



Enriching Lives

KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

9 August 2019

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

Dear Sir / Madam,

Ref.: Scrip Code: KIRLOSIND

Sub: Voting Results and Scrutinizer's Report for the 25th Annual General Meeting

The Annual General Meeting of Kirloskar Industries Limited held on Thursday, 8 August 2019, at 2.00 p.m., at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune 411 030.

Please find enclosed following:

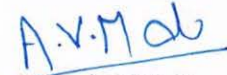
1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated 4 November 2015.
2. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, including amendments thereof, on remote e-voting and voting by Ballot papers at AGM.

Based on the aforesaid Scrutinizer's Report, the resolutions for item nos. 1 to 9 of the Annual General Meeting Notice were passed with requisite majority.

You are requested to take the same on your record.

Thanking you.

**Yours faithfully,
For Kirloskar Industries Limited**



**Ashwini Mali
Company Secretary &
Compliance Officer**



Encl.: As above

ANNEXURE I

Format for Voting Results

Date of the Annual General Meeting	Thursday, 8 August 2019
Total number of shareholders on record date	16,684
Number of shareholders present in the meeting either in person or through proxies – Promoters and Promoters Group Public	7 (representing 11 folios) 62 (representing 64 folios) and 1 proxy (representing 1 folio)
Number of shareholders attended the meeting through Video Conferencing – Promoters and Promoters Group Public	--



Agenda – wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1: Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31 March 2019 and the Reports of Board of Directors and Auditors thereon (including Consolidated Financial Statements)								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	100	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	2.0023	24,168	0	100	0
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	24,506	0	100	0
Total		97,08,619	72,31,123	74.4815	72,31,123	0	100	0



Resolution No. 2: Declaration of Dividend on equity shares for the Financial Year ended on 31 March 2019								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	100	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	2.0023	24,168	0	100	0
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	24,506	0	100	0
Total		97,08,619	72,31,123	74.4815	72,31,123	0	100	0



Resolution No. 3: Approval to the re-appointment of Mr. Atul Kirloskar (DIN 00007387), as a Director, who retires by rotation and being eligible, offers himself for re-appointment

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			Yes					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	100	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	2.0023	24,168	0	100	0
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	24,506	0	100	0
Total		97,08,619	72,31,123	74.4815	72,31,123	0	100	0



Resolution No. 4: Approval to the re-appointment of Mr. Anil Alawani (DIN 00036153), as a Director, who retires by rotation and being eligible, offers himself for re-appointment								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	0	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	2.0023	24,118	50	99.7931	0.2069
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	24,456	50	99.796	0.204
Total		97,08,619	72,31,123	74.4815	72,31,073	50	99.9993	0.0007



Resolution No. 5: Approval for payment of Managerial Remuneration to Directors pursuant to the provisions of Section 197 of the Companies Act, 2013, for any financial year								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	100	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	2.0023	24,163	5	99.9793	0.0207
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	24,501	5	99.9796	0.0204
Total		97,08,619	72,31,123	74.4815	72,31,118	5	99.9999	0.0001



Resolution No. 6: Approval for revision in the remuneration payable to Mr. Mahesh Chhabria (holding DIN 00166049), Managing Director of the Company, for a period effective from 01.04.2019 to 31.03.2022								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled *	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	100	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	0.0023	2,906	65	12.0241	0
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	3,244	65	13.2375	0.2652
Total		97,08,619	72,31,123	74.4815	72,09,861	65	99.7059	0.0008

* includes 21,197 invalid / abstain votes



Resolution No. 7: Approval for revision in the remuneration payable to Ms. Aditi Chirmule (holding DIN 01138984), Executive Director of the Company, for a period effective from 01.04.2019 till the remaining period of her tenure								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	100	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	2.0023	24,153	15	99.9379	0.0621
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	24,491	15	99.9388	0.0612
Total		97,08,619	72,31,123	74.4815	72,31,108	15	99.9998	0.0002



Resolution No. 8: Approval to decide and pay remuneration by way of commission (exceeding 1% per annum of the net profit) to the Directors for each financial year including the Financial Year 2018-19								
Resolution required: (Ordinary / Special)			Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	100	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	2.0023	24,071	97	99.5986	0.4014
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	24,409	97	99.6042	0.3958
Total		97,08,619	72,31,123	74.4815	72,31,026	97	99.9987	0.0013



Resolution No. 9: Approval to the addition of the existing terms and conditions of appointment of Mr. Vinesh Kumar Jairath, Non-Executive Director of the Company in the capacity as Advisor to the Company								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled *	% of votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	70,98,178	70,86,620	99.8372	70,86,620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70,86,620	99.8372	70,86,620	0	100	0
Public – Institutions	E-voting	14,03,451	1,19,997	8.5501	1,19,997	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,997	8.5501	1,19,997	0	100	0
Public – Non Institutions	E-voting	12,06,990	24,168	2.0023	24,113	55	99.7724	0.2276
	Poll		338	0.028	338	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24,506	2.0303	24,451	55	99.7756	0.2244
Total		97,08,619	72,31,123	74.4815	72,31,068	55	99.9992	0.0008



Scrutinizer's Report

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

To,
The Chairman / Director,
Kirloskar Industries Limited,
Office No. 801, 8th Floor,
Cello Platina, Fergusson College Road,
Shivajinagar, Pune 411005

Dear Sir,

I, Manasi Paradkar, a Company Secretary in Practice, have been appointed by the Board of Directors of **Kirloskar Industries Limited**, CIN: L70100PN1978PLC088972('The Company') as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and ballot papers deposited in ballot box at the 25th Annual General Meeting (AGM), and ascertaining the voting result as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice of the 25th Annual General Meeting (AGM) of the Members of the Company and held on Thursday, 8th August, 2019 at 02.00 p.m. at S.M. Joshi Socialist Foundation, (S.M. Joshi Hall). S.No. 191 / 192, Navi Peth, Near Ganjave Chowk, Pune- 411 030.

