



KIRLOSKAR ELECTRIC COMPANY LTD.,

Sect./53/2015
September 30, 2015

The Secretary,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Mumbai – 400 051

Symbol - KECL
Series - EQ

Dear Sir,

Sub: - Clause 35A of the Listing Agreement with Stock Exchange
Ref: - 68th Annual General Meeting held on September 28, 2015

With reference to the captioned 68th Annual General Meeting of the Company, we are furnishing hereunder the requisite details pursuant to clause 35A of the Listing Agreement with you:-

I.	Date of 68 th Annual General meeting	September 28, 2015
II.	Total number of Shareholders on record date	36,761(As per Specified Date)
III.	No. of Shareholders present in the meeting either in person or through proxy i) Promoter & Promoter Group ii) Public iii) Proxy	11 78 0
IV.	Number of Shareholders attended the meeting through video conferencing	Not Applicable

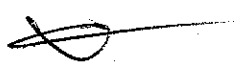
V. Agenda wise Details:-

(Ordinary Business)

Item No.	Details of Agenda	Resolution required	Mode of voting	Results
1.	Adoption of Financial Statements for the year ended March 31, 2015.	Ordinary Resolution	e-voting/poll	Approved
2.	Appointment of M/s. B.K. Ramadhyani & Co., LLP Chartered Accountants, (Registration No: 002878S) as Auditors and authorise Board to fix their remuneration. Appointment of M/s. Sundar & Associates, Chartered Accountants, Selangar Darul Ehsan, Malaysia, are the retiring Auditors.	Ordinary Resolution	e-voting/poll	Approved
3.	Re-appointment of Mr. K. Ganesh as a Director who retires by rotation and eligible for re-appointment.	Ordinary Resolution	e-voting/poll	Approved

(Special Business)

Item No.	Details of Agenda	Resolution required	Mode of voting	Results
4.	Appointment of Dr. Ashok Misra as a Director	Ordinary Resolution	e-voting/poll	Approved
5.	Appointment of Ms. Janaki Kirloskar as a Director	Ordinary Resolution	e-voting/poll	Approved
6.	Revision of remuneration of Mr. Vijay R Kirloskar, Executive chairman of the Company	Special Resolution	e-voting/poll	Approved
7.	Revision of remuneration of Mr. Vinayak N Bapat, Managing Director of the Company.	Special Resolution	e-voting/poll	Approved
8.	Revision of remuneration of Mr. Anand B Hunnur,	Special Resolution	e-voting/poll	Approved



	Director – Sales of the Company.			
9.	Appointment of Cost Auditors of the Company and to fix their remuneration as approved by the Board.	Ordinary Resolution	e-voting/poll	Approved
10.	To create, offer, issue & allot at any time to or to the benefit of such persons(s) who are in permanent employment of the Company, including Directors of the Company, whether working in India or abroad, except to the promoter Directors, under the Employment Stock Option Scheme 2012 (hereinafter referred to as "the ESOP Scheme 2012"), such number of equity shares (referred to as "securities") which shall not exceed five percent of the issued equity shares of the Company.	Special Resolution	e-voting/poll	Approved
11.	To raise funds by way of issue of equity/preference share capital of the Company on private placement	Special Resolution	e-voting/poll	Approved
12.	To increase the authorised share capital of the Company	Ordinary Resolution	e-voting/poll	Approved
13.	Alteration of Clause V of Memorandum of Association of the Company	Special Resolution	e-voting/poll	Approved
14.	Alteration of Clause 6(1) of Articles of Association of the Company.	Special Resolution	e-voting/poll	Approved



VI. In case of e-voting/poll, Details are given hereunder:

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstandi ng shares (3) = [(2)/(1)]* 100	No. of votes in favour	No. of votes again st	% of votes in favour on votes polled (6)= [(4)/(2)]*1 00	% of votes against votes polled (7)= [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 1

Adoption of Financial Statements for the year ended March 31, 2015.

