



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

A Kirloskar Group Company

Enriching Lives

19 May 2015

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

Dear Sir,

Sub.: Outcome of the Board Meeting dated 19 May 2015
Ref.: Stock Code KBIL

This is to inform you of the following:

- 1. Pursuant to Clause 41 of the Listing Agreement:** The Audited Standalone financial results for the quarter and year ended 31 March 2015 and the Audited Consolidated financial results for the year ended 31 March 2015 of the Company, were approved by the Board of Directors in its meeting held on 19 May 2015. A copy of the same is enclosed herewith.
- 2. Pursuant to Clause 16 of the Listing Agreement:**

The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24 June 2015 to Monday, 29 June 2015 (both days inclusive).
- 3.** Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Rules made thereunder and Clause 35B of the Listing Agreement, the Company has fixed 22 June 2015, as the cut-off date to record the entitlement of the Members to cast their vote electronically for the business to be transacted at the ensuing Annual General Meeting of the Company. The e-voting period commences on 26 June 2015 (9:00 am) and ends on 28 June, 2015 (5:00 pm).
- 4.** Mr. Mahesh Athavale, Company Secretary in Practice, was appointed as the scrutinizer for the E-voting at the forthcoming Annual General Meeting under Clause 35B of the Listing Agreement, as required under SEBI Circular no. CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014.
- 5.** Annual General Meeting of the Company will be 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.





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6. The Board adopted the following Codes under the SEBI (Prohibition of Insider Trading) Regulations, 2015 –
- a. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
 - b. Code of Conduct for Regulating, Monitoring and Reporting Trading by Insiders.

As required under the said Regulations, a copy of the Code of Fair Disclosure is being forwarded to you for your record. The same will be placed on the Company's website.

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

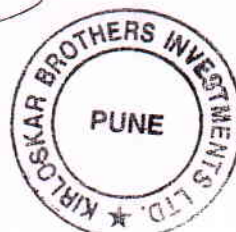
AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2015 & AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR ENDED 31 MARCH 2015

PART I								
Audited Standalone Financial Results for the quarter and year ended 31 March 2015 and Audited Consolidated Financial Results for the year ended 31 March 2015								
Sr.No.	Particulars	Standalone						
		Quarter Ended		Year Ended		Consolidated		
		31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
		Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
1	Income from operations							
	(a) Net Sales/ Income from Operation (Net of excise duty)	235.91	122.02	34.29	5,251.44	5,145.13	291,745.11	277,358.76
	(b) Other Operating Income	-	-	-	-	-	-	-
	Total Income from operations (net)	235.91	122.02	34.29	5,251.44	5,145.13	3,383.86	3,303.94
2	Expenses							
	(a) Cost of materials consumed	-	-	-	-	-	149,662.14	149,910.79
	(b) Purchases of Stock-in-trade	-	-	-	-	-	36,292.43	18,626.28
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-	(895.71)	2,041.05
	(d) Employee benefits expense	55.75	12.48	39.50	96.86	73.45	27,345.92	24,875.80
	(e) Depreciation and amortisation expense	66.08	55.97	2.60	197.67	4.20	12,276.85	11,155.62
	(f) Legal & Professional Fees	3.43	3.35	8.86	14.89	13.77	2,584.83	2,570.38
	(g) Other expenses	40.11	8.40	9.59	82.01	32.50	52,170.77	46,336.45
	Total expenses	165.37	80.20	60.55	391.43	123.92	279,437.23	255,516.37
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	70.54	41.82	(26.26)	4,860.01	5,021.21	15,691.74	25,146.33
4	Other Income	0.15	-	-	-	-	-	-
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	70.69	41.82	(26.26)	4,861.78	5,021.60	22,942.78	30,457.92
6	Finance costs	-	-	-	-	-	21.42	76.71
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	70.69	41.82	(26.26)	4,861.78	5,021.60	22,921.36	30,381.21
8	Exceptional Items	-	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 + 8)	70.69	41.82	(26.26)	4,861.78	5,021.60	22,921.36	30,381.21
10	Tax Expense	(6.12)	31.00	6.10	64.88	76.68	6,855.53	8,839.05
11	Net Profit / (Loss) from ordinary activities after tax (9 - 10)	76.81	10.82	(32.36)	4,796.90	4,944.92	16,065.83	21,542.16
12	Extraordinary Items (net of tax expense)	-	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 - 12)	76.81	10.82	(32.36)	4,796.90	4,944.92	16,065.83	21,542.16
14	Share in profit/(Loss) of Associates	-	-	-	-	-	123.72	130.68
15	Preacquisition Profit	-	-	-	-	-	0.63	148.59
16	Post acquisition Profit (13 + 14 + 15)	76.81	10.82	(32.36)	4,796.90	4,944.92	16,188.92	21,524.25
17	Minority Interest	-	-	-	-	-	7,116.69	9,593.47
18	Net Profit / (Loss) after taxes, minority interest and Share of Profit / (Loss) of associates (16 - 17)	76.81	10.82	(32.36)	4,796.90	4,944.92	9,072.23	11,930.78
19	Paid-up equity share capital (Face value of Rs.10/- each)	528.87	528.87	528.87	528.87	528.87	528.87	528.87
20	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	35,227.17	34,132.53	97,580.87	92,205.43
20.i	Earning Per Share (of Rs. 10/- each) (before extraordinary items) (not annualised) (Rs.) :-							
	(a) Basic	1.45	0.21	(0.61)	90.70	93.50	171.54	225.59
	(b) Diluted	1.45	0.21	(0.61)	90.70	93.50	171.54	225.59
20.ii	Earning Per Share (of Rs. 10/- each) (after extraordinary items) (not annualised) (Rs.) :-							
	(a) Basic	1.45	0.21	(0.61)	90.70	93.50	171.54	225.59
	(b) Diluted	1.45	0.21	(0.61)	90.70	93.50	171.54	225.59

