

### KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

29 August 2017

BSE Limited Corporate Relationship Department 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai 400 001

Dear Sir / Madam,

Ref.: Scrip Code: 500243

Sub: Voting Results and Scrutinizer's Report for the 23<sup>rd</sup> Annual General Meeting

The Annual General Meeting of Kirloskar Industries Limited held on Monday, 28 August 2017, 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.

Please find enclosed herewith following:

- Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated 4 November 2015.
- 2. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, including amendments thereof, on remote e-voting and voting by Ballot papers at AGM.

Based on the aforesaid Scrutinizer's Report the resolutions for item no. 1 to 12 of the Annual General Meeting Notice were passed with requisite majority.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,

For Kirloskar Industries Limited

Ashwini Mali Company Secretary & Compliance Officer

Encl.: As above



### KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

29 August 2017

The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051

Dear Sir / Madam,

Ref.: Scrip Code: KIRLOSIND

Sub: Voting Results and Scrutinizer's Report for the 23rd Annual General Meeting

The Annual General Meeting of Kirloskar Industries Limited held on Monday, 28 August 2017, 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.

Please find enclosed herewith following:

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- 2. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, including amendments thereof, on remote e-voting and voting by Ballot papers at AGM.

Based on the aforesaid Scrutinizer's Report the resolutions for item no. 1 to 12 of the Annual General Meeting Notice were passed with requisite majority.

You are requested to take the same on your record.

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Yours faithfully,

For Kirloskar Industries Limited

Ashwini Mali Company Secretary & Compliance Officer

Encl.: As above

Regd. Office: 13 / A, Karve Road, Kothrud, Pune - 411 038.(India.)

Phone: +91- (0)20 - 2545 2721 Telefax: +91- (0)20 - 2545 4723 E-mail: investorrelations@kirloskar.com Website: www.kil.net.in

CIN No.: L29112PN1978PLC088972

### ANNEXURE I

# **Format for Voting Results**

Date of the Annual General Meeting	Monday, 28 August 2017
Total number of shareholders on record date	20,355
Number of shareholders present in the meeting	
either in person or through proxies –	
Promoters and Promoters Group	5 (representing 10 folios) and 1 proxy (representing 1 folio)
Public	63 (representing 72 folios) and 1 proxy (representing 1 folio)
Number of shareholders attended the meeting	
through Video Conferencing –	
Promoters and Promoters Group	
Public	



# Agenda – wise disclosure (to be disclosed separately for each agenda item)

				nents of the Company : Financial Statements)	for the Financi	al Year ended	31 March 2017 and th	e Reports of Board
	ired: (Ordinary / S		Ordinary Reso					
Whether Prom	oter / Promoter agenda / resolution	Group are	No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favor	No. of votes  – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-voting	70,68,178	70,49,630	99.74	70,49,630	0	100.00	0.00
Promoter	Poll		0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		70,49,630	99.74	70,49,630	0	100.00	0.00
Public -	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
Institutions	Poll		510	0.04	510	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1,129	0.09	1,129	0	100.00	0.00
Total		97,08,619	70,50,759	72.62	70,50,759	- 0	100.00	0.00



Resolution No.	2: Declaration of	f Dividend on	equity shares	for the Financial Year	ended on 31 N	Iarch 2017		
	ired: (Ordinary / S		Ordinary Reso					
	oter / Promoter		No					
interested in the	agenda / resolution	on						
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favor	No. of votes  – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-voting	70,68,178	70,49,630	99.74	70,49,630	0	100.00	0.00
Promoter	Poll		0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		70,49,630	99.74	70,49,630	0	100.00	0.00
Public -	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		. 0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
Institutions	Poll		510	0.04	510	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1,129	0.09	1,129	0	100.00	0.00
Total		97,08,619	70,50,759	72.62	70,50,759	0	100.00	0.00



Resolution No.	3: Re-appointme	ent of Mr. Atu	ıl Kirloskar (D	IN 00007387), who ret	tires by rotatio	n and being eli	igible, offers himself fo	or re-appointment
Resolution requ	ired: (Ordinary / S	Special)	Ordinary Reso	olution				
Whether Prome	oter / Promoter	Group are	Yes					
interested in the	agenda / resolution	on						
Category	Mode of	No. of	No. of votes	% of votes polled on	No. of votes	No. of votes	% of votes in favour	% of votes against
	voting	shares held	polled	outstanding shares	– in favor	- against	on votes polled	on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-voting	70,68,178	70,49,630	99.74	70,49,630	0	100.00	0.00
Promoter	Poll		0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		70,49,630	99.74	70,49,630	0	100.00	0.00
Public -	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.00	0	0	0.00	0.00
Public - Non	E-voting	12,53,857	619	0.05	613	6	99.03	0.97
Institutions	Poll		510	0.04	510	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1,129	0.09	1,123	6	99.47	0.53
Total		97,08,619	70,50,759	72.62	70,50,753	6	100.00	0.00