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255610	1.19	255437	173	99.93	0.07
Total (A)	53179567	27799953	52.28	27799780	173	99.999	0.001

Resolution 2

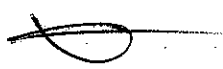
Appointment of M/s. B.K. Ramadhyani & Co., LLP Chartered Accountants, (Registration No: 002878S) as Auditors and authorise Board to fix their remuneration. Appointment of M/s. Sundar & Associates, Chartered Accountants, Selangor Darul Ehsan, Malaysia, are the retiring Auditors.

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255465	1.19	255295	170	99.93	0.07
Total (B)	53179567	27799808	52.28	27799638	170	99.999	0.001

Resolution 3

Re-appointment of Mr. K. Ganesh as a Director who retires by rotation and eligible for re-appointment.

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00



Public – others	21552989	255607	1.19	255407	200	99.92	0.08
Total (C)	53179567	27799950	52.28	27799750	200	99.999	0.001

Resolution 4

Appointment of Dr. Ashok Misra as a Director

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255603	1.19	255427	176	99.93	0.07
Total (D)	53179567	27799946	52.28	27799770	176	99.999	0.001

Resolution 5

Appointment of Ms. Janaki Kirloskar as a Director

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255603	1.19	255282	321	99.87	0.13
Total (E)	53179567	27799946	52.28	27799625	321	99.999	0.001

Resolution 6

Revision of remuneration of Mr. Vijay R Kirloskar, Executive chairman of the Company

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255610	1.19	255285	325	99.87	0.13
Total (F)	53179567	27799953	52.28	27799628	325	99.999	0.001

Resolution 7

Revision of remuneration of Mr. Vinayak N Bapat, Managing Director of the Company.



Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255535	1.19	255356	179	99.93	0.07
Total (G)	53179567	27799878	52.28	27799699	179	99.999	0.001

Resolution 8

Revision of remuneration of Mr. Anand B Hunnur, Director – Sales of the Company.

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255522	1.19	255342	180	99.93	0.07
Total (H)	53179567	27799865	52.28	27799685	180	99.999	0.001

Resolution 9

Appointment of Cost Auditors of the Company and to fix their remuneration as approved by the Board.

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255542	1.19	255372	170	99.93	0.07
Total (I)	53179567	27799885	52.28	27799715	170	99.999	0.001

Resolution 10

To create, offer, issue & allot at any time to or to the benefit of such persons(s) who are in permanent employment of the Company, including Directors of the Company, whether working in India or abroad, except to the promoter Directors, under the Employment Stock Option Scheme 2012 (hereinafter referred to as "the ESOP Scheme 2012"), such number of equity shares (referred to as "securities") which shall not exceed five percent of the issued equity shares of the Company.

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00



Public – others	21552989	255387	1.18	255377	10	99.996	0.004
Total (J)	53179567	27799730	52.28	27799720	10	99.99996	0.00004

Resolution 11

To raise funds by way of issue of equity/preference share capital of the Company on private placement

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255556	1.19	255380	176	99.93	0.07
Total (K)	53179567	27799899	52.28	27799723	176	99.999	0.001

Resolution 12

To increase the authorised share capital of the Company

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255542	1.19	255366	176	99.93	0.07
Total (L)	53179567	27799885	52.28	27799709	176	99.999	0.001

Resolution 13

Alteration of Clause V of Memorandum of Association of the Company

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255498	1.19	255492	6	99.998	0.002
Total (M)	53179567	27799841	52.28	27799835	6	99.99998	0.00002

Resolution 14

Alteration of Clause 6(1) of Articles of Association of the Company.

Promoter & Promoter Group	27544343	27544343	100.00	27544343	0	100.00	0.00
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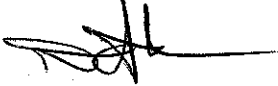


Public - Institutional holders	4082235	0	0.00	0	0	0.00	0.00
Public – others	21552989	255498	1.19	255492	6	99.998	0.002
Total (N)	53179567	27799841	52.28	27799835	6	99.99998	0.00002

Enclosed herewith is the Scrutinizer's Report. This is for your information and records.

