

MANASI PARADKAR & ASSOCIATES
COMPANY SECRETARIES

Off. : 9 B, 'Anant Prasad', Anantkrupa Society,
S. No. 119/1, Paud Road, Kothrud,
Pune 411 038

Tel. : 020 – 65204167, Cell No. : 94235 31223
Mail : manasisparadkar@gmail.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and

Rule 20 of the Companies, (Management and Administration) Rules, 2014, as amended]

To,

The Chairman

Kirloskar Industries Limited,

Office no. 801, 8th Floor, Cello Platina,
F.C. Road, Shivajinagar,
Pune- 411 005
Dear Sir,

I, **Manasi Paradkar**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Kirloskar Industries Limited**, [CIN:L70100PN1978PLC088972] ('the Company') as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and ballot forms deposited in ballot box at the 24th Annual General Meeting (AGM), and ascertaining the voting result as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the Notice of the 24th Annual General Meeting (AGM) of the members of the Company held on Saturday, 11th August, 2018 at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune- 411 030.

The Notice dated 14th June, 2018, convening the AGM along with statement, setting out material facts under Section 102 of the Companies Act, 2013, was sent to the Members by email / courier / registered post / airmail, as the case may be, in respect of the resolutions to be passed at the said AGM.



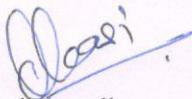
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through different modes on the resolutions contained in the Notice.

My responsibility as a scrutinizer for the voting process through different modes is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid/abstained votes", based on the reports generated and downloaded from the e-voting system provided by, National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and ballot forms deposited into the ballot box at the AGM.

Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from Wednesday, 8th August, 2018 (9.00 A.M.) to Friday, 10th August, 2018, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e; 4th August, 2018 were entitled to vote on the resolutions as set out in the Notice of the Annual General Meeting of the Company.
- iii. After the conclusion of voting by ballot forms at the AGM, the votes cast on the resolutions by ballot forms were counted.
- iv. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Saturday, 11th August 2018, in the presence of 2 witnesses, Mr. M.J. Risbud, PCS and Mr. S.S. Ingale, PCS who are not in the employment of the Company.
- v. The details containing *inter alia*, list of equity shareholders, who voted "for" , "against" and "invalid/abstained" on each of the resolutions those were put to vote, were generated from the e-voting website of National Securities Depository Limited i.e., <https://evoting.nsdl.com>.
- vi. Thereafter, the consolidated report of the total votes cast in favour or against was prepared. A copy of the same is annexed hereto.

Thanking You
Yours Faithfully,



Manasi Paradkar
Practicing Company Secretary [FCS- 5447, CP – 4385]
Date: 11/08/2018
Place:- Pune

Kirloskar Industries Limited
CIN L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 24TH AGM DATED AUGUST 11, 2018

Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain		
					No. of members	Votes	% to Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes	
1	Adoption of the financial statements [including consolidated financial statements] for the year ended 31st March 2018 and also the report of the Auditors and the Board of Directors thereon.	E- voting	24	70,50,577	24	70,50,577	100%	-	-	0%	-	-	
			Ballot	29	30,338	29	30,338	100%	-	-	0%	-	-
			Total	53	70,80,915	53	70,80,915	100%	-	-	0%	-	-
2	Declaration of dividend on equity shares for the Financial Year ended 31 March 2018	E- voting	24	70,50,577	24	70,50,577	100%	-	-	0%	-	-	
			Ballot	29	30,338	29	30,338	100%	-	-	0%	-	-
			Total	53	70,80,915	53	70,80,915	100%	-	-	0%	-	-
3	Approval to the reappointment of Mr. Nihal Kulkarni, as a Director liable to retire by rotation	E- voting	24	70,50,577	23	70,50,327	100%	1	250	0%	-	-	
			Ballot	29	30,338	29	30,338	100%	-	-	0%	-	-
			Total	53	70,80,915	52	70,80,665	100%	1	250	0%	-	-



Special Business		E-voting		Ballot		Total		E-voting		Ballot		Total		E-voting		Ballot		Total	
4	Special Resolution:- Approval u/s 94(1) of the Companies Act, 2013 to keep the Registers and copies of Annual Returns at the place other than the Registered office of the Company w.e.f. 17th May 2018		24	70,50,577		21	70,50,316		23	70,50,327		20	70,50,316		23	70,50,327		20	70,50,316
		Total	29	30,338		29	30,338		29	30,338		29	30,338		29	30,338		29	30,338
5	Special Resolution:- Approval to the variation of terms of KIL ESOP 2017 i.e extension of the period for exercise of vested options .		24	70,50,577		23	70,50,327		23	70,50,327		20	70,50,327		23	70,50,327		20	70,50,327
		Total	29	30,338		29	30,338		29	30,338		29	30,338		29	30,338		29	30,338
6	Ordinary Resolution:- Approval to the appointment of Mr. Satish Jarmdar, as an Independent Director for a term of consecutive 5 years up to 16th May 2023.		24	70,50,577		24	70,50,577		24	70,50,577		24	70,50,577		24	70,50,577		24	70,50,577
		Total	29	30,338		29	30,338		29	30,338		29	30,338		29	30,338		29	30,338
7	Ordinary Resolution:- Approval to the appointment of Mrs. Mrunalini Deshmukh, as an Independent Director for a consecutive term of 5 years upto 16th May 2023.		24	70,50,577		23	70,50,327		23	70,50,327		20	70,50,327		23	70,50,327		20	70,50,327
		Total	29	30,338		29	30,338		29	30,338		29	30,338		29	30,338		29	30,338
			53	70,80,915		53	70,80,915		52	70,80,665		52	70,80,665		52	70,80,665		52	70,80,665
			53	70,80,915		53	70,80,915		52	70,80,665		52	70,80,665		52	70,80,665		52	70,80,665



8	Ordinary Resolution:- Approval u/s 188(1) & 188 (1) (f) for the appointment of Ms. Gauri Kirloskar, as an employee of the company to hold an office or place of profit for the position of 'Senior General Manager' with effect from 1 st September 2018.	E- voting	24	70,50,577	23	70,50,327	100%	1	250	0%	-	-
		Ballot	29	30,338	29	30,338	100%	-	-	0%	-	-
		Total	53	70,80,915	52	70,80,665	100%	1	250	0%	-	-
9	Ordinary Resolution:- Approval to the appointment of Mr. Vinesh Kumar Jairath, as a Non-Executive Director of the Company liable to retire by rotation	E- voting	24	70,50,577	22	70,50,324	100%	1	250	0%	1	3
		Ballot	29	30,338	29	30,338	100%	-	-	0%	-	-
		Total	53	70,80,915	51	70,80,662	100%	1	250	0%	1	3
10	Ordinary Resolution:- Approval to the appointment of Mr. Vinesh Kumar Jairath, Non Executive Director of the Company as an Advisor to the company for a period of 5 years w.e.f. 14th June 2018.	E- voting	24	70,50,577	23	70,50,327	100%	1	250	0%	-	-
		Ballot	29	30,338	29	30,338	100%	-	-	0%	-	-
		Total	53	70,80,915	52	70,80,665	100%	1	250	0%	-	-


 MANASI PARADKAR
 PRACTISING COMPANY SECRETARY
 FCS- 5447, CP-4385
 11-08-2018
 PUNE



