KIRLOSKAR BROTHERS LIMITED
A Kirloskar Group Company

Enriching Lives

SEC/ F:17

July 28,2015

(NSE Symbol - KIRLOSBROS)
Kind Attn. : Mr. Hari K.
National Stock Exchange of India Ltd.,
5th Floor, Exchange Plaza,
Bandra (East)
Mumbai – 400 051

Dear Sirs,

Subject: Details of voting results at the 95th Annual General Meeting

Pursuant to clause 35A of the Listing Agreement, we are enclosing the disclosure of voting results of the Annual General Meeting together with the Scrutinizer's Reports on e- voting and ballot voting.

Date of the Annual General Meeting	Monday July 27, 2015
Total number of shareholders as on Record Date (i.e. July 20, 2015)	15645
Number of shareholders present at the meeting either in person or through proxies: • Promoter and Promoter group • Public	 2 86
Number of shareholders attended the meeting through Video Conferencing: • Promoter and Promoter Group • Public	 Nil Nil

You are requested to take the same on record

Thanking you,

Yours faithfully,
For **KIRLOSKAR BROTHERS LIMITED**

Sandeep Phadnis
Company Secretary

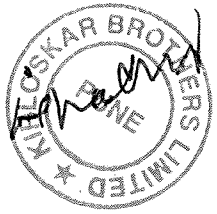
Encl: As Above

Kirloskar Brothers Limited Voting results in respect of 95th Annual General Meeting held on Monday 27th July 2015

Promoter/ Public	No of Shares held	No. of Votes polled	% of voted Polled on outstanding shares	No of votes in favour	No. of Votes against	% of votes in favour or Votes polled	% of votes against on votes polled
	1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution NO. 1	Ordinary Resolution: Adoption of Board's Report and Audited Financial Statements as at March 31, 2015 and Auditors Reports thereon						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50298545	50115182	99.64	50115182	0	100.0000	0.0000
Public- Institutional holders	13729456	5121886	37.31	5121886	0	100.0000	0.0000
Public- Others	15380925	781710	5.08	781709	1	99.9999	0.0001
Total (A)	79408926	56018778	70.54	56018777	1	99.999998	0.0001
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50298545	0	0.00	0	0	0.00	0.00
Public- Institutional holders	13729456	0	0.00	0	0	0.00	0.00
Public- Others	15380925	50306	0.33	50306	0	100.00	0.00
Total (B)	79408926	50306	0.06	50306	0	100.00	0.00
Result	79408926	56069084	70.61	56069083	1	99.999998	0.000002

Kirloskar Brothers Limited Voting results in respect of 95th Annual General Meeting held on Monday 27th July 2015

Promoter/ Public	No of Shares held	No. of Votes polled	% of voted Polled on outstanding shares	No of votes in favour	no. of Votes against	% of votes in favour or Votes polled	% of votes against on votes polled
	1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution No. 2	Ordinary Resolution: To declare dividend on equity shares						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50298545	50115182	99.64	50115182	0	100.0000	0.0000
Public- Institutional holders	13729456	5121886	37.31	5121886	0	100.0000	0.0000
Public- Others	15380925	781710	5.08	781709	1	99.9999	0.0001
Total (A)	79408926	56018778	70.54	56018777	1	99.999998	0.0001
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50298545	0	0.00	0	0	0.00	0.00
Public- Institutional holders	13729456	0	0.00	0	0	0.00	0.00
Public- Others	15380925	50306	0.33	50306	0	100.00	0.00
Total (B)	79408926	50306	0.06	50306	0	100.00	0.00
Result	79408926	56069084	70.61	56069083	1	99.999998	0.000002



Kirloskar Brothers Limited Voting results in respect of 95th Annual General Meeting held on Monday 27th July 2015

Promoter/ Public	No of Shares held	No. of Votes polled	% of voted Polled on outstanding shares	No of votes in favour	no. of Votes against	% of votes in favour or Votes polled	% of votes against on votes polled
	1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution No. 3	Ordinary Resolution: Re-appointment of Mr. Alok Kirloskar (DIN 05324745), who retires by rotation and being eligible, offers himself for re-appointment.						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50298545	49716294	98.84	49716294	0	100.00	0.00
Public- Institutional holders	13729456	5121886	37.31	5121886	0	100.00	0.00
Public- Others	15380925	781710	5.08	781653	57	99.99	0.01
Total (A)	79408926	55619890	70.04	55619833	57	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50298545	0	0.00	0	0	0.00	0.00
Public- Institutional holders	13729456	0	0.00	0	0	0.00	0.00
Public- Others	15380925	50306	0.33	50306	0	100.00	0.00
Total (B)	79408926	50306	0.06	50306	0	100.00	0.00
Result	79408926	55670196	70.11	55670139	57	99.9999	0.0001

