



KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Enriching Lives

SEC/ F:17

February 24, 2016

(BSE Scrip Code – 500241)

Kind Attn : Mr. Sanjeev Kapoor
BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

(NSE Symbol - KIRLOSBROS)

Kind Attn : Mr. Hari K.
National Stock Exchange of India Ltd.,
5th Floor, Exchange Plaza,
Bandra (East)
Mumbai – 400 051

Dear Sir,

Sub. : Outcome of the Postal Ballot

The Company sought approval of its shareholders via postal ballot/e-voting pursuant to the provisions of Sec 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), for the following:

Item No. Special Resolution

- 1 Insertion of New Clause in the Object clause of Memorandum of Association. – Passed with requisite majority

Item No. Ordinary Resolution

- 2 Approval of Scheme of Amalgamation of Kirloskar Systech Limited with Kirloskar Brothers Limited and their respective Shareholders Passed with requisite majority

Mr. Suresh Deulkar, Partner - S.V.D & Associates, Practicing Company Secretary, Scrutinizer was appointed for conducting the Postal Ballot process. He has submitted his report dated February 24, 2016. A copy of the said report is enclosed for your records.

In terms of Regulation 44 (3) of the SEBI Listing Regulations, the voting results in the specified format are also annexed for your information and record.

Further, please note that Scrutinizer's Report containing the results of Postal Ballot/E-voting are available on the website of the Company www.kirloskarpumps.com.

Thanking you,

Yours faithfully,

For KIRLOSKAR BROTHERS LIMITED

Sandeep Phadnis
Company Secretary

Encl: a/a

CC: National Securities Depository Limited

SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune - 411005
Ph. : 020 69000666, E-mail: deulkarcs@gmail.com

Date: February 24, 2016

To,
The Chairman,
Kirloskar Brothers Limited,
Udyog Bahvan Tilak Road,
Pune - 411002

Sub. : Report on the Voting Process of the Postal Ballot


Dear Sir,

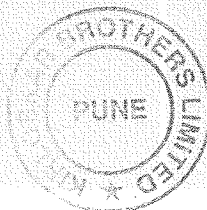
I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Kirloskar Brothers Limited ("the Company") for scrutinizing the voting process of the Postal Ballots [upto February 19, 2016 (5.00 PM)] and voting through electronic mode [during January 20, 2016 (9.00AM) to February 19, 2016 (5.00PM)] on the proposed resolutions under section 4, section 31 and other applicable provisions of Companies Act 2013 and section 391 to 394 read with other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, if any as mentioned in the Postal Ballot Notice dated January 8, 2016.

The Compliance with the provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolution proposed in the Notice of the Postal ballot dated January 8, 2016 is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballots is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report of physical ballots received.

I have scrutinized the voting done by the members through postal ballots received upto February 19, 2016 (5.00PM) and e-voting during January 20, 2016 (9.00AM) to February 19, 2016 (5.00PM). The report of the same is annexed herewith.

For SVD & Associates


S.V Deulkar
Partner
C.P. No. 965



For KIRLOSKAR BROTHERS LTD.


SANJAY KIRLOSKAR
Chairman & Managing Director

- b) Resolution no. 2 – Ordinary Resolution u/s 391 to 394 of the Companies Act, 1956 for approval of scheme of amalgamation of Kirloskar Systech Limited with Kirloskar Brother Limited and their respective shareholders .

Sr. No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	16620
II.	Total Shareholders to whom Postal Ballots send	10584	0	10584
	Total shareholders to whom email send	0	6036	6036
III.	Total shareholders who exercised their votes	196	66	262
IV.	Number of Postal Ballots rejected and/ or not voted	20#	0	20
	Number of shareholders	20#	0	20
	Number of shares	30641	0	30641
V.	Total no. of valid folios voted	178*	66	244
	Number of shareholders in favour	176	62	238
	Number of shareholders against	2	4	6
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	98.88%	93.94%	97.54%
VI.	Total votes (in terms of number of voting rights/shares) exercised	330450	36325932	36656382
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	30641	0	30641
	Total valid votes	299809	36325932	36625741
VII.	Number of votes in favour of the resolution	298373	36322754	36621127
	Number of votes against the resolution	1436	3178	4614
VIII.	Votes in favour of the resolution as a percentage of votes cast	99.52%	99.99%	99.99%

Notes:

3. "*" Includes two cases where the shareholders have voted partly for the resolution and partly not voted for the resolution.
4. "#" Includes seven cases who have not fully voted for the resolution and eleven cases which stands rejected.

