Kirloskar Industries

9 August 2022

BSE Limited
Corporate Relationship Department
1st Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai 400 001.

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051.

BSE Scrip Code: 500243

NSE Scrip Code: KIRLOSIND

Sir / Madam,

Sub.: Voting Results and Scrutinizer's Report for the 27th Annual General Meeting

The Annual General Meeting of the Company (AGM) held on Tuesday, 9 August 2022, at 11.30 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility, in compliance with the provisions of the Companies Act, 2013, (the Act) and Rules thereof read with the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021 and 5 May 2022, respectively, issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022, issued by SEBI (collectively referred to as 'SEBI Circulars');

Please find enclosed the following:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations).

2. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, including amendments thereof, on remote e-voting and e-voting during the AGM.

Based on the aforesaid Scrutinizer's Report, the resolutions for item nos. 1 to 11 of the AGM Notice were passed with requisite majority.

You are requested to take the same on your records.

Thanking you.

Yours faithfully,
For Kirloskar Industries Limited

A.V.Mali

Ashwini Mali
Company Secretary &
Compliance Officer
Encl.: As above

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Kirloskar Industries Limited
A Kirloskar Group Company

Regd. Office: Cello Platina, Office Number 801, Fergusson College Road, Shivajinagar, Pune- 411005
Tel: +91 (20) 29704374 | Fax: +91 (20) 29704374
Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com
CIN: L70100PN1978PLC088972

ANNEXURE I

Format for Voting Results

Date of the Annual General Meeting	Tuesday, 9 August 2022
Total number of shareholders on record date	18,523
Number of shareholders present in the meeting either in person or through proxies – Promoters and Promoters Group Public	Not applicable
Number of shareholders attended the meeting through Video Conferencing – Promoters and Promoters Group Public	 12 38

Agenda – wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1: Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2022 and the Reports of the Board of Directors and Auditors thereon								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,47,076	33.5263	1,47,076	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,47,076	33.5263	1,47,076	0	100.0000	0.0000
Public – Non Institutions	E-voting	22,69,937	1,65,885	7.3079	1,65,767	118	99.9289	0.0711
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,885	7.3079	1,65,767	118	99.9289	0.0711
Total		**98,06,804**	**73,98,096**	**75.4384**	**73,97,978**	**118**	**99.9984**	**0.0016**

The aforesaid Ordinary Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 2: Declaration of Dividend on equity shares for the Financial Year ended 31 March 2022								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,50,570	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,50,570	0	100.0000	0.0000
Public – Non Institutions	E-voting	22,69,937	1,65,960	7.3112	1,65,842	118	99.9289	0.0711
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,960	7.3112	1,65,842	118	99.9289	0.0711
Total		**98,06,804**	**74,01,665**	**75.4748**	**74,01,547**	**118**	**99.9984**	**0.0016**

The aforesaid Ordinary Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 3: Appointment of a Director in place of Mr. Anil Alawani (DIN 00036153), who retires by rotation and being eligible, offers himself for re-appointment								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,49,694	876	99.4182	0.5818
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,49,694	876	99.4182	0.5818
Public – Non Institutions	E-voting	22,69,937	1,65,850	7.3064	1,65,681	169	99.8981	0.1019
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,850	7.3064	1,65,681	169	99.8981	0.1019
Total		**98,06,804**	**74,01,555**	**75.4737**	**74,00,510**	**1,045**	**99.9859**	**0.0141**

The aforesaid Ordinary Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 4: Payment of remuneration to Mr. Mahesh Chhabria (DIN 00166049), Managing Director of the Company for a period effective from 1 April 2022 to 3 July 2022								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,21,061	29,509	80.4018	19.5982
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,21,061	29,509	80.4018	19.5982
Public – Non Institutions	E-voting	22,69,937	1,65,910	7.3090	1,65,688	222	99.8662	0.1338
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,910	7.3090	1,65,688	222	99.8662	0.1338
Total		**98,06,804**	**74,01,615**	**75.4743**	**73,71,884**	**29,731**	**99.5983**	**0.4017**

The aforesaid Special Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 5: Re-appointment of Mr. Mahesh Chhabria (DIN 00166049), Managing Director of the Company, for a period of five years commencing from 4 July 2022 and payment of remuneration to him, for a period effective from 4 July 2022 to 3 July 2025								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,18,176	32,394	78.4858	21.5142
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,18,176	32,394	78.4858	21.5142
Public – Non Institutions	E-voting	22,69,937	1,65,910	7.3090	1,65,631	279	99.8318	0.1682
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,910	7.3090	1,65,631	279	99.8318	0.1682
Total		**98,06,804**	**74,01,615**	**75.4743**	**73,68,942**	**32,673**	**99.5586**	**0.4414**

The aforesaid Special Resolution has been passed with requisite majority.

