



V. Karthick
Company Secretary

No. 305, 3rd Floor, # 50,
Huligadri Renaissance Landmark,
10th Main, 17th Cross, Malleswaram,
Ph. : +91 80 2344 3844 Bangalore -560 055
Email : vk@vkarthick.com

Ref:

Date :
Dt. September 21, 2018

To,

The Managing Director,
Kirloskar Electric Company Limited
Industrial Suburb, Rajajinagar,
Bangalore – 560 010

Subject: Disclosure of voting results of the Annual General Meeting of Kirloskar Electric Company Limited held on Friday, 21st September, 2018 and declaration of results of e-voting and poll along with the Scrutinizer's Report

Dear Sir/Madam,

1. I, V. Karthick, Practicing Company Secretary (PCS 4680) at Unit No. 305, 3rd Floor, # 50, Huligadri Renaissance Landmark, 10th Main, 17th Cross, Malleswaram, Bangalore - 560 055 was appointed as Scrutinizer by the Board of Directors of **Kirloskar Electric Company Limited** ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 (Amendment Rules 2015) in respect of below mentioned resolution, proposed at the Annual General Meeting ("AGM") of the members of the Company held at 10:00 AM on Friday, 21st September, 2018 at Hotel Royal Orchid, Golf Avenue, HAL Airport Road, Bangalore – 560 008. I hereby submit my report as under.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolution proposed in the Notice of the AGM of the Company. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and to render a consolidated scrutinizer's report of the total 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 and the report generated for voting by use of ballots at the meeting.
3. I have rendered scrutinizers' report separately on the remote e-voting and by using ballots at the meeting, to the Company, and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4) (xii) on the resolutions contained in the Notice of the aforesaid AGM stated below:



4. The result of the voting is as under:

(COMBINED RESULTS OF E-VOTING AND POLL)

Item no: 1

To receive, consider and adopt the Financial Statements [stand-alone and consolidated] for the year ended 31st March, 2018 together with the reports of the Auditors and Directors thereon

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
46	32,891,119	30	58,496	32,949,615	99.816

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
5	59,777	0	0	59,777	0.181

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
NIL	NIL	6**	807*	807*	0.002



Item no: 2

To appoint a director in place of Mrs. Meena Kirloskar, who retires, and being eligible offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
46	32,891,195	30	58,496	32,949,691	99.817

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
5	59,701	0	0	59,701	0.181

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
NIL	NIL	6**	807*	807*	0.002



Item no: 3

To appoint M/s. Sundar & Associates, Chartered Accountants, Malaysia, as Branch Auditors

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
46	32,891,119	30	58,496	32,949,615	99.816

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
5	59,777	0	0	59,777	0.181

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
NIL	NIL	6**	807*	807*	0.002



Item no: 4

To fix remuneration for the Cost Auditors

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
46	32,891,119	30	58,496	32,949,615	99.816

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
5	59,777	0	0	59,777	0.181

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
NIL	NIL	6**	807*	807*	0.002



Item no: 5**To fix investment limits for loans/ investment/ guarantees**

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
45	32,891,095	30	58,496	32,949,591	99.816

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
6	59,801	0	0	59,801	0.181

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
NIL	NIL	6**	807*	807*	0.002



Item no: 6

To divest/ dispose of shares held in Subsidiaries/ assets held by Subsidiaries .

(i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
45	32,891,069	30	58,496	32,949,565	99.816

(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
6	59,827	0	0	59,827	0.181

(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
NIL	NIL	6**	807*	807*	0.002

**The correct number is not ascertainable as in some of the ballot papers the handwriting is not legible, the Folio nos are not mentioned correctly, No of shares are not mentioned correctly, the assent or dissent is mentioned ambiguously.*

*** some of the members have abstained from voting*


Additionally, there were about 40 Members who did not cast any vote either because they had cast e-vote or otherwise.



All relevant records of electronic voting / Polling will remain in our safe custody until the Chairman considers, approves and signs the minutes of AGM and the same shall be handed over thereafter to the Chairman for the safe keeping.

Thanking You,
Yours Faithfully,

Place: Bangalore
Dated: 21.09.2018


V. Karthick
ACS: 11910, CP NO: 4680
Scrutinizer

