

## KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

September 26, 2014

(BSE Scrip Code - 500241) **BSE Limited**Corporate Relationship Department, 2<sup>nd</sup> Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, **Mumbai - 400 001** 

Dear Sirs,

Subject: Details of voting results at the 94th Annual General Meeting

Pursuant to clause 35A of the Listing Agreement, we are enclosing the disclosure of voting results of the meeting together with the Scrutinizers Report on e- voting and ballot voting.

Date of the Annual General Meeting	Thursday, September 25, 2014
	· <del> </del>
Total number of shareholders as on Record Date (i.e. 8 <sup>th</sup> August 2014)	15396
Number of shareholders present at the meeting either in person or	
through proxies:	
<ul> <li>Promoter and Promoter group</li> </ul>	12
Public	70
Number of shareholders attended the meeting through Video	
Conferencing:	
Promoter and Promoter Group	Nil
Public	Nil

You are requested to take the same on record

Thanking you,

Yours faithfully,

For KIRLOSKAR BROTHERS LIMITED

Sandeep Phadnis Company Secretary

Encl: As above

0,01	99,99	5233,00	54006021	68.06	54011254	79358451	Result
			ľ				
0.00	100.00	0.00	166783	0.21	166783	79358451	Total (8)
0.00	100.00	٥	84166	0.57	84166	14837635	Public- Others
0.00	100.00	0	4757	0.03	4757	14245828	Public- Institutional holders
0,00	100.00	0	77860	0.15	77860	50274988	Promoter & Promoter Group
					orm	Mode of Voting: Ballot Form	
0.01	99.99	5233	53839238	67.85	53844471	79358451	Total (A)
0.00	100.00	0	2682	0.02	2682	14837635	Public- Others
0.14	99.86	5233	3738042	26.28	3743275	14245828	Public- institutional holders
0.00	100.00	o	50098514	99.65	50098514	50274988	Promoter & Promoter Group
					OQ.	Mode of Voting: E Voting	
	ers himself for reappointment	and being eligible offe	retires by rotation	Ordinary Resolution: Re-appointment of Mr. Vikram Shreekant Kirloskar, who retires by rotation and being eligible offers himself for reappointment	-appointment of Mr.	Ordinary Resolution: Re	Resolution No. 3
7=(5/2)*100	6= (4/2)*100	5	4	3=(2/1)*100	2	1	
polled		no. of Votes against polled	favour	outstanding shares	No. of Votes polled  outstanding shares	No of Shares held	Promoter/ Public
% of votes against on votes	% of votes in favour or Votes		No of votes in	% of voted Polled on			
	stember 2014	Thursday 25th Septe	ral Meeting held on	Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th Sep	Umited Voting resul	Kirloskar Brothers	

j.,3	No of Shares held		Kirioskar Brother
1 2	No. of Votes polled   outstanding shares		s Limited Voting resul
3=(2/1)*100	outstanding shares	% of voted Polled on No of votes in	Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014
4	favour	No of votes in	eral Meeting held on
5	no. of Votes against		Thursday 25th Septe
6= (4/2)*100	polled	% of votes in favour or Votes	mber 2014

polled

% of votes against on votes 7=(5/2)\*100

Promoter & Promoter Group
Public- institutional holders
Public- Others

 Ordinary Resolution: for Declaration of Final Dividend at the rate of Rs. 2.50 per equity share (i.e. 125%) for the year ended March 31, 2014

 Mode of Voting: E Voting
 50098514
 99.65
 50098514
 0

 14245828
 2701
 0.02
 2701
 0

 14837635
 3743275
 25.23
 3743275
 0

 79358451
 53844490
 67.85
 5384490
 0

Total (A)

Promoter & Promoter Group
Public- institutional holders

ublic- Others

Total (B)