Resolution No. 4: Ratification of appointment of G. D. Apte & Co., (Firm Registration No. 100515W), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration decided by the Board of Directors from time to time

	red: (Ordinary / S		Ordinary Reso					
	oter / Promoter		No					
	agenda / resolution					) T C .	O/ Country in Forces	% of votes against
Category	Mode of	No. of	No. of votes	% of votes polled on	No. of votes	No. of votes	% of votes in favour	on votes polled
	voting	shares held	polled	outstanding shares	– in favour	– against	on votes polled	(7)=[(5)/(2)]*100
	134	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	0.00
Promoter and	E-voting	70,68,178	70,49,630	99.74	70,49,630	0	100.00	0.00
Promoter	Poll		0	0.00	0	0	0.00	
Group	Postal Ballot		NA	NA NA	NA	NA	NA	NA
	(if applicable)						100.00	0.00
	Total		70,49,630	99.74	70,49,630	0	100.00	0.00
Public -	E-voting	13,86,584	0	0.00	0	. 0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.00	0	0	0.00	0.00
Public - Non	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
Institutions	Poll	12,55,057	510	0.04	510	0	100.00	0.00
Institutions	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1,129	0.09	1,129	0	100.00	0.00
Total	Total	97,08,619	70,50,759	72.62	70,50,759	0	100.00	0.00



Resolution No. 5: Appointment of Mr. Mahesh Chhabria (DIN 00166049), as the Managing Director of the Company, liable to retire by rotation, for a term of five years commencing from 4 July 2017, upon the terms and conditions as set out in the Agreement Resolution required: (Ordinary / Special) Ordinary Resolution Whether Promoter / Promoter Group are No interested in the agenda / resolution No. of votes % of votes against of No. % of votes polled on No. of votes No. of votes % of votes in favour Category Mode outstanding shares – in favor – against on votes polled on votes polled shares held polled voting (3)=[(2)/(1)]\*100(7)=[(5)/(2)]\*100(2) (4) (5) (6)=[(4)/(2)]\*100(1)0 100.00 E-voting 70,68,178 70,49,630 70,49,630 0.00 Promoter and 99.74 0.00 0.00 Poll 0 Promoter 0 0.00 0 NA NA Group Postal Ballot NA NA NA NA (if applicable) 70,49,630 100.00 70,49,630 99.74 0 0.00 Total 0.00 0.00 0 0.00 Public E-voting 13,86,584 0 0 Poll Institutions 0 0.00 0 0 0.00 0.00 Postal Ballot NA NA NA NA NA NA (if applicable) Total 0 0 0.00 0 0.00 0.00 619 Public - Non E-voting 12,53,857 619 0.05 0 100.00 0.00 510 0.00 Institutions 510 0.04 0 100.00 Poll NA NA NA NA NA NA Postal Ballot (if applicable) 0.09 100.00 0.00 Total 1,129 1,129 0 70,50,759 72.62 70,50,759 100.00 97,08,619 0 0.00 Total



Resolution No. 6: Re-appointment of Ms. Aditi Chirmule (DIN 01138984) as the Executive Director of the Company, not liable to retire by rotation, for a further period of five years commencing from 25 January 2017, upon the terms and conditions as set out in the Agreement Resolution required: (Ordinary / Special) Ordinary Resolution Whether Promoter / Promoter Group are No interested in the agenda / resolution % of votes against No. of votes No. of votes % of votes in favour No. of votes % of votes polled on Mode No. Category on votes polled on votes polled outstanding shares in favor against polled voting shares held (7)=[(5)/(2)]\*100(6)=[(4)/(2)]\*100(3)=[(2)/(1)]\*100(5) (4) (1) (2) 70,49,630 0 100.00 0.00 70,49,630 E-voting 70,68,178 99.74 Promoter and 0 0.00 0.00 0.00 Poll Promoter NA NA NA NA NA Postal Ballot NA Group (if applicable) 0.00 100.00 70,49,630 0 70,49,630 99.74 Total 0.00 0.00 0.00 0 E-voting 13,86,584 0 Public 0.00 0 0 0.00 0.00 0 Poll Institutions NA NA NA NA NA NA Postal Ballot (if applicable) 0.00 0.00 0 0.00 0 0 Total 0.97 6 99.03 0.05 613 Public - Non E-voting 12,53,857 619 100.00 0.00 0 0.04 510 510 Institutions Poll NA NA NA NA NA Postal Ballot NA (if applicable) 99.47 0.53 0.09 1,123 6 1.129 Total 100.00 0.00 70,50,753 6 70,50,759 72.62

