



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

3 September 2014

Enriching Lives

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex,
Bandra(E),
Mumbai- 400 051

Ref: Stock Code KBIL

Dear Sir,

Subject: Proceedings of Annual General Meeting

The Annual General Meeting of Kirloskar Brothers Investments Limited was held on Wednesday, 3 September 2014 at 11.00 a.m. at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, near Ganjave Chowk, Pune-411 030.

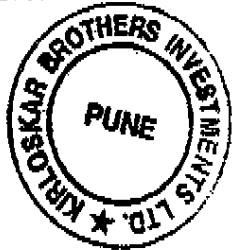
Pursuant to Clause 35A of the Listing Agreement disclosure of voting results of the meeting and businesses considered and approved by the shareholders with requisite majority is enclosed, together with the Scrutinizer's Report on e-voting.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,
For Kirloskar Brothers Investments Limited


Aniket Deshpande
Company Secretary &
Compliance Officer



Encl.: As above

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DETAILS REGARDING VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF KIRLOSKAR BROTHERS INVESTMENTS LIMITED HELD ON 3 SEPTEMBER 2014

Date of Annual General Meeting	3 September 2014
Book Closure Date	27 August 2014 to 3 September 2014 (both days inclusive)
Total number of shareholders on Record Date (i.e. 26 August 2014 – Record Date for Dividend Purpose)	12,840 Folios
Total number of shareholders on Record Date (i.e. 25 July 2014 – Cut Off Date for E-voting purpose)	12,943 Folios
Number of Shareholders present in the Annual General Meeting in person or through proxies- Promoters and promoters Group: Public:	6 (representing 10 folios) 56 (representing 56 folios)
Number of shareholders attended the Annual General Meeting through Video conferencing- Promoters and promoters Group: Public:	N.A.

Agenda-wise

The mode of voting for all resolutions was E-voting conducted between 28 August 2014 (from 9.00 a.m.) to 30 August 2014 (up to 6.00 p.m.) (both days inclusive) and which included Physical Ballot forms sent in advance.

Resolution No. 1: Adoption of Audited Balance Sheet as at 31 March 2014, Profit and Loss Statement for the Financial Year ended 31 March 2014 and Report of Board of Directors and Auditors thereon. (Ordinary Resolution)





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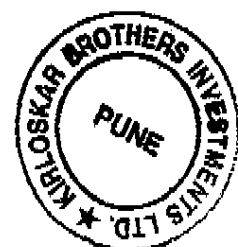
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Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public others	10,71,297	267	0.02	267	-	100	-
Total	52,88,718	40,41,852	76.42	40,41,852	-	100	-

Resolution No. 2: Declaration of dividend on equity shares for the Financial Year ended 31 March 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public others	10,71,297	267	0.02	267	-	100	-
Total	52,88,718	40,41,852	76.42	40,41,852	-	100	-





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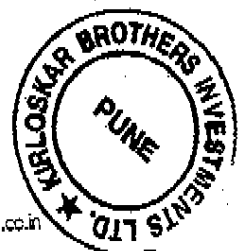
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Resolution No. 3: Re-appointment of Mr. Nihal G. Kulkarni (holding DIN No. 01139147), who retires by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public others	10,71,297	267	0.02	267	-	100	-
Total	52,88,718	40,41,852	76.42	40,41,852	-	100	-

Resolution No. 4: Appointment of the Statutory Auditors and fixing their remuneration. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public others	10,71,297	267	0.02	263	3	98.50	1.50
Total	52,88,718	40,41,852	76.42	40,41,849	3	99.99993	0.00007





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Resolution No. 5: Appointment of Mr. Vijay K. Bajhal (holding DIN 00531315) as an Independent Director for a term of two (2) consecutive years commencing from 3 September 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public - others	10,71,297	267	0.02	257	10	96.25	3.75
Total	52,88,718	40,41,852	76.42	40,41,842	10	99.9998	0.0002

Resolution No. 6: Appointment of Mr. Sunil Shah Singh (holding DIN 00233918) as an Independent Director for a term of five (5) consecutive years commencing from 3 September 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public - others	10,71,297	267	0.02	267	-	100	-
Total	52,88,718	40,41,852	76.42	40,41,852	-	100	-





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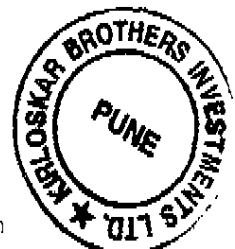
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Resolution No. 7: Appointment of Mrs. Savita Sahasrabudhe (holding DIN No. 06926402) as an Independent Director for a term of five (5) consecutive years commencing from 3 September 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public others	10,71,297	267	0.02	267	-	100	-
Total	52,88,718	40,41,852	76.42	40,41,852	-	100	-

Resolution No. 8: Payment of commission to Non-Executive Directors. (Special Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public others	10,71,297	264	0.02	254	10	96.21	3.79
Total	52,88,718	40,41,849	76.42	40,41,839	10	99.9998	0.0002





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Resolution No. 9: Substitution of Article 148 of the Articles of Association of the Company to increase the number of directors to 15. (Special Resolution)

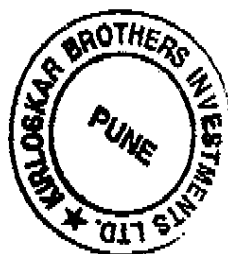
Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	No. of votes cast	% of votes cast on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes cast	% of votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	38,18,650	38,05,886	99.67	38,05,886	-	100	-
Public - Institutional holders	3,98,771	2,35,699	59.16	2,35,699	-	100	-
Public others	10,71,297	267	0.02	267	-	100	-
Total	52,88,718	40,41,852	76.42	40,41,852	-	100	-

We request you to take the above on record.