Mode of Voting: Ballot Form 50274988 14163181 14920282 79358451

77860 4757 84166 166783

0.03 0.21

77860 4757 84166 166783

100.00

100,00

100.00

Result

79358451

54011273

54011273

Promoter/ Public

Resolution No. 2

Promoter/ Public		No of Shares held	No. of Votes polled   outstanding shares	outstanding shares	favour	against	polled	polled
			2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution NO. 1		Ordinary Resolution: A	doption of the Directo	rs' Report, Audited Balance Sheet	as at March 31, 201	4 and Profit and Loss	Statement of the Company for th	Ordinary Resolution: Adoption of the Directors' Report, Audited Balance Sheet as at March 31, 2014 and Profit and Loss Statement of the Company for the year ended on that date and the
		Auditors' Report thereon.	₽					
		Mode of Voting: E Voting	18					
Promoter & Promoter Group		50274988	50098514	99.65	50098514	)	100.00	0.00
Public- institutional holders		14245828	3743275	26.28	3743275		0] 100.00	0.00
Public- Others		14837635	2701	0.02	2701	C	100.00	0.00
	Total (A)	79358451	53844490	67.85	53844490	,	100.00	0.00
		Mode of Voting: Ballot Form	Form					
Promoter & Promoter Group		50274988	77860	0.15	77860	,	100.00	0.00
Public- Institutional holders		14245828	4757	0.03	4757		100.00	0.00
Public- Others		14837635	84166	0.57	7 83821	345	99.59	0.41
	Total (B)	79358451	166783	0.76	166438	345	99.79	0.21
		TOTEO APA	54011273	no on	54010978	3.6	99,999	23





Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

0.03	99,97	15892	53995380	68.06	54011272	79358451	Result	
0.21	99,79	345	166437	0.21	166782	79358451	Total (B)	
0.41	99,59	345	83820	0.57	84165	14837635		Public- Others
0.00	100.00	a	4757	0.03	4757	14245828	onal holders	Public- institutional holders
0.00	100,00	0	77860	0.15	77860	50274988	omoter Group	Promoter & Promoter Group
					-orm	Mode of Voting: Ballot Form		
0.03	99,97	15547	53828943	67.85	53844490	79358451	Total (A)	
0,00	100.00	0	2701	0.02	2701	14837635		Public- Others
0.42	99,58	15547	3727728	26.28	3743275	14245828	onal holders	Public- institutional holders
0.00	100.00	0	50098514	99,65	50098514	50274988	omoter Group	Promoter & Promoter Group
					Ā	Mode of Voting: E Voting		
			***************************************	Ordinary Resolution: Appointment of Auditors and to fix their remuneration	pointment of Audito	Ordinary Resolution: Ap		Resolution No. 4
7=(5/2)*100	6= (4/2)*100	25	4	3=(2/1)*100	2	<b>1-3</b>		
	polled polled	no. of Votes against polled	favour	outstanding shares	No. of Votes polled outstanding shares	No of Shares held		Promoter/ Public
% of votes against on votes	% of votes in favour or Votes   % of vo		No of votes in	% of voted Polled on				
		***************************************						