97,08,619

**Total** 



Resolution No. 7: Revision in the remuneration of Mr. Ambar Kulkarni, General Manager, who holds an office or place of profit, with effect from the date of the ensuing Annual General Meeting Resolution required: (Ordinary / Special) Ordinary Resolution Whether Promoter / Promoter Group are Yes interested in the agenda / resolution Category Mode of No. No. of votes % of votes polled on No. of votes % of votes in favour % of votes against No. of votes voting shares held polled outstanding shares - in favor – against on votes polled on votes polled (3)=[(2)/(1)]\*100(1) (2) (4) (5) (6)=[(4)/(2)]\*100(7)=[(5)/(2)]\*10070,68,178 Promoter and E-voting 70,49,630 70,49,630 100.00 99.74 0 0.00 Poll Promoter 0.00 0 0.00 0.00 Group Postal Ballot NA NA NA NA NA NA (if applicable) Total 70,49,630 99.74 70,49,630 0 100.00 0.00 Public E-voting 13.86.584 0 0.00 0.00 0.00 Institutions Pol1 0 0.00 0 0 0.00 0.00 Postal Ballot NA NA NA NA NA NA (if applicable) Total 0 0 0.00 0 0.00 0.00 Public - Non E-voting 12,53,857 619 0.05 619 0 100.00 0.00 Institutions Poll 510 0.04 100.00 510 0 0.00 Postal Ballot NA NA NA NA NA NA (if applicable) Total 1.129 0.09 1,129 0 100.00 0.00 Total 97,08,619 70,50,759 72.62 70,50,759 0 100.00 0.00



Resolution No.	8: Appointment	of Mr. Sunil	Shah Singh (I	OIN 00233918), as an 1	Independent D	irector of the	Company to hold the	office for a term of
	e years up to 18		Shan Singh (1	511 (00255)10), as an	inacpenaent D	nector of the	Company to noid the	office for a term of
	ired: (Ordinary /		Ordinary Reso	olution				
Whether Prom	oter / Promoter agenda / resoluti	Group are	No					
Category	Mode of voting	1	No. of votes	% of votes polled on outstanding shares	No. of votes - in favor	No. of votes  – against	% of votes in favour on votes polled	% of votes against on votes polled
	, 555	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-voting	70,68,178	70,49,630	99.74	70,49,630	0	100.00	0.00
Promoter	Poll		0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		70,49,630	99.74	70,49,630	0	100.00	0.00
Public -	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	NA	NA	NA	NA	NA	NA
	Total		0	0.00	0	0	0.00	0.00
Public - Non	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
Institutions	Poll		510	0.04	510	. 0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA NA	NA	NA	NA	NA
	Total		1,129	0.09	1,129	0	100.00	0.00
Total		97,08,619	70,50,759	72.62	70,50,759	0	100.00	0.00



Resolution No. 9: Appointment of Mr. D. Sivanandhan (DIN 03607203), as an Independent Director of the Company to hold the office for a term of five consecutive years up to 10 May 2022 Resolution required: (Ordinary / Special) Ordinary Resolution Whether Promoter / Promoter Group are No interested in the agenda / resolution % of votes against No. of votes No. of votes % of votes in favour % of votes polled on of No. No. of votes Category Mode on votes polled on votes polled - against - in favor outstanding shares voting shares held polled (6)=[(4)/(2)]\*100(7)=[(5)/(2)]\*100(3)=[(2)/(1)]\*100(4) (5) (2)(1) 70,49,630 0 100.00 0.00 70,49,630 99.74 70,68,178 Promoter and E-voting 0.00 0.00 0.00 0 0 Poll 0 Promoter NA NA NA Postal Ballot NA NA NA Group (if applicable) 0.00 70,49,630 0 100.00 99.74 70,49,630 Total 0.00 0.00 0.00 0 Public E-voting 13,86,584 0.00 0.00 0 0 0.00 0 Institutions Poll NA NA NA NA NA NA Postal Ballot (if applicable) 0.00 0.00 0 0.00 0 0 Total 0.32 99.68 617 2 619 0.05 E-voting 12,53,857 Public - Non 0.00 0.04 510 0 100.00 510 Institutions Poll NA NA NA NA Postal Ballot NA NA (if applicable) 99.82 0.18 0.09 1,127 2 1,129 Total 0.00 2 100.00 72.62 70,50,757 70,50,759 97,08,619 Total



