



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

29 June 2015

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

This is to inform you that the Annual General Meeting of Kirloskar Brothers Investments Limited was held on Monday, 29 June 2015 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 the voting results of the meeting and businesses considered and approved by the shareholders with requisite majority is enclosed herewith along with the Report of Scrutinizer 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 29 JUNE 2015

Date of Annual General Meeting	29 June 2015
Book Closure Date	Wednesday, 24 June 2015 to Monday, 29 June 2015 (both days inclusive)
Total number of shareholders on Record Date (i.e. 22 June 2014 – Cut Off Date for voting purpose)	12,395 Folios
Number of Shareholders present in the Annual General Meeting in person or through proxies- Promoters and promoters Group: Public:	7 (representing 10 folios) 59 (representing 60 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 remote e-voting which was conducted between 26 June 2015 (from 9.00 a.m.) to 28 June 2015 (up to 5.00 p.m.) (both days inclusive), Physical Ballot Forms sent in advance and voting at the AGM by Polling paper.

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2015 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)





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Promoter / Public	No. of shares held (as on the cut-off date i.e. 22 June 2015)	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	38,34,673	38,27,100	99.80	38,27,100	-	100	-
Public – Institutional holders	4,64,753	-	-	-	-	-	-
Public others	9,89,292	47,105	4.76	47,102	3	99.995	0.005
Total	52,88,718	38,74,205	73.25	38,74,202	3	99.99994	0.00006

Resolution No. 2: To confirm interim dividends paid on equity shares for the Financial Year ended on 31 March 2015. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 22 June 2015)	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	38,34,673	38,27,100	99.80	38,27,100	-	100	-
Public – Institutional holders	4,64,753	-	-	-	-	-	-
Public others	9,89,292	47,005	4.75	47,005	-	-	-
Total	52,88,718	38,74,105	73.25	38,74,105	-	100	-



**KIRLOSKAR BROTHERS INVESTMENTS LIMITED**

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Resolution No. 3: To appoint a director in place of Mr. Anil N. Alawani, (DIN 00036153) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 22 June 2015)	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	38,34,673	38,27,100	99.80	38,27,100	-	100	-
Public – Institutional holders	4,64,753	-	-	-	-	-	-
Public – others	9,89,292	47,005	4.75	47,002	3	99.994	0.006
Total	52,88,718	38,74,105	73.25	38,74,102	3	99.99992	0.00008

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. 22 June 2015)	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	38,34,673	38,27,100	99.80	38,27,100	-	100	-
Public – Institutional holders	4,64,753	-	-	-	-	-	-
Public – others	9,89,292	47,005	4.75	47,002	3	99.994	0.006
Total	52,88,718	38,74,105	73.25	38,74,102	3	99.99992	0.00008





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Resolution No. 5: Re-appointment of M. Anil C. Kulkarni as an Executive Director
(Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 22 June 2015)	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	38,34,673	38,27,100	99.80	38,27,100	-	100	-
Public – Institutional holders	4,64,753	-	-	-	-	-	-
Public – others	9,89,292	47,005	4.75	47,002	3	99.994	0.006
Total	52,88,718	38,74,105	73.25	38,74,102	3	99.99992	0.00008

We request you to take the above on record.

Thanking you,

For Kirloskar Brothers Investments Limited

Aniket Deshpande
Company Secretary &
Compliance Officer



CONSOLIDATED SCRUTINIZERS REPORT

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

Sixth Annual General Meeting of the Equity Shareholders of Kirloskar Brothers Investments Limited (the "Company") Held on 29th, June 2015, 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 A. Athavale, Partner of M/s KANJ & Associates, Pune was appointed as Scrutinizer for E-voting process and for the poll taken at the Annual General Meeting of the Company held on 29th June, 2015 report as under:

1. The e-Voting process conducted for all the resolutions, as per Section 108 of the Companies Act, 2013 between 26th June, 2015 to 28th June, 2015.
2. After completing the counting of votes cast at the Annual General Meeting, a final electronic report of the e-voting process was generated by me by using the access and authorizations given to me by National Securities Depository Limited (NSDL), i.e. "https://www.evoting.nsdl.com (NSDL). The final report was tabulated by me and the data regarding the final e-Votes as well as the votes casted through the ballot/poll process was diligently scrutinized and reconciled with the data available on the above mentioned website.
3. Similarly with respect to the poll taken at the Meeting, after the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by us. Subsequently, after the closing of the poll, the locked ballot box was opened in our presence and poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. A poll was taken on the resolutions Nos. 1, 2, 4, & 5 as per Section 108 of the Companies Act, 2013 and the Rules made thereunder at the Annual General Meeting of the Company.
5. The cumulative/ Consolidated result of the e-Voting process and the poll taken at the Meeting is as under:



a) As an ordinary resolution- Item No. 1 passed with requisite majority

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2015 and the Reports of the Board of Directors and Auditors thereon.

