



KIRLOSKAR ELECTRIC COMPANY LTD.,

TRANSCRIPT OF THE 73rd ANNUAL GENERAL MEETING OF KIRLOSKAR ELECTRIC COMPANY LIMITED HELD ON WEDNESDAY, 30TH DAY OF SEPTEMBER 2020 AT 10.00 A.M THROUGH VIDEO CONFERENCING

Directors and KMP's Present : Mr. Vijay R. Kirloskar – Executive Chairman,
Mrs. Meena Kirloskar – Non Executive Director,
Mr. Sarosh J Ghandy – Independent Director,
Mr. Kamlesh Gandhi – Independent Director,
Mr. S N Agarwal – Independent Director,
Mr. Anil Kumar Bhandari – Independent Director,
Mr. Mahendra VP – Independent Director,
Dr. Ashok Misra – Independent Director,
Mr. Ravi Ghai – Nominee Director,
Mr. Sanjeev Kumar S – Director (Finance) & CFO,
Ms. K.S. Swapna Latha – Sr. General Manager – Legal & Company Secretary.

Moderator: Dear Shareholders, Good Morning and a warm welcome to the Kirloskar Electric Company Limited's 73rd Annual General Meeting through video conference. As a reminder for the smooth conduct of this meeting, all members will be in the mute mode. Audio and video lines will be opened for pre-registered shareholders when they will be announced to speak. Please note for the requirements of the proceedings of the Annual General Meeting will be recorded and will be available on the website of the company. I now hand over the proceedings to Mr. Vijay R. Kirloskar, Executive Chairman. Thank you and over to you.

Vijay R. Kirloskar: To all my fellow shareholders as a first step I would like to say, I hope all of you are safe and if you have gone through the COVID. I hope, you are recovered well and I wish that all of you remain healthy and don't get this COVID pandemic and please take do the safe distancing and use your mask all the time. I would now like to welcome all the members on the 73rd Annual General Meeting of the Company which for the first time is being held through video conferencing. Hope all of you can hear us and see us.

Introduced the Board of Directors and others to the members of the Company.

Before, I start the proceedings, since this is the first time we are doing a video conferencing, I would like to say that this meeting is being held through the video conferencing facility in compliance with the provisions of the Companies Act 2013 rules made there under SEBI listing obligations and enclosure requirement regulations 2015, read with the general circular dated 8th April, 2020, 13th April, 2020, 5th May, 2020 respectively issued by the Ministry of Corporate Affairs and SEBI circular dated 12th May, 2020. This is primarily because of the COVID pandemic. The company has entered the services of CDSL to provide remote e-voting facilities and e-voting facilities during the AGM. Therefore, any member who have not cast their votes yet electronically and who are participating in the meeting have an opportunity to cast their votes during the meeting through e-voting system provided by CDSL. Since the AGM is being held virtually for appointment of proxies by members are not available. Members attending the AGM through the audio-visual means shall be counted for the processes for reckoning the quorum under Section 103 of the Companies Act 2013 and we do have a quorum. Members who have joined this meeting by e-mode will be placed on mute to avoid the disturbance and the background noise and ensure smooth and seamless conduct of the meeting.

We have requisite quorum for this AGM through video conferencing and call this meeting to order.

The register of directors' shareholding, contract register, copies of audited financial statements etc. are available for inspection to the members. Members taking who wants a copy of the documents can send an e-mail to the Company through investors@kirloskarelectric.com.

Notice of the 73rd Annual Meeting and annual report statements including consolidated financial statements for the year ended 31st March, 2020 and Board and Auditor's report have been sent by electronic mode to those members whose e-mail addresses are registered with us or the depositors. These documents have also been made available to the Company's website.

Now I request the Company Secretary Ms. K S Swapna Latha to read the notice. With your permission since this is there with you for some time can I take it as read? Thank you.

Now I request the Company Secretary to read the audit report since the annual report again has been with you for some time I want to take it as read. I hope that's okay.

