

SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune – 411005
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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,

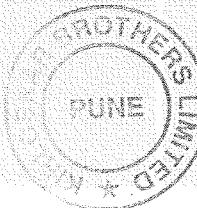
I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Kirloskar Brothers Limited ("the Company") for scrutinizing the voting process of the Postal Ballots [upto February 19, 2016 (5.00 PM)] and voting through electronic mode [during January 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
* FCS-1321 *
* CP-965 *
COMPANY SECRETARY
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:

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

