KIRLOSKAR INDUSTRIES LIMITED
A Kirloskar Group Company

Enriching Lives

27 August 2020

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 26th Annual General Meeting

The Annual General Meeting of the Company (AGM) held on Thursday, 27 August 2020, 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 No. 14/2020 dated 8 April 2020, the General Circular No. 17/2020 dated 13 April 2020 and the General Circular No. 20/2020 dated 5 May 2020, issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars) and the SEBI Regulations read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020.

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 7 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

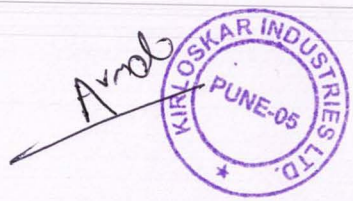
Ashwini Mali
Company Secretary &
Compliance Officer

KIRLOSKAR INDUSTRIES LTD. PUNE-05

ANNEXURE I

Format for Voting Results

Date of the Annual General Meeting	Thursday, 27 August 2020
Total number of shareholders on record date	16,814
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	 16 33



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

Resolution No. 1: Adoption of Standalone and Consolidated Financial Statements for the year ended 31 March 2020 and also the report of Auditors and Board of Directors 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	70,90,353	99.8898	70,90,353	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,90,353	99.8898	70,90,353	0	100.0000	0.0000
Public – Institutions	E-voting	14,00,851	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	12,09,590	40,618	3.3580	40,318	300	99.2614	0.7386
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40,618	3.3580	40,318	300	99.2614	0.7386
Total		**97,08,619**	**71,30,971**	**73.4499**	**71,30,671**	**300**	**99.9958**	**0.0042**

The aforesaid Ordinary Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 2: Confirmation of the payment of Interim Dividend on equity shares as Final Dividend for the year ended 31 March 2020								
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	70,90,353	99.8898	70,90,353	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,90,353	99.8898	70,90,353	0	100.0000	0.0000
Public – Institutions	E-voting	14,00,851	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	12,09,590	40,618	3.3580	40,213	405	99.0029	0.9971
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40,618	3.3580	40,213	405	99.0029	0.9971
Total		**97,08,619**	**71,30,971**	**73.4499**	**71,30,566**	**405**	**99.9943**	**0.0057**

The aforesaid Ordinary Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 3: Approval to the re-appointment of Mr. Mahesh Chhabria (DIN 00166049) as a Director, who retires by rotation								
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	70,90,353	99.8898	70,90,353	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,90,353	99.8898	70,90,353	0	100.0000	0.0000
Public – Institutions	E-voting	14,00,851	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	12,09,590	40,618	3.3580	40,278	340	99.1629	0.8371
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40,618	3.3580	40,278	340	99.1629	0.8371
Total		**97,08,619**	**71,30,971**	**73.4499**	**71,30,631**	**340**	**99.9952**	**0.0048**

The aforesaid Ordinary Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 4: Approval to the re-appointment of Mr. Nihal Kulkarni (DIN 01139147) as a Director, who retires by rotation								
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 favour	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	70,90,353	99.8898	70,90,353	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,90,353	99.8898	70,90,353	0	100.0000	0.0000
Public – Institutions	E-voting	14,00,851	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	12,09,590	40,618	3.3580	40,278	340	99.1629	0.8371
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40,618	3.3580	40,278	340	99.1629	0.8371
Total		**97,08,619**	**71,30,971**	**73.4499**	**71,30,631**	**340**	**99.9952**	**0.0048**

The aforesaid Ordinary Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 5: Approval to the re-appointment of Mr. Tejas Deshpande (DIN 01942507), as an Independent Director for a second term of five consecutive years with effect from 28 August 2020								
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	70,90,353	99.8898	70,90,353	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,90,353	99.8898	70,90,353	0	100.0000	0.0000
Public – Institutions	E-voting	14,00,851	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	12,09,590	40,618	3.3580	40,228	390	99.0398	0.9602
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40,618	3.3580	40,228	390	99.0398	0.9602
Total		**97,08,619**	**71,30,971**	**73.4499**	**71,30,581**	**390**	**99.9945**	**0.0055**

The aforesaid Special Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 6: Approval to the continuation of directorship of Mr. Anil Alawani (DIN 00036153) as a Non-Executive Non-Independent Director after attainment of age of 75 years								
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	70,90,353	99.8898	70,90,353	0	100.00	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,90,353	99.8898	70,90,353	0	100.00	0.0000
Public – Institutions	E-voting	14,00,851	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	12,09,590	40,618 *	3.1691	37,888	445	98.8391	1.1609
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40,618 *	3.1691	37,888	445	98.8391	1.1609
Total		**97,08,619**	**71,30,971**	**73.4499**	**71,28,241**	**445**	**99.9617**	

* includes 2,285 abstain votes

The aforesaid Special Resolution has been passed with requisite majority.