The Annual Report for the financial year 2018–2019, including the Notice of AGM dated 16th May, 2019 setting out material facts under Section 102 of the Companies Act, 2013, were sent to the Members by email / courier / registered post / airmail, as the case may be.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through different modes on the resolutions contained in the Notices sent to the members of the Company. My responsibility as a scrutinizer for the voting process through different modes is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" on the resolutions and

"invalid/abstained votes", based on the reports generated and downloaded from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and ballot papers deposited into the ballot box at the AGM.

Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from 05th August, 2019 (9.00 A.M.) to 07th August, 2019, (5.00 P.M.)
- ii. The Members of the Company as on the "cut-off" date i.e., 01st August, 2019 were entitled to vote on the resolutions as set out in the Notice.
- iii. After the conclusion of voting by ballot papers at the AGM, the votes cast on the resolutions by ballot papers were counted.
- iv. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Thursday 8th August, 2019 in the presence of 2 witnesses, Mr. Suresh S. Ingale PCS and Mr. Mahesh Risbud, PCS who are not in the employment of the Company.
- v. The details containing *inter alia*, list of equity shareholders, who voted "for" , "against" and "invalid/abstained" on each of the resolutions those were put to vote, were generated from the e-voting website of National Securities Depository Limited i.e. <https://evoting.nsdl.com>.
- vi. Thereafter, the consolidated report of the total votes cast in favour or against was prepared. A copy of the same is annexed hereto.

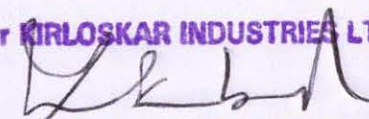
Thanking You
Yours Faithfully,
For Manasi Paradkar & Associates

Manasi Paradkar
Company Secretary
Membership No. FCS- 5447, CP - 4385
Place: Pune
Date: 09 August 2019



Received on 09.08.2019

For KIRLOSKAR INDUSTRIES LTD.


(ATUL C. KIRLOSKAR)
CHAIRMAN



Kirloskar Industries Limited
CIN L70100PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 25TH AGM DATED AUGUST 08, 2019

Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
					No. of members	Votes	% to Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
	Ordinary Business											
1	Adoption of the Financial Statement for the year ended 31st March 2019 and also the Report of Board of Directors and Auditors thereon	E- voting	40	7,230,785	40	7,230,785	100%	0	0	0%	0	0
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	54	7,231,123	100%	0	0	0%	0	0
2	Declaration of Dividend on equity shares for the Financial year ended 31 March 2019.	E- voting	40	7,230,785	40	7,230,785	100%	0	0	0%	0	0
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	54	7,231,123	100%	0	0	0%	0	0
3	Approval to the re-appointment of Mr. Atul Kirloskar [DIN-00007387] as a Director who retires by rotation	E- voting	40	7,230,785	40	7,230,785	100%	0	0	0%	0	0
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	54	7,231,123	100%	0	0	0%	0	0
4	Approval to the re-appointment of Mr. A.N.Alwani [DIN-00036153] as a Director who retires by rotation	E- voting	40	7,230,785	39	7,230,735	100%	1	50	0%	0	0
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	53	7,231,073	100%	1	50	0%	0	0



	Special Business											
5	Special Resolution : Approval for the Payment of Managerial Remuneration to Directors pursuant to the provisions of section 197 of the Companies Act,. 2013 for any financial year.	E- voting	40	7,230,785	39	7,230,780	100%	1	5	0%	0	0
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	53	7,231,118	100%	1	5	0%	0	0
6	Special Resolution : Approval to revision in the remuneration payable to Mr. Mahesh Chhabria , Managing Director, [DIN-00166049] for a period effective from 01.04.19 tii the 31.03.22	E- voting	40	7,230,785	36	7,230,720	100%	3	65	0%	1	21197
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	50	7,231,058	100%	3	65	0%	1	21197
7	Special Resolution : Approval to revision in the remuneration payable to Ms. Aditi Chirmule, Executive Director [DIN-01138984] for a period effective form 01.04.19 till the remianing period of her tenure.	E- voting	40	7,230,785	38	7,230,770	100%	2	15	0%	0	0
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	52	7,231,108	100%	2	15	0%	0	0
8	Special Resolution : Approval to decide and pay remuneration by way of commission [exceeding 1% p.a. of the net profit] to the Directors for each financial year including the financial year 18-19	E- voting	40	7,230,785	38	7,230,688	100%	2	97	0%	0	0
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	52	7,231,026	100%	2	97	0%	0	0



9	Ordinary Resolution : Approval to the addition of existing terms and conditions of appointment of Mr. Vinesh Kumar Jairath, Non Executive Director, in the capacity as advisor to the Company.	E-Voting	40	7,230,785	38	7,230,730	100%	2	55	0%	0	0
		Ballot	14	338	14	338	100%	0	0	0%	0	0
		Total	54	7,231,123	52	7,231,068	100%	2	55	0%	0	0



MANASI PARADKAR
FCS-5447 CP-4385
Practicing Company Secretary
Pune 09/08/2019