Thanking you,

For Kirloskar Brothers Investments Limited

Aniket Deshpande
Aniket Deshpande
Company Secretary &
Compliance Officer



3-4, 'Aishwarya Sankul', S. No. 17, G. A. Kulkarni Path, Opp. Joshi Railway Museum, Kothrud, Pune - 411 038, India
Tel. : +91-20-2546 6265, 6520 4591, 6529 6055 Tel/Fax : 2546 1561



SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies [Management and Administration] Rules, 2014)

To,

**Chairman,
KIRLOSKAR BROTHERS INVESTMENTS LIMITED
13/A, KARVE ROAD, KOTHRUD,
Pune-411038.**

The e-Voting process was conducted between 28th August, 2014 and 30th August, 2014 in respect of the Annual General Meeting of the Company to be held on 3rd September, 2014 at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, near Ganjave Chowk, Pune - 411 030 at 11 A.M.

Dear Sir,

I, CS Mahesh Athavale, Partner of M/s KANJ & Associates, Practicing Company Secretaries, Pune, appointed as Scrutinizer for the purpose of the e-Voting process being carried out, as per Section 108 of the Companies Act, 2013, in respect of the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of the Company to be held on 3rd September, 2014 at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, near Ganjave Chowk, Pune - 411 030 at 11 A.M.

submit my report as under:

1. After the time fixed for closing of the e-Voting by the Company, a final electronic report of the whole process was generated by me by using the access and authorizations given to me by NSDL.
2. The final report generated was tabulated by me and the data regarding the final e-votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of National Securities Depository Limited (NSDL), i.e. "<https://www.evoting.nsdl.com>"





3. The result of the e-voting is as under:

a) Resolution No.1 (Ordinary Resolution)

To receive, consider and adopt the Audited Balance Sheet as at 31 March 2014, Profit and Loss Statement for the Financial Year ended 31 March 2014 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
*23	4041852	100.00%

**one vote was casted through postal ballot.*

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0.00%

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0.00%

b) Resolution No.2 (Ordinary Resolution)

To declare dividend on equity shares for the Financial Year ended on 31 March 2014

(i) Voted in favour of the resolution:

Total-votes cast	Number of votes cast	% of total number of valid votes cast
*23	4041852	100.00%

**one vote was casted through postal ballot.*



(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0.00%

(iii) Abstained from Voting:

Total E-votes	Number of votes	% of total number of valid votes cast
0	0	0.00%

c) Resolution No.3 (Ordinary Resolution)

To appoint a Director in place of Mr. Nihal G. Kulkarni (holding DIN 01139147), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
*23	4041852	100.00%

**one vote was casted through postal ballot.*

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0.00%

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0.00%



d) Resolution No. 4 (Ordinary Resolution)

Appoint M/s P. G. Bhagwat, Chartered Accountants as Statutory Auditors and to fix their remuneration for the Financial Year ending 31st March, 2015

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
*22	4041849	99.99%

**one vote was casted through postal ballot.*

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
1	3	0.01%

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0.00%

e) Resolution No.5 (Ordinary Resolution)

Appointment of Mr. Vijay K. Bajhal as an independent Director of the Company for a term of two years.

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
*22	4041842	99.99%

**one vote was casted through postal ballot.*





(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
1	10	0.01%

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0.00%

n) Resolution No. 6 (Ordinary Resolution)

Appointment of Mr. Sunil Shah Singh as an independent Director of the Company for a term of Five Years.

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
*23	4041852	100.00%

**one vote was casted through postal ballot.*

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0.00%

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0.00%





g) Resolution No.7 (Ordinary Resolution)

Appointment of Mrs. Savita Sahasrabhudhe, as an Independent Director of the Company for a term of five Years.

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
*23	4041852	100.00%

**one vote was casted through postal ballot.*

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0.00%

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0.00%

h) Resolution No.8 (Special Resolution)

Approval for payment of Commission to the non-executive Directors of the Company for F.Y. 2014-15.

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
*21	4041839	99.98%

**one vote was casted through postal ballot.*





(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
1	10	0.01%

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
1	3	0.01%

1) Resolution No.9 (Special Resolution)

Alteration in Articles of Association to increase the maximum number of Directors to 15.

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
*23	4041852	100.00%

**one vote was casted through postal ballot.*

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0.00%

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0.00%





4. A Compact Disc (CD) containing a list of equity shareholders/custodians/proxies who voted "FOR", "AGAINST" and those who "ABSTAINED FROM VOTING" for each resolution is enclosed.
5. The electronic data and other relevant records related to this e-Voting process were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Place: Pune

Date: 2nd September, 2014

Yours Faithfully,

CS Mahesh Athavale
Partner
Kanj & Associates, Practicing Company Secretaries
Scrutinizer