Thanking You

Yours faithfully
For KIRLOSKAR ELECTRIC COMPANY LIMITED



VINAYAK N BAPAT
Managing Director
DIN: 06936639

Encl: a/a

V. Sreedharan & Associates

Company Secretaries

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Fax : 080-22116252
Mobile : 98452 14399, 99867 71214
compliance@sreedharan.com
GNR Complex, 1st & 2nd Floor, 32/33,
8th Cross, Opp. Wilson Garden Police Station,
Wilson Garden, Bangalore - 560 027.

FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of the Sixty Eighth Annual General Meeting of the Equity Shareholders of
"KIRLOSKAR ELECTRIC COMPANY LIMITED" held on September 28, 2015 at G. M.
Rejoyz #158, 8th Main, 8th Cross, Malleswaram, Bangalore - 560003 at 10.00 A.M.

Sir,

I, V. Sreedharan, Partner of M/s V.Sreedharan and Associates, Company Secretaries,
Bangalore, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act,
2013 read with Rule 20 of the Companies (Management and Administration) Rules,
2014 and pursuant to clause 35B of the Listing Agreement, for the purpose of
scrutinizing the remote e-voting process and voting by poll taken at the 68th Annual
General Meeting of the Equity Shareholders of "KIRLOSKAR ELECTRIC COMPANY
LIMITED" held on Monday, September 28, 2015 at G. M. Rejoyz #158, 8th Main, 8th
Cross, Malleswaram, Bangalore-560003.

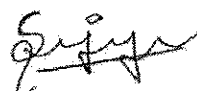


We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M on Friday, September 25, 2015 up to 6.00 P.M on Sunday, September 27, 2015.
2. The Notice of the 68th Annual General Meeting was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of the Notice was sent by permitted mode.
3. The e-voting event was finalised on September 28, 2015 around 1.17 P.M. in presence of two witnesses, namely Ms. Kanumilli Soujanya , residing at No. 39, "Anood", 10th Cross, LIC Colony, Jayanagar 3rd Block East, Bangalore 560 011 and Mr. Pradeep B. Kulkarni residing at 53/1A, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bangalore 560055 who are not in the employment of the Company.

They have signed below in confirmation of the event being finalised in their presence:


(K. Soujanya)


(Pradeep B. Kulkarni)



B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

C. Result of E-Voting and Poll is as under:

1. The voting rights were reckoned as on September 21, 2015 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the 68th Annual General Meeting, the votes cast through remote e-voting were unblocked on September 28, 2015 at 1.17 P.M.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
4. The combined result of remote e-voting and poll is as under:



Resolution No. 1

To consider and adopt the Directors' Report, Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended 31st March, 2015 together with the Auditors' Report thereon.

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	37	24	61
Number of votes cast by them	2,77,97,759	2,021	2,77,99,780
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	173	NIL	173
% of Total Number of valid votes cast	Negligible	NIL	Negligible



(iii) **Invalid Votes:**

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	9	9
Number of votes cast by them	NIL	597	597

Resolution No. 2

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s. B K Ramadhyani & Co., Chartered Accountants, Bangalore (Registration No.002878S/S200021) and M/s. Sundar & Associates, Chartered Accountants, Selangor Darul Ehsan, Malaysia, are the retiring Auditors, seeking re-appointment.

(i) **Voted in favour of Resolution**

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	38	23	61
Number of votes cast by them	2,77,97,762	1,876	2,77,99,638
% of Total Number of valid votes cast	100	100	100



(ii) Voted against the resolution

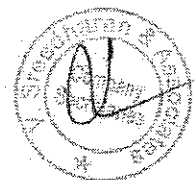
	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	170	NIL	170
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	10	10
Number of votes cast by them	NIL	742	742

Resolution No. 3

"RESOLVED THAT Mr. K Ganesh (DIN:05160176), who retires as Director pursuant to the Articles of Association of the Company and Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company to hold office upto the date of next Annual General Meeting."



