

Name of the Company: **Kirloskar Electric Company Limited**

Date of the Passing of the Resolution: Saturday, 28 February, 2015

Total number of shareholders as on record date/cut-off date for e-voting purpose 23<sup>rd</sup> January, 2015 - 37219

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : Not Applicable

Public : Not Applicable

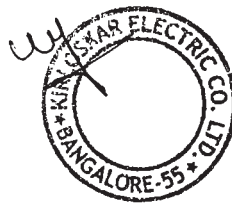
No. of Shareholders attended the meeting through video-conferencing:

Promoters and Promoter Group : Not Applicable

Public : Not Applicable

Details of Agenda:

Resolution No	Particulars/Items Resolution	Type of Resolution	Mode of Voting (Ballot/E-voting)
1	Approval for issue of 26,58,200 Equity Shares of Rs.10/- each to Mr. Vijay R Kirloskar, Promoter on preferential basis.	Special	E-voting and Physical Ballot
2	Approval for issue of 15,95,890 Compulsorily Convertible Preference Shares ("CCPS") of Rs.100/- each in one or more tranches, to Mr. Vijay R Kirloskar, Promoter by way of preferential basis.	Special	E-voting and Physical Ballot
3	Approval for sale of the 100% stake (2550 shares of Euro 100 each) of the Company in its wholly owned subsidiary, Kirsons BV to Luxquisite Parkland Private Limited, subsidiary of the Company, in one or more tranches	Special	E-voting and Physical Ballot



**KIRLOSKAR ELECTRIC COMPANY LIMITED**  
**Date of Postal Ballot Result : FEBRUARY 28, 2015**

Total number of shareholders on record : 37219 (As per specified Date)  
 Promoters and Promoter Group : 12  
 Public : 320

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

**Resolution 1**

Approval for issue of 26,58,200 Equity Shares of Rs.10/- each to Mr. Vijay R Kirloskar, Promoter on preferential basis.

Promoter and Promoter Group	24886143	20972874	84.28	20972874	0	100.00	0.00
Public - Institutional holders	4043799	5488	0.14	5488	0	100.00	0.00
Public -Others	21591425	6493484	30.07	6487592	5892	99.91	0.09
<b>Total (A)</b>	<b>50521367</b>	<b>27471846</b>	<b>54.38</b>	<b>27465954</b>	<b>5892</b>	<b>99.98</b>	<b>0.02</b>

**Resolution 2**

Approval for issue of 15,95,890 Compulsorily Convertible Preference Shares ("CCPS") of Rs.100/- each in one or more tranches, to Mr. Vijay R Kirloskar, Promoter by way of preferential basis.

Promoter and Promoter Group	24886143	20972874	84.28	20972874	0	100.00	0.00
Public - Institutional holders	4043799	5488	0.14	5488	0	100.00	0.00
Public -Others	21591425	6493386	30.07	6487547	5839	99.91	0.09
<b>Total (A)</b>	<b>50521367</b>	<b>27471748</b>	<b>54.38</b>	<b>27465909</b>	<b>5839</b>	<b>99.98</b>	<b>0.02</b>

**Resolution 3**

Approval for sale of the 100% stake (2550 shares of Euro 100 each) of the Company in its wholly owned subsidiary, Kirsons BV to Luxquisite Parkland Private Limited, subsidiary of the Company, in one or more tranches.

Promoter and Promoter Group	24886143	24886143	100.00	24886143	0	100.00	0.00
Public - Institutional holders	4043799	5488	0.14	5488	0	100.00	0.00
Public -Others	21591425	6493358	30.07	6487244	6114	99.91	0.09
<b>Total (A)</b>	<b>50521367</b>	<b>31384989</b>	<b>62.12</b>	<b>31378875</b>	<b>6114</b>	<b>99.98</b>	<b>0.02</b>



## SCRUTINIZER'S REPORT

The Chairman

Kirloskar Electric Company Limited

Regd. Office: Industrial Suburb, Rajajinagar,

Bangalore -560010.

