



Enriching Lives

KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

SEC/ F:17

July 22,2016

(BSE Scrip Code – 500241)

Kind Attn : Mr. Sanjeev Kapoor
BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

(NSE Symbol - KIRLOSROS)

Kind Attn : Mr. Hari K.
National Stock Exchange of India Ltd.,
5th Floor, Exchange Plaza,
Bandra (East)
Mumbai – 400 051

Dear Sirs,


Subject: Details of voting results at the 96th Annual General Meeting

Pursuant to Regulation 44 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a disclosure of voting results of the Annual General Meeting together with the Scrutinizer's Reports on e- voting and ballot voting.

Date of the Annual General Meeting	Thursday, July 21, 2016
Total number of shareholders as on Record Date (i.e. July 14, 2016)	18283
Number of shareholders present at the meeting either in person or through proxies:	
• Promoter and Promoter group	3
• Public	84
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



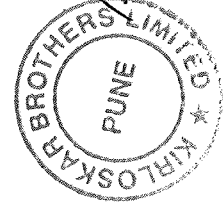
Date of AGM/EGM	21-Jul-16
Total number of shareholders on record date	18283
No. of Shareholders present in the meeting either in person or through proxy:	87
Promoter and Promoter Group:	3
Public:	84
No. of Shareholders present in the meeting through Video	0
Promoter and Promoter Group:	0
Public:	0

Agenda-wise disclosure

Resolution Required: (Ordinary/ Special)

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2016 together with the report of the Auditors and Board of Directors thereon and Consolidated financial statements of the Company for the Financial Year ended March 31, 2016-Passed as Ordinary Resolution

Category	Mode of Voting	No. of Shares (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (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		31514579	60.71	31514579	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	51913443	31514579	60.71	31514579	0	100.00	0.00
Public Institution	E- Voting		5107629	40.54	5107629	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1259770	5107629	40.54	5107629	0	100.00	0.00
Public - Non Institution	E- Voting		18304	0.12	18296	8	99.96	0.04
	Poll		137756	0.92	137756	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	14897713	156060	1.05	156052	8	99.99	0.01



Resolution Required: (Ordinary/ Special)

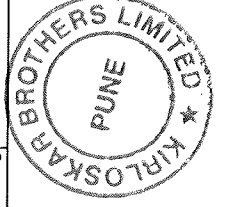
2. To confirm payment of Interim Dividend as Final Dividend for the Financial Year 2015-16;- Passed as Ordinary Resolution.

Category	Mode of Voting	No. of Shares	No. of Votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (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
Whether promoter/ promoter group are interested in agenda/ resolution?		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E- Voting		31514579	60.71	31514579	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	51913443	31514579	60.71	31514579	0.00	100.00	0.00
Public Institution	E- Voting		5107629	40.54	5107629	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1259770	5107629	40.54	5107629	0.00	100.00	0.00
Public - Non Institution	E- Voting		18304	0.12	18296	8.00	99.96	0.04
	Poll		137756	0.92	136256	1500.00	98.91	1.09
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	14897713	156060	1.05	154552	1508.00	99.03	0.97

Resolution Required: (Ordinary/ Special)

3. To appoint a Director in place of Mr. Alok Kirloskar (DIN 05324745) who retires by rotation and being eligible offers himself for re-appointment-Passed as Ordinary Resolution.

Category	Mode of Voting	No. of Shares	No. of Votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (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
Whether promoter/ promoter group are interested in agenda/ resolution?		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E- Voting		31514579	60.71	31514579	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	51913443	31514579	60.71	31514579	0	100.00	0.00
Public Institution	E- Voting		5107629	40.54	5107629	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1259770	5107629	40.54	5107629	0	100.00	0.00
Public - Non Institution	E- Voting		18304	0.12	18296	8	99.96	0.04
	Poll		137756	0.92	137756	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	14897713	156060	1.05	156052	8	99.99	0.01



Resolution Required: (Ordinary/ Special)

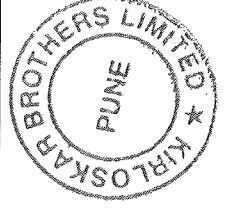
4. To appoint M/s. P. G. Bhagwat, Chartered Accountants (Firm Reg.No.101118W) as Statutory Auditors and to fix their remuneration-Passed as Ordinary Resolution.

