

Ref :

Date :

29/09/2014

To
The Chairman
KIRLOSKAR ELECTRIC COMPANY LIMITED
Industrial Suburb, Rajajinagr,
Bangalore - 560010

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the Listing Agreement with the stock exchanges and submission of Scrutinizer's Report

1. I, V. Karthick, Practicing Company Secretary (PCS 4680) 112/D, IInd Floor, 5th Main, 11th Cross, Malleswaram, Bangalore - 560003, have been appointed as Scrutinizer by the Board of Directors of **KIRLOSKAR ELECTRIC COMPANY LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 18 (eighteen) resolutions contained in the notice convening the 67th Annual General Meeting ("AGM") of the members of the Company, to be held at 10:00 AM on Tuesday, 30th of September, 2014 at Chowdiah Memorial Hall, Gayathri Devi Park Extension, Vyalikaval, Bangalore - 560 003.
2. 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 electronic means on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - a. The e-voting period opened at 9:00 AM on 25th September, 2014 and closed at 6:00 PM on 27th September, 2014.
 - b. The members of the company holding shares as on 29th August, 2014 were entitled to vote on the resolutions (Items no. 1 to 18) as set out in the notice convening the 67th Annual General Meeting of the Company.



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Company Secretary

- c. The votes cast were unblocked and finalized at 9:30 A.M. on 29th September 2014 in the presence of Ms. Yashashwini P. M. and Ms. Pushkalaa K. who are not the employees of the Company, and who had signed as witness to the unblocking/finalizing.
- d. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>).
- e. In all, 48 shareholders holding 33868261 shares in aggregate cast their votes through e-voting.

The summary of the e-voting for each of the resolution is given below:-

Resolution No	1					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Adoption of Financial Statements for the year ended 31 st March 2014					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868261	100	0	0	0	0

Resolution No	2					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Re-appointment of Mr. A.S. Lakshmanan, who is retiring by rotation					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868061	99.9994	200	0.0006	0	0

Resolution No	3					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Re-appointment of Statutory Auditors					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868061	99.9994	200	0.0006	0	0



Resolution No	4					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr.K.Ganesh as Director liable to retire by rotation					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868061	99.9994	200	0.0006	0	0

Resolution No	5					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr.Vinayak Narayan Bapat as Director					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868061	99.9994	200	0.0006	0	0

Resolution No	6					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr.Anand B Hunnur as Director					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868048	99.9994	213	0.0006	0	0

Resolution No	7					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr. S.N.Agarwal as an Independent Director					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868048	99.9994	213	0.0006	0	0



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Company Secretary

Resolution No	8					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr. Sarosh J Ghandy as an Independent Director					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868048	99.9994	213	0.0006	0	0

Resolution No	9					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr. Anil Kumar Bhandari as an Independent Director					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868048	99.9994	213	0.0006	0	0

Resolution No	10					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr. V.P.Mahendra as an Independent Director					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868061	99.9994	200	0.0006	0	0

Resolution No	11					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr. Kamlesh Gandhi as an Independent Director					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868061	99.9994	200	0.0006	0	0



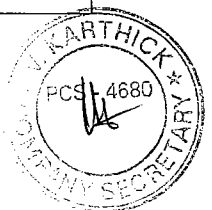
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Resolution No	12					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Appointment of Mr. Ram J Shahaney as an Independent Director					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868048	99.9994	213	0.0006	0	0

Resolution No	13					
Nature of Resolution	Special Resolution					
Subject Matter	Consent to the Board to borrow money upto Rs.10000 million					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868047	99.9994	214	0.0006	0	0

Resolution No	14					
Nature of Resolution	Ordinary Resolution					
Subject Matter	Ratification of payment of remuneration to M/s. Rao, Murthy & Associates, Cost Accountants					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868048	99.9994	213	0.0006	0	0

Resolution No	15					
Nature of Resolution	Special Resolution					
Subject Matter	Acceptance or renewal of deposits from its members and others					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868060	99.9994	201	0.0006	0	0



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Company Secretary

Resolution No	16					
Nature of Resolution	Special Resolution					
Subject Matter	Appointment of Mr. Vijay R Kirloskar as Executive Chairman and payment of remuneration to him					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868061	99.9994	200	0.0006	0	0

Resolution No	17					
Nature of Resolution	Special Resolution					
Subject Matter	Appointment of Mr. Vinayak Narayan Bapat as Managing Director and payment of remuneration to him					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868048	99.9994	213	0.0006	0	0

Resolution No	18					
Nature of Resolution	Special Resolution					
Subject Matter	Appointment of Mr. Anand B Hunnur as Director – Sales and payment of remuneration to him					
Details of voting	Assent (For)		Dissent (Against)		Invalid Votes	
	No of votes	% of votes	No of votes	% of votes	No of votes	% of votes
E-Voting	33868061	99.9994	200	0.0006	0	0

Place: Bangalore
Date: 29.09.2014


V. Karthick
 Practicing Company Secretary
 Membership No. 11910
 PCS – 4680