Place: Pune
Date: February 24, 2016



S. V Deulkar
C.P. No. 965

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Report on the Voting Process of the Postal Ballots and voting through electronic mode of Kirloskar Brothers Limited (the Company) on the resolutions as under:

- a) Resolution no. 1 – Special Resolution u/s 4 and 13 of the Companies Act, 2013 for insertion of new clause in the object clause of Memorandum of Association of the Company.

Sr. No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	16620
II.	Total Shareholders to whom Postal Ballots send	10584	0	10584
	Total shareholders to whom email send	0	6036	6036
III.	Total shareholders who exercised their votes	196	66	262
IV.	Number of Postal Ballots rejected and/ or not voted	18#	1	19
	Number of shareholders	18#	1	19
	Number of shares	15267	10	15277
V.	Total no. of valid folios voted	180*	65	245
	Number of shareholders in favour	179	63	242
	Number of shareholders against	1	2	3
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	99.44%	96.92%	98.78%
VI.	Total votes (in terms of number of voting rights/shares) exercised	330450	36325932	36656382
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	15267	10	15277
	Total valid votes	315183	36325922	36641105
VII.	Number of votes in favour of the resolution	313822	36325919	36639741
	Number of votes against the resolution	1361	3	1364
VIII.	Votes in favour of the resolution as a percentage of votes cast	99.57%	99.99%	99.99%

Notes:

1. '**' Includes two cases where the shareholders have voted partly for the resolution and partly not voted for the resolution.
2. '#' Includes five cases who have not fully voted for the resolution and eleven cases which stands rejected.



Date of AGM/EGM	Postal Ballot/E-voting period January 20, 2016 to February 19, 2016
Total number of shareholders on record date	16620
No. of Shareholders present in the meeting either in person or Promoter and Promoter Group:	NA
Public:	
No. of Shareholders present in the meeting through Video	NA
Promoter and Promoter Group:	
Public:	

Agenda-wise disclosure

Resolution Required: (Ordinary/ Special)

Insertion of New Clause in the Object clause of Memorandum of Association. – Special Resolution

Whether promoter/ promoter group are interested in agenda/ resolution?		No						
Category	Mode of Voting	No. of Shares (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E- Voting		31,199,391	62.03	31199391	0	100.00	0.00
	Postal Ballot		-	0.00	0	0	0.00	0.00
	Total	50,298,545	31,199,391	62.03	31199391	0	100.00	0.00
Public Institution	E- Voting		5,107,629	31.22	5107629	0	100.00	0.00
	Postal Ballot		-	0.00	0	0	0.00	0.00
	Total	16,357,799	5,107,629	31.22	5107629	0	100.00	0.00
Public - Non Institution	E- Voting		18,902	0.15	18899	3	99.98	0.02
	Postal Ballot		315,183	2.47	313822	1361	99.57	0.43
	Total	12,752,582	*334,095	2.62	332721	1364	99.59	0.41

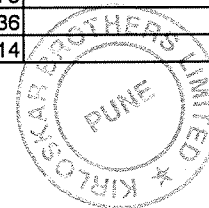
*Note: excludes 15267 shares found Invalid/abstained

Resolution Required: (Ordinary/ Special)

Approval of Scheme of Amalgamation of Kirloskar Systech Limited with Kirloskar Brothers Limited and their respective Shareholders Passed with requisite majority - Ordinary Resolution

Whether promoter/ promoter group are interested in agenda/ resolution?		As per SEBI circular CIR/CFD/DIL/8/2013 dated May 21, 2013, the Scheme shall be acted upon only if the vote cast by the public shareholders in favour are more than the number of votes cast by the public shareholders against it.						
Category	Mode of Voting	No. of Shares (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E- Voting		31199391	62.03	31199391	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	50298545	31199391	62.03	31199391	0	100.00	0.00
Public Institution	E- Voting		5107629	31.22	5107629	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	16357799	5107629	31.22	5107629	0	100.00	0.00
Public - Non Institution	E- Voting		18912	0.15	15734	3178	83.20	16.80
	Postal Ballot		299809	2.35	298373	1436	99.52	0.48
	Total	12752582	**318721	2.50	314107	4614	98.55	1.45

*Note: excludes 30641 shares found Invalid/abstained



KIRLOSKAR BROTHERS LTD.

SANDEEP PHADNIS
COMPANY SECRETARY