.
3. In view of the MCA's circulars as stated above, the Members were not entitled to appoint any proxy to attend/ vote on their behalf at the AGM.
4. Further Poll was also taken through e-voting only in compliance of the MCA Circulars.

KARTHICK V. PCS - 4680 COMPANY SECRETARY

5. I have rendered scrutinizers' report separately on the remote e-voting and voting by poll at the meeting, to the Company, and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4) (xii) on the resolutions contained in the Notice of the aforesaid AGM stated below:
6. The result of the voting is as under:

(COMBINED RESULTS OF REMOTE E-VOTING AND POLL)

Item no: 1

To receive, consider and adopt the audited Financial Statements [stand-alone and consolidated] for the year ended 31st March 2020 together with the reports of the Auditors and Directors thereon proposed 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 - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
83	3,30,19,144	2	250	3,30,19,394	99.75%

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
11	76,844	0	0	76,844	0.23%

(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
2	4804	0	0	4804	0.02%

KARTHICK V. PCS - 4680 COMPANY SECRETARY

Item no: 2

To appoint a director in place of Mrs. Meena Kirloskar, who retires, and being eligible offers herself for re-appointment proposed 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 - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
80	3,28,34,080	2	250	32834330	99.75%

* 1 vote casting 184,514 votes in favour of the resolution is not counted in the total votes, since the person casting vote is deemed to be an interested person to the resolution.

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
13	77,394	0	0	77,394	0.23%

(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
2	4,804	0	0	4,804	0.02%

KARTHICK V. PCS - 4680 COMPANY SECRETARY

Item no: 3

To appoint M/s. Sundar & Associates, Chartered Accountants, Malaysia, as Branch Auditors proposed 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 - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
82	3,30,19,134	2	250	3,30,19,384	99.75%

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
12	76,854	0	0	76,854	. 0.23%

(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
2	4804	0	0	4804	0.02%

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Item no: 4

To ratify remuneration for the Cost Auditors for the financial year ending March 31st, 2020 proposed 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 - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
82	3,30,19,143	2	250	3,30,19,393	99.75%

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
12	76,845	0	0	76,845	0.23%

(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
2	4804	0	0	4804	0.02%

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Item no: 5

To appoint Mr. Ravi Ghai (DIN:08715119) as Nominee Director proposed 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 - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
83	3,30,19,144	2	250	3,30,19,394	99.75%

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
11	76,844	0	0	76,844	0.23%

(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
2	4804	0	0	4804	0.02%

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Item no: 6

To re appoint Dr. Ashok Misra (DIN: 00006051) as Independent director for the second term of five consecutive years proposed as Special 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 - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
78	3,30,18,234	2	250	3,30,18,484	99.75%

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
16	77,754	0	0	77,754	0.23%

(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
2	4804	0	0	4804	0.02%

Item no: 7

To reappoint Mr. Vijay R Kirloskar (DIN: 00031253) as Executive Chairman of the Company for a term of three years proposed as Special 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 - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
79	2,11,27,975	2	250	2,11,28,225	99.61%

* 1 vote casting 1,18,94,702 votes in favour of the resolution is not counted in the total votes, since the person casting vote is deemed as a interested person to the resolution.

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
14	77,395	0	0	77,395	0.37%

(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
2	4,804	0	0	4,804	0.02%

Item no: 8 : To appoint Mr. Sanjeev Kumar Shivappa (DIN: 08673340) as Director (Finance) & Chief Financial Officer of the Company proposed as Special 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 - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
81	3,30,18,843	2	250	3,30,19,093	99.75%

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members - voted by poll during Meeting	Number of votes cast (Shares)- by Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
13	77,145	0	0	77,145	0.23%

(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
2	4804	0	0	4804	0.02%

Final Result: All the above resolutions Sl. No. 1 to Sl. No. 8 are passed with the requisite majority.

Thanking You,
Yours Faithfully,

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

Place: Bangalore
Dated: 30.09.2020