Resolution No. 6: Re-appointment of Ms. Aditi Chirmule (DIN 01138984), Executive Director of the Company, for a period of five years commencing from 25 January 2022 and payment of remuneration to her for a period effective from 25 January 2022 to 24 January 2025								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,47,685	2,885	98.0839	1.9161
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,47,685	2,885	98.0839	1.9161
Public – Non Institutions	E-voting	22,69,937	1,65,910	7.3090	1,65,785	125	99.9247	0.0753
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,910	7.3090	1,65,785	125	99.9247	0.0753
Total		**98,06,804**	**74,01,615**	**75.4743**	**73,98,605**	**3,010**	**99.9593**	**0.0407**

The aforesaid Special Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 7: Payment of remuneration, in the nature of commission or perquisite(s) arising as a result of exercise of vested Equity Settled Stock Appreciation Rights (ESARs) granted under the Kirloskar Industries Limited – Employees Stock Appreciation Rights Plan 2019 (KIL ESARP 2019) to Mr. Vinesh Kumar Jairath, Non-Executive Director of the Company, in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2022-2023								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,47,685	2,885	98.0839	1.9161
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,47,685	2,885	98.0839	1.9161
Public – Non Institutions	E-voting	22,69,937	1,65,960	7.3112	1,65,532	428	99.7421	0.2579
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,960	7.3112	1,65,532	428	99.7421	0.2579
Total		**98,06,804**	**74,01,665**	**75.4748**	**73,98,352**	**3,313**	**99.9552**	**0.0448**

The aforesaid Special Resolution has been passed with requisite majority.

Resolution No. 8: Appointment of Mr. Vijaydipak Varma (DIN 00011352), as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 15 October 2021								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,50,570	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,50,570	0	100.0000	0.0000
Public – Non Institutions	E-voting	22,69,937	1,65,900	7.3086	1,65,721	179	99.8921	0.1079
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,900	7.3086	1,65,721	179	99.8921	0.1079
Total		**98,06,804**	**74,01,605**	**75.4742**	**74,01,426**	**179**	**99.9976**	**0.0024**

The aforesaid Special Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 9: Re-appointment of Mr. D. Sivanandhan (DIN 03607203), as an Independent Director of the Company to hold office for a second term up to his attaining the age of 75 years, i.e., up to 2 February 2026, with effect from 11 May 2022								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,48,784	1,786	98.8138	1.1862
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,48,784	1,786	98.8138	1.1862
Public – Non Institutions	E-voting	22,69,937	1,65,893	7.3083	1,65,569	324	99.8047	0.1953
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,893	7.3083	1,65,569	324	99.8047	0.1953
Total		**98,06,804**	**74,01,598**	**75.4741**	**73,99,488**	**2,110**	**99.9715**	**0.0285**

The aforesaid Special Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 10: Re-appointment of Mr. Ashit Parekh (DIN 00821577), as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from 4 July 2022								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,50,570	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,50,570	0	100.0000	0.0000
Public – Non Institutions	E-voting	22,69,937	1,65,893	7.3083	1,65,774	119	99.9283	0.0717
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,893	7.3083	1,65,774	119	99.9283	0.0717
Total		**98,06,804**	**74,01,598**	**75.4741**	**74,01,479**	**119**	**99.9984**	**0.0016**

The aforesaid Special Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 11: Appointment of Ms. Purvi Sheth (DIN 06449636), as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 26 May 2022								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,85,135	99.8162	70,85,135	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,85,135	99.8162	70,85,135	0	100.0000	0.0000
Public – Institutions	E-voting	4,38,689	1,50,570	34.3227	1,50,570	0	100.000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,50,570	34.3227	1,50,570	0	100.000	0.0000
Public – Non Institutions	E-voting	22,69,937	1,65,893	7.3083	1,65,774	119	99.9283	0.0717
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,65,893	7.3083	1,65,774	119	99.9283	0.0717
Total		**98,06,804**	**74,01,598**	**75.4741**	**74,01,479**	**119**	**99.9984**	**0.0016**

The aforesaid Special Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

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 provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014]

To,

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

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 e-voting at the 28th Annual General Meeting (AGM) of the members of the Company held on Tuesday, 09th August 2022 at 11:30 a.m. and ascertaining the voting result on the resolutions contained in the Notice of AGM.