PART II

A	PARTICULARS OF SHAREHOLDING							
1	Public Shareholding							
	- Number of Shares	1,454,045	1,467,967	1,470,068	1,454,045	1,470,068	1,454,045	1,470,068
	- Percentage of Shareholding	27.49	27.76	27.80	27.49	27.80	27.76	27.80
2	Promoters and promoter Group Shareholding							
	a) Pledged / Encumbered							
	- Number of shares	-	-	-	-	-	-	-
	- Percentage of Shares (as a % of the total share holding of promoter and promoter group)	-	-	-	-	-	-	-
	- Percentage of Shares (as a % of the total share capital of the company)	-	-	-	-	-	-	-
	b) Non - encumbered							
	- Number of shares	3,834,673	3,820,751	3,818,650	3,834,673	3,818,650	3,834,673	3,818,650
	- Percentage of Shares (as a % of the total share holding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00	100.00
	- Percentage of Shares (as a % of the total share capital of the company)	72.51	72.24	72.20	72.51	72.20	72.24	72.20

B	Particulars	3 months ended 31.03.2015
	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remaining unresolved at the end of the quarter	Nil



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19/05/15

- 1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 19, 2015.

2 **STANDALONE & CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES**

Sr. No.	Particulars	(Rs. in Lakhs)			
		Standalone		Consolidated	
		As at March 31, 2015 Audited	As at March 31, 2014 Audited	As at March 31, 2015 Audited	As at March 31, 2014 Audited
A	EQUITY AND LIABILITIES				
1	Shareholder's Funds				
	(a) Share Capital	528.87	528.87	528.87	528.87
	(b) Reserves and Surplus	35,227.17	34,132.53	97,580.87	92,205.43
	(c) Money received against share warrants				
	Sub-total - Shareholder's funds :	35,756.04	34,661.40	98,109.74	92,734.30
2	Share application money pending allotment				
3	Minority Interest			73,462.42	69,616.40
4	Non-Current liabilities				
	(a) Long-term borrowings				
	(b) Deferred tax liabilities (Net)				
	(c) Other Long term liabilities			2,777.84	3,080.89
	(d) Long term provisions	6.30	3.26	1,750.80	1,406.63
	Sub-total - Non-current liabilities :	6.30	3.26	2,900.73	2,902.23
5	Current liabilities				
	(a) Short-term borrowings				
	(b) Trade payables	0.49		43,297.88	38,630.16
	(c) Other current liabilities	1,240.37	52.58	15,952.88	17,160.17
	(d) Short-term provisions	22.27	217.07	9,181.07	9,463.89
	Sub-total - Current liabilities :	1,263.13	269.65	68,431.83	65,254.22
	TOTAL - EQUITY AND LIABILITIES :	37,025.47	34,934.31	247,433.36	234,994.67
B	ASSETS				
1	Non-current assets				
	(a) Fixed assets	679.73	388.66	66,875.85	73,180.31
	(b) Non-current investments	33,135.17	33,240.27	1,833.45	2,600.21
	(c) Deferred tax assets (net)				
	(d) Long term loans and advances	2.30	9.51	11,180.77	10,150.95
	(e) Other non-current assets			3,230.66	2,954.89
	Sub-total-Non-current assets :	33,817.20	33,638.44	83,120.73	88,886.36
2	Current assets				
	(a) Current Investments			97,915.52	71,556.25
	(b) Inventories			22,944.66	20,861.17
	(c) Trade receivables		2.99	19,640.63	28,693.04
	(d) Cash and bank balances	3,034.33	1,241.61	7,847.55	7,806.17
	(e) Short-term loans and advances	97.45	10.40	12,696.76	13,570.06
	(f) Other current assets	76.49	40.87	3,267.51	3,621.62
	Sub-total-Current assets :	3,208.27	1,295.87	164,312.63	146,108.31
	TOTAL - ASSETS :	37,025.47	34,934.31	247,433.36	234,994.67

