

A Kirloskar Group Company

3 September 2014

BSE Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400001.

Ref: Stock Code 500243

Dear Sir,

Subject: Proceedings of Annual General Meeting

The Annual General Meeting of Kirloskar Industries 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, 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

Ashwini Mali Company Secretary & Compliance Officer

Encl.: As above

E-mail : investorrelations@kirloskar.com Regd, Office : 13 / A, Karve Road, Kothrud, Pune - 411 038.(India)

CIN No.: L29112PN1978PLC088972



A Kirloskar Group Company

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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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 /	No. of	No. of	% of votes	No. of	No. of	% of votes	% of votes
Public	shares	votes cast	cast on	votes in	votes	in favour on	against on
	held (as		outstanding	favour	against	votes cast	votes cast
	on the		shares				
	cut-off						
	date i.e.						
	25 July						
	2014)						
	(1)	(2)	(3) =	(4)	(5)	(6) =	(7) =
			(2)/(1)*100			(4)/(2)*100	(5)/(2)*100
Promoter	70,52,034	46,84,462	66.43	46,84,462	-	100	-
and							
Promoter						,	
Group							
Public -	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Institutional							
holders							
Public -	12,41,710	1,615	0.13	1,615	~	100	-
others							
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	

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

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



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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 /	No. of	No. of	% of votes	No. of	No. of	% of votes	% of votes
Public	shares	votes cast	cast on	votes in	votes	in favour on	against on
	held (as		outstanding	favour	against	votes cast	votes cast
	on the		shares				
	cut-off						
	date i.e.						
	25 July						
	2014)						
	(1)	(2)	(3) =	(4)	(5)	(6) =	(7) =
			(2)/(1)*100			(4)/(2)*100	(5)/(2)*100
Promoter	70,52,034	46,84,462	66.43	46,84,462	-	100	-
and							
Promoter							
Group			L.				
Public -	14,14,875	1,19,398	8.44	1,19,398	-	100	-
Institutional							
holders							
Public -	12,41,710	1,615	0.13	1,615	-	100	-
others				L			
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)	$\begin{array}{c} (6) & = \\ (4)/(2)*100 \end{array}$	(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	-



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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)	$\begin{array}{c} (6) = \\ (4)/(2)*100 \end{array}$	(7) = (5)/(2)*100
Promoter and Promoter	70,52,034	46,84,462	66.43	46,84,462	-	100	_
Group Public – Institutional	14,14,875	1,19,398	8.44	1,19,398	-	100	-
holders 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 (6) = (4)/(2)*100	% of votes against on votes cast (7) = (5)/(2)*100
Promoter and Promoter	70,52,034	46,84,462	(2)/(1)*100	46,84,462	_	100	-
Group Public - Institutional	14,14,875	1,19,398	8.44	1,19,398	-	100	-
holders Public -	12,41,710	1,615	0.13	1,545	70	95.64	4.34
Total Total	97,08,619	48,05,475	75.00	48,05,405	70	99.998	0.002

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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)	$\begin{array}{c} (3) = \\ (2)/(1)*100 \end{array}$	(4)	(5)	$\begin{array}{c} (6) = \\ (4)/(2)*100 \end{array}$	(7) = (5)/(2)*100
Promoter and Promoter	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Group 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	<u> </u>	100	<u> </u>

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	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Group Public - Institutional	14,14,875	1,19,398	8.44	1,19,398	-	100	-
holders Public -	12,41,710	1,615	0.13	1,545	70	95.64	4.34
others Total	97,08,619	48,05,475	75.00	48,05,405	70	99.998	0.002



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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	$\begin{array}{c} (7) & = \\ (5)/(2)*100 \end{array}$
Promoter and Promoter	70,52,034	46,84,462	66.43	46,84,462	-	100	-
Group 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

Ashwini Mali Company Secretary &

Compliance Officer



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
6-mall - 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 evoting 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 evoting 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.

FCS - 810 CP - 185 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
ANNUAL GENERAL MEETING HELD ON 2.9.2014

ZERS REPORT [ANNEXURE]