The scrutiny of voting process along with ascertaining of voting results is as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the relevant and updated SEBI Circulars and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 along with all related circulars issued by the Ministry of Corporate Affairs from time to time.

The Notice dated 26th May 2022 setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Members by email.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting. 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" on 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.

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

i. The members of the Company as on the "cut-off" date i.e; Tuesday, 02nd August, 2022 were entitled to vote on the resolutions as set out in the Notice.

Manasi Paradkar ☆ FCS-5447 C.P.-4385 ☆ Company Secretary

ii. The remote e-voting period remained open from Saturday, 06th August 2022, (9.00 A.M.) to Monday, 08th August 2022, (5.00 P.M.)

iii. The facility for e-voting during the AGM was provided to those members who attended the meeting but not voted through the remote e-voting facility. Remote e-voting along with the e-voting at the AGM was unblocked after completion of voting process at the AGM, in the presence of 2 witnesses, who are not in the employment of the Company.

iv. 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 NSDL i.e. https://evoting.nsdl.com.

v. Thereafter, the consolidated report considering remote e-voting and e-voting during the AGM was prepared. A copy of the same is annexed hereto.

vi. Due to continuous threat of COVID-19 pandemic, the Company has conducted Annual General Meeting through video conferencing. Accordingly voting through ballot dispensed with and E-voting at the meeting was provided. Our report is a consolidated report of remote E-voting and E-voting at the Meeting.

vii. Based on the aforesaid results, we report that all the Ordinary Resolutions as set out in Item Nos. 1,2,3 & and Special resolution at set out in Item no. 4 to 11 in the Notice of the AGM have been passed with the requisite majority

Thanking You

Yours Faithfully,

For Manasi Paradkar & Associates

Manasi Paradkar
Practicing Company Secretary
[FCS- 5447, CP –4385]

Witness No.1
[Ms. Mugdha Kulkarni]

Witness no. 2
[Ms.Yogita Barve]

Received on 09.08.2022
For KIRLOSKAR INDUSTRIES LTD.
ATUL C. KIRLOSKAR
CHAIRMAN

Place: Pune
Date: 09/08/2022
PRN: 1070/2021
UDIN: F005447D000763952

KIRLOSKAR INDUSTRIES LIMITED
CIN L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 28TH ANNUAL GENERAL MEETING DATED AUGUST 09, 2022

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
	Ordinary Business											
1	**Ordinary Resolution:** Adoption of the Audited Standalone Financial Statements of the Company [including consolidate financial statements] for the financial year ended 31st March 2022 and the reports of the Auditors and the Board of Directors thereon.	Remote Evoting	112	73,32,049	110	73,31,931	99.1056%	2	118	0.0016%	2	3,569
		Evoting at AGM	5	66,047	5	66,047	0.8928%	-	-	-	-	-
		Total	117	73,98,096	115	73,97,978	99.9984%	2	118	0.0016%	2	3,569
2	**Ordinary Resolution :** Declaration of Dividend of Rs. 10/-per equity share for the Financial Year ended 31 March 2021.	Remote Evoting	114	73,35,618	112	73,35,500	99.1061%	2	118	0.0016%	-	-
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	119	74,01,665	117	74,01,547	99.9984%	2	118	0.0016%	-	-
3	**Ordinary Resolution :** Approval for the re-appointment of Mr.Anil Alawani [DIN:00036153] as a Director, who retiers by rotation.	Remote Evoting	111	73,35,508	106	73,34,463	99.0936%	5	1,045	0.0141%	3	110
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	116	74,01,555	111	74,00,510	99.9859%	5	1,045	0.0141%	3	110
	Special Business											
4	**Special Resolution:** Approval for the revision in remuneration of Mr. Mahesh Chhabria [DIN: 00166049], Managing Director of the Company for a period 1.4.22 to 3.7.22	Remote Evoting	113	73,35,568	96	73,05,837	98.7060%	17	29,731	0.4017%	1	50
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	118	74,01,615	101	73,71,884	99.5983%	17	29,731	0.4017%	1	50