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Resolution No. 7: Approval to the payment of remuneration, (in the nature of commission or perquisite(s)) arising as a result of exercise of vested ESARs under the KIL ESARP 2019, to Mr. Vinesh Kumar Jairath, Non-Executive Director of the Company, in excess of 50% of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2020-2021								
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	70,90,353	99.8898	70,90,353	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,90,353	99.8898	70,90,353	0	100.0000	0.0000
Public – Institutions	E-voting	14,00,851	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	12,09,590	40,618	3.3580	39,672	946	97.6710	2.3290
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40,618	3.3580	39,672	946	97.6710	2.3290
Total		**97,08,619**	**71,30,971**	**73.4499**	**71,30,025**	**946**	**99.9867**	**0.0133**

The aforesaid Special Resolution has been passed with requisite majority.

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]

To,

The Chairman / Director,
Kirloskar Industries Limited,
Office No.801, 8th Floor,
Cello Platina Fergusson College Road,
Shivaji Nagar ,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 26th Annual General Meeting (AGM) of the members of the Company held on Thursday, 27th August, 2020 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 &read with the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs.

The Notice dated 22nd June, 2020 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

Manasi Paradkar FCS-5417 C.P.-4385 Company Secretary

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 remote e-voting period remained open from Monday, 24th August, 2020 (9.00 A.M.) to Wednesday, 26th August, 2020, (5.00 P.M.)

ii. The members of the Company as on the "cut-off" date i.e; Thursday, 20th August, 2020 were entitled to vote on the resolutions as set out in the Notice.

iii. The facility for e-voting during the Annual General Meeting was provided for 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 Annual General Meeting was unblocked after completion of voting process at the Annual General Meeting, 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 National Securities Depository Limited i.e. https://evoting.nsdl.com.

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

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

Thanking You

Yours Faithfully,

For ManasiParadkar& Associates

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

Place: Pune
Date: 27/08/2020

Received on 27.08.2020
For KIRLOSKAR INDUSTRIES LTD.

(ATUL C. KIRLOSKAR)
CHAIRMAN

Kirloskar Industries Limited
CIN L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 26 TH AGM DATED 27th AUGUST, 2020

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 Standalone and Consolidated Financial Statements for the year ended 31st March2020 and also the report of Auditors and Board of Directors thereon	E- voting	79	71,30,971	78	71,30,671	100%	1	300	0%	0	0
		Ballot	0	0	0	0	0	0	0	0	0	0
		Total	79	71,30,971	78	71,30,671	100%	1	300	0%	0	0
2	**Ordinary Resolution :** Confirmation of the Payment of Interim Dividend on equity shares as Final Dividend for the year ended 31st March 2020	E- voting	79	71,30,971	76	71,30,566	100%	3	405	0%	0	0
		Ballot	0	0	0	0	0	0	0	0	0	0
		Total	79	71,30,971	76	71,30,566	100%	3	405	0%	0	0
3	**Ordinary Resolution :** Approval to the re-appointment of Mr. Mahesh Chhabria [DIN: 00166049] as a Director, who retires by rotation	E- voting	79	71,30,971	77	71,30,631	100%	2	340	0%	0	0
		Ballot	0	0	0	0	0	0	0	0	0	0
		Total	79	71,30,971	77	71,30,631	100%	2	340	0%	0	0
4	**Ordinary Resolution :** Approval to the reappointment of Mr. Nihal Kulkarni [DIN : 01139147]as a Director who retires by rotation	E- voting	79	71,30,971	77	71,30,631	100%	2	340	0%	0	0
		Ballot	0	0	0	0	0	0	0	0	0	0
		Total	79	71,30,971	77	71,30,631	100%	2	340	0%	0	0

	Special Business											
5	**Special Resolution:** Approval to the reappointment of Mr.Tejas Deshpande [DIN: 01942507] as an Independent Director for second term of five consecutive years w.e.f 28th August 2020.	E- voting	79	7,130,971	76	7,130,581	100%	3	390	0	0	0
		Ballot	0	0	0	0	0	0	0	0	0	0
		Total	79	7,130,971	76	7,130,581	100%	3	390	0	0	0
6	**Special Resolution:** Approval to the continuation of directorship of Mr.Anil Alawani [DIN:00036153] as a Non- Executive , Non-Independent Director after attainment of age of 75 years.	E- voting	79	7,130,971	74	7,128,241	100%	4	445	0%	1	2285
		Ballot	0	0	0	0	0	0	0	0	0	0
		Total	79	7,130,971	74	7,128,241	100%	4	445	0%	1	2285
7	**Special Resolution:** Approval to the payment of remuneration, (in the nature of commission or perquisite(s)) arising as a result of exerciseof vested ESARs under KIL ESARP 2019, to Mr. Vinesh Kumar Jairath, Non-Executive Director of the Company, in excess of 50% of the total remuneration payable to all Non-Executive Directors of the Company for the FY 2020-2021.	E- voting	79	7,130,971	71	7,130,025	100%	8	946	0%	0	0
		Ballot	0	0	0	0	0	0	0	0	0	0
		Total	79	7,130,971	71	7,130,025	100%	8	946	0%	0	0

MANASI PARADKAR
FCS-5447 CP-4385
Practicing Company Secretary
Pune
8/27/2020