In terms of the notice of the 73rd Annual General Meeting the following items or ordinary business are to be conducted at the meeting.

Before that let me have a quick discussion about the company.

My fellow shareholders, this has been a very difficult time and as I said in the early part of my meeting, I hope you are all safe, sound and none of you have COVID and if you do have COVID please see that you take the utmost care, it is a very difficult disease and it affects neither the old nor the young but everybody who is on this planet. So to give you a view of the operations of this company, over the last year we have had significant progress in first time to reduce the debt of the company we have sold some of the property in Mysore and we have sold the corporate office property in Rajajinagar. This has brought down our debt quite a bit and as now we are not having any problems with the bank, We still have a long way to go as there is still another Rs. 60-70 crores of debt which we have to bring down but I can commit to you that this debt will be brought down before June 30th, 2021 which is the last year that we have to.

On the operations of the company; we have done well under the circumstances, the COVID situation started somewhere in December and we started seeing the difficulty in February. In fact I would like to tell you all as we were progressing in March we had the lockdown, in April we had the lockdown and part of May we had the lockdown. So, but the last year in March we were very confident of having a small profit for the month which would have been a significant change and do better ourselves, but we still managed to have a good job and for the quarter we had done about Rs. 42-43 crores. This is after having no sale in April and also March being curtailed.

Some of the other significant things that have happened were over the last two years we had a very strong effort to look at cutting costs. We now do all our discussions with the units and branches through video conferencing. Our Board meetings are also on the conference in and also we are talking to our customers on mobiles. This is a significant change and this will bring down our cost on travel, hotels etc. The order booking is healthy. We are very-very strong and our efforts and so is the effort of collecting money from our customers. It has become more and more difficult as more and more COVID

issues are coming up and more and more companies are not completely opening their effort for the business.

Significant product development is that we have now restarted our USS business, we have restarted our mining business, and we have restarted going to all the OEMs and building up dealer network that will be second to none. One of the things that are really helping us is the fact that one or two of the companies in the electrical business are shut down and we have a window of almost 2 to 3 years so that we can capture our market and capture our effort.

Similarly on the electrical EV motors, we are comfortable with Tata, we are comfortable with Mahindra, we are also working with Escorts and we are working with others to see that we remain leader in this field. Our effort in Transformers, our efforts looking at solar, looking at electricity boards, all this is really seeing that we have a good order booking off almost Rs. 200 crores. This is without book and deal from the dealer market. In fact one of the things that we do want to do is to have a large OEM business and also have a good dealer market. We are balancing these two and I think we are well on the way to recovery and well on the way to see that this business continues and we institutionalize the name of Kirloskar Electric.

With this, I would like to thank all my fellow directors, I would like to thank all our bankers, I would like to thank all my employees who have stood by me and with the most difficult circumstances where sometimes their parents are not well, sometimes their children are not well but they have not given up because they work from the house and they really do good work to see that this company's stature and effort is maintained. I thank all my employees and from there the actual product comes from, my workers and everybody else who has been such a great help to me really in this difficult time that we are going ahead. My sincere thanks to two people, one is Mr. Anand Hunnur, who works night and day to see that we get our orders, collect our money and one Mr. Malik who is also not here today, who is the President Consultant who has also made efforts to see that we turn this company around and bring the change in the completely thoughts of the company. Thank you very much my fellow shareholders.

With this I would like to move on and to receive, consider and adopt the audited financial statements of the Company for the year 31st March, 2020 together with the report of the Board of Directors and the Auditors thereafter and the audited consolidated financial statements of company for the financial year March 31st, 2020 and the report of the Auditors. With this we have some registered shareholders and I will be happy to answer any questions on the

balance sheet and the audited report. I request this since you are on audio-visual, can you give your questions slot and restrict it to 3 minutes please.

Moderator: Ladies and gentlemen we will now begin the question and answer session. We request Mr. Amol Kulkarni to please accept the prompt on your screen and go ahead with your question. Mr. Amol Kulkarni, please go ahead with your question sir.

