KIRLOSKAR BROTHERS LIMITED
A Kirloskar Group Company

Enriching Lives

September 26, 2014

(NSE Symbol: KIRLOSBROS)

National Stock Exchange of India Ltd.,
5th Floor, Exchange Plaza,
Bandra (East)
MUMBAI – 400 051

Dear Sirs,

Subject: Details of voting results at the 94th 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	Thursday, September 25, 2014
Total number of shareholders as on Record Date (i.e. 8th August 2014)	15396
Number of shareholders present at the meeting either in person or through proxies:	
• Promoter and Promoter group	12
• Public	70
Number of shareholders attended the meeting through Video Conferencing:	
• Promoter and Promoter Group	Nil
• Public	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 94th Annual General Meeting held on Thursday 25th September 2014

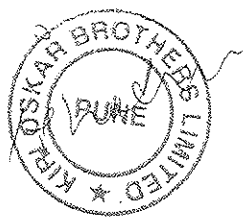
Promoter/ Public	No of Shares held	No. of Votes polled	% of voted Polled on outstanding shares	No of votes in favour	No. of Votes against	% of votes in favour or Votes polled	% of votes against on votes polled
	1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution NO. 1	Ordinary Resolution: Adoption of the Directors' Report, Audited Balance Sheet as at March 31, 2014 and Profit and Loss Statement of the Company for the year ended on that date and the Auditors' Report thereon.						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others	14837635	2701	0.02	2701	0	100.00	0.00
Total (A)	79358451	53844490	67.85	53844490	0	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84166	0.57	83821	345	99.59	0.41
Total (B)	79358451	166783	0.76	166438	345	99.79	0.21
Result	79358451	54011273	68.06	54010928	345	99.999	0.00

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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: for Declaration of Final Dividend at the rate of Rs. 2.50 per equity share (i.e. 125%) for the year ended March 31, 2014						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	2701	0.02	2701	0	100.00	0.00
Public- Others	14837635	3743275	25.23	3743275	0	100.00	0.00
Total (A)	79358451	53844490	67.85	53844490	0	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14163181	4757	0.03	4757	0	100.00	0.00
Public- Others	14920282	84166	0.56	84166	0	100.00	0.00
Total (B)	79358451	166783	0.21	166783	0	100.00	0.00
Result	79358451	54011273	68.06	54011273	0	100.00	0.00

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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. Vikram Shreekant Kirloskar, who retires by rotation and being eligible offers himself for reappointment						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3738042	5233	99.86	0.14
Public- Others	14837635	2682	0.02	2682	0	100.00	0.00
Total (A)	79358451	53844471	67.85	53839238	5233	99.99	0.01
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84166	0.57	84166	0.00	100.00	0.00
Total (B)	79358451	166783	0.21	166783	0.00	100.00	0.00
Result	79358451	54011254	68.06	54006021	5233.00	99.99	0.01



Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3727728	15547	99.58	0.42
Public- Others	14837635	2701	0.02	2701	0	100.00	0.00
Total (A)	79358451	53844490	67.85	53828943	15547	99.97	0.03
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	83820	345	99.59	0.41
Total (B)	79358451	166782	0.21	166437	345	99.79	0.21
Result	79358451	54011272	68.06	53995380	15892	99.97	0.03

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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. Udipi Vasudeva Rao as an Independent Director						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others	14837635	2701	0.02	2701	0	100.00	0.00
Total (A)	79358451	53844490	67.85	53844490	0	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	83820	345	99.59	0.41
Total (B)	79358451	166782	0.21	166437	345	99.79	0.21
Result	79354851	54011272	68.06	54010927	345	99.999	0.00

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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: Appointment of Mr. Shrikrishna Narhar Inamdar as an Independent Director						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	0	0	0	0	0.00	0.00
Public- Institutional holders	14245828	0	0	0	0	0.00	0.00
Public- Others	14837635	0	0	0	0	0.00	0.00
Total (A)	79358451	0	0	0	0	0.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	49776218	99.01	49776218	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84249	0.57	84249	0	100.00	0.00
Total (B)	79358451	49865224	62.84	49865224	0	100.00	0.00
Result	79358451	49865224	62.84	49865224	0	100.00	0.00

The Resolution number 6 mentioned in the notice of the Annual General Meeting, was not available for e- voting on the portal of NSDL due to some technical error. Voting for the said item was carried out by way of ballot by the shareholdders present in person or through proxies at the Annual General Meeting.



Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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. 7	Ordinary Resolution: Appointment of Mr. Padmakar Shamsundar Jawadekar as an Independent Director						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others	14837635	2700	0.02	2700	0	100.00	0.00
Total (A)	79358451	53844489	67.85	53844489	0	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	84165	0	100.00	0.00
Total (B)	79358451	166782	0.21	166782	0	100.00	0.00
Result	79358451	54011271	68.06	54011271	0	100.00	0.00

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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. 8	Ordinary Resolution: Appointment of Mrs. Lalita Dilip Gupte as an Independent Director						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others	14837635	2700	0.02	2700	0	100.00	0.00
Total (A)	79358451	53844489	67.85	53844489	0	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	84165	0	100.00	0.00
Total (B)	79358451	166782	0.21	166782	0	100.00	0.00
Result	79358451	54011271	68.06	54011271	0	100.00	0.00

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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. 9	Ordinary Resolution: Appointment of Mr. Pratap Baburao Shirke as an Independent Director						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others	14837635	2701	0.02	2701	0	100.00	0.00
Total (A)	79358451	53844490	67.85	53844490	0	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	83820	345	99.59	0.41
Total (B)	79358451	166782	0.21	166437	345	99.79	0.21
Result	79358451	54011272	68.06	54010927	345	99.999	0.00



Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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. 10	Special Resolution: For Alteration of Articles of Association						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others	14837635	2701	0.02	2701	0	100.00	0.00
Total (A)	79358451	53844490	67.85	53844490	0	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	83633	532	99.37	0.63
Total (B)	79358451	166782	0.76	166250	532	99.68	0.32
Result	79358451	54011272	68.61	54010740	532	99.999	0.00

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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. 11	Special Resolution: For Special Resolution under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others	14837635	2701	0.02	2701	0	100.00	0.00
Total (A)	79358451	53844490	67.85	53844490	0	100.00	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	84143	22	99.97	0.03
Total (B)	79358451	166782	0.21	166760	22	99.99	0.01
Result	79358451	54011272	68.06	54011250	22	100.00	0.00

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

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. 12	Ordinary Resolution: For Approval of the remuneration payable to the Cost Auditor of the Company for the period 2014-15						
	Mode of Voting: E Voting						
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	100.00	0.00
Public- Institutional holders	14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others	14837635	2701	0.02	1441	1260	53.35	46.65
Total (A)	79358451	53844490	67.85	53843230	1260	99.998	0.00
	Mode of Voting: Ballot Form						
Promoter & Promoter Group	50274988	77860	0.15	77860	0	100.00	0.00
Public- Institutional holders	14245828	4757	0.03	4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	84165	0	100.00	0.00
Total (B)	79358451	166782	0.21	166782	0	100.00	0.00
Result	79358451	54011272	68.06	54010012	1260	99.998	0.00



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 E-Voting Process

[Pursuant to section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
Mr. Sanjay Kirloskar
Chairman & Managing Director
Kirloskar Brothers Limited
Udyog Bhavan, Tilak Road,
Pune 411002

Dear Sir,

Sub: Scrutinizer's Report on E- Voting Process conducted Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Kirloskar Brothers Limited ('the Company') have vide resolution passed on July 22, 2014, decided to provide to the members of the Company, a facility to exercise their right on the resolutions as set out in the notice of Ninety Fourth Annual General Meeting to be held on 25th September, 2014 by way of electronic means as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 the Companies (Management and Administration) Rules , 2014

I, Jayavant B. Bhave, Company Secretary in Practice having membership No. FCS 4266 and Certificate of Practice Number 3068 and partner of JDNASSA & Associates, Company Secretaries, Pune have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on April 22, 2014 as required under Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules , 2014 for the purpose of scrutinizing the e- voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as

JDNASSA & ASSOCIATES ★ COMPANY SECRETARIES ★

contained in the notice convening the Ninety Fourth Annual General Meeting of the Company to be held on 25th September, 2014

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 electronic means on the resolutions contained in the notice for the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make the scrutinizer's report of the votes cast "in favour" or "against" the resolutions as stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the company.