Kirloskar Brothers Limited Voting results in respect of 95th Annual General Meeting held on Monday 27th July 2015

Promoter/ Public	No of Shares held	No. of Votes polled	% of voted Polled on outstanding shares	No of votes in favour	no. of Votes against	% of votes in favour or Votes polled	% of votes against on votes polled
	1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution No. 4	Ordinary Resolution: Appointment of Auditors and to fix their remuneration						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50298545	50115182	99.64	50115182	0	100.00	0.00
Public- Institutional holders	13729456	5121886	37.31	5121886	0	100.00	0.00
Public- Others	15380925	781710	5.08	781209	501	99.94	0.06
Total (A)	79408926	56018778	70.54	56018277	501	99.999	0.001
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50298545	0	0.00	0	0	0.00	0.00
Public- Institutional holders	13729456	0	0.00	0	0	0.00	0.00
Public- Others	15380925	50306	0.33	50306	0	100.00	0.00
Total (B)	79408926	50306	0.06	50306	0	100.00	0.00
Result	79408926	56069084	70.61	56068583	501	99.999	0.001

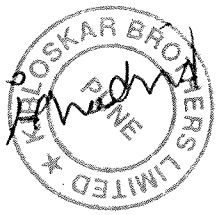


Kirloskar Brothers Limited Voting results in respect of 95th Annual General Meeting held on Monday 27th July 2015

Promoter/ Public	No of Shares held	No. of Votes polled	% of voted Polled on outstanding shares	No of votes in favour	no. of Votes against	% of votes in favour or Votes polled	% of votes against on votes polled
	1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution No. 5	Ordinary Resolution: Appointment of Mr. Kishor Anant Chaukar (DIN 00033830), as an Independent Director						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50298545	50115182	99.64	50115182	0	100.00	0.00
Public- Institutional holders	13729456	5121886	37.31	5121886	0	100.00	0.00
Public- Others	15380925	781710	5.08	781566	144	99.98	0.02
Total (A)	79408926	56018778	70.54	56018634	144	99.9997	0.0003
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50298545	0	0.00	0	0	0.00	0.00
Public- Institutional holders	13729456	0	0.00	0	0	0.00	0.00
Public- Others	15380925	50306	0.33	50306	0	100.00	0.00
Total (B)	79408926	50306	0.06	50306	0	100.00	0.00
Result	79408926	56069084	70.61	56068940	144	100.000	0.000

Kirloskar Brothers Limited Voting results in respect of 95th Annual General Meeting held on Monday 27th July 2015

Promoter/ Public	No of Shares held	No. of Votes polled	% of voted Polled on outstanding shares	No of votes in favour	no. of Votes against	% of votes in favour or Votes polled	% of votes against on votes polled
	1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution No. 6	Ordinary Resolution: Approval of remuneration payable to the Cost Auditor of the Company for the period 2015-16						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50298545	50115182	99.64	50115182	0	100.00	0.00
Public- Institutional holders	13729456	5121886	37.31	5121886	0	100.00	0.00
Public- Others	15380925	781710	5.08	781709	1	99.9999	0.0001
Total (A)	79408926	56018778	70.54	56018777	1	99.999998	0.000002
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50298545	0	0.00	0	0	0.00	0.00
Public- Institutional holders	13729456	0	0.00	0	0	0.00	0.00
Public- Others	15380925	50306	0.33	50306	0	100.00	0.00
Total (B)	79408926	50306	0.06	50306	0	100.00	0.00
Result	79408926	56069084	70.61	56069083	1	100.000	0.000



JDNASSA & ASSOCIATES
Company Secretaries
Flat No. 9/7, Karan Aniket, Level 5/4, Plot No. 37,
Shri Varanasi Society, Behind Atul Nagar,
Off Mumbai Bangalore By-pass, Warje, Pune - 411058
PH: 020 2520 4357 / 4359

Report of Scrutinizer on Voting Process for the 95th Annual General Meeting of the Company
[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

To
The Chairman
Kirloskar Brothers Limited
Udyog Bhavan Tilak Road, Pune 411002

Dear Sir,

Sub: Scrutinizer's Report on Voting Process [including E-voting, and Voting by Ballot at AGM] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

The Board of Directors of Kirloskar Brothers Limited ('the Company') have vide resolution passed on April 27, 2015, decided to provide to the members of the Company, facility to exercise their right on the resolutions as set out in the notice of Ninety Fifth Annual General Meeting ('AGM') held on July 27, 2015; by way of Voting by electronic means (Remote E-voting), and voting by Ballot at AGM; as required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Devendra V. Deshpande, Company Secretary in Whole time Practice having membership No. FCS 6099 and Certificate of Practice Number 6515 and partner of JDNASSA & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on April 27, 2015, as required under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules , 2014 and Clause 35B of the Listing Agreement for the purpose of scrutinizing the Remote e- voting process and Voting by Ballot at AGM; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Ninety Fifth Annual General Meeting of the Company held on July 27, 2015 and reproduced herein below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Board Report and Audited Financial Statements as at March 31, 2015 and the auditors report thereon.