Resolution No. 10: Appointment of Mr. Vinesh Kumar Jairath (DIN 00391684), as an Independent Director of the Company to hold the office for a term of five consecutive years up to 3 July 2022 Ordinary Resolution Resolution required: (Ordinary / Special) Whether Promoter / Promoter Group are No interested in the agenda / resolution % of votes against No. of votes % of votes in favour No. of votes % of votes polled on No. of votes of No. Mode Category on votes polled on votes polled outstanding shares - in favor - against shares held polled voting (7)=[(5)/(2)]\*100(6)=[(4)/(2)]\*100(3)=[(2)/(1)]\*100(5) (4) (1) (2) 100.00 70,49,630 0 0.00 70,68,178 70,49,630 99.74 E-voting Promoter and 0.00 0.00 0 0.00 Promoter Poll NA NA NA NA NA Postal Ballot NA Group (if applicable) 0.00 99.74 70,49,630 0 100.00 Total 70,49,630 0.00 0.00 0.00 0 13,86,584 0 0 E-voting Public 0.00 0.00 0.00 0 0 Poll 0 Institutions NA NA NA NA NA Postal Ballot NA (if applicable) 0.00 0.00 0.00 0 0 0 Total 0.32 99.68 0.05 617 2 E-voting 12,53,857 619 Public - Non 100.00 0.00 0 0.04 510 Institutions 510 Poll NA NA NA NA NA Postal Ballot NA (if applicable) 99.82 0.18 1,127 2 1,129 0.09 Total 100.00 0.00 72.62 70,50,757 2 97,08,619 70,50,759 Total



Resolution No. 11: Appointment of Mr. Ashit Parekh (DIN 00821577), as an Independent Director of the Company to hold the office for a term of five consecutive years up to 3 July 2022

consecutive year	irs up to 3 July 2	U22						
Resolution requ	ired: (Ordinary / S	Special)	Ordinary Reso	olution		23		
Whether Prom	oter / Promoter	Group are	No					
interested in the	agenda / resolution	on						
Category	Mode of		No. of votes	% of votes polled on	No. of votes	No. of votes	% of votes in favour	% of votes against
	voting	shares held	polled	outstanding shares	– in favor	– against	on votes polled	on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-voting	70,68,178	70,49,630	99.74	70,49,630	0	100.00	0.00
Promoter	Poll		0	0.00	0	0	0.00	0.00
Group	Postal Ballot		NA	NA	NA	NA	NA	NA
	(if applicable)		E					
	Total		70,49,630	99.74	70,49,630	0	100.00	0.00
Public -	E-voting	13,86,584	0	0.00	0	- 0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.00	- 0	0	0.00	0.00
Public - Non	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
Institutions	Poll		510	0.04	510	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1,129	0.09	1,129	0	100.00	0.00
Total		97,08,619	70,50,759	72.62	70,50,759	0	100.00	0.00



Resolution No. 12: Approval for introduction and implementation of Kirloskar Industries Limited – Employee Stock Option Plan 2017 (KIL ESOP 2017) authorising the Board of Directors of the Company to create, offer and grant from time to time, in one or more tranches, not exceeding 4,85,000 equity shares of Rs. 10/- each as an Employee Stock Options

	ired: (Ordinary / S		Special Resolu					
	oter / Promoter		No					
	agenda / resolution		110					
Category	Mode of	No. of	No. of votes	% of votes polled on	No. of votes	No. of votes	% of votes in favour	% of votes against
Ŭ,	voting	shares held	polled	outstanding shares	– in favor	– against	on votes polled	on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-voting	70,68,178	70,49,630	99.74	70,49,630	0	100.00	0.00
Promoter	Poll		. 0	0.00	0	0	0.00	0.00
Group	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		70,49,630	99.74	70,49,630	0	100.00	0.00
Public -	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	, NA
	Total		0	0.00	0	0	0.00	0.00
Public - Non	E-voting	12,53,857	619	0.05	559	60	90.31	9.69
Institutions	Poll		510	0.04	510	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1,129	0.09	1,069	60	94.69	5.31
Total		97,08,619	70,50,759	72.62	70,50,699	60	100.00	0.00