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

Promoter/ Public         No of Shares held         No of Votes polled         % of votes polled outstanding shares         No of votes against on vote									
No of Shares held   No. of Votes polled   No. of Votes against   No. of	0.00		345	54010927	68.06	54011272	79354851	Result	
No of Shares held   No. of Votes polled   No. of Votes polled   Outstanding shares   No of votes in Avour   No of Votes against									
No of Shares held   No. of Votes polled   No. of Votes polled   Outstanding shares   No of votes in avour or Votes against on votes   No of Votes against   No of Votes agains	0.21		345		0.21	166782	79358451	Total (B)	
No of Shares held   No. of Votes polled   No. of Votes polled   Outstanding shares   No. of Votes against   No.	0.41				0.57	84165	14837635		Public- Others
No of Shares held   No. of Votes polled   No. of Votes polled   Outstanding shares   No. of Votes against on votes in   No. of Votes against on votes   No. of Votes against   Outstanding shares	0,00				0.03	4757	14245828		Public- Institutional holders
No of Shares held   No. of Votes polled   No. of Votes against   No. of	0.00				0.15	77860	50274988		Promoter & Promoter Group
No of Shares held   No. of Votes polled   No. of Votes polled   Outstanding shares   No of votes in   No. of Votes against   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an independent Director   Ordinary Rao as an independent Director   Ordinary Rao as an independen						Form	Mode of Voting: Bailot		
No of Shares held   No. of Votes polled   No. of Votes polled   Outstanding shares   No of votes in favour or Votes against polled   No. of Votes against	0.00	100.00	0		67.85		79358451	Total (A)	***************************************
No of Shares held   No. of Votes polled   Outstanding shares   No of votes in   No of Votes against on votes   No of votes in favour or Votes   No of votes in favour or Votes   No of votes against   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director   Ordinary Rao as an indepe	0,00					2701	14837635		Public- Others
No of Shares held   No. of Votes polled   Ordinary Resolution: Appointment of Mr. Udip! Vasudeva Rao as an Independent Director   Mode of Voting: E Voting   S0794988   S098514   S9.65   S0098514   Ordinary Racious   S0794988   S098514   S0 votes of Votes against   No of Votes against   No of Votes against   polled   polled	0.00				26.28	3743275	14245828		Public- Institutional holders
No of Shares held No. of Votes polled on No of votes in No. of Votes against 2 3=(2/1)*100 A Gardent Director  Ordinary Resolution: Appointment of Mr. Udipi Vasudeva Rao as an independent Director  Mode of Voting: E Voting	0.00				99.65		50274988		Promoter & Promoter Group
No of Shares held No. of Votes polled outstanding shares favour no. of Votes against 2 3=(2/1)*100 4 5  Ordinary Resolution: Appointment of Mr. Udipl Vasudeva Rao as an Independent Director						ori	Mode of Voting: E Votin		
: No of Shares held No. of Votes polled outstanding shares favour no. of Votes against 2 3=(2/1)*100 4 5				ent Director	ipi Vasudeva Rao as an independ	pointment of Mr. Ud	Ordinary Resolution: A		Resolution No. 5
: No of Shares held No. of Votes polled outstanding shares favour no. of Votes against 2 3=(2/1)*100 4 5									
. No of Shares held No. of Votes polled outstanding shares favour no. of Votes against	'=(5/2)*100		·s	4	3≃(2/1)*100	2	1		
No of votes in	oîled		no. of Votes against	favour	outstanding shares	No. of Votes polled			Promoter/ Public
	6 of votes against on votes	% of votes in favour or Votes 9		No of votes in	% of voted Polled on				

Kirloskar Brothers Umited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

			% of voted Polled on	No of votes in		% of votes in favour or Votes	% of votes against on votes
Promoter/ Public	No of Shares held	No. of Votes polled   outstanding shares	outstanding shares	favour	no. of Votes against	polled	polled
	1	2	2 3=(2/1)*100			6= (4/2)*100	7=(5/2)*100
Resolution No. 6	Ordinary Resolution: Ap	pointment of Mr. Sh	Ordinary Resolution: Appointment of Mr. Shrikrishna Narhar inamdar as an independent Director	ndependent Directo	•		
	Mode of Voting: E Voting	8					
Promoter & Promoter Group	50274988	0	)	0	0	0.00	00.0
Public-Institutional holders	14245828	0	)	0	c	0,00	
Public- Others	14837635	0		0	0	0,00	***************************************
Total (A)	79358451	o		0	0	0.00	0.00
	Mode of Voting: Ballot Form	orm					
Promoter & Promoter Group	50274988	49776218	99.01	1 49776218	o	100.00	0.00
Public- Institutional holders	14245828	4757	0.03		0	100.00	
Public- Others	14837635	84249		7 84249	0	00.001	
Total (B)	79358451	49865224	62.84	49865224		100.00	0.00
***************************************							
Result	79358451	49865224	62.84	49865224	0	100.00	0.00

The Resolution number 6 mentioned in the notice of the Annual General Meeting, was not available for e-voting on the portal of NSDL due to some technical error. Voting for the said item was carried out by way of ballot by the shareholdders present in person or through proxies at the Annual General Meeting.