(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	36	23	59
Number of votes cast by them	2,77,97,753	1,997	2,77,99,750
% of Total Number of valid votes cast	100	98.81	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	1	3
Number of votes cast by them	176	24	200
% of Total Number of valid votes cast	Negligible	1.19	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	9	10
Number of votes cast by them	3	597	600



Resolution No. 4

RESOLVED THAT Dr. Ashok Misra (DIN: 00006051), who was appointed as an Additional Director of the Company with effect from August 13, 2015 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under section 161(1) of the Companies Act, 2013 (the Act) and who is eligible for appointment and in respect of whom the Company has received a notice under Section 160(1) of the Act from the Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company."

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	36	23	59
Number of votes cast by them	2,77,97,753	2,017	2,77,99,770
% of Total Number of valid votes cast	100	100	100



(ii) Voted against the resolution

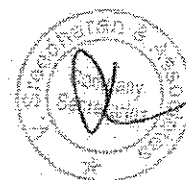
	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	176	NIL	176
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	10	11
Number of votes cast by them	3	601	604

Resolution No. 5

RESOLVED THAT Ms. Janaki Kirloskar (DIN: 00309238), who was appointed as an Additional Director of the Company with effect from August 13, 2015 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under section 161(1) of the Companies Act, 2013 (the Act) and who is eligible for appointment and in respect of whom the Company has received a notice under Section 160(1) of the Act from the Member/Candidate proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company."



(i) Voted in favour of Resolution

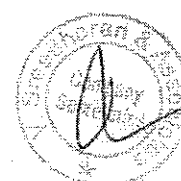
	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	36	22	58
Number of votes cast by them	2,77,97,753	1,872	2,77,99,625
% of Total Number of valid votes cast	100	92.81	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	1	3
Number of votes cast by them	176	145	321
% of Total Number of valid votes cast	Negligible	7.19	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	10	11
Number of votes cast by them	3	601	604



Resolution No. 6

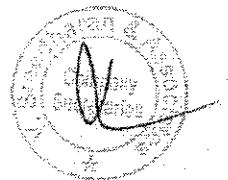
RESOLVED THAT pursuant to Sections 197, 198, 200 and applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and subject to approval of the Central Government, consent of the Company be and is hereby accorded for revision of remuneration of Mr. Vijay R Kirloskar (having DIN 00031253), Executive Chairman of the Company for a period of 2 (Two) years with effect from July 01, 2015 to Rs. 5.10 Crore p.a (Rupees Five Crore Ten Lakhs) on the terms and conditions including remuneration as set out below:

a. Salary:

Rs. 4,000,000 p.m. (Rupees Forty Lakhs) with power to the Board of Directors to revise and fix the salary from time to time up to a sum not exceeding Rs.5,000,000 p.m. (Rupees Fifty Lakhs).

b. Perquisites and Allowances

1. The Chairman shall be entitled to perquisites like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowance, car allowance, performance incentive, Re-imbursement of water, Gas and Electricity bills at residence, medical expenses for self and his family including dependents and all other payments in nature of perquisites and allowances as agreed by the Board of Directors subject to ceiling of Rs. 3,000,000 p.a. and the applicable premium payable on the Company's policies towards medi-claim and personal accident insurance.



Explanation

"Family" here means the spouse, dependent children of the Chairman.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purposes and Telephone at residence and Cell Phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imbursement of ordinary medical expenses, in case of hospitalisation of the Chairman, the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs. 3,000,000 p.a. in any financial year.

2. Contribution to Provident Fund and to Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.



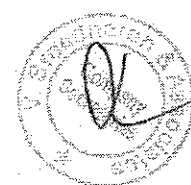
4. The Chairman shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the Company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, where in any financial year during the currency of tenure of the appointment, the Company has no profits or its profits are inadequate, salary of Rs.4,000,000/- p.m (Rupees Forty Lakhs only) shall be payable to Mr. Kirloskar as minimum remuneration apart from Contribution to Provident Fund, Superannuation Fund and Gratuity payable at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done, all such acts, deeds and things as they may think necessary or expedient for the purpose of giving effect to this resolution and to settle all questions and matters arising out of and incidental to the proposed appointment.