### M. J. RISBUD & CO.

Company Secretaries

2, Annapoorna Apartments, Model Colony, 1034 Shivajinagar, Canal Road, Pune - 411016. Office - (020) 2565 3979 Cell - 98220 10522

E-mail - mjrpcs@dataone.in / mjrpcs@gmail.com

### Scrutinizer's Report

### [Pursuant to Section 108 of the Companies Act, 2013 and

Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman,

Kirloskar Industries Limited

13A, Karve Road, Kothrud,

Pune.

Dear Sir,

I, M. J. Risbud, a Company Secretary in Practice, have been appointed by the Board of Directors of Kirloskar Industries Limited (CIN L29112PN1978PLC088972) (the Company) as a Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and ballot forms deposited in the ballot box at the 23<sup>rd</sup>Annual General Meeting (AGM), and ascertaining the voting result as per the provisions of SEBI (Listing Obligationsand Disclosure Requirements) Regulations 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice of the AGM of the members of the Company, held on Monday, 28<sup>th</sup> August, 2017 at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune - 411 030.

The notice dated 4<sup>th</sup>July, 2017 convening the AGM along with statement setting out material facts under Section 102 of the Companies Act, 2013, was dispatched to the shareholders in respect of the resolutions to be passed at the said AGM.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through different modes on the resolutions contained in the Notice of the AGM sent to the members of the Company.

My responsibility as a scrutinizer for the voting process through different modes is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid/abstained votes", based on the reports generated and downloaded from the evoting system provided by, National Securities Depository Limited (NSDL) the authorized agency to provide e-voting facilities, engaged by the Company and ballot forms deposited into the ballot box at the AGM.

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

- The remote e-voting period remained open from Friday, 25<sup>th</sup> August, 2017 (9.00 A.M.) to Sunday, 27<sup>th</sup> August, 2017, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e., 21<sup>st</sup> August, 2017 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of the Company.
- iii. After the conclusion of voting by ballot forms at the AGM, the votes cast on the resolutions by ballot forms were counted.
- iv. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Monday, 28<sup>th</sup>August, 2017 in the presence of 2 witnesses, Mr. Saurabh Risbud ACS and Mrs. Manasi Paradkar, PCS who are not in the employment of the Company.
- v. The details containing *inter alia*, list of equity shareholders, who voted "for", "against" and "invalid/abstained" on each of the resolutions those were put to vote, were generated from the e-voting website of National Securities Depository Ltd i.e. <a href="https://evoting.nsdl.com">https://evoting.nsdl.com</a>.



vi. Thereafter, the consolidated report of the total votes cast in favour or against was prepared. A copy of the same is annexed hereto.

Thanking You,

Yours Faithfully,

Mahesh J. Risbud

**Company Secretary** 

Membership No. FCS-810, CP-185

UCN:S1981MH000400

Place: Pune

Date: 28/08/2017

Recieved on 28 August 2017

For KRLOSKAR INDUSTRIES LTD.

ATUL C. KIRLOSKAR) CHAIRMAN

# KIRLOSKAR INDUSTRIES LIMITED CIN:L29112PN1978PLC088972

# ANNEXURE TO SCRUTINIZER'S REPORT FOR AGM DATED 28TH AUGUST 2017

III rayour
members Total Votes No. of Votes Valid Votes
28 7,050,249 28 7,050,249
19 510 19 510
47         7,050,759         47         7,050,759
28 7,050,249 28 7,050,249
19 510 19 510
47 7,050,759 47 7,050,759
28 7,050,249 27 7,050,243
19 510 19 510
47 7,050,759 46 7,050,753
28 7,050,249 28 7,050,249
19 510 19 510
47 7,050,759 47 7,050,759