# Promoter & Promoter Group Public- Institutional holders Public- Others romoter/ Public ublic- Others Resolution No. 9 romoter & Promoter Group ublic- institutional holders Total (A) Total (8) Result Mode of Voting: Ballot Form 50274988 14245928 14837635 179358451 Mode of Voting: E Voting 50274988 14245828 14837635 14837635 Ordinary Resolution: Appointment of Mr. Pratap Baburao Shirke as an independent Director No of Shares held Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014 % of voted Polled on No of votes in % of votes with the september 2014 No. of Votes polled outstanding shares 2 3=(2/1)\*100 50098514 3743275 2701 53844490 77860 4757 84165 166782 99.65 26.28 0.02 67.85 0.15 0.03 0.57 0.21 favour 50098514 3743275 2701 53844490 77860 4757 83820 166437 no. of Votes against 34S polled % of votes in favour or Votes 6= (4/2)\*100 100.00 100.00 99.59 99.79 100.00 100.00 % of votes against on votes 7=(5/2)\*100

1	No of Shares held		Kirloskar Brothers
2	No. of Votes polled outstanding shares		i Limited Voting resul
3=(2/1)*100	outstanding shares	% of voted Polled on	Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014
4	favour	No of votes in	eral Meeting held on
5	no. of Votes against poller		Thursday 25th Septe
6= {4/2}*100	polled	% of votes in favour or Votes	mber 2014

Promoter & Promoter Group
Public- Institutional holders
Public- Others

Mode of Voting: E Voting 50274988 14245828 14837635 1) 79358451

50098514 3743275 2700

99.65 26.28 0.02 67.85

50098514 3743275 2700

100.00 100.00 100.00

53844489

53844489

Ordinary Resolution: Appointment of Mrs. Lailta Dilip Gupte as an independent Director

romoter & Promoter Group

Total (A)

Mode of Voting: Ballot Form 50274988

ublic- institutional holders

Total (B)

14245828 14837635 79358451

77860 4757 84165 166782

0.03 0.57 0.21

0.15

Result

79358451

54011271

68.06

54011271

166782 77860 4757 84165

100.00 100.00 100.00

100.00

Resolution No. 8

romoter/ Public

% of votes against on votes

polled

7=(5/2)\*100

				10 C. 407CE . C. C. C.	*** ***********************************		20 01 00000 111 111 111 111 111 111 111	To do a decida official designation of the second
Promoter/ Public	No of	No of Shares held	No. of Votes polled outstanding shares		favour	no. of Votes against polled		polled
		1	2	3={2/1}*100	4	5	6= {4/2}*100	7=(5/2)*100
Resolution No. 7	Ordina	ıry Resolution: Aj	pointment of Mr. Pa	Ordinary Resolution: Appointment of Mr. Padmakar Shamsundar Jawadekar as an independent Director	is an Independent D	irector		
	Mode	Mode of Voting: E Voting	8					
Promoter & Promoter Group		50274988	50098514	99.65	50098514	0	00'001	00.0
Public- Institutional holders		14245828	3743275	26.28	3743275	0	100.00	0.00
Public- Others		14837635	2700	20.0	2700	0	og'oot	0.00
	Total (A)	79358451	53844489	67.85	53844489	0	00'001	0.00
	Mode	Mode of Voting: Ballot Form	orm					
Promoter & Promoter Group		50274988	77860	0.15	77860	٥	100.00	0.00
Public- institutional holders		14245828	4757	0.03	4757	0	100.00	0.00
Public- Others		14837635	84165	0.57	84165	0	100.00	0.00
	Total (B)	79358451	166782	0.21	166782	0	100.00	0.00
	P	70200461	6/01/37	COOR	200117		100 00	

