

To  
The Chairman,  
96<sup>th</sup> Annual General Meeting,  
Kirloskar Brothers Limited,  
Udyog Bhavan, Tilak Road,  
Pune-411002

**Sub: Results of E-voting and voting by Poll.**

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 e-voting process (during July 18, 2016 to July 20, 2016) and voting by poll (at 96<sup>th</sup> Annual General Meeting (AGM) held on July 21, 2016) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of 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 poll by the shareholders on the resolutions proposed in the Notice of the 96<sup>th</sup> Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer’s report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (“NSDL”) and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 96<sup>th</sup> Annual General Meeting of the Company held on July 21, 2016:

- a) Report on E-voting;
- b) Report on Poll; and
- c) Combined report of e-voting and Poll

I hereby declare that all the Resolutions have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,  
Yours faithfully,

For SVD & Associates



S. V. Deulkar

Partner

FCS No. 1321

C. P. No. 965

Place: Pune

Date: July 21, 2016

*Received*  
For KIRLOSKAR BROTHERS LTD.  
  
SANJAY KIRLOSKAR  
Chairman & Managing Director

**S. V. Deulkar**  
Practicing Company Secretary  
63, Ashok Nagar, Pune 411007

**Combined Report**  
**Kirloskar Brothers Limited (CIN:- L29113PN1920PLC000670)**  
**96th Annual General Meeting held on July 21, 2016**

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	<b>Ordinary Resolution:-</b> To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Auditor's and Board of Directors thereon and Consolidated Financial Statements of the Financial Year ended March 31, 2016.	36640504	8	137756	0	36778260	8	Resolution passed with requisite majority
2	<b>Ordinary Resolution:-</b> To confirm payment of interim dividend as Final Dividend for the Financial Year 2015 2016.	36640504	8	136256	1500	36776760	1508	Resolution passed with requisite majority
3	<b>Ordinary Resolution:-</b> To appoint a Director in place of Mr. Alok Kirloskar (DIN: 05324745), who retires by rotation and being eligible, offers himself for re-appointment.	36640504	8	137756	0	36778260	8	Resolution passed with requisite majority
4	<b>Ordinary Resolution:-</b> To appoint M/s. P. G. Bhagwat, Chartered Accountants (Firm Reg No. 101118W) as Statutory Auditors and to fix their remuneration.	36636114	4083	137756	0	36773870	4083	Resolution passed with requisite majority



S. V. Deulkar  
Practicing Company Secretary  
63, Ashok Nagar, Pune 411007

Combined Report  
Kirtoskar Brothers Limited (CIN:- L29113PN1920PLC000670)  
96th Annual General Meeting held on July 21, 2016

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
5	<b>Special Resolution:-</b> To approve the payment and distribution of sum not exceeding 1% (one) of the net profits by way of commission amongst the Directors.	36638029	2483	136047	187	36774076	2670	Resolution passed with requisite majority
6	<b>Ordinary Resolution:-</b> To approve the payment of Rs. 1,000,000/- to Mr. S. N. Inamdar for availing professional legal services over and above the remuneration and the sitting fees.	36620626	19886	104940	0	36725566	19886	Resolution passed with requisite majority
7	<b>Ordinary Resolution:-</b> To approve the re-appointment of Mr. Sanjay Kirtoskar as Managing Director w.e.f November 19,2015 for a period of five years and remuneration thereof.	5391596	4008	137734	0	5529330	4008	Resolution passed with requisite majority
8	<b>Ordinary Resolution:-</b> To approve the payment of remuneration to M/s. Parkhi Limaye & Co. Cost Auditors appointed for the year 2016-17.	36639230	1282	137734	0	36776964	1282	Resolution passed with requisite majority

Date: July 21, 2016

Place: Pune

Received  
For KIRLOSOKAR BROTHERS LTD.

SANJAY KIRLOSOKAR  
Chairman & Managing Director

S.V. DEULKAR  
COMPANY SECRETARY  
FCS 1321 C P 965  
63 Ashok Nagar-Pune-411007