		^	0	0	0	(12)	0	0	0	Т	0	0	0
Abstain	Votes												
Invalid/ Abstain	No. of Members		0	0	0		0	0	0		0	0	0
	% of Total Valid Votes		0.00	0.00	0.00		0.00	0.00	0.00		0.00	0.00	0.00
Against	Votes		0	0	0		9	0	9		0	0	0
	No. of members		0	0	0		1	0	1		0	0	0
	% of Total Valid Votes		100.00	100.00	100.00		100.00	100.00	100.00		100.00	100.00	100.00
In Favour	Votes		7,050,249	510	7,050,759		7,050,243	510	7,050,753		7,050,249	510	7,050,759
	No. of Members		28	19	47		72	19	46		28	19	47
	Total Votes		7,050,249	510	7,050,759		7,050,249	510	7,050,759		7,050,249	510	7,050,759
	No. of members voted		28	19	47		28	19	47		28	19	47
	Mode of Voting		E-voting	Ballot	Total		E-voting	Ballot	Total		E-voting	Ballot	Total
	Resolution Description	Special Business	To pass an Ordinary Resolution for the appointment of Mr. Mahesh Chhabria (holding DIN	Company, liable to retire by rotation, for a term of Ballot (five) years commencing from 4 luly 2017, upon	the terms and conditions as set out in the Total Agreement		To pass an Ordinary Resolution for the reappointment of Ms. Aditi Chirmule (holding DIN	Company, not liable to retire by rotation, for a Ballot further period of 5 (five) years commencing from	25 January 2017, upon the terms and conditions as <b>Total</b> set out in the Agreement		To pass an Ordinary Resolution for the revision in E-voting	Manager, who holds an office or place of profit, Ballot	with effect from the date of the ensuing Annual General Meeting of the Company
	Resolution No.			5				9				7	



						In Favour			Against		Invalid/ Abstain	Abstain
Resolution No.	Resolution Description	Mode of Voting	No. of members voted	Total Votes	No. of Members	Votes	% of Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of Members	Votes
	To pass an Ordinary Resolution for the	the E-voting	28	7,050,249	28	7,050,249	100.00	0	0	00.00	0	0
∞	00233918) as an Independent Director of the Ballot	Ballot	19	510	19	510	100.00	0	0	0.00	0	0
	Company to hold the office for a term of five consecutive years upto 18th October, 2021	Total	47	7,050,759	47	7,050,759	100.00	0	0	0.00	0	0
	To pass an Ordinary Resolution for the	the E-voting	28	7,050,249	27	7,050,247	100.00	1	2	00.00	0	0
6	03607203) as an Independent Director of the Ballot	Ballot	19	510	19	510	100.00	0	0	0.00	0	0
	Company to hold the office for a term of five consecutive years upto 10th May 2022	Total	47	7,050,759	46	7,050,757	100.00	1	2	0.00	0	0
	To pass an Ordinary Resolution for the E-voting	E-voting	28	7,050,249	72	7,050,247	100.00	1	2	0.00	0	0
10	DIN 00391684) as an Independent Director of the Ballot	Ballot	19	510	19	510	100.00	0	0	0.00	0	0
	Company to hold the office for a term of five consecutive years up to 3rd July 2022	Total	47	7,050,759	46	7,050,757	100.00	1	2	0.00	0	0



ءِ	S	0	0	0	0	0	0
Absta	Votes						
Invalid/ Abstain	No. of Members	0	0	0	0	0	0
	% of Total Valid Votes	0.00	0.00	0.00	0.00	0.00	0.00
Against	Votes	0	0	0	09	0	09
	No. of members	0	0	0	2	0	2
	% of Total Valid Votes	100.00	100.00	100.00	100.00	100.00	100.00
In Favour	Votes	7,050,249	510	7,050,759	7,050,189	510	7,050,699
	No. of Members	28	19	47	56	19	45
	Total Votes	7,050,249	510	47 7,050,759	28 7,050,249	510	47 7,050,759
	No. of members voted	28	19	47	28	19	47
	Mode of Voting	E-voting	Ballot	Total	E-voting	Ballot	Total
	Resolution Description	To pass an Ordinary Resolution for the E-voting	00821577) as an Independent Director of the Ballot	Company to hold the office for a term of five consecutive years up to 3rd July, 2022	To pass a Special resolution for introduction and implementation of KIL Employee Stock Option E-voting Schame 2017 authorising the Board of Directors of	the Company to create, offer and grant from time to time, in one or more tranches, not exceeding	4,85,000 equity shares of Rs. 10/- each as an Employee Stock Options.
	Resolution No.		11			12	

Signature of Scrutinizer W SE

M. J. Risbud

Date: 28.08.2017