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PROCEEDINGS OF THE 72ND ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF KIRLOSKAR ELECTRIC COMPANY LIMITED HELD ON SATURDAY, SEPTEMBER 21, 2019 AT HOTEL TAJ YESHWANTHPUR, 2275, TUMKUR MAIN ROAD, YESHWANTHPUR INDUSTRIAL AREA, PHASE-1, YESHWANTHPUR, BANGALORE - 560 022

Time of commencement of meeting : 10.00 AM

Time of conclusion of meeting : 11.00 AM

a. Proceedings:

Mr. Vijay R Kirloskar, Executive Chairman of the Company commenced the meeting by welcoming all the directors and the members present at the meeting. The meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the relevant rules and secretarial standards made thereunder.

b. Business transacted at the meeting:

<u>Sl. No</u>	<u>Agenda Item</u>	<u>Resolution Passed</u>
	ORDINARY BUSINESS	
1.	Adoption of audited financial statements along with audited consolidated financial statements of the Company for the year ended March 31, 2019.	Ordinary Resolution
2.	Re-appointment of Mrs. Meena Kirloskar as a director liable to retire by rotation.	Ordinary Resolution
3.	Re-appointment of auditor.	Ordinary Resolution
	SPECIAL BUSINESS	
4.	Re-appointment of Branch Auditors	Ordinary Resolution
5.	Approval to the remuneration of the cost auditors	Ordinary Resolution
6.	Re-appointment of Mr. Satyanarayan Agarwal (DIN: 00111187) as independent director and continuation of his directorship after the age of 75 years.	Special Resolution
7.	Re-appointment of Mr. Kamlesh Gandhi (DIN: 00004969) as independent director.	Special Resolution
8.	Re-appointment of Mr. Sarosh J Ghandy (DIN: 00031237) as independent director and continuation of his directorship after the age of 75 years	Special Resolution
9	Re-appointment of Mr. Mahendra Vellore Padmanaban (DIN: 00033270) as independent director and continuation of his directorship after the age of 75 years	Special Resolution
10	Re-appointment of Mr. Anil Kumar Bhandari (DIN: 00031194) as independent director and continuation of his directorship after the age of 75 years	Special Resolution

11.	Approval to sell / transfer / dispose-off its manufacturing unit at Pune	Special Resolution
12.	Approval to borrow loan with an option to convert to equity shares;	Special Resolution

c. Summary of proceedings of the meeting:

The Chairman declared that the requisite quorum for the 72nd Annual General Meeting (AGM) was present and called the meeting to order. The Chairman then requested Ms. K S Swapna Latha, Sr. General Manager - Legal & Company Secretary to read the notice of 72nd AGM and the auditors' report. Ms. K S Swapna Latha read out the notice of the AGM and the auditors' report. Thereafter, the Chairman delivered his speech.

The Chairman then invited the members to raise any query and offer any suggestion. The Chairman of the Company replied to all the queries raised by the members and noted down their suggestions for consideration.

The Chairman informed that the Company had provided e-voting facility to all its members as required under the provisions of the Companies Act, 2013 to cast their votes through remote e - voting facility on the items set forth in the notice of the AGM. The facility of e-voting was provided during Wednesday, September 18, 2019 from 9.00 AM till Friday, September 20, 2019 up to 05.00 PM.

The Chairman further stated that, Mr. Karthick V, practising Company Secretary, (membership no. 11910) Bengaluru, was appointed as scrutinizer in connection with the voting process and requested to lock and seal the empty polling box for the poll at the AGM.

The scrutinizer locked and sealed the empty ballot box in the presence of the members.

The Chairman then ordered the poll in respect of all resolutions contained in the notice and stated the results of the e-voting and poll in receipt of the scrutinizers report will be placed on the Company's website and shall also be sent to the stock exchanges.

The Chairman thanked all the members for their participation and announced formal closure of the meeting.