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. September 21, 2019

To,

The Executive Chairman,
Kirloskar Electric Company Limited
No. 19, 2nd Main Road, Peenya 1st Stage
Phase - I, Peenya, Bangalore – 560 058

Subject: Disclosure of voting results of the 72ND Annual General Meeting of Kirloskar Electric Company Limited held on Saturday, 21st September, 2019 and declaration of results of e-voting and poll along with the Scrutinizer's Report

Dear Sir/Madam,

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 (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 (Amendment Rules 2015) in respect of below mentioned resolution, proposed at the 72nd Annual General Meeting ("AGM") of the members of the Company held at 10:00 AM on Saturday, 21st September, 2019 at Hotel Taj Yeshwanthpur, 2275, Tumkur Main Road, Yeshwanthpur Industrial Area, Phase-1, Yeshwanthpur, Bangalore-560022. 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 voting by using ballots by the shareholders on the resolution 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 by use of ballot 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 by use of ballots at the meeting.

V. KARTHICK PCS - 4680 COMPANY SECRETARY

3. I have rendered scrutinizers' report separately on the remote e-voting and by using ballots 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.
4. The result of the voting is as under:

(COMBINED RESULTS OF E-VOTING AND POLL)

Item no: 1

To receive, consider and adopt the Financial Statements [stand-alone and consolidated] for the year ended 31st March, 2019 together with the reports of the Auditors and Directors thereon

(i) Voted in favour of the resolution:

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
44	32,934,179	39	1,802	32,935,981	98.26

(ii) Voted against the resolution:

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
4	76,846	0	0	76,846	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

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1	506,412	8	506	506,918	1.51

Item no: 2

To appoint Mrs Meena Kirloskar as Director liable to retire by rotation

(i) Voted in favour of the resolution:

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
42	20,859,017	38	1,788	20,860,805	62.23

(ii) Voted against the resolution:

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
5	76,896	1	14	76,910	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
3	12,581,544	8	506	12,582,050	37.54

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Item no: 3

To appoint Ashok Kumar, Prabhashankar & Co, Chartered Accountants as the Auditors

(i) Voted in favour of the resolution:

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
45	32,934,199	39	1,802	32,936,001	98.48

(ii) Voted against the resolution:

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
3	285	0	0	285	0

(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
1	506,412	8	506	506,918	1.52

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Item no: 4

To appoint M/s. Sundar & Associates, Chartered Accountants, Malaysia, as Branch Auditors

(i) Voted in favour of the resolution:

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
45	32,934,199	39	1,802	32,936,001	98.26

(ii) Voted against the resolution:

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
4	76,846	0	0	76,846	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
1	506,412	8	506	506,918	1.51

Item no: 5

To approve the remuneration of the cost auditors

(i) Voted in favour of the resolution:

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
45	32,934,199	39	1,802	32,936,001	98.48

(ii) Voted against the resolution:

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
3	285	0	0	285	0

(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
1	506,412	8	506	506,918	1.52

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Item no: 6

To appoint of Mr Satyanarayan Agarwal (DIN: 00111187) as Independent Director and continuation of his directorship after the age of 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/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
40	32,933,345	38	1,788	32,935,133	98.26

(ii) Voted against the resolution:

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
8	77,200	1	14	77,214	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
1	506,412	8	506	506,918	1.51

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Item no. 7

To appoint of Mr Kamlesh Suresh Gandhi (DIN: 00004969) as Independent Director.

(i) Voted in favour of the resolution:

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
41	32,933,395	38	1,788	32,935,183	98.26

(ii) Voted against the resolution:

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
7	77,150	1	14	77,164	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
1	506,412	8	506	506,918	1.51

Item no. 8

To appoint of Mr Sarosh Jehangir Ghandy (DIN: 00031237) as Independent Director and continuation of his directorship after the age of 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/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
41	32,933,530	38	1,788	32,935,318	98.26

(ii) Voted against the resolution:

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
7	76,900	1	14	76,914	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
1	506,412	8	506	506,918	1.51

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Item no. 9

To appoint of Mr Mahendra Vellore Padmanaban (DIN: 00033270) as Independent Director and continuation of his directorship after the age of 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/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
42	32,933,848	38	1788	32,935,636	98.26

(ii) Voted against the resolution:

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
7	77,197	1	14	77,211	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
1	506,412	8	506	506,918	1.51

Item no. 10

To appoint of Mr Anil Kumar Bhandari (DIN: 00031194) as Independent Director and continuation of his directorship after the age of 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/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
40	32,933,345	38	1,788	32,935,133	98.26

(ii) Voted against the resolution:

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
8	77,200	1	14	77,214	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
1	506,412	8	506	506,918	1.51

Item no. 11

To approve to sell / transfer / dispose-off its manufacturing unit at Pune.

(i) Voted for the resolution:

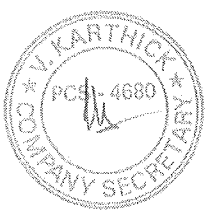
Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
42	32,934,126	37	1,787	32,935,913	98.26

(ii) Voted against the resolution:

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
7	76,919	2	15	76,934	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
1	506,412	8	506	506,918	1.51



Item no. 12

To approve to borrow loan with an option to convert to equity shares

(i) Voted in favour of the resolution:

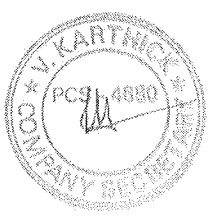
Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
44	32,934,179	38	1,788	32,935,967	98.26

(ii) Voted against the resolution:

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
5	76,866	1	14	76,880	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
1	506,412	8	506	506,918	1.51



**The correct number is not ascertainable as in some of the ballot papers the handwriting is not legible, the Folio nos. are not mentioned correctly, No of shares are not mentioned correctly, the assent or dissent is mentioned ambiguously.*

*** some of the members have abstained from voting*

Additionally, there were few Members who did not cast any vote either because they had cast e-vote or otherwise.

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: 21.09.2019

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