Sir,

1. The Board of Directors of the company at its meeting held on January 20, 2015 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e-voting process.
2. I submit my report as under:
  - 2.1 The Company has completed the despatch of postal ballot forms along with postage prepaid business reply envelope on January 27, 2015 by courier through Megha Enterprises to 29,745 members who have not registered their e-mail ids with the company. The company has sent the notice of postal ballot by email on January 28, 2015 to 7,474 members who have registered their email ids with the company. The notice of postal ballot (physical and by email) were sent to the members whose name(s)



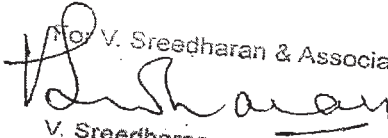
appeared on the Register of Members/list of beneficiaries as on January 23, 2015.

- 2.2 Particulars of all the postal ballot forms received from the Members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 2.3 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms and votes cast through electronic means.
- 2.4 The ballots were opened and votes cast through electronic means were unblocked on February 27, 2015 at 6.37 P.M in my presence.
- 2.5 The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on January 23, 2015.
- 2.6 All postal ballot forms and votes cast through electronic means received up to February 27, 2015 being the last date fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
- 2.7 6 (Six) envelopes containing postal ballot forms were received on or after February 27, 2015 up to the date of this report.



- 2.8 162 (One Hundred and Sixty Two) envelopes containing postal ballot forms were returned undelivered up to the date of this report.
- 2.9 I did not find any defaced or mutilated ballot paper.
3. A summary of the postal ballot forms received and votes cast through electronic means is given in **Annexure I**.
4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

For V. Sreedharan & Associates  
  
V. Sreedharan  
Partner  
F.C.S - 2347 : C.P. No. 833

Place : BANGALORE

Date : 28-02-2015

**Kirloskar Electric Company Limited**  
**Industrial Suburb, Rajajinagar, Bangalore 560010**

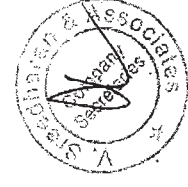
**Annexure I**  
**Summary of the postal ballot forms received and votes cast through electronic means for the resolutions mentioned in the Postal Ballot Notice**  
**Resolution: 1**  
**dated January 24, 2015**

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital (i.e. 5,05,21,367 Equity Shares of Rs. 10/- each)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of member voted through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	
Total postal ballot forms / e votes received	300	1,07,59,158	32	2,06,33,534	332	3,13,92,692	62.14
Less: Invalid postal ballot forms (as per register)	27	39,20,846	0	0	27	39,20,846	7.76
Net valid postal ballot forms (as per register)	273	68,38,312	32	2,06,33,534	305	2,74,71,846	54.38
Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	229	68,32,662	30	2,06,33,292	259	2,74,65,954	99.98
Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled	44	5,650	2	242	46	5,892	0.02



Resolution 2:

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital (i.e. 5,05,21,367 Equity Shares of Rs. 10/- each)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of member voted through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	
Total postal ballot forms / e votes received	300	1,07,59,158	32	2,06,33,534	332	3,13,92,692	62.14
Less: Invalid postal ballot forms (as per register)	30	39,20,944	0	0	30	39,20,944	7.76
Net valid postal ballot forms (as per register)	270	68,38,214	32	2,06,33,534	302	2,74,71,748	54.38
Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	228	68,32,617	30	2,06,33,292	258	2,74,65,909	99.98
Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled	42	5,597	2	242	44	5,839	0.02



solution 3:

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital (i.e. 5,05,21,367 Equity Shares of Rs. 10/- each)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of member voted through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	
Total postal ballot forms / e votes received	300	1,07,59,158	32	2,06,33,534	332	3,13,92,692	62.13
Less: Invalid postal ballot forms (as per register)	31	7,703	0	0	31	7,703	0.01
Net valid postal ballot forms (as per register)	269	1,07,51,455	32	2,06,33,534	301	3,13,84,989	62.12
Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	229	1,07,45,833	28	2,06,33,042	257	3,13,78,875	99.98
Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled	40	5,622	4	492	44	6,114	0.02

For V. Sreedharan & Associates  
V. Sreedharan  
Partner  
F.C.S - 2347 : C.P. No. 833  
28/2/2015