KIRLOSKAR INDUSTRIES LIMITED
A Kirloskar Group Company

Enriching Lives

11 August 2016

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 Annual General Meeting

The Annual General Meeting of Kirloskar Industries Limited held on Thursday, 11 August 2016, at 11.30 a.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 herewith 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 Forms at AGM.

Based on the aforesaid Scrutinizer's Report the resolutions for item no. 1 to 5 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

A.V.Mali

Ashwini V. Mali
Company Secretary &
Compliance Officer

KIRLOSKAR INDUSTRIES LTD. PUNE-38

Encl.: As above

ANNEXURE I

Format for Voting Results

Date of the Annual General Meeting	Thursday, 11 August 2016
Total number of shareholders on record date	20,913
Number of shareholders present in the meeting either in person or through proxies – Promoters and Promoters Group Public	 6 (representing 9 folios) 69 (representing 78 folios) and 3 proxies (representing 3 folios)
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 2016 and Report 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	70,52,034	53,98,411	76.55	53,98,411	0	100.00	0.00
	Poll		16,35,300	23.19	16,35,300	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**70,33,711**	**99.74**	**70,33,711**	**0**	**100.00**	**0.00**
Public – Institutions	E-voting	13,87,433	1,18,176	8.52	1,18,176	0	100.00	0.00
	Poll		0.00	0.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**1,18,176**	**8.52**	**1,18,176**	**0**	**100.00**	**0.00**
Public – Non Institutions	E-voting	12,69,152	2,294	0.18	2,245	0	97.86	0.00
	Poll		1,236	0.10	1,211	0	97.98	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**3,530**	**0.28**	**3,456**	**0**	**97.90**	**0.00**
Total		**97,08,619**	**71,55,417**	**73.70**	**71,55,343**	**0**	**99.99**	**0.00**

* Includes 74 invalid / abstain votes

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Resolution No. 2: Confirmation of the payment of Interim Dividend as Final Dividend for the year ended 31 March 2016								
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	70,52,034	53,98,411	76.55	53,98,411	0	100.00	0.00
	Poll		16,35,300	23.19	16,35,300	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**70,33,711**	**99.74**	**70,33,711**	**0**	**100.00**	**0.00**
Public – Institutions	E-voting	13,87,433	1,18,176	8.52	1,18,176	0	100.00	0.00
	Poll		0.00	0.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**1,18,176**	**8.52**	**1,18,176**	**0**	**100.00**	**0.00**
Public – Non Institutions	E-voting	12,69,152	2,294	0.18	2,214	80	96.51	3.49
	Poll		1,236	0.10	1,211	0	97.98	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**3,530**	**0.28**	**3,425**	**80**	**97.03**	**2.27**
Total		**97,08,619**	**71,55,417**	**73.70**	**71,55,312**	**80**	**99.99**	**0.00**
* Includes 25 invalid / abstain votes								

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Resolution No. 3: Re-appointment of Mr. Anil N. Alawani (DIN 00036153), who retires by rotation								
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	70,52,034	53,98,411	76.55	53,98,411	0	100.00	0.00
	Poll		16,35,300	23.19	16,35,300	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**70,33,711**	**99.74**	**70,33,711**	**0**	**100.00**	**0.00**
Public – Institutions	E-voting	13,87,433	1,18,176	8.52	1,18,176	0	100.00	0.00
	Poll		0.00	0.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**1,18,176**	**8.52**	**1,18,176**	**0**	**100.00**	**0.00**
Public – Non Institutions	E-voting	12,69,152	2,294	0.18	2,151	143	93.77	6.23
	Poll		1,236	0.10	1,211	0	97.98	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**3,530**	**0.28**	**3,362**	**143**	**95.24**	**4.05**
Total		**97,08,619**	**71,55,417**	**73.70**	**71,55,249**	**143**	**99.99**	**0.00**
* Includes 25 invalid / abstain votes								

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Resolution No. 4: Re-appointment of G. D. Apte & Co., (Firm Registration No. 100515W), as Statutory Auditors of the Company, at a remuneration decided by the Board of Directors from time to time								
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	70,52,034	53,98,411	76.55	53,98,411	0	100.00	0.00
	Poll		16,35,300	23.19	16,35,300	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**70,33,711**	**99.74**	**70,33,711**	**0**	**100.00**	**0.00**
Public – Institutions	E-voting	13,87,433	1,18,176	8.52	1,18,176	0	100.00	0.00
	Poll		0.00	0.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**1,18,176**	**8.52**	**1,18,176**	**0**	**100.00**	**0.00**
Public – Non Institutions	E-voting	12,69,152	2,294	0.18	2,245	49	97.86	2.14
	Poll		1,236	0.10	1,211	0	97.98	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**3,530**	**0.28**	**3,456**	**49**	**97.90**	**1.39**
Total		**97,08,619**	**71,55,417**	**73.70**	**71,55,343**	**49**	**99.99**	**0.00**
* Includes 25 invalid / abstain votes								

