KIRLOSKAR INDUSTRIES LIMITED
A Kirloskar Group Company

Enriching Lives

3 September 2014

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 Industrics Limited was held on Tuesday, 2 September 2014 at 11.00 a.m. at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, near Ganjave Chowk, Punc-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

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

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DETAILS REGARDING VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF KIRLOSKAR INDUSTRIES LIMITED HELD ON 2 SEPTEMBER 2014

Date of Annual General Meeting	2 September 2014
Book Closure Date	26 August 2014 to 2 September 2014 (both days inclusive)
Total number of shareholders on Record Date (i.e. 25 August 2014 – Record Date for Dividend Purpose)	22,566 Folios
Total number of shareholders on Record Date (i.e. 25 July 2014 – Cut Off Date for E-voting purpose)	22,689 Folios
Number of Shareholders present in the Annual General Meeting in person or through proxies- Promoters and promoters Group: Public:	 6 (representing 13 folios) 74 (representing 79 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 E-voting conducted between 27 August 2014 (from 9.00 a.m.) to 29 August 2014 (up to 6.00 p.m.) (both days inclusive) and which included Physical Ballot forms sent in advance.

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CIN No.: L29112PN1978PLC088972

Resolution No. 1: Adoption of Audited Statement of Profit and Loss for the Financial Year ended 31 March 2014, Balance Sheet as on that date and Report of Board of Directors and Auditors thereon. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,615	-	100	-
Total	97,08,619	48,05,475	75.00	48,05,475	-	100	-

Resolution No. 2: Declaration of dividend on equity shares for the Financial Year ended 31 March 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,615	-	100	-
Total	97,08,619	48,05,475	75.00	48,05,475	-	100	-

KIRLOSKAR INDUSTRIES LTD. PUNE-38

Resolution No. 3: Re-appointment of Atul C. Kirloskar (holding DIN No. 00007387), who retires by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,615	-	100	-
Total	97,08,619	48,05,475	75.00	48,05,475	-	100	-

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

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,615	-	100	-
Total	97,08,619	48,05,475	75.00	48,05,475	-	100	-

KIRLOSKAR INDUSTRIES LTD. PUNE-38

Resolution No. 5: Appointment of Mrs. Priyamvada Ranade (holding DIN 06926401) as an Independent Director for a term of five (5) consecutive years commencing from 2 September 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	
Public – others	12,41,710	1,615	0.13	1,615	-	100	-
Total	97,08,619	48,05,475	75.00	48,05,475	-	100	-

Resolution No. 6: Appointment of Mr. Vijay Shirke (holding DIN 00006804) as an Independent Director for a term of five (5) consecutive years commencing from 2 September 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,615	-	100	-
Total	97,08,619	48,05,475	75.00	48,05,475	-	100	-

KIRLOSKAR INDUSTRIES LTD. PUNE-38

Resolution No. 7: Appointment of Mr. V. K. Bajhal (holding DIN No. 00531315) as an Independent Director for a term of two (2) consecutive years commencing from 2 September 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,605	0.13	1,535	70	95.64	4.36
Total	97,08,619	48,05,465	75.00	48,05,395	70	99.998	0.002

Resolution No. 8: Appointment of Mr. S. N. Inamdar (holding DIN 00025180) as an Independent Director for a term of five (5) consecutive years commencing from 2 September 2014. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,545	70	95.64	4.34
Total	97,08,619	48,05,475	75.00	48,05,405	70	99.998	0.002

KIRLOSKAR INDUSTRIES LTD. PUNE-38

Resolution No. 9: Approval of remuneration of the Cost Auditors. (Ordinary Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,615	-	100	-
Total	97,08,619	48,05,475	75.00	48,05,475	-	100	-

Resolution No. 10: Payment of commission to Non-Executive Directors. (Special Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,545	70	95.64	4.34
Total	97,08,619	48,05,475	75.00	48,05,405	70	99.998	0.002

KIRLOSKAR INDUSTRIES LTD. PUNE-38

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Resolution No. 11: Substitution of Article 122 of the Articles of Association of the Company to reduce the minimum number of directors to 3 and maximum number of directors to 15. (Special Resolution)

Promoter / Public	No. of shares held (as on the cut-off date i.e. 25 July 2014)	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
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6) = (4)/(2)*100	(7) = (5)/(2)*100
Promoter and Promoter Group	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Public – Institutional holders	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Public – others	12,41,710	1,615	0.13	1,615	-	100	-
Total	97,08,619	48,05,475	75.00	48,05,475	-	100	-

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

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CIN No.: L29112PN1978PLC088972

M. J. RISBUD & CO.
Company Secretaries
2, Annapoorna Apartments, Model Colony,
1034 Shivajinagar, Canal Road, Pune - 411 016.
Office - (020) 2565 3979, Resi. - 2565 1897
Fax - 2565 4463, 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]

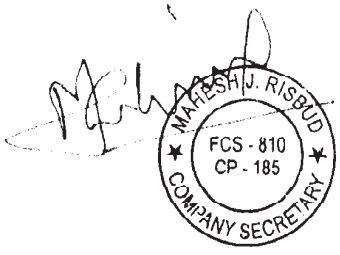
To
The Chairman,
Kirloskar Industries Limited
13/A, Karve Road, Kothrud,
Pune-411 0038.