- 3 During the quarter and year ended March 31, 2015 in the standalone results of the Company, provision for Income tax is made after utilization of MAT credit of Rs. 36.65 Lakhs, which was reviewed in the current quarter.
- 4 The Financial figures of last quarter i.e. quarter ended March 31, 2015, are the balancing figures between audited figures in respect of the full financial year ended March 31, 2015 and the published year to date figures upto the third quarter ended i.e. December 31, 2014 of the Current financial year.
- 5 On March 31, 2015 the Company sold 100% of its investment (33,53,990 shares) in its wholly owned subsidiary Nashik Silk Industries Limited (NSIL). Consequently, NSIL ceases to be a subsidiary of Kirlskar Brothers Investments Limited. The Company waived off the advance amounting to Rs. 25.00 Lakhs given to NSIL as per share purchase agreement, which is shown in other expenses, which was given to NSIL when it was wholly owned subsidiary of the Company. The company earned book profit of Rs. 114.71 Lakhs on sale of NSIL shares.
- 6 The Board of Directors in its meeting held on September 02, 2014, had approved the Composite Scheme of Arrangement and Amalgamation between Kirlskar Brothers Investments Limited (KBIL - Transferor Company), Pneumatic Holdings Limited (PHL - Resulting Company) and Kirlskar Oil Engines Limited (KOEL - Transferee Company) and their respective shareholders and creditors under Section 391 to 394 and other relevant Sections of the Companies Act, 1956, and relevant Section of the Companies Act, 2013, to the extent applicable. The Scheme was approved by public shareholders of the Company through Postal Ballot on February 17, 2015 pursuant to circulars of SEBI issued in this behalf and by the equity shareholders of the Company by the Court convened meeting held on February 18, 2015. The petition seeking sanction of the Scheme has been filed before the Hon'ble Bombay High Court bearing CSP No. 159 of 2015. The hearing on said petition concluded on April 30, 2015 and an order of the Hon'ble Bombay High Court is awaited till date.
- 7 In order to facilitate the Composite Scheme of Arrangement & Amalgamation between the Company (KBIL), Pneumatic Holdings Limited (PHL) & Kirlskar Oil Engines Limited (KOEL), the Company incorporated "Pneumatic Holdings Limited" on September 16, 2014 and subscribed to 100% equity shares of Rs. 200.00 Lakhs thus making PHL its wholly owned subsidiary.
- 8 Effective from April 1, 2014 the Company has charged depreciation based on the revised remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. Due to above, standalone results of the Company for the year ended March 31, 2015 include higher depreciation charge by Rs. 35.09 Lakhs. Further, an amount of Rs.0.16 Lakhs representing the carrying amount of assets with revised useful life as nil, has been charged to the retained earnings as on April 01, 2014 pursuant to the Companies Act, 2013.
- 9 The Board of Directors of the Company in its meeting held on October 16, 2014, has declared first interim dividend of Rs. 50/- (500%) and in its meeting held on March 31, 2015, has declared second interim dividend of Rs. 20/- (200%) per equity share of Rs. 10 each. The Board of Directors do not recommend final dividend for the Financial Year 2014-2015.
- 10 Figures have been regrouped, wherever necessary.

