



Enriching Lives

KIRLOSKAR INDUSTRIES LIMITED

A Kirloskar Group Company

29 August 2017

BSE Limited
Corporate Relationship Department
1st 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 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:

1. 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**

A.V. Mali
**Ashwini Mali
Company Secretary &
Compliance Officer**



Encl.: As above



Enriching Lives

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.

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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.

Thanking you.

**Yours faithfully,
For Kirloskar Industries Limited**

A.V.Mali
**Ashwini Mali
Company Secretary &
Compliance Officer**



Encl.: As above

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 Public	5 (representing 10 folios) and 1 proxy (representing 1 folio) 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)

Resolution No. 1: Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31 March 2017 and the Reports of Board of Directors and Auditors thereon (including Consolidated Financial Statements)								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
	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 Dividend on equity shares for the Financial Year ended on 31 March 2017								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
	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

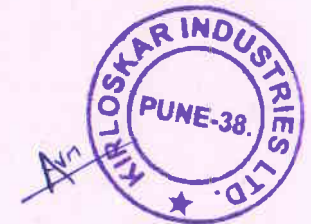


Resolution No. 3: Re-appointment of Mr. Atul Kirloskar (DIN 00007387), who retires by rotation and being eligible, offers himself for re-appointment								
Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			Yes					
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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	613	6	99.03	0.97
	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

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
	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. 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 interested in the agenda / resolution		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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
	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. 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 interested in the agenda / resolution		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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	613	6	99.03	0.97
	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. 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 interested in the agenda / resolution			Yes					
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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
	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. 8: Appointment of Mr. Sunil Shah Singh (DIN 00233918), as an Independent Director of the Company to hold the office for a term of five consecutive years up to 18 October 2021

Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether Promoter / Promoter Group are interested in the agenda / resolution		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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
	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. 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 interested in the agenda / resolution			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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	617	2	99.68	0.32
	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	1,127	2	99.82	0.18
Total		97,08,619	70,50,759	72.62	70,50,757	2	100.00	0.00



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

Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether Promoter / Promoter Group are interested in the agenda / resolution		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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	617	2	99.68	0.32
	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	1,127	2	99.82	0.18
Total		97,08,619	70,50,759	72.62	70,50,757	2	100.00	0.00



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

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	619	0	100.00	0.00
	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

Resolution required: (Ordinary / Special)		Special Resolution						
Whether Promoter / Promoter Group are interested in the agenda / resolution		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 Promoter Group	E-voting	70,68,178	70,49,630	99.74	70,49,630	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		70,49,630	99.74	70,49,630	0	100.00	0.00
Public – Institutions	E-voting	13,86,584	0	0.00	0	0	0.00	0.00
	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 Institutions	E-voting	12,53,857	619	0.05	559	60	90.31	9.69
	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



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 23rd Annual General Meeting (AGM), and ascertaining the voting result as per the provisions of SEBI (Listing Obligations and 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, 28th 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 4th 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 e-voting 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:-

- i. The remote e-voting period remained open from Friday, 25th August, 2017 (9.00 A.M.) to Sunday, 27th August, 2017, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e., 21st 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, 28th 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. <https://evoting.nsdl.com>.




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

Received on 28 August 2017

For KIRLOSKAR INDUSTRIES LTD.