			% of vated Polled on	No of votes in		% of votes in favour or Votes   % of votes against on votes	% of votes against on votes
Promoter/ Public	No of Shares held	No. of Votes polled outstanding shares	outstanding shares	favour	no. of Votes against	polled	polled
	1	2	3={2/1}*100	4	5	6= {4/2}*100	7=(5/2)*100
Resolution No. 7	Ordinary Resolution: A	sppointment of Mr. Pa	Ordinary Resolution: Appointment of Mr. Padmakar Shamsundar Jawadekar as an independent Director	as an independent i	lirector		
	Mode of Voting: E Voting	gal					
Promoter & Promoter Group	50274988	50098514	99.65	50098514	0	00'001	0.00
Public- institutional holders	14245828	3743275	26.28	3743275	0	100,00	0.00
Public- Others	14837635	2700	0.02	2700	0	100.00	0.00
Total (A)	1 (A) 79358451	53844489	67.85	53844489	0	00'001	0.00
	Mode of Voting: Ballot Form	: Form					
Promoter & Promoter Group	50274988	3 77860	0.15	77860	0	100.00	0.00
Public- institutional holders	14245828	3 4757	0.03	3 4757	0	100.00	0.00
Public- Others	14837635	84165	0.57	7 84165	0	100.00	0.00
Total (B)	1 (8) 79358451	166782	0.21	1 156782	o	100.00	0.00
Re	Result 79358451	1 54011271	200	\$4055371	2	100.00	200

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014



00.0	99.998	1260	54010012	68.06	54011272	79358451	Result	
0.00	100.00	0	166782	0.21	166782	79358451	Total (B)	
0.00	100.00	0	84165	0.57	84165	14837635	Public- Others	Public
0.00	100.00	0	4757	0.03	4757	14245828	Public- institutional holders	Public-
	100.00	0	77860	0.15	77860	50274988	Promoter & Promoter Group	Promot
					Form	Mode of Voting: Ballot Form		
0,00	99.998	1260	53843230	67.85	53844490	79358451	Total (A)	
46.65	53.35	1260	1441	0.02	2701	14837635	Public- Others	Public-
0,00	100.00	0	3743275	26.28	3743275	14245828	Public- Institutional holders	Public-
0.00	100.00	0	50098514	99.65	50098514	50274988	Promoter & Promoter Group	Promot
					7g	Made of Voting: E Voting		
	2014-15	ny for the period 201	ditor of the Compa	Ordinary Resolution: For Approval of the remuneration payable to the Cost Auditor of the Company for the period	or Approval of the rer	Ordinary Resolution: Fi	Resolution No. 12	Resolut
7=(5/2)*100	6= (4/2)*100	5	4	3=(2/1)*100	2	1		
polled		no. of Votes against polled	favour	outstanding shares	No. of Votes polled   outstanding shares	No of Shares held	Promoter/ Public	Promot
% of votes against on votes	% of votes in favour or Votes		No of votes in	% of voted Polled on				