Whether promoter/ promoter group are interested in agenda/ Category	Mode of Voting	No. of Shares (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (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		31514579	60.71	31514579	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	51913443	31514579	60.71	31514579	0	100.00	0.00
Public Institution	E- Voting		5107629	40.54	5107629	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	12597770	5107629	40.54	5107629	0	100.00	0.00
Public - Non Institution	E- Voting		17989	0.12	13906	4083	77.30	22.70
	Poll		137756	0.92	137756	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	14897713	155745	1.05	151662	4083	97.38	2.62

Resolution Required: (Ordinary/ Special)

5. To approve payment and distribution of sum not exceeding 1% (One percent) of the Net Profits by way of Commission to Non - Executive Directors -Passed as Special Resolution

Whether promoter/ promoter group are interested in agenda/ Category	Mode of Voting	No. of Shares (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (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		31514579	60.71	31514579	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	51913443	31514579	60.71	31514579	0	100.00	0.00
Public Institution	E- Voting		5107629	40.54	5107629	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	12597770	5107629	40.54	5107629	0	100.00	0.00
Public - Non Institution	E- Voting		18304	0.12	15821	2483	86.43	13.57
	Poll		136234	0.91	136047	187	99.86	0.14
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	14897713	154538	1.04	151868	2670	98.27	1.73



Handwritten signature: A. Vadno

Resolution Required: (Ordinary/ Special)

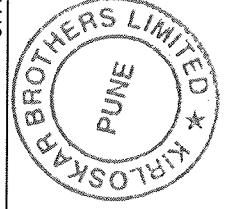
6. To approve payment of Rs.10,00,000/- to Mr. S.N. Inamdar, Non – Executive Independent Director for availing professional legal services over and above the remuneration and the sitting fees- Passed as Ordinary Resolution.

Whether promoter/ promoter group are interested in agenda/ No	Mode of Voting	No. of Shares (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (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		31514579	60.71	31514579	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	51913443	31514579	60.71	31514579	0	100.00	0.00
Public Institution	E- Voting		5107629	40.54	5089101	18528	99.64	0.36
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	12597770	5107629	40.54	5089101	18528	99.64	0.36
Public - Non Institution	E- Voting		18304	0.12	16946	1358	92.58	7.42
	Poll		104940	0.70	104940	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	14897713	123244	0.83	121886	1358	98.90	1.10

Resolution Required: (Ordinary/ Special)

7. To approve the re-appointment of Mr. Sanjay C. Kirloskar as Managing Director with effect from November 19, 2015 for a period of 5 years and remuneration thereof- Passed as Ordinary Resolution.

Whether promoter/ promoter group are interested in agenda/ No	Mode of Voting	No. of Shares (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (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		269671	0.52	269671	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	51913443	269671	0.52	269671	0	100.00	0.00
Public Institution	E- Voting		5107629	40.54	5107629	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	12597770	5107629	40.54	5107629	0	100.00	0.00
Public - Non Institution	E- Voting		18304	0.12	14296	4008	78.10	21.90
	Poll		137734	0.92	137734	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	14897713	156038	1.05	152030	4008	97.43	2.57



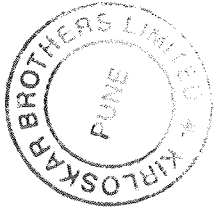
Resolution Required: (Ordinary/ Special)

8. To approve the payment of remuneration M/s. Parkhi Limaye & Co.-Cost Auditors appointed for the year 2016-17-Passed as Ordinary Resolution.

Whether promoter/ promoter group are interested in agenda/ Category	No. of Shares (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (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	31514579	60.71	31514579	0	100.00	0.00
	Poll	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA
	Total	51913443	31514579	60.71	31514579	0	100.00
Public Institution	E- Voting	5107629	40.54	5107629	0	100.00	0.00
	Poll	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA
	Total	1259770	5107629	40.54	5107629	0	100.00
Public - Non Institution	E- Voting	18304	0.12	17022	1282	93.00	7.00
	Poll	137734	0.92	137734	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA
	Total	14897713	156038	1.05	154756	1282	99.18

FOR KIRLOSKAR BROTHERS LTD.

