



K.C. Sekhar and Associates

Company Secretaries

Scrutiniser'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,
Kirloskar Electric Company Limited
No.19, 2nd Main Road, Peenya 1st Stage,
Phase-I, Peenya, Bangalore- 560058.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on votes cast by remote e-voting and e-voting during AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 78th AGM of Kirloskar Electric Company Limited.

I, CS Chandra Sekhar Kandukoori, (ACS: 14441 and COP: 24363), Proprietor of M/s. K. C. Sekhar & Associates, Company Secretaries Firm having office at: No. 41/A2, Navy Layout, Chikkabanavara Post, Bangalore – 560090, have been appointed as Scrutinizer by the Board of Directors of M/s. Kirloskar Electric Company Limited, ("the Company") pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the remote e-voting process and e-voting at the 78th Annual General Meeting ("AGM") held on Tuesday, 16th September, 2025, on the resolution(s) set out in the Notice dated 10th July, 2025, submit as under :

1. The Management of the Company is responsible to ensure compliance with the requirements of provisions of:
 - i. the Companies Act, 2013 and the Rules made thereunder including various circulars to the effect governing convening of General Meetings;
 - ii. the Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to e-voting facility to the shareholders via remote e – voting and voting in Annual General Meeting.



K. Chandra Sekhar, M.Com, LLB, ACS, ACMA

Company Secretary, Insolvency professional & Regd Valuer

Vivekananda Nilaya, # 41/A2, 3rd Cross, Navy Layout, Chikkabanavara – Post, Bangalore – 560 090,
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Our responsibility as a Scrutinizer is restricted to giving a Report (consolidated report) on the votes casted by the members for the resolutions contained in the 78th AGM notice, through remote e-voting and e-voting during AGM.

2. The AGM notice dated 10th July, 2025 as confirmed by the Company, was sent to the shareholders through electronic mode to those Members whose email addresses were registered with the Company/Depository Participant ("DP")/Company's Registrar and Transfer Agent ("RTA") on August 21, 2025.

On August 25, 2025, Company has sent individual letters providing web-link of the 78th Annual Report of the Company for the financial year 2024-25 to those Members who have not registered their e-mail addresses with the Company / Registrar and Transfer Agents / Depositories.

A copy of the Notice of this AGM along with integrated Annual Report for the financial year 2024-25 were made available on the website of the Company at www.kirloskarelectric.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website at www.evotingindia.com.

The AGM notice dated 10th July, 2025 was sent by e-mail to all the members who had registered their e-mail-ids with the Company/Depositories, and in compliance with the provisions of Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, and 78th AGM of the Company was convened and conducted through video conferencing/ other audio visual means on 16th September, 2025.

3. In compliance with the provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Members were provided with the facility to cast their votes electronically, through the remote e-voting and e voting during the Annual General Meeting through e-voting platform provided by Integrated Registry Management Services Private Limited on all resolutions set forth in given notice.



4. The members of the Company, holding shares in dematerialized form, as on cut-off date i.e., Tuesday, September 9, 2025 were entitled to cast their votes on the resolutions as set out in item no(s) 1 to 8 of the Notice comprising of Ordinary and Special Business(es).
5. The facility provided for remote e-voting which commenced on Friday, September 12, 2025, at 9:00 a.m. (IST) and ended on Monday, September 15, 2025 (at 5.00 P.M). (IST). (both days inclusive) and e-voting facility was blocked thereafter.
6. The facility to vote through electronic voting system was also provided for those Members who were present during the Meeting and had not cast their votes through remote e-voting.
7. After the conclusion of e-voting and conclusion of AGM, the votes cast through remote e-voting prior to AGM and e-voting during the AGM were unblocked in the presence of two witnesses (who are not in the employment of the Company) i.e., Ms. Arthi Singh and Ms. Ruchita B.G.

I have scrutinized and reviewed the e-voting through electronic means based on the data downloaded from www.evotingindia.com

I now submit my Report (consolidated) on the Result of remote e-voting and e-voting in the AGM in respect of the resolutions proposed in the 78th AGM notice as under:

Results

I, now submit my report as under on the results of the remote e-voting and e-voting in respect of the following resolutions:

RESOLUTION NO. 1 – AS AN ORDINARY RESOLUTION

Consideration and Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and Reports of the Board of Directors and the Auditors thereon.