(ATUL C. KIRLOSKAR)
CHAIRMAN


KIRLOSKAR INDUSTRIES LIMITED
CIN:L29112PN1978PLC088972

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

Resolution No.	Resolution Description	Mode of Voting	No. of members voted	Total Votes	In Favour			Against			Invalid/ Abstain	
					No. of Members	Votes	% of Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of Members	Votes
Ordinary Business												
1	Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2017 and the Reports of the Board of Directors and Auditors thereon.	E-voting	28	7,050,249	28	7,050,249	100.00	0	0	0.00	0	0
		Ballot	19	510	19	510	100.00	0	0	0.00	0	0
		Total	47	7,050,759	47	7,050,759	100.00	0	0	0.00	0	0
2	Declaration of dividend on equity shares for the Financial Year ended on 31 March 2017.	E-voting	28	7,050,249	28	7,050,249	100.00	0	0	0.00	0	0
		Ballot	19	510	19	510	100.00	0	0	0.00	0	0
		Total	47	7,050,759	47	7,050,759	100.00	0	0	0.00	0	0
3	Approval to the reappointment of Mr. Atul Kirloskar (DIN 00007387), who retires by rotation and being eligible, offers himself for re-appointment	E-voting	28	7,050,249	27	7,050,243	100.00	1	6	0.00	0	0
		Ballot	19	510	19	510	100.00	0	0	0.00	0	0
		Total	47	7,050,759	46	7,050,753	100.00	1	6	0.00	0	0
4	Ratification of appointment of G. D. Apte & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting,	E-voting	28	7,050,249	28	7,050,249	100.00	0	0	0.00	0	0
		Ballot	19	510	19	510	100.00	0	0	0.00	0	0
		Total	47	7,050,759	47	7,050,759	100.00	0	0	0.00	0	0



J. RISKIND
 COMPANY SECRETARY

Resolution No.	Resolution Description	Mode of Voting	No. of members voted	Total Votes	In Favour			Against			Invalid/ Abstain	
					No. of Members	Votes	% of Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of Members	Votes
Special Business												
5	To pass an Ordinary Resolution for the appointment of Mr. Mahesh Chhabria (holding DIN 00166049) as the Managing Director of the Company, liable to retire by rotation, for a term of 5 (five) years commencing from 4 July 2017, upon the terms and conditions as set out in the Agreement	E-voting Ballot Total	28 19 47	7,050,249 510 7,050,759	28 19 47	7,050,249 510 7,050,759	100.00 100.00 100.00	0 0 0	0 0 0	0.00 0.00 0.00	0 0 0	0 0 0
6	To pass an Ordinary Resolution for the re-appointment of Ms. Aditi Chirmule (holding DIN 01138984) as the Executive Director of the Company, not liable to retire by rotation, for a further period of 5 (five) years commencing from 25 January 2017, upon the terms and conditions as set out in the Agreement	E-voting Ballot Total	28 19 47	7,050,249 510 7,050,759	27 19 46	7,050,243 510 7,050,753	100.00 100.00 100.00	1 0 1	6 0 6	0.00 0.00 0.00	0 0 0	0 0 0
7	To pass an Ordinary Resolution for the 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 of the Company	E-voting Ballot Total	28 19 47	7,050,249 510 7,050,759	28 19 47	7,050,249 510 7,050,759	100.00 100.00 100.00	0 0 0	0 0 0	0.00 0.00 0.00	0 0 0	0 0 0


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

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




Resolution No.	Resolution Description	Mode of Voting	No. of members voted	Total Votes	In Favour			Against			Invalid/ Abstain	
					No. of Members	Votes	% of Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of Members	Votes
11	To pass an Ordinary Resolution for the appointment of Mr. Ashit Parekh (holding DIN 00821577) as an Independent Director of the Company to hold the office for a term of five consecutive years up to 3rd July, 2022	E-voting	28	7,050,249	28	7,050,249	100.00	0	0	0.00	0	0
		Ballot	19	510	19	510	100.00	0	0	0.00	0	0
		Total	47	7,050,759	47	7,050,759	100.00	0	0	0.00	0	0
12	To pass a Special resolution for introduction and implementation of KIL Employee Stock Option Scheme 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.	E-voting	28	7,050,249	26	7,050,189	100.00	2	60	0.00	0	0
		Ballot	19	510	19	510	100.00	0	0	0.00	0	0
		Total	47	7,050,759	45	7,050,699	100.00	2	60	0.00	0	0




Signature of Scrutinizer

M. J. Risbud

Date : 28.08.2017