

M. J. RISBUD & CO.

Company Secretaries

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Scrutinizer's Report

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



To
The Chairman,
Kirloskar Industries Limited
13/A, Karve Road, Kothrud,
Pune-411 0038.

Dear Sir,

I, Mahesh J. Risbud, 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 e-voting process along with Ballot forms, and ascertaining the requisite majority of voting, carried out as per the provisions of section 108 of the companies Act, 2013, read with rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the Annual General Meeting (AGM) of the members of the Company (hereinafter referred to as "Resolutions") , to be held on 2nd September, 2014 at S.M. Joshi Socialist Foundation (S.M. Joshi Hall), S.No. 191/192, Navi Peth, Near Ganjave Chowk, Pune- 411030.

The notice dated 18th July, 2014 convening the AGM of the company 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 of the Company to be held on 2nd 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 to the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid votes", based on the reports generated from the e-voting system provided by National Securities Depository Ltd., the authorized agency to provide e-voting facilities, engaged by the Company and Ballot forms received.

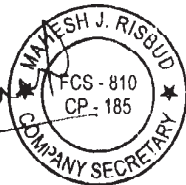




Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Wednesday, 27th August, 2014 (9.00 A.M.) to Friday, 29th August, 2014, (6.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e 25th July, 2014 were entitled to vote on the resolutions as set out in the notice of the AGM of the Company.
- iii. The votes cast were unblocked on Friday, 29th August, 2014 after 6 p.m. in the presence of two witnesses, Mr. Harshvardhan Risbud ACA and Mrs. Prajakta Risbud ACS, who are not in the employment of the Company.
- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Ltd i.e. <https://evoting.nSDL.com> and based on such reports generated from NSDL, and combined with Ballot forms received, the result of the e-voting and Ballot forms is annexed.

Thanking You

Yours Faithfully,



Mahesh J. Risbud
Practicing Company Secretary
Membership No. FCS- 810, CP -185
Place: Pune
Date: 01/09/2014

KIRLOSKAR INDUSTRIES LIMITED
ANNUAL GENERAL MEETING HELD ON 2.9.2014

SCRUTINIZERS REPORT [ANNEXURE]

Resolution no. as per notice of AGM	Resolution Description	Mode of voting	No. of members voted	Total Votes	In Favour			Against		
					Ballots	Votes	% of Total Valid Votes	Ballots	Votes	% of Total Valid Votes
1	To adopt financial statements, boards & Auditors report	Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%	-	-	0%
2	To declare dividend on equity shares	Total	27	4,805,475	27	4,805,475	100%	-	-	0%
		Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
3	To re-appoint Mr. Atul C. Kirloskar as director	Physical Ballot	1	410	1	410	100%	-	-	0%
		Total	27	4,805,475	27	4,805,475	100%	-	-	0%
4	To appoint auditors & fix their remuneration	Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%	-	-	0%
5	To appoint Mrs. Priyamvada Ranade as an Independent Director	Total	27	4,805,475	27	4,805,475	100%	-	-	0%
		Electronic	26	4,805,065	26	4,805,065	100%	-	-	0%
6	To appoint Mr. Vijay Shirke as an Independent Director	Physical Ballot	1	410	1	410	100%	-	-	0%
		Total	27	4,805,475	27	4,805,475	100%	-	-	0%
7	To appoint Mr. V. K. Bajjal as an Independent Director	Electronic	25	4,805,055	24	4,804,985	100%	1	70	0%
		Physical Ballot	1	410	1	410	100%	-	-	0%
8	To appoint Mr. S. N. Inamdar as an Independent Director	Total	26	4,805,465	25	4,805,395	100%	1	70	0%
		Electronic	26	4,805,065	25	4,804,995	100%	1	70	0%
9	To approve remuneration of Cost Auditor	Physical Ballot	1	410	1	410	100%	-	-	0%
		Total	27	4,805,475	27	4,805,475	100%	-	-	0%
10	To approve payment of remuneration by way of commission to directors (other than MD, ED, WTD)	Electronic	26	4,805,065	25	4,804,995	100%	1	70	0%
		Physical Ballot	1	410	1	410	100%	-	-	0%
11	Amendment of Articles	Total	27	4,805,475	26	4,805,405	100%	1	70	0%
		Electronic	26	4,805,065	25	4,805,065	100%	-	-	0%
		Physical Ballot	1	410	1	410	100%	-	-	0%
		Total	27	4,805,475	27	4,805,475	100%	-	-	0%

Note: All the resolutions have been passed by requisite majority

Mahesh J. Risbud
 Practising Company Secretary
 Membership No. FCS-810, CP-185
 Place: Pune
 Date: 01/09/2014