(i) Voted **in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	35	23	58
Number of votes cast by them	2,77,97,752	1,876	2,77,99,628
% of Total Number of valid votes cast	100	92.83	100



(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	4	1	5
Number of votes cast by them	180	145	325
% of Total Number of valid votes cast	Negligible	7.17	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	9	9
Number of votes cast by them	NIL	597	597

Resolution No. 7

RESOLVED THAT pursuant to Sections 197, 198 and applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, consent of the Company be and is hereby accorded for the revision of remuneration of Mr. Vinayak N Bapat, Managing Director of the Company with effect from July 01, 2015 to Rs. 8,000,000 p.a. (Rupees Eighty Lakhs) on the terms and conditions including remuneration as set out below:



a. Salary:

Rs.2,500,000/- (Rupees Twenty Five Lakhs) with power to the Board of Directors to revise and fix the salary from time to time up to a sum not exceeding Rs.4,600,000 p.a. (Rupees Forty six Lakhs).

b. Perquisites and Allowances

1. The Managing Director shall be entitled to perquisites like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowance, car allowance, performance incentive, Re-imbursement of water, Gas and Electricity bills at residence, medical expenses for self and his family including dependents and all other payments in nature of perquisites and allowances as agreed by the Board of Directors subject to ceiling of Rs.5,500,000/- p.a (Rupees Fifty Five Lakhs) and the applicable premium payable on the Company's policies towards medi-claim and personal accident insurance.

Explanation

"Family" here means the spouse, dependent children, dependant parent of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.



Use of Company's Car for official purposes and Telephone at residence and Cell Phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imbursement of ordinary medical expenses, in case of hospitalisation of the Managing Director, the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs. 5,500,000/- p.a. in any financial year.

2. Contribution to Provident Fund and to Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

4. The Managing Director shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the Company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V, the remuneration as set out above, be paid to Mr. Vinayak Narayan Bapat during the term of his office, despite the company incurring loss or profits of the company being inadequate to pay such a remuneration during the term of his office.



RESOLVED FURTHER THAT any director of the Company be and are severally authorised to do the necessary acts and deeds, necessary for filing requisite e-forms with the appropriate Authority within such time and period as may be prescribed.

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	35	22	57
Number of votes cast by them	2,77,97,752	1,947	2,77,99,699
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	NIL	3
Number of votes cast by them	179	NIL	179
% of Total Number of valid votes cast	Negligible	NIL	Negligible



(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	11	12
Number of votes cast by them	1	671	672

Resolution No. 8

RESOLVED THAT pursuant to Sections 197, 198 and applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto, consent of the Company be and is hereby accorded to the revision of the remuneration of Mr. Anand B Hunnur, Director-Sales of the Company with effect from July 01, 2015 to Rs. 5,600,000/- p.a (Rupees Fifty Six Lakhs) on the terms and conditions including remuneration as set out below:

a. Salary:

Rs.1,500,000/- (Rupees Fifteen Lakhs) with power to the Board of Directors to revise and fix the salary from time to time up to a sum not exceeding Rs. 2,500,000/- p.a. (Rupees Twenty five Lakhs)



b. Perquisites and Allowances

1. The Director-Sales shall be entitled to perquisites like rent free accommodation (including maintenance fee) or house rent allowance in lieu thereof, special allowance, car allowance, performance incentive, Re-imbusement of water, Gas and Electricity bills at residence, medical expenses for self and his family including dependents and all other payments in nature of perquisites and allowances as agreed by the Board of Directors subject to ceiling of Rs.4,100,000/- p.a (Rupees Forty One Lakhs) and the applicable premium payable on the Company's policies towards medi-claim and personal accident insurance.

Explanation

"Family" here means the spouse, dependent children, dependant parent of the Director-Sales.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purposes and Telephone at residence and Cell Phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.



Apart from the re-imbursement of ordinary medical expenses, in case of hospitalisation of the Director-Sales, the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs. 4,100,000/- p.a. in any financial year.

2. Contribution to Provident Fund and to Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

4. The Director-Sales shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the Company.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V, the remuneration as set out above, be paid to Mr. Anand B Hunnur during the term of his office, despite the company incurring loss or profits of the company being inadequate to pay such a remuneration during the term of his office.