Dear Sir,

I, Mahesh J. Risbud, 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 e-voting process along with Ballot forms, and ascertaining the requisite majority of voting, carried out as per the provisions of section 108 of the companies Act, 2013, read with rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the Annual General Meeting (AGM) of the members of the Company (hereinafter referred to as "Resolutions") , to be held on 2nd September, 2014 at S.M. Joshi Socialist Foundation (S.M. Joshi Hall), S.No. 191/192, Navi Peth, Near Ganjave Chowk, Pune- 411030.

The notice dated 18th July, 2014 convening the AGM of the company 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 of the Company to be held on 2nd 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 to the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid votes", based on the reports generated from the e-voting system provided by National Securities Depository Ltd., the authorized agency to provide e-voting facilities, engaged by the Company and Ballot forms received.



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

i. The e-voting period remained open from Wednesday, 27th August, 2014 (9.00 A.M.) to Friday, 29th August, 2014, (6.00 P.M.)

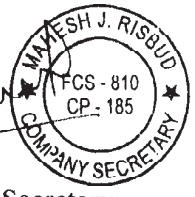
ii. The members of the Company as on the "cut-off" date i.e 25th July, 2014 were entitled to vote on the resolutions as set out in the notice of the AGM of the Company.

iii. The votes cast were unblocked on Friday, 29th August, 2014 after 6 p.m. in the presence of two witnesses, Mr. Harshvardhan Risbud ACA and Mrs. Prajakta Risbud ACS, who are not in the employment of the Company.

iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted " for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Ltd i.e..https://evoting.nsdl.com and based on such reports generated from NSDL, and combined with Ballot forms received, the result of the e-voting and Ballot forms is annexed.

Thanking You

Yours Faithfully,



Mahesh J. Risbud
Practicing Company Secretary
Membership No. FCS- 810, CP -185
Place: Pune
Date: 01/09/2014

KIRLOSKAR INDUSTRIES LIMITED SCRUTINIZERS REPORT [ANNEXURE]
ANNUAL GENERAL MEETING HELD ON 2.9.2014

Resolution no. as per notice of AGM	Resolution Description	Mode of voting	No. of members voted	Total Votes	In Favour			Against		
					Ballots	Votes	% of Total Valid Votes	Ballots	Votes	% of Total Valid Votes
1	To adopt financial statements,Boards & Auditors report	Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**27**	**4,805,475**	**27**	**4,805,475**	**100%**	-	-	**0%**
2	To declare dividend on equity shares	Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**27**	**4,805,475**	**27**	**4,805,475**	**100%**	-	-	**0%**
3	To re-appoint Mr. Atul C. Kirloskar as director	Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**27**	**4,805,475**	**27**	**4,805,475**	**100%**	-	-	**0%**
4	To appoint auditors & fix their remuneration	Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**27**	**4,805,475**	**27**	**4,805,475**	**100%**	-	-	**0%**
5	To appoint Mrs. Priyamvada Ranade as an Independent Director	Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**27**	**4,805,475**	**27**	**4,805,475**	**100%**	-	-	**0%**
6	To appoint Mr. Vijay Shirke as an Independent Director	Electronic	25	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%	-		0%
		Total	**27**	**4,805,475**	**27**	**4,805,475**	**100%**	-	-	**0%**
7	To appoint Mr. V. K. Bajhal as an Independent Director	Electronic	25	4,805,055	24	4,804,985	100%	1	70	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**26**	**4,805,465**	**25**	**4,805,395**	**100%**	**1**	**70**	**0%**
8	To appoint Mr. S. N. Inamdar as an Independent Director	Electronic	26	4,805,065	25	4,804,995	100%	1	70	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**27**	**4,805,475**	**26**	**4,805,405**	**100%**	**1**	**70**	**0%**
9	To approve remuneration of Cost Auditor	Electronic	26	4,805,065	25	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**27**	**4,805,475**	**27**	**4,805,475**	**100%**	-	-	**0%**
10	To approve payment of remuneration by way of commission to directors (other than MD, ED, WTD)	Electronic	26	4,805,065	25	4,804,995	100%	1	70	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	**27**	**4,805,475**	**26**	**4,805,405**	**100%**	**1**	**70**	**0%**
11	Amendment of Articles	Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%			0%
		Total	27	4,805,475	27	4,805,475	100%	-	-	0%

Note: All the resolutions have been passed by requisite majority

Mahesh J. Risbud
Practicng Company Secretary
Membership No.FCS- 810, CP -185
Place:Pune
Date:01/09/2014

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