The notice dated 22nd July 2014 convening the Ninety Fourth Annual General Meeting of the company to be held at Yamuna, Survey No. 98 (3-7), Baner, Pune 411045, India, on 25th September, 2014 along with statement setting out material facts under Section 102 of the Companies Act 2013 were sent to the members of the company.

The members of the company holding shares on the cut off date i.e. 8th August 2014 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open for 3 days i.e. from Friday the 19th September, 2014 (9.00 AM) to Sunday the 21st September, 2014 (6.00 PM).

2. At the end of the 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 vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com)



4. We have scrutinized the votes casted through electronic means for the purpose of this report.

5. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.

6. The result of the e-voting 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 financial statement for the year ended March 31, 2014	Ordinary	53,844,490	100.00	0	0.00
2	Approval of dividend for the year ended March 31, 2014	Ordinary	53,844,490	100.00	0	0.00
3	Re-appointment of Mr. Vikram S. Kirloskar, who retires by rotation and being eligible offers himself for reappointment	Ordinary	53,839,238	99.99	5233	0.01
4	Appointment of Auditors and to fix their remuneration	Ordinary	53,828,943	99.97	15547	0.03
5	Appointment of Mr. Udipi Vasudeva Rao as an Independent Director	Ordinary	53,844,490	100.00	0	0.00
**6	Appointment of Mr. Shrikrishna Narhar Inamdar as an Independent Director	Ordinary	-	-	-	-
7	Appointment of Mr. Padmakar Shamsundar Jawadekar as an Independent Director	Ordinary	53,844,489	100.00	0	0.00



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 %.)
8	Appointment of Mrs. Lalita Dilip Gupte as an Independent Director	Ordinary	53,844,489	100.00	0	0.00
9	Appointment of Mr. Pratap Baburao Shirke as an Independent Director	Ordinary	53,844,490	100.00	0	0.00
10	Alteration of Articles of Association	Special	53,844,490	100.00	0	0.00
11	Resolution under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013	Special	53,844,490	100.00	0	0.00
12	Approval of the remuneration payable to the Cost Auditor of the Company for the period 2014-15	Ordinary	53,843,230	99.998	1260	0.002

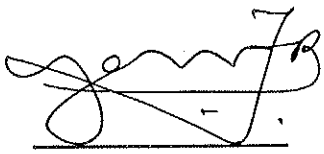
***** The resolution number 6 mentioned above was not available for e-voting on the portal of NSDL due to some technical error. Considering this, resolution No. 7 to 12 mentioned above were actually numbered as 6 to 11 on the e-voting portal.***

7. The Register, all 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 for safe custody.



8. Result: All the resolutions (except resolution no 6) have secured requisite majority of votes and as such the respective resolutions may be considered to have been passed. The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You,
Yours faithfully,





JAYAVANT B BHAVE
FCS 4266 CP 3068
Scrutinizer appointed for the
e-voting process by the Board of Directors

Date: 23rd September 2014
Place: Pune

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 by Ballot Process

To
Mr. Sanjay Kirloskar
Chairman
Kirloskar Brothers Limited
Udyog Bhavan, Tilak Road,
Pune 411002

Dear Sir,

Sub: Scrutinizer's Report on Ballot Voting Process conducted Pursuant to the provisions of the Companies Act, 2013 ('the Act')

The Board of Directors of Kirloskar Brothers Limited ('the Company') have vide resolution passed on April 22, 2014, decided to provide to the members of the Company, a facility to exercise their right on the resolutions as set out in the notice of Ninety Fourth Annual General Meeting.