Amol Kulkarni: This is Amol Kulkarni. *(Inaudible after that)*

Moderator: Sir, we are unable to hear any audio from him, so you may proceed please.

Vijay R. Kirloskar: Since, there are no questions and answers and we are not getting the shareholders on the login. I will now move the resolution for the adoption of the accounts and the balance sheet for the year 2020.

K S Swapna Latha: Sir you can propose the resolution, item no. 2.

Mahendra V P: Can you hear me?

Moderator: Sir, we can hear you please proceed.

Mahendra V P: Can we take up the proposal of recommending the Directorship.

Vijay R. Kirloskar: Yes. But I can't hear.

Mahendra V P: I think we can operate on the phone also between us.

Vijay R. Kirloskar: Yes item no. 2.

Mahendra V P: May I propose an option please?

Mahendra V P: I approve.

Vijay R. Kirloskar: Micky (Mr. Mahendra V P) can you chair?

Mahendra V P: Yes, please. I propose that item no. 2. This is Mrs. Kirloskar's Directorship. Mr. Agrawal can also begin that. I think some of the others are not able to hear me. Mr. Ravi Ghai is also here, Mr. Misra, green signal? So congrats Meena. Thank you. Chairman, are you able to hear me now?

Moderator: We are not able to hear the Chairman right now.

- Mahendra V P:** Can he see me at least?
- Moderator:** Yes, I am sure he can see you sir. Sir we have unmuted Mr. Sanjeev Kumar's line so your audio can be heard from them. Please go ahead.
- Vijay R. Kirloskar:** So, we have item no. 3 to appoint Mr. Sundar & Associates, Chartered Accountant from Malaysia, and Auditors of the same for this and consider and if we thought to pass the resolution as an order resolution.
- Item no. 4 is to ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 and consider if thought fit to pass online resolution.
- Item no. 5, to appoint Mr. Ravi Ghai as a Nominee Director and to consider an effect part of us without the modification, the following resolution as an ordinary resolution. I propose this.
- Item no. 6, to reappoint Dr. Ashok Mishra as Independent Director. Since you are being appointed for the second time, this is a special resolution and it requires 75% vote. So I propose for Ashok Misra's reappointment.
- Again, I will request any of the directors to take item no. 7 as I am being interested in this item. I think Kamlesh is still there? Kamlesh or Micky (Mahendra VP) can you do this?
- Mahendra V P:** I am sorry I don't have the resolution copy with me.
- Moderator:** Mr. Kamlesh Gandhi is there in the meeting.
- Vijay R. Kirloskar:** Kamlesh can you chair for item no.7?
(Since Mr. Kamlesh Gandhi was not audible, Mr. Mahendra V P took the chair and presided over the meeting.)
- Mahendra V P:** I propose the item no.7 i.e., to reappoint Mr. Vijay R Kirloskar as Executive Chairman of the Company for a term of 3 years.
(After item no 7, Mr. Mahendra V P handed over the Chair to Mr. Vijay R Kirloskar.)
- Vijay R. Kirloskar:** To appoint Mr. Sanjeev Kumar Shivapal as Director and Chief Financial Officer of the company. I propose.

The consolidated results of the remote e-voting during the AGM would be posted on the company's website and Central Stock Exchange within the prescribed time.

I would like to thank all my members, invitees and Board of Directors for this participation. Members may please note that voting on CSDL platform will continue to be available for the next 30 minutes. Members who have not cast their vote are requested to do so. Thank you everyone. And to all my shareholders who could not attend we have Swapna Latha and Mr. Sanjeev Kumar available for questions through e-mail. Thank you once again and thank you. This meeting is closed. All Directors may, if they wish leave the meeting.

Moderator: Thank you ladies and gentlemen for participating in the Kirloskar Electric Company AGM. We will now close this session. Thank you.

Note: The results of each resolution were declared after due scrutiny by the Scrutinizer and the same was uploaded on the website of the Company.