KIRLOSKAR INDUSTRIES LIMITED
A Kirloskar Group Company

Enriching Lives

28 August 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 KIRLOSIND

Dear Sir,

Subject: Proceedings of Annual General Meeting

The Annual General Meeting of Kirloskar Industries Limited held on Friday, 28 August 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 voting results of the meeting and businesses considered and approved by the shareholders with requisite majority is enclosed, together with the Scrutinizer's Report on e-voting.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,
For Kirloskar Industries Limited

A.V.Mali

Ashwini Mali
Company Secretary &
Compliance Officer

KIRLOSKAR INDUSTRIES LTD. PUNE-38

Encl.: As above

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DETAILS REGARDING VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF KIRLOSKAR INDUSTRIES LIMITED HELD ON 28 AUGUST 2015

Date of Annual General Meeting	28 August 2015
Book Closure Date	21 August 2015 to 28 August 2015 (both days inclusive)
Total number of shareholders on Record Date (i.e., 20 August 2015 – Record Date for Dividend Purpose)	21,434 Folios
Total number of shareholders on Record Date (i.e., 21 August 2015 – Cut Off Date for remote e-voting purpose)	21,428 Folios
Number of Shareholders present in the Annual General Meeting in person or through proxies- Promoters and promoters Group: Public:	 6 (representing 13 folios) 63 (representing 71 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 conducted between 25 August 2015 (from 9.00 a.m.) to 27 August 2015 (up to 5.00 p.m.) (both days inclusive), physical ballot forms sent in advance and polling papers provided at the time of meeting.

Resolution No. 1: Adoption of Audited Financial Statements for the Financial Year ended 31 March 2015 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

KIRLOSKAR INDUSTRIES PUNE-38

Regd. Office : 13 / A, Karve Road, Kothrud, Pune - 411 038.(India)
Phone : +91- (0)20 - 2545 2721 Telefax : +91- (0)20 - 2545 4723 E-mail : investorrelations@kirloskar.com Website : www.kil.net.in
CIN No.: L29112PN1978PLC088972

Promoter / Public	No. of shares held (as on the cut-off date i.e. 21 August 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	Invalid / Abstain
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100	
Promoter and Promoter Group	70,52,034	70,45,644	99.91	70,45,644	---	100.00	---	
Public – Institutional holders	14,02,776	1,18,176	8.42	1,18,176	---	100.00	---	
Public – others	12,53,809	27,153	2.17	27,017	50	99.50	0.18	86
Total	97,08,619	71,90,973	74.07	71,90,837	50	99.998	0.001	86

Resolution No. 2: Declaration of dividend on equity shares for the Financial Year ended 31 March 2015. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 21 August 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	Invalid / Abstain
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100	
Promoter and Promoter Group	70,52,034	70,45,644	99.91	70,45,644	---	100.00	---	
Public – Institutional holders	14,02,776	1,18,176	8.42	1,18,176	---	100.00	---	
Public – others	12,53,809	27,153	2.17	26,660	50	98.18	0.18	443
Total	97,08,619	71,90,973	74.07	71,90,480	50	99.99	0.001	443

KIRLOSKAR INDUSTRIES LTD. PUNE-38

Resolution No. 3: Re-appointment of Nihal G. Kulkarni (holding DIN No. 01139147), who retires by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 21 August 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	Invalid / Abstain
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100	
Promoter and Promoter Group	70,52,034	70,45,644	99.91	70,45,644	---	100.00	---	
Public – Institutional holders	14,02,776	1,18,176	8.42	1,18,176	---	100.00	---	
Public – others	12,53,809	27,133	2.16	26,635	55	98.16	0.20	443
Total	97,08,619	71,90,953	74.07	71,90,455	55	99.99	0.001	443

Resolution No. 4: Ratification of appointment of Auditors and fixing their remuneration. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 21 August 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	Invalid / Abstain
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100	
Promoter and Promoter Group	70,52,034	70,45,644	99.91	70,45,644	---	100.00	---	
Public – Institutional holders	14,02,776	1,18,176	8.42	1,18,176	---	100.00	---	
Public – others	12,53,809	27,133	2.16	26,640	50	98.89	0.18	443
Total	97,08,619	71,90,953	74.07	71,90,460	50	99.99	0.001	443

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Resolution No. 5: Appointment of Mr. Tejas Deshpande (holding DIN 01942507) as an Independent Director for a term of five (5) consecutive years commencing from 28 August 2015. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 21 August 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	Invalid / Abstain
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100	
Promoter and Promoter Group	70,52,034	70,45,644	99.91	70,45,644	---	100.00	---	---
Public – Institutional holders	14,02,776	1,18,176	8.42	1,18,176	---	100.00	---	---
Public – others	12,53,809	27,133	2.16	26,635	55	98.16	0.20	443
Total	97,08,619	71,90,953	74.07	71,90,455	55	99.99	0.001	443

We request you to take the above on record.

Thanking you,

For Kirloskar Industries Limited

A.V.Mali

Ashwini Mali
Company Secretary &
Compliance Officer

KIRLOSKAR INDUSTRIES LTD. PUNE-38

M. J. RISBUD & CO.
Company Secretaries

2, Annapoorna Apartments, Model Colony,
1034 Shivajinagar, Canal Road, Pune - 411016.
Office - (020) 2565 3979
Cell - 98220 10522
E-mail - mjrpcs@dataone.in / mjrpcs@gmail.com

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

13A, Karve Road, Kothrud,

Pune.