2. To Declare dividend on equity shares.

3. To appoint the Director in place of Mr. Alok Kirloskar (DIN: 05324745), who retires by rotation and being eligible offers himself for re-appointment

4. To Appoint Auditors to hold office from conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. To pass with or without modification(s) the following resolution as an Ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152, 160, and other applicable provisions, if any of the companies act 2013 read with the applicable rules there under including any statutory modifications or re-enactment thereof as may be in force and read with the Schedule IV of the said Act, Mr. Kishor Ananat Chaukar (DIN: 00033830) who was appointed by the board as an Additional Director with effect from April 27, 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of a director be and is hereby appointed as an Independent Director of the company to hold the office for five consecutive years for a term up to April 26, 2020.

RESOLVED FURTHER THAT Mr. Kishor Anant Chaukar shll not be considered as s director liable to retire by rotation unless he is disqualified to be an Independent Director before the expiry of five years in terms of Section 152 of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all the acts, deeds, and things as may be necessary to give effect to this resolution"

6. To pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT consent of the Members of the company be and is hereby accorded for payment of remuneration to the Cost Auditor M/s Parkhi Limaye & Co. Cost Accountants (Firm Reg No 000191) Aabha Plot no 16 Siddhakala CHS, Warje Pune-411058 who was appointed by the Board for the year 2015-16 as per the provisions of the Companies Act, 2013 and the Rules made there under up to Rs 7,00,000/- (Rupees Seven Lacs Only) p. a. excluding service tax and other taxes as may be applicable and out of pocket and travelling expenses, if any"

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting / and Ballot. My responsibility as a scrutinizer for the Voting process is restricted to ensure that the Voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions, based on ballots processed by the Registrar and Transfer Agent of the Company and the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide Remote e-voting facilities and engaged by the company for that purpose and the scrutiny of the ballot papers which were received at the Ballot conducted at the AGM venue on 27th July 2015.

The Notice of AGM dated April 27, 2015 convening the Ninety Fifth Annual General Meeting of the company to be held at Yamuna, S No 98 (3-7), Baner, Pune 411 045 on July 27, 2015 along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the company and the members of the Company holding shares on the cut-off date i. e. July 20, 2015 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Annual General Meeting.

In this regard, I submit my report as under:

1. The Remote e-voting period remained open from July 23, 2015 (9:00 A.M.) to July 26, 2015 (5:00 P.M.).

2. After the closure of AGM on 27th July 2015 and after the end of the Remote e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.

3. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (https://www.evoting.nsdl.com)

4. I have scrutinized, downloaded and counted the Votes casted through Remote E-voting facility and Votes casted by Ballot at the venue of AGM; for the purpose of this report.

5. The particulars of votes casted through Remote E-voting and Votes casted by Ballot at the venue of AGM have been recorded in a register separately maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014.

6. The consolidated result of the Voting Process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers	Votes in Favour (In %) #	Votes Casted Against (in No.)	Votes Casted Against (in %.) #
1	Adoption of the Directors' Report and Audited Statement of Profit and Loss for the period ended March 31, 2015 and Balance Sheet as at that date	Ordinary	56069083	99.9999	1	0.0001
2	Declaration of dividend at the rate for the period ended March 31, 2015	Ordinary	56069083	99.9999	1	0.0001
3	Appointment of Mr. Alok Kirloskar (DIN: 05324745) as Director, who retires by rotation and being eligible offer himself for re-appointment.	Ordinary	55670139	99.9999	57	0.0001
4	Appointment Auditor to hold office from conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.	Ordinary	56068583	99.9991	501	0.0009
5	Appointment of Mr. Anant Chaukar as an Independent	Ordinary	56068940	99.9997	144	0.0003

	Director for 5 Consecutive years for a term up to April 26, 2020					
6	Appointment of M/s Parkhi Limaye & Co as Cost Accountant on Remunaration of Rs 7,00,000/-	Ordinary	56069083	99.9999	1	0.0001

The percentages are rounded off to 4 decimals.

7. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary.

Result:

All the first Six resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed as Ordinary Resolutions.

The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You,
Yours faithfully,

JDNASSA & ASSOCIATES
COMPANY SECRETARIES

DEVENDRA V. DESHPANDE
FCS 6099 CP 6515
Scrutinizer appointed for the
Voting process by the Board of Directors

Date: July 27, 2015
Place: Pune

Received 27/7/2015

For KIRLOSKAR BROTHERS LTD.

SANJAY KIRLOSKAR
Chairman & Managing Director