RESOLVED FURTHER THAT any director of the Company be and are severally authorised to do the necessary acts and deeds, necessary for filing requisite e-forms with the appropriate Authority within such time and period as may be prescribed."



(i) Voted in favour of Resolution

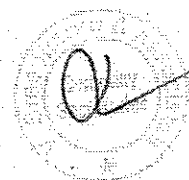
	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	35	21	56
Number of votes cast by them	2,77,97,752	1,933	2,77,99,685
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	4	NIL	4
Number of votes cast by them	180	NIL	180
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	12	12
Number of votes cast by them	NIL	685	685



Resolution No. 9

RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications (s) or re-enactment thereof, for the time being in force), consent of the Company is be and hereby accorded to appoint the cost auditors and to authorise the Board to fix their remuneration for conducting the audit of the cost records of the Company for the financial year ending March 31, 2016 as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	38	21	59
Number of votes cast by them	2,77,97,762	1,953	2,77,99,715
% of Total Number of valid votes cast	100	100	100



(ii) Voted **against** the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	170	NIL	170
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	12	12
Number of votes cast by them	NIL	665	665

Resolution No. 10

RESOLVED THAT pursuant to the provisions of Section 62(b) of Companies Act, 2013 ('the Act') read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") (including any statutory modification(s) or re-enactment of the Act or the ESOP Guidelines, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed or other



relevant authority, from time to time, to the extent applicable and subject to such other conditions and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any committee including Nomination and Remuneration Committee (earlier Remuneration and Compensation Committee) which the Board may constitute to exercise its powers, including the powers, conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot at any time to or to the benefit of such persons(s) who are in permanent employment of the Company, including Directors of the Company, whether working in India or abroad, except to the promoter Directors, under the Employment Stock Option Scheme 2012 (hereinafter referred to as "the ESOP Scheme 2012"), such number of equity shares (referred to as "securities") which shall not exceed five percent of the issued equity shares of the Company as on the date of grant of option(s), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board/ Committee.

RESOLVED FURTHER THAT the said Securities may be granted/allotted to such employees/directors of the Company in accordance with the ESOP Scheme 2012 in the prescribed manner.

RESOLVED FURTHER THAT the issue of Securities to any non-resident employee(s), non-resident Director(s) shall be subject to such approvals, permissions or consents as may be necessary from Reserve Bank of India or any other relevant authority in this regard.

A handwritten signature in dark ink is written over a circular stamp. The stamp appears to be a corporate seal or official stamp, though the details are faint. The signature is a stylized, cursive 'A' or similar character.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the ESOP Guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted upon exercise under the ESOP Scheme 2012, on the stock exchanges where the Company's shares are listed as per the terms and conditions of the listing agreement entered into with the stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of the Securities under the ESOP Scheme 2012, the Board/ Committee be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect and make any modifications, changes, variations, alterations or revision in the said ESOP Guidelines 2012 or to suspend, withdraw or revive the ESOP Scheme 2012 from time to time as per the discretion of the Board/Committee and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board/ Committee to secure any further consent or approval of the shareholder of the Company.



(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	37	19	56
Number of votes cast by them	2,77,97,925	1,795	2,77,99,720
% of Total Number of valid votes cast	100	99.83	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	1	3
Number of votes cast by them	7	3	10
% of Total Number of valid votes cast	Negligible	0.17	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	13	13
Number of votes cast by them	NIL	820	820