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Resolution No. 5: Appointment of Mr. Mahesh R. Chhabria (DIN 00166049), as an Independent Director								
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	70,52,034	53,98,411	76.55	53,98,411	0	100.00	0.00
	Poll		16,35,300	23.19	16,35,300	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**70,33,711**	**99.74**	**70,33,711**	**0**	**100.00**	**0.00**
Public – Institutions	E-voting	13,87,433	1,18,176	8.52	1,18,176	0	100.00	0.00
	Poll		0.00	0.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**1,18,176**	**8.52**	**1,18,176**	**0**	**100.00**	**0.00**
Public – Non Institutions	E-voting	12,69,152	2,294	0.18	1,541	422	67.18	18.40
	Poll		1,236	0.10	1,211	0	97.98	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**3,530**	**0.28**	**2,752**	**422**	**77.96**	**11.95**
Total		**97,08,619**	**71,55,417**	**73.70**	**71,54,639**	**422**	**99.99**	**0.00**
* Includes 356 invalid / abstain votes								

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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,

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 and ballot forms deposited in the ballot box, at the 22nd Annual General Meeting (AGM), and ascertaining the voting result as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice of the AGM of the members of the Company, to be held on Thursday, 11th August, 2016 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 24th May, 2016 convening the AGM along with statement setting out material facts under Section 102 of the Companies Act, 2013, was dispatched to the shareholders in respect of the resolutions to be passed at the said AGM.



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.

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 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 Monday, 8th August, 2016 (9.00 A.M.) to Wednesday, 10th August, 2016, (5.00 P.M.)

ii. The members of the Company as on the "cut-off" date i.e., 4th August, 2016 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of the Company.

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

iv. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Thursday, 11thAugust, 2016 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.

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 Ltd 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.

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

Thanking You,

Yours Faithfully,



Mahesh J. Risbud

Company Secretary

Membership No. FCS- 810, CP -185

UCN: S1981MH000400

Place: Pune

Date: 11/08/2016

Recieved on 11 August 2016

For KIRLOSKAR INDUSTRIES LTD.

(ATUL C. KIRLOSKAR)
CHAIRMAN

KIRLOSKAR INDUSTRIES LIMITED
CIN No. L29112PN1978PLC088972

ANNEXURE TO SCRUTINIZER'S REPORT FOR 22ND AGM DATED 11TH AUGUST, 2016

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 Statements (including Consolidated Financial Statements) for the year ended 31st March 2016 and also the report of the Board of Directors and the Auditors thereon	E- voting	41	5,518,881	40	5,518,832	100%	-	-	0%	1	49
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		Total	**72**	**7,155,417**	**70**	**7,155,343**	**100%**	-	-	**0%**	**2**	**74**
2	Confirmation of payment of Interim Dividend as Final Dividend for the Financial Year 2015-2016	E- voting	41	5,518,881	39	5,518,801	100%	2	80	0%	-	-
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		Total	**72**	**7,155,417**	**69**	**7,155,312**	**100%**	**2**	**80**	**0%**	**1**	**25**
3	Approval to the reappointment of Mr. Anil A Alawani, as a Director liable to retire by rotation	E- voting	41	5,518,881	38	5,518,738	100%	3	143	0%	-	-
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		Total	**72**	**7,155,417**	**68**	**7,155,249**	**100%**	**3**	**143**	**0%**	**1**	**25**
4	Approval to the appointment of M/s. G.D.Apte & Co, Chartered Accountants as Statutory Auditors for a second term of 5 years from the conclusion of this AGM until the conclusion of AGM to be held in the year 2021, at a remuneration as may be decided by the Board of Directors from time to time	E- voting	41	5,518,881	40	5,518,832	100%	1	49	0%	-	-
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		Total	**72**	**7,155,417**	**70**	**7,155,343**	**100%**	**1**	**49**	**0%**	**1**	**25**
Special Business												
5	Appointment of M. R. Chhabria as an Independent Director	E-voting	41	5,518,881	36	5,518,128	100%	4	422	0%	1	331
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		Total	**72**	**7,155,417**	**66**	**7,154,639**	**100%**	**4**	**422**	**0%**	**2**	**356**

M J Risbud

11th August 2016

MUKESH J RISBUD FCS - 810 CP - 185 COMPANY SECRETARY