Dear Sir,

I, M. J. Risbud, a Company Secretary in Practice, have been appointed by the Board of Directors of Kirloskar Industries Limited (The Company) as a Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting, voting by ballot forms and ballot forms deposited at the Annual General Meeting (AGM), and ascertaining the requisite majority on voting carried out as per the provisions of Listing Agreement, section 108 of the Companies Act, 2013, read with rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "Resolutions") of the AGM of the members of the Company, to be held on Friday 28th August, 2015 at S. M. Joshi Socialist Foundation (S. M. Joshi Hall),S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune- 411 030.

The notice dated 19th May, 2015 convening the AGM along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM to be held on 28th August, 2015.

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 Notice of the AGM sent to the members of the Company.

MAHESH J. RISBUD * FCS - 810 CP - 185 * COMPANY SECRETARY

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" 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 voting papers received and also ballot forms deposited into the ballot box at the AGM.

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

i. The voting through ballot forms remained open upto5.00 p.m. on Thursday, 27th August, 2015.

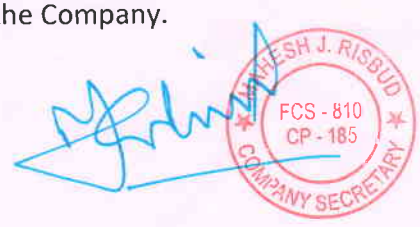
ii. The remote e-voting period remained open from Tuesday, 25th August, 2015 (9.00 A.M.) to Thursday, 27th August, 2015, (5.00 P.M.)

iii. The members of the Company as on the "cut-off" date i.e.21st August, 2015 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of the Company.

iv. One ballot form was received by post upto 5.00 p.m. on Thursday 27th August, 2015.

v. After the conclusion of voting by ballot forms at the AGM, the votes cast on the resolutions by ballot forms were counted.

vi. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Friday, 28th August, 2015 in the presence of 2 witnesses, Mr. Suresh S. Ingale PCS and Mrs. Manasi Paradkar, PCS who are not in the employment of the Company.



vii. 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 Ltd i.e. https://evoting.nsdl.com.

viii. 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,

MAHESH J. RISBUD FCS - 810 CP - 185 COMPANY SECRETARY

Mahesh J. Risbud

Company Secretary

Membership No. FCS- 810, CP -185

UCN:S1981MH000400

Place: Pune

Date: 28/08/2015

Recieved on 28 August 2015

For KIRLOSKAR INDUSTRIES LTD.

(ATUL C. KIRLOSKAR)
CHAIRMAN

Kirloskar Industries Limited
CIN L29112PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR AGM DATED 28TH AUGUST 2015

Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
	Ordinary Business				No of members	Votes	% to Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
1	Adoption of the financial statement for the year ended 31st March 2015 and also the report of the Board of Directors and the Auditors thereon	Remote E-voting	44	7,165,002	43	7,164,952	99.9993%	1	50	0.0007%	-	-
		Ballot voting	1	307	1	307	100.0000%	-	-	0.0000%	-	-
		Ballot voting at AGM	55	25,664	48	25,578	99.6649%	-	-	0.0000%	7	86
		Total	**100**	**7,190,973**	**92**	**7,190,837**	**99.9981%**	**1**	**50**	**0.0007%**	**7**	**86**
2	Declaration of dividend for the financial year 2014-15	Remote E-voting	44	7,165,002	43	7,164,952	99.9993%	1	50	0.0007%	-	-
		Ballot voting	1	307	-	-	0.0000%	-	-	0.0000%	1	307
		Ballot voting at AGM	55	25,664	47	25,528	99.4701%	-	-	0.0000%	8	136
		Total	**100**	**7,190,973**	**90**	**7,190,480**	**99.9931%**	**1**	**50**	**0.0007%**	**9**	**443**
3	Approval to the reappointment of Mr. Nihal G. Kulkarni as a Director liable to retire by rotation.	Remote E-voting	43	7,164,982	41	7,164,927	99.9992%	2	55	0.0008%	-	-
		Ballot voting	1	307	-	-	0.0000%	-	-	0.0000%	1	307
		Ballot voting at AGM	55	25,664	47	25,528	99.4701%	-	-	0.0000%	8	136
		Total	**99**	**7,190,953**	**88**	**7,190,455**	**99.9931%**	**2**	**55**	**0.0008%**	**9**	**443**
4	Ratification of appointment of M/s G D. Apte & Co; Chartered Accountants as Statutory Auditors & to authorize Board of Directors to fix their remuneration	Remote E-voting	43	7,164,982	42	7,164,932	99.9993%	1	50	0.0007%	-	-
		Ballot voting	1	307	-	-	0.0000%	-	-	0.0000%	1	307
		Ballot voting at AGM	55	25,664	47	25,528	99.4701%	-	-	0.0000%	8	136
		Total	**99**	**7,190,953**	**89**	**7,190,460**	**99.9931%**	**1**	**50**	**0.0007%**	**9**	**443**



Kirloskar Industries Limited
CIN L29112PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR AGM DATED 28TH AUGUST 2015

Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
	Special Business				No of members	Votes	% to Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
5	Approval of appointment of Mr. Tejas P. Deshpande as Independent Director	Remote E-voting	43	7,164,982	41	7,164,927	99.9992%	2	55	0.0008%	-	-
		Ballot voting	1	307	-	-	0.0000%	-	-	0.0000%	1	307
		Ballot voting at AGM	55	25,664	47	25,528	99.4701%	-	-	0.0000%	8	136
		Total	**99**	**7,190,953**	**88**	**7,190,455**	**99.9931%**	**2**	**55**	**0.0008%**	**9**	**443**

Signature of Scrutinizer

MAHESH J. RISBUD
FCS - 810
CP - 185
COMPANY SECRETARY