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			% of voted Polled on	No of votes in		% of votes in favour or Votes   % of votes against on votes	% of votes against on votes
No		No. of Votes polled	outstanding shares	favour	no. of Votes against		polled
	1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Spe	clal Resolution; For	Special Resolution un	der Section 180 (1) (c) and 180 (1	) (a) of the Compani	es Act, 2013		
Mo	de of Voting: E Votin	e e					
	50274988	50098514		50098514	Ō	100.00	0.00
	14245828	3743275		3743275	0	100.00	0.00
	14837635	2701	-	2701	0	100.00	0.00
Total (A)	79358451	53844490	67.85	53844490	0		0.00
Mo	de of Voting: Ballot	Form					
	50274988	77860		77860	0	100.00	0.00
	14245828	4757				100.00	0.00
	14837635	84165		84143	22	99.97	
Total (B)	79358451	166782	0.21	166760	22	99.99	0.01
Kesuit	/9558451	540112/2			22		0.00
					No of Shares held         No. of Votes polled         % of voted Polled on utstanding shares         No of votes in favour           Special Resolution: For Special Resolution under Section 180 (1) (c) and 180 (1) (a) of the Companismode of Voting: E Voting         50098514         99.65         50098514           Mode of Voting: E Voting: 50274988         50098514         99.65         50098514           14245828         3743275         26.28         3743275           14837635         2701         0.02         2701           79358451         53844490         67.85         53844490           Mode of Voting: Ballot Form         77860         0.15         77860           14245828         4757         0.03         4757           14337635         84165         0.57         84143           79358451         84165         0.21         165760           79358451         54011272         68.06         54011250	No of Shares held   No, of Votes polled   Outstanding shares   Special Resolution: For Special Resolution under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013	No of Shares held         No, of Votes polled         of voted Polled on the Shares         No of votes in favour         No, of Votes against

Kirloskar Brothers Limited Voting results in respect of 94th Annual General Meeting held on Thursday 25th September 2014

N:#W				% of voted Polled on	MO OT VOTES IN		Selon up is used a selon to well selon to monet us selon to will	% of votes against on votes
Promoter/ Public		No of Shares held	No. of Votes polled outstanding shares	outstanding shares	favour	no. of Votes against polled	polled	polled
		1	2	3=(2/1)*100	4	5	6= (4/2)*100	7=(5/2)*100
Resolution No. 10		Special Resolution: For Alteration of Articles of Association	Alteration of Articles	of Association				
		Mode of Voting: E Voting	ηg					
Promoter & Promoter Group		50274988	50098514	99.65	5 50098514	0	100.00	0.00
Public- institutional holders		14245828	3743275	26.28	8 3743275	0	100.00	
Public- Others		14837635	2701	0.02	2701	C	100.00	0.00
	Total (A)	79358451	53844490	67.85	53844490	0	100.00	0.00
		Mode of Voting: Ballot Form	Form					
Promoter & Promoter Group		50274988	77860	0.15	.5 77860	0	100.00	0.00
Public-Institutional holders		14245828	4757	0.03	13 4757	0	100.00	0.00
Public- Others		14837635	84165	0.57	7 83633		99.37	0,63
	Total (B)	79358451	166782	0.76	6 166250	532	99.68	0.32
	Pacult	70359751	5,0011777	59.51	CACOTORAS	537	99 999	0.00





### JDNASSA & ASSOCIATES

**Company Secretaries** 

Flat No 9/7, Karan Aniket, Level 5/4, Plot No 37, Shri Varanasi Society, Behind Atul Nagar, Off Mumbai Bangalore By - pass, Warje, Pune - 411058 PH: 020 2520 4357 / 4359

### Report of Scrutinizer on E-Voting Process

[Pursuant to section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To Mr. Sanjay Kirloskar Chairman & Managing Director Kirloskar Brothers Limited Udyog Bhavan, Tilak Road, Pune 411002

Dear Sir,

Sub: Scrutinizer's Report on E- Voting Process conducted Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Kirloskar Brothers Limited ('the Company') have vide resolution passed on July 22, 2014, decided to provide to the members of the Company, a facility to exercise their right on the resolutions as set out in the notice of Ninety Fourth Annual General Meeting to be held on 25<sup>th</sup> September, 2014 by way of electronic means as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 the Companies (Management and Administration) Rules, 2014

I, Jayavant B. Bhave, Company Secretary in Practice having membership No. FCS 4266 and Certificate of Practice Number 3068 and partner of JDNASSA & Associates, Company Secretaries, Pune have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on April 22, 2014 as required under Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as



contained in the notice convening the Ninety Fourth Annual General Meeting of the Company to be held on 25<sup>th</sup> 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 for the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make the scrutinizer's report of the votes cast "in favour" or "against" the resolutions as stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the company.

