# KIRLOSKAR INDUSTRIES LIMITED

Enriching Lives

8 August 2013

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex,
Bandra(E),
**Mumbai- 400 051**

**Ref: Stock Code KIRLOSIND**

Dear Sir,

Subject: Proceedings of Annual General Meeting

Pursuant to Clause 31(d) of Listing Agreement, please find enclosed herewith proceedings of Annual General Meeting of the Company held on 8 August 2013 at 11.00 a.m. at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, near Ganjave Chowk, Pune-411 030.

Thanking you.

Yours faithfully,
For Kirloskar Industries Limited

A.V.Mali

KIRLOSKAR INDUSTRIES LTD. PUNE-38

Ashwini Mali
Assistant Company Secretary &
Compliance Officer

Encl.: As above

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**PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF KIRLOSKAR INDUSTRIES LIMITED DULY CONVENED AND HELD AT S. M. JOSHI SOCIALIST FOUNDATION (S. M. JOSHI HALL), S. NO. 191/192, NAVI PETH, NEAR GANJAVE CHOWK, PUNE – 411 030 ON THURSDAY, 8 AUGUST 2013 AT 11.00 A.M.**

Directors present:

Atul C. Kirloskar – Chairman
Nihal G. Kulkarni
Anil N. Alawani – Chairman of the Audit Committee
Aditi V. Chirmule – Executive Director & Company Secretary
Vijay K. Bajhal
Anant R. Sathe

49 members (representing 59 folios) and 3 proxies (representing 20 folios) attended at the meeting. Since the requisite quorum being present, the Chairman called the meeting to order.

The Chairman declared that Mr. A. N. Alawani, Chairman of the Audit Committee, was present.

Mr. Shrikrishna N. Inamdar and Ms. Gauri Kirloskar, Directors of the Company had conveyed their inability to attend the Annual General Meeting

With the consent of the members present, the Notice convening the Annual General Meeting was taken as read. Thereafter, the Chairman addressed the meeting. As requested by the Chairman, Assistant Company Secretary read the Auditors' Report. The Chairman invited the queries on the Annual Report and replied to the queries raised by the Members.

Thereafter, the following matters were considered and approved by the members by show of hands:

**ORDINARY BUSINESS:**

| ITEM | PARTICULARS | TYPE OF RESOLUTION |
|---|---|---|
| 1 | To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31 March 2013, the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon. | Ordinary Resolution |
| 2 | To declare dividend on equity shares for the Financial Year ended on 31 March 2013. | Ordinary Resolution |
| 3 | To appoint a Director in place of Mr. Shrikrishna N. Inamdar, who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary Resolution |
| 4 | To appoint a Director in place of Mr. Vijay K. Bajhal, who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary Resolution |
| 5 | To appoint M/s. G. D. Apte & Co., Chartered Accountants, Pune (Firm Registration No. 100515W) as Statutory Auditors of the Company, for the period commencing from conclusion of this AGM till the conclusion of next AGM and the Board of Directors of the company to fix their remuneration for the said period. | Ordinary Resolution |

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Necessary resolutions were passed for all the above Ordinary Business and the same were carried unanimously.

There being no other business, the Chairman thanked all those present and declared conclusion of the meeting.

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(The above are only the proceedings of the Annual General Meeting of the Members of Kirloskar Industries Limited, Pune and do not purport to be the Minutes of the said meeting.)

For Kirloskar Industries Limited

A. V. Mali

Ashwini Mali
Assistant Company Secretary &
Compliance Officer

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