5	**Special Resolution:** Approval for the appointment of Mr. Mahesh Chhabria [DIN: 00166049], Managing Director of the Company for further period of 5 years commencing form 04th July 2022 & approval for remuneration payable between the period 4.7.22 to 3.7.25	Remote Evoting	113	73,35,568	92	73,02,895	98.6663%	21	32,673	0.4414%	1	50
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	118	74,01,615	97	73,68,942	99.5586%	21	32,673	0.4414%	1	50
6	**Special Resolution:** Approval for the re-appointment of Ms. Aditi Chirmule [DIN: 01138984], as the Executive Director of the Company for further period of 5 years commencing form 25th January 2022 & approval for the remuneration payable to her for the period 25.1.22 to 24.1.25	Remote Evoting	113	73,35,568	108	73,32,558	99.0670%	5	3,010	0.0407%	1	50
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	118	74,01,615	113	73,98,605	99.9593%	5	3,010	0.0407%	1	50
7	**Special Resolution:** Approval for payment of remuneration, in the nature of commission [arising as a result of exerciese of ESARs] to Mr. Vinesh Jairath [DIN: 01138984], Non-Executive Director of the Company in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2022-2023.	Remote Evoting	114	73,35,618	103	73,32,305	99.0629%	11	3,313	0.0448%	-	-
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-			-	-
		Total	119	74,01,665	108	73,98,352	99.9552%	11	3,313	0.0448%	-	-
8	**Special Resolution:** Approval for appointment of Mr. Vijaydipak Varma [DIN:00011352] who was appointed as an Additional & Independent Director of the Company w.e.f. 15.10.21 as an Independent Director of the Company to hold office for a term of 5 consecutive years w.e.f 15th October 2021	Remote Evoting	112	73,35,558	107	73,35,379	99.1053%	5	179	0.0024%	2	60
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	117	74,01,605	112	74,01,426	99.9976%	5	179	0.0024%	2	60

9	**Special Resolution:** Approval for re-appointment of Mr. D. Sivanandhan [DIN:03607203] as an Independent Director of the Company for a second term upto his attaining the age of 75 years i.e. upto 02nd February 2026, w.e.f.11 May 2022	Remote Evoting	111	73,35,551	103	73,33,441	99.0792%	8	2,110	0.0285%	3	67
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	116	74,01,598	108	73,99,488	99.9715%	8	2,110	0.0285%	3	67
10	**Special Resolution:** Approval for re-appointment of Mr. Ashit Parekh [DIN:00821577] as an Independent Director of the Company to hold the office for a second term of 5 consecutive years w.e.f. 4th July 2022	Remote Evoting	111	73,35,551	108	73,35,432	99.1061%	3	119	0.0016%	3	67
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	116	74,01,598	113	74,01,479	99.9984%	3	119	0.0016%	3	67
11	**Special Resolution:** Approval for appointment of Ms. Purvi Seth [DIN: 06449636] who was appointed as an Additional & Independent Director of the Company w.e.f. 26.5.22 as an Independent Director of the Company to hold the office for a term of 5 consecutive years with effect from 26th May 2022	Remote Evoting	111	73,35,551	108	73,35,432	99.1061%	3	119	0.0016%	3	67
		Evoting at AGM	5	66,047	5	66,047	0.8923%	-	-	-	-	-
		Total	116	74,01,598	113	74,01,479	99.9984%	3	119	0.0016%	3	67

Manasi Paradkar FCS-5447 C.P.-4385 Company Secretary

MANASI PARADKAR
FCS-5447 CP-4385
Practicing Company Secretary
Pune
Date: 09th August ,2022
PRN : 1070/2021
UDIN:F005447D000763952

Received on 09.08.2022
For KIRLOSKAR INDUSTRIES LTD.
(ATUL C. KIRLOSKAR)
CHAIRMAN

KIRLOSKAR INDUSTRIES LTD. PUNE-05