The notice dated 22<sup>nd</sup> July 2014 convening the Ninety Fourth Annual General Meeting of the company to be held at Yamuna, Survey No. 98 (3-7), Baner, Pune 411045, India, on 25<sup>th</sup> September, 2014 along with statement setting out material facts under Section 102 of the Companies Act 2013 were sent to the members of the company.

The members of the company holding shares on the cut off date i.e. 8<sup>th</sup> August 2014 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

In this regard, I submit my report as under:

- The e-voting period remained open for 3 days i.e. from Friday the 19<sup>th</sup> September, 2014 (9.00 AM) to Sunday the 21<sup>st</sup> September, 2014 (6.00 PM).
- 2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
- The details containing list of the shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com)

- 4. We have scrutinized the votes casted through electronic means for the purpose of this report.
- 5. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.
- 6. The result of the e-voting is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	Adoption of financial statement for the year ended March 31, 2014	Ordinary	53,844,490	100.00	0	0.00
2	Approval of dividend for the year ended March 31, 2014	Ordinary	53,844,490	100.00	0	0.00
3	Re-appointment of Mr. Vikram S. Kirloskar, who retires by rotation and being eligible offers himself for reappointment	Ordinary	53,839,238	99.99	5233	0.01
4	Appointment of Auditors and to fix their remuneration	Ordinary	53,828,943	99.97	15547	0.03
5	Appointment of Mr. Udipi Vasudeva Rao as an Independent Director	Ordinary	53,844,490	100.00	0	0.00
**6	Appointment of Mr. Shrikrishna Narhar Inamdar as an Independent Director	Ordinary	œ		**	_
7	Appointment of Mr. Padmakar Shamsundar Jawadekar as an Independent Director	Ordinary	53,844,489	100.00	0	0.00



Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
8	Appointment of Mrs. Lalita Dilip Gupte as an Independent Director	Ordinary	53,844,489	100.00	0	0.00
9	Appointment of Mr. Pratap Baburao Shirke as an Independent Director	Ordinary	53,844,490	100.00	0	0.00
10	Alteration of Articles of Association	Special	53,844,490	100.00	0	0.00
11	Resolution under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013	Special	53,844,490	100.00	0	0.00
12	Approval of the remuneration payable to the Cost Auditor of the Company for the period 2014-15	Ordinary	53,843,230	99.998	1260	0.002

<sup>\*\*</sup> The resolution number 6 mentioned above was not available for e-voting on the portal of NSDL due to some technical error. Considering this, resolution No. 7 to 12 mentioned above were actually numbered as 6 to 11 on the e-voting portal.

7. The Register, all papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe custody.



8. Result: All the resolutions (except resolution no 6) have secured requisite majority of votes and as such the respective resolutions may be considered to have been passed. The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You, Yours faithfully,

- 1.

JAYAVANT B BHAVE FCS 4266 CP 3068

Scrutinizer appointed for the e-voting process by the Board of Directors

Date: 23<sup>rd</sup> September 2014

Place: Pune

#### JDNASSA & ASSOCIATES

**Company Secretaries** 

Flat No 9/7, Karan Aniket, Level 5/4, Plot No 37, Shri Varanasi Society, Behind Atul Nagar, Off Mumbai Bangalore By - pass, Warje, Pune - 411058 PH: 020 2520 4357 / 4359

GNASS

#### Report of Scrutinizer on voting by Ballot Process

To Mr. Sanjay Kirloskar Chairman Kirloskar Brothers Limited Udyog Bhavan, Tilak Road, Pune 411002

Dear Sir,

Sub: Scrutinizer's Report on Ballot Voting Process conducted Pursuant to the provisions of the Companies Act, 2013 ('the Act')

The Board of Directors of Kirloskar Brothers Limited ('the Company') have vide resolution passed on April 22, 2014, decided to provide to the members of the Company, a facility to exercise their right on the resolutions as set out in the notice of Ninety Fourth Annual General Meeting.