Mode of Voting	Remote E -Voting		Voting at AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	%
In favour	104	3,29,69,728	6	654	110	3,29,70,382	99.73
Against	13	88,902	6	6	19	88,908	0.27
Invalid votes	-	-	-	-	-	-	-
Total	117	3,30,58,630	12	660	129	3,30,59,290	100.00



RESOLUTION NO. 2 – AS AN ORDINARY RESOLUTION

To appoint a director in place of Mr. Vijay R Kirloskar (DIN:00031253), who retires by rotation and being eligible, offers himself for re-appointment

Mode of Voting	Remote E -Voting		Voting at AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	%
In favour	105	3,30,57,792	6	654	111	3,30,58,446	100.00
Against	13	848	6	6	19	854	0.00
Invalid votes	-	-	-	-	-	-	-
Total	118	3,30,58,640	12	660	130	3,30,59,300	100.00

RESOLUTION NO. 3 – AS AN SPECIAL RESOLUTION

To re-appoint Mr. Anand Balaramacharya Hunnur (DIN: 06650798) as Managing Director of the Company

Mode of Voting	Remote E -Voting		Voting at AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	%
In favour	100	3,30,57,596	6	654	106	3,30,58,250	100.00
Against	16	994	6	6	22	1,000	0.00
Invalid votes	-	-	-	-	-	-	-
Total	116	3,30,58,590	12	660	128	3,30,59,250	100.00

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RESOLUTION NO. 4 – AS A SPECIAL RESOLUTION

Revision in the remuneration payable to Mr. Vijay R Kirloskar (DIN: 00031253), Executive Chairman

Mode of Voting	Remote E -Voting		Voting at AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	%
In favour	98	3,29,66,316	6	654	104	3,29,66,970	99.72
Against	19	92,314	6	6	25	92,320	0.28
Invalid votes	-	-	-	-	-	-	-
Total	117	3,30,58,630	12	660	129	3,30,59,290	100.00

RESOLUTION NO. 5 – AS AN ORDINARY RESOLUTION

To appoint Mr. Sudheendra P Ghali (Membership no. FCS 7037 & COP no. 7537) Proprietor of M/s. S. P. Ghali & Co., Company Secretaries, Belgaum as Secretarial Auditor of the Company for a period of five (05) years and to fix their remuneration

Mode of Voting	Remote E -Voting		Voting at AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	%
In favour	105	3,30,57,806	6	654	111	3,30,58,460	100.00
Against	13	834	6	6	19	840	0.00
Invalid votes	-	-	-	-	-	-	-
Total	118	3,30,58,640	12	660	130	3,30,59,300	100.00

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RESOLUTION NO. 6 – AS AN ORDINARY RESOLUTION

To appoint M/s. BMS Auditing, Chartered Accountants, PO Box no. 80394, Dubai, UAE as Auditor of the Branch office situated at Ajman, UAE

Mode of Voting	Remote E -Voting		Voting at AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	%
In favour	104	3,30,57,726	6	654	110	3,30,58,380	100
Against	14	914	6	6	20	920	0
Invalid votes	-	-	-	-	-	-	-
Total	118	3,30,58,640	12	660	130	3,30,59,300	100

RESOLUTION NO. 7 – AS AN ORDINARY RESOLUTION

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025

Mode of Voting	Remote E -Voting		Voting at AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	%
In favour	105	3,30,57,806	6	654	111	3,30,58,460	100
Against	13	834	6	6	19	840	0
Invalid votes	-	-	-	-	-	-	-
Total	118	3,30,58,640	12	660	130	3,30,59,300	100

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RESOLUTION NO. 8 – AS A SPECIAL RESOLUTION

To continue the directorship of Mr. Ravi Ghai (DIN: 08715119) as an independent director after attaining the age of seventy-five years

Mode of Voting	Remote E -Voting		Voting at AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	%
In favour	98	3,29,64,107	6	654	104	3,29,64,761	100
Against	17	1,004	6	6	23	1,010	0
Invalid votes	-	-	-	-	-	-	-
Total	115	3,29,65,111	12	660	127	3,29,65,771	100

***Note:** Rejected number of votes are insignificant in terms of total votes casted and hence its percentage appearing in against vote as zero.

Custody of Records

All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Thanking you,

*For K. C. Sekhar & Associates,
Company Secretaries
(FRN: S2021KR794100)*


Chandra Sekhar Kandukoori
Practicing Company Secretary
Membership No.: A14441
COP: 24363

UDIN: A014441G001263337

Peer review: 5304/2023

Date: 17-09-2025

Place: Bengaluru

Witness – 1



Arthi Singh

Witness – 2


Ruchita B.G