Sandeep Phadnis
SANDEEP PHADNIS
COMPANY SECRETARY



To
The Chairman,
96th Annual General Meeting,
Kirloskar Brothers Limited,
Udyog Bhavan, Tilak Road,
Pune-411002

Sub: Results of E-voting and voting by Poll.

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Kirloskar Brothers Limited (“the Company”) for scrutinizing the e-voting process (during July 18, 2016 to July 20, 2016) and voting by poll (at 96th Annual General Meeting (AGM) held on July 21, 2016) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting), and voting by poll by the shareholders on the resolutions proposed in the Notice of the 96th Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer’s report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (“NSDL”) and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 96th Annual General Meeting of the Company held on July 21, 2016:

- a) Report on E-voting;
- b) Report on Poll; and
- c) Combined report of e-voting and Poll

I hereby declare that all the Resolutions have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,
Yours faithfully,

For SVD & Associates



S. V. Deulkar
Partner
FCS No. 1321
C. P. No. 965

Received
For KIRLOSKAR BROTHERS LTD.

SANJAY KIRLOSKAR
Chairman & Managing Director

Place: Pune

Date: July 21, 2016

S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report
Kirloskar Brothers Limited (CIN:- L29113PN1920PLC000670)
96th Annual General Meeting held on July 21, 2016

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Ordinary Resolution:- To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Auditor's and Board of Directors thereon and Consolidated Financial Statements of the Financial Year ended March 31, 2016.	36640504	8	137756	0	36778260	8	Resolution passed with requisite majority
2	Ordinary Resolution:- To confirm payment of interim dividend as Final Dividend for the Financial Year 2015-2016.	36640504	8	136256	1500	36776760	1508	Resolution passed with requisite majority
3	Ordinary Resolution:- To appoint a Director in place of Mr. Alok Kirloskar (DIN: 05324745), who retires by rotation and being eligible, offers himself for re-appointment.	36640504	8	137756	0	36778260	8	Resolution passed with requisite majority
4	Ordinary Resolution:- To appoint M/s. P. G. Bhagwat, Chartered Accountants (Firm Reg No. 101118W) as Statutory Auditors and to fix their remuneration.	36636114	4083	137756	0	36773870	4083	Resolution passed with requisite majority



S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report
Kirloskar Brothers Limited (CIN:- L29113PN1920PLC000670)
96th Annual General Meeting held on July 21, 2016

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes	Against	No. of Votes	Against	For	Against	
5	Special Resolution:- To approve the payment and distribution of sum not exceeding 1% (one) of the net profits by way of commission amongst the Directors.	36638029	2483	136047	187	36774076	2670	Resolution passed with requisite majority
6	Ordinary Resolution:- To approve the payment of Rs. 1,000,000/- to Mr. S. N. Inamdar for availing professional legal services over and above the remuneration and the sitting fees.	36620626	19886	104940	0	36725566	19886	Resolution passed with requisite majority
7	Ordinary Resolution:- To approve the re-appointment of Mr. Sanjay Kirloskar as Managing Director w.e.f November 19,2015 for a period of five years and remuneration thereof.	5391596	4008	137734	0	5529330	4008	Resolution passed with requisite majority
8	Ordinary Resolution:- To approve the payment of remuneration to M/s. Parkhi Limaye & Co. Cost Auditors appointed for the year 2016-17.	36639230	1282	137734	0	36776964	1282	Resolution passed with requisite majority

Date: July 21, 2016

Place: Pune

Received
FOR KIRLOSKAR BROTHERS LTD.

SANJAY KIRLOSKAR
SANJAY KIRLOSKAR
Chairman & Managing Director

S.V. DEULKAR
S.V. DEULKAR
COMPANY SECRETARY
FCS 1321 C P 965
63 Ashok Nagar-Pune-411007