For Kirlskar Brothers Investments Limited

Date : 19th May, 2015
Place : Pune

A. C. Kulkarni
Executive Director
DIN 00030995



19/05/15

**STANDALONE & CONSOLIDATED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED,
AS PER CLAUSE 41 OF THE LISTING AGREEMENT**

Particulars	Standalone					(Rs. in Lakhs)	
	Quarter Ended			Year Ended		Consolidated	
	31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
	Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
1 Segment Revenue							
(a) Compression Systems	-	-	-	-	-	38,626.32	41,587.93
(b) Transmission Equipments	-	-	-	-	-	5,469.56	6,792.77
(c) Engines	-	-	-	-	-	250,646.46	231,895.20
(d) Investments	114.71	-	31.57	4,839.45	5,142.41	172.88	386.80
(e) Leasing	68.46	57.59	2.72	205.77	2.72	-	-
(f) Others	-	-	-	-	-	7.51	-
Total	183.17	57.59	34.29	5,045.22	5,145.13	294,922.73	280,662.70
Less: Inter segment revenue	-	-	-	-	-	-	-
Net Sales / Income from Operations	183.17	57.59	34.29	5,045.22	5,145.13	294,922.73	280,662.70
Segment Results							
Profit (+) / Loss (-) before tax and interest from each segment							
(a) Compression Systems	-	-	-	-	-	5,369.39	8,300.16
(b) Transmission Equipments	-	-	-	-	-	(669.77)	(128.90)
(c) Engines	-	-	-	-	-	20,692.22	24,283.85
(d) Investments	57.23	(14.23)	(9.68)	4,735.73	5,061.58	94.17	305.98
(e) Leasing	1.34	3.26	(0.62)	10.67	(0.62)	(195.10)	(3.34)
(f) Others	-	-	-	-	-	(96.15)	(15.67)
Total	58.57	(10.97)	(10.30)	4,746.40	5,060.96	25,194.76	32,742.08
Less :							
Interest	-	-	-	-	-	21.42	76.71
Other Unallocable (income)/ expenditure net off unallocable expenditure / (income)	(12.12)	(52.79)	15.96	(115.38)	39.36	2,251.98	2,284.16
Total Profit Before Tax	70.69	41.82	(26.26)	4,861.78	5,021.60	22,921.36	30,381.21
Capital Employed (Segment assets - Segment liabilities)							
(a) Compression Systems	-	-	-	-	-	8,016.29	8,744.15
(b) Transmission Equipments	-	-	-	-	-	4,011.85	3,931.92
(c) Engines	-	-	-	-	-	138,178.60	133,746.22
(d) Investments	33,091.84	33,360.47	33,227.82	33,091.84	33,227.82	(34.77)	(13.89)
(e) Leasing	651.92	568.18	386.99	651.92	386.99	651.92	384.00
(f) Others	-	-	-	-	-	205.24	233.17
(g) Unallocated	2,012.29	2,808.34	1,046.59	2,012.29	1,046.59	23,320.88	18,406.02
Total Capital Employed	35,756.05	36,736.99	34,661.40	35,756.05	34,661.40	174,350.01	165,431.59

For the current year the consolidated figures of Others segment includes figures of Nashik Silk Industries Limited (NSIL) & Pneumatic Holdings Limited (PHL); for the previous year it included figures relating to NSIL only.

For Kirloskar Brothers Investments Limited

e : 19th May, 2015
e : Pune



A. C. Kulkarni
A. C. Kulkarni
Executive Director
DIN 00030995

Shagwanat
19/05/15



KIRLOSKAR BROTHERS INVESTMENTS LIMITED

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF KIRLOSKAR BROTHERS INVESTMENTS LIMITED

(Pursuant to Sub-Regulation (1) of Regulation 8 of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

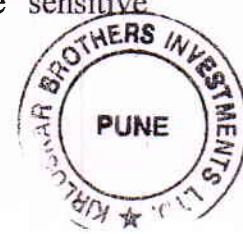
This 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' (the 'Code') of Kirloskar Brothers Investments Limited (the 'Company') shall be effective from 15 May 2015.

Preface:

1. Securities Exchange Board of India (SEBI) on 15 January 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15 May 2015.
2. Regulation 8 of Chapter IV of SEBI (Prohibition of Insider Trading) Regulations, 2015, requires the Board of Directors of a Company to adopt a 'Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information'.
3. The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information.
4. To achieve these objectives, the Company adopts the Code in line with the SEBI Regulations.
5. Any subsequent modification and /or amendments brought about by SEBI in the aforesaid regulations shall automatically apply to the Code.

Principles of Fair Disclosures for purposes of Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information:

1. There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure, shall be ensured.





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3. The Company Secretary or in his / her absence Chief Financial Officer of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall ensure that appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information shared with analyst and research personnel is not unpublished price sensitive information.
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analyst and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall ensure the handling of all Unpublished Price Sensitive Information on a need-to-know basis.

Amendment:

The Board of Directors reserves its right to amend or modify the Code in whole or in part, at any time, when it deems appropriate.

For Kirloskar Brothers Investments Limited

Atul C. Kirloskar
Chairman
DIN: 00007387



Date : 19 May 2015
Place : Pune