

**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, 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 (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 22<sup>nd</sup> 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, to be held on Thursday, 11<sup>th</sup> August, 2016 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 24<sup>th</sup> May, 2016 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.


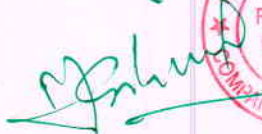
My responsibility as a scrutinizer for the voting process through different modes is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid/abstained votes", based on the reports generated and downloaded from the e-voting system provided by, National Securities Depository Limited (NSDL) the authorized agency to provide e-voting facilities, engaged by the Company and ballot papers 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 Monday, 8<sup>th</sup> August, 2016 (9.00 A.M.) to Wednesday, 10<sup>th</sup> August, 2016, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e., 4<sup>th</sup> August, 2016 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 Thursday, 11<sup>th</sup> August, 2016 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.
- 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: 11/08/2016

Received on 11 August 2016  
For KIRLOSKAR INDUSTRIES LTD.



**(ATUL C. KIRLOSKAR)**  
**CHAIRMAN**

ANNEXURE TO SCRUTINIZER'S REPORT FOR 22<sup>ND</sup> AGM DATED 11<sup>TH</sup> AUGUST, 2016

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
<b>Ordinary Business</b>												
1	Adoption of the Financial Statements (including Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March 2016 and also the report of the Board of Directors and the Auditors thereon	E-voting	41	5,518,881	40	5,518,832	100%	-	-	0%	1	49
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		<b>Total</b>	<b>72</b>	<b>7,155,417</b>	<b>70</b>	<b>7,155,343</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>0%</b>	<b>2</b>	<b>74</b>
2	Confirmation of payment of Interim Dividend as Final Dividend for the Financial Year 2015-2016	E-voting	41	5,518,881	39	5,518,801	100%	2	80	0%	-	-
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		<b>Total</b>	<b>72</b>	<b>7,155,417</b>	<b>69</b>	<b>7,155,312</b>	<b>100%</b>	<b>2</b>	<b>80</b>	<b>0%</b>	<b>1</b>	<b>25</b>
3	Approval to the reappointment of Mr. Anil A. Alawani, as a Director liable to retire by rotation	E-voting	41	5,518,881	38	5,518,738	100%	3	143	0%	-	-
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		<b>Total</b>	<b>72</b>	<b>7,155,417</b>	<b>68</b>	<b>7,155,249</b>	<b>100%</b>	<b>3</b>	<b>143</b>	<b>0%</b>	<b>1</b>	<b>25</b>
4	Approval to the appointment of M/s. G.D. Apte & Co. Chartered Accountants as Statutory Auditors for a second term of 5 years from the conclusion of this AGM until the conclusion of AGM to be held in the year 2021, at a remuneration as may be decided by the Board of Directors from time to time	E-voting	41	5,518,881	40	5,518,832	100%	1	49	0%	-	-
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		<b>Total</b>	<b>72</b>	<b>7,155,417</b>	<b>70</b>	<b>7,155,343</b>	<b>100%</b>	<b>1</b>	<b>49</b>	<b>0%</b>	<b>1</b>	<b>25</b>
<b>Special Business</b>												
5	Appointment of M. R. Chhabra as an Independent Director	E-voting	41	5,518,881	36	5,518,128	100%	4	422	0%	1	331
		Ballot	31	1,636,536	30	1,636,511	100%	-	-	0%	1	25
		<b>Total</b>	<b>72</b>	<b>7,155,417</b>	<b>66</b>	<b>7,154,639</b>	<b>100%</b>	<b>4</b>	<b>422</b>	<b>0%</b>	<b>2</b>	<b>356</b>

M J Rishud

11<sup>th</sup> August 2016

