

**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 / Director,  
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 (The Company) as a Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting, voting by ballot forms and ballot forms deposited at the Annual General Meeting (AGM), and ascertaining the requisite majority on voting carried out as per the provisions of Listing Agreement, section 108 of the Companies Act, 2013, read with rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "Resolutions") of the AGM of the members of the Company, to be held on Friday 28<sup>th</sup> August, 2015 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 19<sup>th</sup> May, 2015 convening the AGM along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM to be held on 28<sup>th</sup> August, 2015.

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 voting papers received and also ballot forms deposited into the ballot box at the AGM.

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

- i. The voting through ballot forms remained open upto 5.00 p.m. on Thursday, 27<sup>th</sup> August, 2015.
- ii. The remote e-voting period remained open from Tuesday, 25<sup>th</sup> August, 2015 (9.00 A.M.) to Thursday, 27<sup>th</sup> August, 2015, (5.00 P.M.)
- iii. The members of the Company as on the "cut-off" date i.e. 21<sup>st</sup> August, 2015 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of the Company.
- iv. One ballot form was received by post upto 5.00 p.m. on Thursday 27<sup>th</sup> August, 2015.
- v. After the conclusion of voting by ballot forms at the AGM, the votes cast on the resolutions by ballot forms were counted.
- vi. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Friday, 28<sup>th</sup> August, 2015 in the presence of 2 witnesses, Mr. Suresh S. Ingale PCS and Mrs. Manasi Paradkar, PCS who are not in the employment of the Company.

  


- vii. 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>.
- viii. 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,



A red circular stamp with the text "MAHESH J. RISBUD" at the top, "FCS - 810" and "CP - 185" in the center, and "COMPANY SECRETARY" at the bottom. A blue handwritten signature is written over the stamp.

Mahesh J. Risbud

Company Secretary

Membership No. FCS- 810, CP -185

UCN:S1981MH000400

Place: Pune

Date: 28/08/2015

Received on 28 August 2015

For KIRLOSKAR INDUSTRIES LTD.



A purple stamp with the text "ATUL C. KIRLOSKAR" and "CHAIRMAN" below it. A black handwritten signature is written over the stamp.

ANNEXURE TO SCRUTINIZER'S REPORT FOR AGM DATED 28TH AUGUST 2015

Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
					No of members	Votes	% to Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
1	Ordinary Business Adoption of the financial statement for the year ended 31st March 2015 and also the report of the Board of Directors and the Auditors thereon	Remote E-voting	44	7,165,002	43	7,164,952	99.9993%	1	50	0.0007%	-	-
		Ballot voting	1	307	1	307	100.0000%	-	-	0.0000%	-	-
		Ballot voting at AGM	55	25,664	48	25,578	99.6649%	-	-	0.0000%	7	86
		<b>Total</b>	<b>100</b>	<b>7,190,973</b>	<b>92</b>	<b>7,190,837</b>	<b>99.99981%</b>	<b>1</b>	<b>50</b>	<b>0.0007%</b>	<b>7</b>	<b>86</b>
2	Declaration of dividend for the financial year 2014-15	Remote E-voting	44	7,165,002	43	7,164,952	99.9993%	1	50	0.0007%	-	-
		Ballot voting	1	307	-	-	0.0000%	-	-	0.0000%	1	307
		Ballot voting at AGM	55	25,664	47	25,528	99.4701%	-	-	0.0000%	8	136
		<b>Total</b>	<b>100</b>	<b>7,190,973</b>	<b>90</b>	<b>7,190,480</b>	<b>99.9931%</b>	<b>1</b>	<b>50</b>	<b>0.0007%</b>	<b>9</b>	<b>443</b>
3	Approval to the reappointment of Mr. Nihal G. Kulkarni as a Director liable to retire by rotation.	Remote E-voting	43	7,164,982	41	7,164,927	99.9992%	2	55	0.0008%	-	-
		Ballot voting	1	307	-	-	0.0000%	-	-	0.0000%	1	307
		Ballot voting at AGM	55	25,664	47	25,528	99.4701%	-	-	0.0000%	8	136
		<b>Total</b>	<b>99</b>	<b>7,190,953</b>	<b>88</b>	<b>7,190,455</b>	<b>99.9931%</b>	<b>2</b>	<b>55</b>	<b>0.0008%</b>	<b>9</b>	<b>443</b>
4	Ratification of appointment of M/s G D. Apte & Co; Chartered Accountants as Statutory Auditors & to authorize Board of Directors to fix their remuneration	Remote E-voting	43	7,164,982	42	7,164,932	99.9993%	1	50	0.0007%	-	-
		Ballot voting	1	307	-	-	0.0000%	-	-	0.0000%	1	307
		Ballot voting at AGM	55	25,664	47	25,528	99.4701%	-	-	0.0000%	8	136
		<b>Total</b>	<b>99</b>	<b>7,190,953</b>	<b>89</b>	<b>7,190,460</b>	<b>99.9931%</b>	<b>1</b>	<b>50</b>	<b>0.0007%</b>	<b>9</b>	<b>443</b>

  
  
 FRESH J. RISHOD  
 FCS - 810  
 CP - 185  
 COMPANY SECRETARY

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Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
					No of members	Votes	% to Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
	<i>Special Business</i>											
5	Approval of appointment of Mr. Tejas P. Deshpande as Independent Director	Remote E-voting Ballot voting Ballot voting at AGM Total	43 1 55 99	7,164,982 307 25,664 7,190,953	41 - 47 88	7,164,927 - 25,528 7,190,455	99.9992% 0.0000% 99.4701% 99.9931%	2 - - 2	55 - - 55	0.0008% 0.0000% 0.0000% 0.0008%	- 1 8 9	- 307 136 443

Signature of Scrutinizer