Resolution No. 11

RESOLVED THAT pursuant to Section 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013, SEBI Rules, Listing agreement, Investor Capital Disclosure Rules, and any other provision as applicable (including any statutory modification(s) or re-enactments thereof, for the time being in force), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and any other applicable laws including the SEBI regulations and guidelines and subject to necessary approvals as may be applicable and such other approvals, permissions and sanction, as may be necessary by the Board of Directors of the Company or any duly constituted committee of the Board or such other authority as may be approved by the board, consent of the Company be and is hereby accorded to raise funds up to Rs. 75.00 crores (Rupees seventy five crores) by way of issue of equity/preference shares of the Company on private placement basis, in one or more tranches, to such person or persons who may be individuals, Body Corporates, Venture Capital Funds, Private Equity Funds, Mutual Funds, Companies, Private or Public or other entities or authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to any Private Placement of Equity/Preference shares of the Company, the Board of Directors of the Company or any duly constituted Committee of the Board or Such other Authority as may be approved by the Board be and is hereby authorized to determine the terms of the issue including class of investors to whom the equity/ preference shares are to be allotted, the number of equity shares to be allotted in each tranche, issue price, premium / discount to the prevailing market price, amount of issue, discount to issue price to a class of equity/preference shareholders, listing, issuing any declaration / undertaking



etc., required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force.

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	37	22	59
Number of votes cast by them	2,77,97,756	1,967	2,77,99,723
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	176	NIL	176
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes:

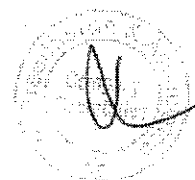
	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	11	11
Number of votes cast by them	NIL	651	651



Resolution No. 12

"RESOLVED THAT pursuant to the Article 66 of Articles of Association of the Company and provisions of section 13 and section 61 read with section 64 and other applicable provisions, if any, of the Companies Act, 2013 [including any amendment thereto or re-enactment thereof] and other rules framed there under, the consent of the Company be and is hereby accorded to increase the Authorised Share capital of the Company from existing Rs 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (six crores) Equity shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference shares of Rs. 100/- each to Rs. 1,650,000,000 (Rupees One Hundred and Sixty Five Crores) divided into 90,000,000 (Nine Crores) Equity shares of Rs. 10/- each and 7,500,000 (Seventy Five Lakhs) Preference shares of Rs. 100/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vijay R Kirloskar, Executive Chairman, Mr. Vinayak N Bapat, Managing Director and Mr. Anand B Hunnur, Director – Sales of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions"



(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	37	21	58
Number of votes cast by them	2,77,97,756	1,953	2,77,99,709
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	176	NIL	176
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	12	12
Number of votes cast by them	NIL	665	665

Resolution No. 13

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting existing clause V of Memorandum of Association of the Company with the following clause V.

V. The Capital of the Company is Rs. 1,650,000,000 (Rupees One Hundred and Sixty Five Crores) divided into 90,000,000 (Nine Crores) Equity shares of Rs. 10/- each and 7,500,000 (Seventy Five Lakhs) Preference shares of Rs. 100/- each, with powers to increase or reduce the capital of the Company for the time being into several classes and to attach thereto repetitively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vijay R Kirloskar, Executive Chairman, Mr. Vinayak N Bapat, Managing Director and Mr. Anand B Hunnur, Director – Sales of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions and further authorised to issue allot the above shares to existing shareholders, promoters, employees and such investors who may or may not be presently the members of the Company."

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	38	19	57
Number of votes cast by them	2,77,97,926	1,909	2,77,99,835
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	6	NIL	6
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	14	14
Number of votes cast by them	NIL	709	709



Resolution No. 14

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting sub clause (1) of clause 6 of the Articles of Association of the Company with the following clause.

6 (1) The Authorised Share Capital of the Company is Rs. 1,650,000,000 (Rupees One Hundred and Sixty Five Crores) divided into 90,000,000 (Nine Crores) Equity shares of Rs. 10/- each and 7,500,000 (Seventy Five Lakhs) Preference shares of Rs. 100/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vijay R Kirloskar, Executive Chairman, Mr. Vinayak N Bapat, Managing Director and Mr. Anand B Hunnur, Director - Sales of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions"

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	38	19	57
Number of votes cast by them	2,77,97,926	1,909	2,77,99,835
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	6	NIL	6
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	14	14
Number of votes cast by them	NIL	709	709

5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

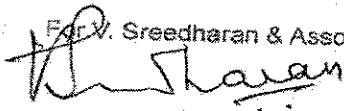


6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan
Partner
F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: 30-09-2015