Resolution Description			4 (4.		-,		,		
Resolution Description		100%	4.805.475	27	4.805.475	27	fotal		
Resolution Description		100%	410	L	410	<u>.</u>	hysical Ballot		
Resolution Description Mode of voting Physical Ballot Phys		%00t	4,805,065	26	4,805,065	26	Electronic		
Resolution Description		100%	4,805,405	26	4,805,475	27	Total		
Resolution Description		100%	410	1	410	1	Physical Ballot		
Resolution Description Mode of voting Physical Ballot Phys		100%	4,804,995	25	4,805,065	26	Electronic	<u></u>	
Resolution Description Mode of voting Physical Ballot Phys		100%	4,805,475	27	4,805,475	27	Total	Ĺ.,	
Resolution Description Resolution Resolution		100%	410		410	1	Physical Ballot		
Resolution Description Mode of voting numbers voted No. of Votes		100%	4,805,065	26	4,805,065	26	Electronic		
Resolution Description Mode of voting Provided		100%	4,805,405	26	4,805,475	27	Total		
Resolution Description Mode of voting Votes Mode of voting Mode of votes Mode of voting Mode of		100%	410	11	410	,	Physical Ballot		
Resolution Description		100%	4,804,995	25	4,805,065	26	Electronic		
Resolution Description Mode of voting Mode of voting woted w		100%	4,805,395	25	4,805,465	26	Total		
Resolution Description Mode of voting members me		100%	410	р.	410	1	Physical Ballot		7
Resolution Description Mode of voting members voted voted voted votes		100%	4,804,985	24	4,805,055	25	Electronic		ı
Resolution Description Mode of voting Mode of votin		100%	4,805,475	27	4,805,475	27	Total		
Resolution Description Mode of voting members woted	,	100%	410	L	410	12	Physical Ballot		
Resolution Description Mode of voting Mode of votin	•		4,805,065	26	4,805,065	26	Electronic		
Resolution Description Mode of voting members voted voted voted votes			4,805,475	27	4,805,475	27	Total		
Resolution Description Mode of voting Mode of voting members voted voted Votes Rallots Rallots Rallots Votes Rallots Ra			410	11	410	ы	Physical Ballot		ر. د
Resolution Description Mode of voting members m			4,805,065	26	4,805,065	26	Electronic		
Resolution Description Mode of voting and proton and proton auditors & Fix their remuneration Mode of voting members woted No. of members voted No. of members voted No. of members voted No. of members voted Agailots Votes % of Total Valid votes Ballots Votes	-		4,805,475	27	4,805,475	27	Total		
Resolution Description Mode of voting numbers No. of members voted No. of numbers No. of numbers <td></td> <td></td> <td>410</td> <td>1</td> <td>410</td> <td>ш</td> <td>Physical Ballot</td> <td></td> <td>4</td>			410	1	410	ш	Physical Ballot		4
Resolution Description Mode of voting numbers No. of members voted No. of numbers Total Votes Ballots Votes % of Total Valid votes Ballots Votes Vot			4,805,065	26	4,805,065	26	Electronic	_	
Resolution Description Mode of voting members No. of members voted No. of members voted Total Votes Ballots Votes % of Total Valid votes Ballots Votes % of Total Valid votes Ballots Votes % of Total Valid votes Ballots Votes Votes Mode of voting votes Ballots Votes Votes Votes Votes Votes Votes Votes Allots Votes	-		4,805,475	27	4,805,475	27	Total		
Resolution Description Mode of voting members No. of members voted No. of members Total Votes Ballots Votes % of Total Valid votes Ballots Votes % of Total Valid votes Ballots Votes % of Total Valid votes Ballots Votes Votes House Ballots Votes Votes Votes Potes 100% Ballots Votes			410	1	410	1	Physical Ballot		ω
Resolution Description Mode of voting members No. of members voted No. of members Total Votes Ballots Votes % of Total Valid votes Ballots Votes % of Total Valid votes Ballots Votes Votes Hotes 100% votes Ballots Votes Votes 100% votes Ballots Votes Votes Votes 100% votes Ballots Votes Votes 100% votes 100% votes Mode of voting Mode of voting Physical Ballot 1 410 1 410 100% votes A805,065 100% votes Physical Ballot Physical Ballot 27 4,805,065 26 4,805,065 100% votes			4,805,065	26	4,805,065	26	Electronic		
Resolution Description Mode of voting members report No. of members voted No. of members voted Ballots Votes % of Total Valid votes Ballots Votes % of Total Valid votes Ballots Votes % of Total Valid votes Ballots Votes 100% votes Ballots 100% votes Physical Ballots 100% votes 410 100% votes 100% votes </td <td></td> <td></td> <td>4,805,475</td> <td>27</td> <td>4,805,475</td> <td>27</td> <td>Total</td> <td></td> <td></td>			4,805,475	27	4,805,475	27	Total		
Resolution Description Mode of voting members No. of members Total Votes Ballots Votes % of Total Valid votes Ballots Votes % of Total Valid votes Ballots Votes Votes 4,805,065 100% Alots Alots <th< td=""><td></td><td></td><td>410</td><td>1</td><td>410</td><td>1</td><td>Physical Ballot</td><td></td><td>2</td></th<>			410	1	410	1	Physical Ballot		2
Resolution Description Mode of voting members radius No. of members voted No. of members voted Ballots Votes % of Total Valid votes Ballots To adopt financial statements, Boards & Auditors report Electronic Physical Ballot Total 1 410 1 410 100% Auditors report Total 27 4,805,475 27 4,805,475 27 4,805,475 100%	•	100%	4,805,065	26	4,805,065	26	Electronic		
Resolution Description Mode of voting members No. of members Ballots Votes % of Total Valid votes To adopt financial statements, Boards & auditors report Electronic 26 4,805,065 4,805,065 (Physical Ballot 1) 26 4,805,065 (Physical Ballot 1) 410 (1) 410 (1) 400 (1)		100%	4,805,475	27	4,805,475	27	Total		
Resolution Description Mode of voting members members voted votes To adopt financial statements Roards & Electronic 26 4,805,065 26 4,805,065 100%		100%	410	1	410	1	Physical Ballot	Auditor: report	ь
Resolution Description Mode of voting members voted Total Votes No. of In Favour % of Total Valid % of Total Valid			4,805,065	26	4,805,065		Electronic		
Resolution Description Mode of voting No. of In Favour	Ballots	% of Total Valid Votes	Votes	Ballots	Total Votes	members voted	,		per notice of AGM
			In Favour			No. of	Mode of voting	Resolution Description	Resolution no. as
		Ballots	% of Total Valid Votes 100%	% of Total Valid Votes 100%	Votes % of Total Valid Ballots		Total Votes Ballots Votes % of Total Valid Ballots Votes Votes	ting members members voted Total Votes Ballots Votes % of Total Valid votes Look Auxid votes Auxid votes <td> Mode of voting Mode of voting members Wo. of worted Total Votes Wortes Wortes</td>	Mode of voting Mode of voting members Wo. of worted Total Votes Wortes Wortes

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

Note: All the resolutions have been passed by requisite majority