I, Jayavant B. Bhave, Company Secretary in Practice having membership No. FCS 4266 and Certificate of Practice Number 3068 and partner of JDNASSA & Associates, Company Secretaries, Pune have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on April 22, 2014 for the purpose of scrutinizing the e- voting process and voting by Ballot Process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice convening the Ninety Fourth Annual General Meeting of the Company held on September 25, 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 and by voting through ballot process on the resolutions contained in the notice of the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and voting through Ballot Process is restricted to ensure that above processes are conducted in a fair and transparent manner and make the scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the voting taken place through electronic means and voting through ballot process at the time of the 94<sup>th</sup> Annual General Meeting of the company.

The members of the company holding shares on the cutoff date i.e. 8<sup>th</sup> August 2014 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting. I have submitted my report dated September 23, 2014 on the e-voting process followed by the company through NSDL. Now I am submitting my report on the voting through ballot process conducted at the 94<sup>th</sup> Annual General Meeting of the Company.

In this regard, I submit my report as under:

- The e-voting on item No. 6 of the notice was not conducted due to technical reasons and as such members who were present in person or through proxies at the 94<sup>th</sup> AGM, voted on the same by ballot papers at the time of the 94<sup>th</sup> Annual General Meeting held on Thursday the September 25, 2014.
- Further, the members who had not exercised their voting rights through e-voting process and who
  were present either in person or through proxies were given an opportunity to cast their votes at
  the time of the Annual General Meeting.
- 3. We have scrutinized the votes casted through ballot papers for the purpose of this report.
- The particulars of all the votes casted by the members through ballot voting process have been recorded in a Register separately maintained for the purpose.
- 5. The result of the voting by ballot papers is given below:

Result of Item No. 6 of the notice on which voting was done by all the members either present in person or through proxies, at the 94<sup>th</sup> Annual General Meeting, as the e-voting for this item was not available due to technical reasons:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
6	Appointment of Mr. Shrikrishna Narhar Inamdar as an Independent Director	Ordinary	49865224	100.00	0	0.00

6. The result of the voting by ballot papers on all the items of business (except item No. 6) is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	Adoption of financial statement for the year ended March 31, 2014	Ordinary	166438	99.79	345	0.21
2	Approval of dividend for the year ended March 31, 2014	Ordinary	166783	100.00	0	0.00
3	Re-appointment of Mr. Vikram S. Kirloskar, who retires by rotation and being eligible offers himself for reappointment	Ordinary	166783	100.00	0	0.00
4	Appointment of Auditors and to fix their remuneration	Ordinary	166437	99.79	345	0.21
5	Appointment of Mr. Udipi Vasudeva Rao as an Independent Director	Ordinary	166437	99.79	345	0.21
7	Appointment of Mr. Padmakar Shamsundar Jawadekar as an Independent Director	Ordinary	166782	100.00	0	0.00
8	Appointment of Mrs. Lalita Dilip Gupte as an Independent Director	Ordinary	166782	100.00	0	0.00
9	Appointment of Mr. Pratap Baburao Shirke as an Independent Director	Ordinary	166437	99.79	345	0.21
10	Alteration of Articles of Association	Special	166250	99.68	532	0.32
11	Resolution under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013	Special	166760	99.99	22	0.01
12	Approval of the remuneration payable to the Cost Auditor of the Company for the period 2014-15	Ordinary	166782	100.00	0	0.00

- 7. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe custody.
- 8. Result: All the resolutions have secured requisite majority of votes and as such the respective resolutions may be considered to have been passed. The Chairman of Annual General Meeting may accordingly declare the result of voting through ballot papers.

Thanking You, Yours faithfully,

JAYAVANT B BHAVE FCS 4266 CP 3068

Scrutinizer appointed for the

Ballot voting process by the Board of Directors

Date: September 25, 2014

Place: Pune