



KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

Enriching Lives

19 December 2017

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 of Postal Ballot (including voting by electronic means) as per the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The details of voting results of the Postal Ballot (including voting by electronic means in respect of the Special Resolution contained in the Postal Ballot Notice dated 1 November 2017, for alteration of Main Object Clause of the Memorandum of Association (MOA) by inserting / introducing new clause 4F after existing clause 4E of MOA along with the Scrutinizer's Report on Postal Ballot including voting by electronic means are enclosed.

Based on the aforesaid Scrutinizer's Report the resolution has been passed with requisite majority.

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**

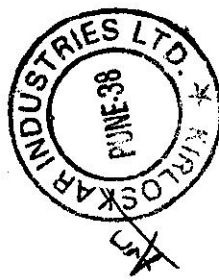


Encl.: As above

ANNEXURE I

Format for Voting Results

Date of the AGM / EGM	Not Applicable (Resolution passed through Postal Ballot)
Total number of shareholders on record date (i.e., 3 November 2017)	20,133
Number of shareholders present in the meeting either in person or through proxies – Promoters and Promoters Group Public	Not Applicable (Resolution passed through Postal Ballot)
Number of shareholders attended the meeting through Video Conferencing – Promoters and Promoters Group Public	Not Applicable (Resolution passed through Postal Ballot)

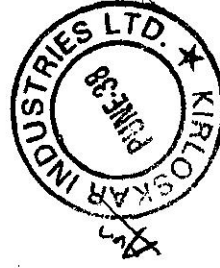


Agenda – wise disclosure

Resolution No. 1: Special Resolution under Section 13 of the Companies Act, 2013, for alteration of Clause III (A) of the Main Object Clause of the Memorandum of Association of the Company, by insertion of new Clause 4F after existing Clause 4E									
Resolution required: (Ordinary / Special)									
Whether Promoter / Promoter Group are interested in the agenda / resolution									
Special Resolution									
No									
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favor (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-voting	70,68,178	54,03,128	76.44	54,03,128	0	100.00	0.00	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)		11,882	0.17	11,882	0	100.00	0.00	
	Total		54,15,010	76.61	54,15,010	0	100.00	0.00	
Public – Institutions	E-voting	14,07,359	0	0.00	0	0	0.00	0.00	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		0	0.00	0	0	0.00	0.00	
Public – Non Institutions	E-voting	12,33,082	27,999	2.27	27,987	12	99.96	0.04	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)		* 15,558	1.26	15,158	196	97.43	1.26	
	Total		43,557	3.53	43,145	208	99.05	0.48	
Total		97,08,619	54,58,567	56.22	54,58,155	208	100.00	0.00	

* includes 204 invalid / abstain votes

The aforesaid resolution was passed by the members with requisite majority.



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 read with Section 110 of the Companies Act, 2013 and
Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules,
2014, as amended]**

To

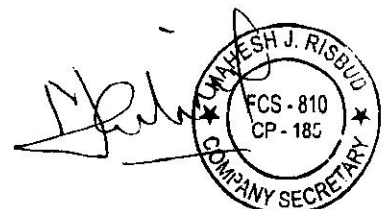
The Chairman/Managing Director,
Kirloskar Industries Limited
13A, Karve Road, Kothrud,
Pune.

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Kirloskar Industries Limited (CIN L29112PN1978PLC088972) (KIL or Company) on 1st November, 2017, I M. J. Risbud, a Company Secretary in Practice, have been appointed as scrutiniser to receive, process & scrutinise the physical ballot papers/e-voting process in respect of Special Resolution for alteration of object clause of Memorandum as circulated by postal ballot notice dated 1st November, 2017 sent either by emails or by post to the members as on cut-off date namely 3rd November, 2017. The Company had also provided e-voting facility for the above purpose through NSDL.

The voting was open from Wednesday, 15 November 2017, at 9.00 a.m. and ended on Thursday, 14 December 2017, at 5.00 p.m.

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 resolution 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 physical ballot forms received & scrutinised by us.



PCS M. J. RISBUD & CO.

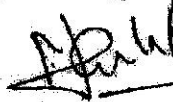
E voting data was downloaded after the closure time in the presence of PCS Mr S. S. Ingale & PCS Mrs, Manasi Paradkar who are not in the employment of the Company.

I report that during the aforesaid voting period I have received 218 (Two hundred Eighteen) envelopes which were opened & taken up for scrutiny on periodic basis & final lot after the closure date. After validation of the postal ballot forms, the final data was compiled by Link Intime India Pvt. Ltd., Registrar & Transfer Agent (RTA) of the Company who preserve all the data of the members. Final data of both voting compilation was consolidated.

Thereafter, the consolidated report of the total votes cast in favour or against of voting on Special Resolution for alteration of object clause was prepared. A copy of the same is annexed hereto.

Thanking You,

Yours Faithfully,



Mahesh J. Risbud

Company Secretary

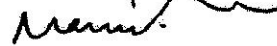
Membership No. FCS- 810, CP -185

UCN: S1981MH000400

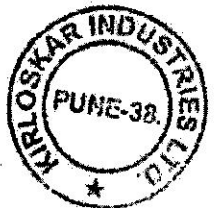
Place: Pune

Date: 19/12/2017

Received on 19.12.2017
For Kirloskar Industries Limited



Mahesh Chhabria
Managing Director



Annexure – Consolidated voting report on postal ballot

KIRLOSKAR INDUSTRIES LIMITED

CIN:L29112PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT

Resolution No.	Resolution Description	Mode of Voting	No. of members voted	Total Votes	In Favour			Against			Invalid/ Abstain	
					No. of Members	Votes	% of Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of Members	Votes
	SPECIAL RESOLUTION											
1	Special resolution under section 13 of the Companies Act, 2013 for alteration of Clause III (A) of the main Object Clause of the Memorandum of Association of the Company, by insertion of new clause 4F, after existing Clause 4E	E-voting	70	5,431,127	67	5,431,115	100.00	3	12	0.00	0	0
		Ballot	218	27,440	209	27,040	98.54	4	196	0.71	5	204
		Total	288	5,458,567	276	5,458,155	99.99	7	208	0.00	5	204


Signature of Scrutinizer

M. J. Risbud

Date : 19.12.2017