I, Jayavant B. Bhave, Company Secretary in Practice having membership No. FCS 4266 and Certificate of Practice Number 3068 and partner of JDNASSA & Associates, Company Secretaries, Pune have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on April 22, 2014 for the purpose of scrutinizing the e- voting process and voting by Ballot Process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice convening the Ninety Fourth Annual General Meeting of the Company held on September 25, 2014.

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 electronic means and by voting through ballot process on the resolutions contained in the notice of the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and voting through Ballot Process is restricted to ensure that above processes are conducted in a fair and transparent manner and make the scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the voting taken place through electronic means and voting through ballot process at the time of the 94th Annual General Meeting of the company.

JDNASSA & ASSOCIATES COMPANY SECRETARIES

The members of the company holding shares on the cutoff date i.e. 8th August 2014 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting. I have submitted my report dated September 23, 2014 on the e-voting process followed by the company through NSDL. Now I am submitting my report on the voting through ballot process conducted at the 94th Annual General Meeting of the Company.

In this regard, I submit my report as under:

1. The e-voting on item No. 6 of the notice was not conducted due to technical reasons and as such members who were present in person or through proxies at the 94th AGM, voted on the same by ballot papers at the time of the 94th Annual General Meeting held on Thursday the September 25, 2014.

2. Further, the members who had not exercised their voting rights through e-voting process and who were present either in person or through proxies were given an opportunity to cast their votes at the time of the Annual General Meeting.

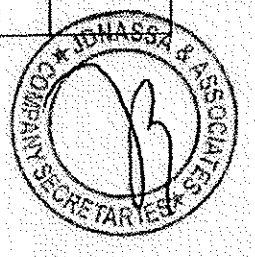
3. We have scrutinized the votes casted through ballot papers for the purpose of this report.

4. The particulars of all the votes casted by the members through ballot voting process have been recorded in a Register separately maintained for the purpose.

5. The result of the voting by ballot papers is given below:

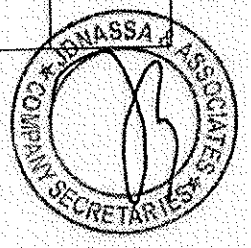
   Result of Item No. 6 of the notice on which voting was done by all the members either present in person or through proxies, at the 94th Annual General Meeting, as the e-voting for this item was not available due to technical reasons:

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 %.)
6	Appointment of Mr. Shrikrishna Narhar Inamdar as an Independent Director	Ordinary	49865224	100.00	0	0.00



6. The result of the voting by ballot papers on all the items of business (except item No. 6) 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 financial statement for the year ended March 31, 2014	Ordinary	166438	99.79	345	0.21
2	Approval of dividend for the year ended March 31, 2014	Ordinary	166783	100.00	0	0.00
3	Re-appointment of Mr. Vikram S. Kirloskar, who retires by rotation and being eligible offers himself for reappointment	Ordinary	166783	100.00	0	0.00
4	Appointment of Auditors and to fix their remuneration	Ordinary	166437	99.79	345	0.21
5	Appointment of Mr. Udipi Vasudeva Rao as an Independent Director	Ordinary	166437	99.79	345	0.21
7	Appointment of Mr. Padmakar Shamsundar Jawadekar as an Independent Director	Ordinary	166782	100.00	0	0.00
8	Appointment of Mrs. Lalita Dilip Gupte as an Independent Director	Ordinary	166782	100.00	0	0.00
9	Appointment of Mr. Pratap Baburao Shirke as an Independent Director	Ordinary	166437	99.79	345	0.21
10	Alteration of Articles of Association	Special	166250	99.68	532	0.32
11	Resolution under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013	Special	166760	99.99	22	0.01
12	Approval of the remuneration payable to the Cost Auditor of the Company for the period 2014-15	Ordinary	166782	100.00	0	0.00



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 for safe custody.

8. Result: All the resolutions have secured requisite majority of votes and as such the respective resolutions may be considered to have been passed. The Chairman of Annual General Meeting may accordingly declare the result of voting through ballot papers.

Thanking You,
Yours faithfully,



JAYAVANT B BHAVE
FCS 4266 CP 3068
Scrutinizer appointed for the
Ballot voting process by the Board of Directors

Date: September 25, 2014
Place: Pune