

**MANASI PARADKAR & ASSOCIATES**  
**COMPANY SECRETARIES**

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

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## Scrutinizer's Report

[Pursuant to provisions of Section 108 of the Companies Act, 2013 and  
Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014] & Regulation  
44 of SEBI [Listing Obligations & Disclosure Requirements] Regulations 2015

To,

The Chairman / Director,  
Kirloskar Industries Limited,  
Office No. 801, 8th Floor,  
Cello Platina Fergusson College Road,  
Shivajinagar, Pune 411005.

Dear Sir,

**Subject: - Scrutinizer's report after email dated 31 March 2023 sent by the Company to the shareholders who have casted their vote prior to the issuance of Corrigendum dated 15 March 2023 to the Postal Ballot Notice dated 27 February 2023.**

I Manasi Paradkar, a Company Secretary in Practice, have been appointed by the Board of Directors of Kirloskar Industries Limited [CIN: L70100PN1978PLC088972] as the Scrutinizer for the purpose of scrutinizing the voting process through Electronic means in respect of special resolution as mentioned in Annexure to this report as circulated by postal ballot notice dt. 27<sup>th</sup> February 2023 along with corrigendum to the notice dt. 15<sup>th</sup> March 2023 sent by email to the members holding shares as on cut-off date i.e., 22<sup>nd</sup> February 2023 and ascertaining the voting result on the resolution contained in the postal ballot notice.

  


The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules thereunder relating to e-voting. My responsibility as a Scrutinizer for the voting process through different modes is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions and "invalid/abstained votes" if any, 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.

The Company had issued and circulated a Corrigendum dated 15 March 2023 to the Postal Ballot Notice dated 27 February 2023 ("**Corrigendum**") in relation to the special resolution at Item no. 1 in the Postal Ballot Notice, pertaining to the preferential issue and allotment of warrants convertible into equity shares to Mr. Atul Kirloskar and Mr. Rahul Kirloskar ("**Preferential Issue**").

The e-voting commenced on Tuesday 28 February 2023 at 9.00 a.m. and ended on Wednesday 29 March 2023 at 5.00 p.m. The special resolution proposing the Preferential Issue has been passed with a majority of 99.97% of votes in favour of the said resolution. Therefore, the special resolution in respect of the Preferential Issue is deemed to be passed by the shareholders of the Company on 29<sup>th</sup> March 2023. I have issued my report in respect of the e-voting on the special resolutions circulated by Postal Ballot Notice along with the Corrigendum, and the same has been disclosed to the stock exchanges by the Company on 30<sup>th</sup> March 2023.

After submission of my report on 30<sup>th</sup> March 2023, the Company has received oral and written communications from NSE stating that some shareholders might have executed their votes before 15 March 2023 i.e., before issuance of the Corrigendum and therefore, the Company shall give an option to such shareholders to write to the Scrutinizer within 48 hours, if such shareholders have any concern with respect to the votes already casted by them prior to the issuance of the Corrigendum.

Accordingly, the Company has sent an email dated 31st March 2023 at 5.30 p.m. to such shareholders who have exercised their voting rights before issuance of the Corrigendum, informing them that they may communicate their objection or concern on the said vote casted/resolution, if any, to me on or before 2nd April 2023, 6.00 p.m. at my email id. My email id was provided in the said email.

  


I, Manasi Paradkar, Scrutinizer, confirm that I have not received any objection, change or any concern in respect of the votes casted by such shareholders in respect of the special resolution no. 1 in respect of the Preferential Issue passed by the shareholders of the Company as on 29<sup>th</sup> March, 2023 after giving fair chance to the shareholders.

In view of the aforesaid, I state that there is no change in the Scrutinizer's Report already issued by me dt. 30<sup>th</sup> March 2023 and the same shall be considered as the final Scrutiniser's Report in respect of the e-voting. This letter shall be read with the said already issued Scrutiniser's Report and covering letter, dated 30<sup>th</sup> March 2023.

The said final report dated 30<sup>th</sup> March 2023 is enclosed with this letter for the sake of completeness and record.

Thanking You

Yours Faithfully,  
For Manasi Paradkar & Associates

Manasi Paradkar  
Practicing Company Secretary

[FCS- 5447, CP -4385]

Place: Pune  
Date: 3<sup>rd</sup> April, 2023  
PRN: 1070/2021



  
Witness No. 1  
[Ms. Mugdha Kulkarni]

  
Witness No.2  
[Ms. Yogita Barve]

MAHESH  
RAMCHAND  
CHHABRIA

Digitally signed by  
MAHESH RAMCHAND  
CHHABRIA  
Date: 2023.04.03  
19:30:22 +05'30'

Chairman/Managing Director