• **E-Voting process:**

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	38,27,588	99.99%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

• **Poll taken at the Meeting:**

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 70 Voting -34	46,614	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 0 Voting - 0	0	0

h/m



(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	338

Total:

	Voted in favour	Voted against	Invalid
Total Votes	38,74,202	3	338
% of Total number	99.99%	0.001%	0.009%

b) As an ordinary resolution- Item No. 2 passed with requisite majority

To confirm interim dividends paid on equity shares for the Financial Year ended on 31 March 2015

- **E-Voting process:**

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	38,27,591	100%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



- Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 70 Voting - 33	46,514	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 0 Voting - 0	0	0

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	338

Total:

	Voted in favour	Voted against	Invalid
Total Votes	38,74,105	0	338
% of Total number	99.99%	0	0.01%

c) As an ordinary resolution- Item No. 3 passed with requisite majority

To appoint a Director in place of Mr. Anil N. Alawani (holding DIN 00036153), who retires by rotation and being eligible, offers himself for re-appointment

- E-Voting process:

(I) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
23	38,27,588	99.99%



(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%

• Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 70 Voting - 33	46,514	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 0 Voting - 0	0	0

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	338

Total:

	Voted in favour	Voted against	Invalid
Total Votes	38,74,102	3	338
% of Total number	99.99%	0.001%	0.009%

h/h



d) As an ordinary resolution- Item No. 4 passed with requisite majority

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. P. G. Bhagwat, Chartered Accountants, (Firm Registration Number 101118W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the effective date of the Composite Scheme of Arrangement and Amalgamation between the Company and Pneumatic Holdings Limited (PHL) and Kirloskar Oil Engines Limited (KOEL) and their respective shareholders and creditors ("Composite Scheme"), at a remuneration to be decided by the Board of Directors."

• E-Voting process:

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	38,27,588	99.99%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.01%

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

• Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 70 Voting - 33	46,514	99.99%



(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 0 Voting - 0	0	0

(IV) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	338

Total:

	Voted in favour	Voted against	Invalid
Total Votes	38,74,102	3	338
% of Total number	99.99%	0.001%	0.009%

e) As an ordinary resolution- Item No. 5 passed with requisite majority

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 1956 read with Article 196 of the Articles of Association of the Company, Mr. Anil C. Kulkarni (DIN : 00030995), be and is hereby re-appointed as the Executive Director of the Company, not liable to retire by rotation, for a period of five years commencing from 13 February 2015, on the terms and conditions as set out in the agreement to be entered into between the Company and Mr. Anil C. Kulkarni and on the remuneration as set out below, as recommended by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the aggregate remuneration shall not exceed the limits as laid down under Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 1956.

A) BASIC SALARY:

Basic Salary shall be 2,51,400/- (Rupees Two Lakhs Fifty One Thousand Four Hundred only) per month with annual increments to be decided by the Board of Directors not exceeding 25,000/- p.m. (Rupees Twenty Five Thousand Only).



B) PERQUISITES:

In addition to the aforesaid salary, Mr. Anil C. Kulkarni, as Executive Director shall be entitled to the following perquisites:

1. Reimbursement of all medical expenses incurred for self and family, subject to a limit of 42,000/- (Rupees Forty Two Thousand Only) per annum. In addition hospitalisation expenses incurred in India for self and family will be paid on actual basis.
2. Leave travel assistance for self and family, once in a year, not exceeding half a month's salary.
3. Provision of car for use on company business. Use of car for private purpose will be billed by the Company to the Executive Director.
4. Telephone at residence and a mobile phone. Personal long distance calls shall be billed by the Company to the Executive Director.
5. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company:
 - a. If contribution to Provident Fund and Superannuation Fund or Annuity Fund from the Company would not be feasible then in lieu thereof the Special Allowances as follows be paid to Executive Director:
 - i. 43,700/- p.m. against Provident Fund Contribution and
 - ii. 38,400/- p.m. against Superannuation Fund Contribution
 - b. Annual increments in above Special Allowances shall be equal to Percentage of increase in Basic Salary.
6. Gratuity at the rate not exceeding fifteen days salary for each completed year of service.
7. Leave at the rate of 30 days per calendar year of service. Leave calculation for a part of the calendar year at the date of appointment as Executive Director or on ceasing to be Executive Director shall be made on a pro - rata basis at the rate of two and a half days leave for every month of service. Leave accumulated and not availed of may be encashed at the end of the tenure as per the rules of the Company.

"Family" for the above purpose means wife, dependent children and dependent parents of the Executive Director.

Perquisites shall be evaluated as per the provisions of the Income Tax Rules.

C) MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any Financial Year during the currency of his tenure as Executive Director, the payment of salary, perquisites and other allowances shall stand reduced to the limit prescribed in Schedule V of the Companies Act, 2013, as minimum remuneration.

For the purpose of computation of minimum remuneration, the following shall not be included –

- (a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity at the rate not exceeding fifteen days salary for each completed year of service as Executive Director.
- (c) Encashment of leave at the end of the tenure.



(d) The Executive Director, so long as he functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

D) COMMISSION:

Commission as may be decided by the Board of Directors based on the net profits of the Company each year subject to the conditions that the aggregate remuneration of the Executive Director shall not exceed the limit laid down under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and is hereby authorized severally to take such steps to give effect to this resolution."

- **E-Voting process:**

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	38,27,588	99.99%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.01%

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Poll taken at the Meeting:**

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 70 Voting - 33	46,514	99.99%



(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 0 Voting - 0	0	0

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	338

Total:

	Voted in favour	Voted against	Invalid
Total Votes	38,74,102	3	338
% of Total number	99.99%	0.001%	0.009%

Note: The figures in percentage have been calculated and rounded off.

Thanking You,

Yours faithfully,



Mahesh A. Athavale

Partner

KANJ & Associates,

Company Secretaries, Pune

FCS - 2412, CP No.1488

Place: Pune

Date: 29.06.2015