KIRLOSKAR INDUSTRIES LIMITED
A Kirloskar Group Company

Enriching Lives

2 September 2014

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

Subject: Proceedings of Annual General Meeting.

Pursuant to Clause 31(d) of Listing Agreement, please be informed that the following business was transacted at the Annual General Meeting of the Company held on 2 September 2014 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;

1. Directors Report, Balance Sheet as at 31st March 2014 and Statement of Profit and Loss for the year ended on that date and Report of the Auditors thereon together with Schedules, Annexures as placed at the Meeting were received, considered and adopted.

2. Dividend at the rate of 40% for the financial year 2013-14, as recommended by the Board was declared to be paid to those eligible Members whose names appear on the Company's Register of Members as at the close of business hours on 25 August 2014.

3. Mr. Atul C. Kirloskar (holding DIN 00007387), Director, who retires by rotation, was re-appointed as director of the Company

4. M/s. G. D. Apte & Co., Chartered Accountants, Pune (Firm Registration Number 100515W), were appointed as Statutory Auditors of the Company, for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the 2nd Annual General Meeting (after commencement of the Companies Act, 2013), subject to ratification by the shareholders annually, at a remuneration to be decided by the Board Of Directors.

5. Appointment of Mrs. Priyamvada Ranade (holding DIN 06926401) as an Independent Director for a term of five (5) consecutive years commencing from 2 September 2014.

6. Appointment of Mr. Vijay Shirke (holding DIN 00006804) as an Independent Director for a term of five (5) consecutive years commencing from 2 September 2014.

7. Appointment of Mr. V. K. Bajhal (holding DIN 00531315) as an Independent Director for a term of two (2) consecutive years commencing from 2 September 2014.

8. Appointment of Mr. S. N. Inamdar (holding DIN 00025180) as an Independent Director for a term of five (5) consecutive years commencing from 2 September 2014.

9. Approval of remuneration to be paid to M/s. Joshi Apte & Associates, Cost Accountants of the Company, for auditing cost records maintained by the Company for the Financial Year 2014-15.

10. Payment of commission to Non-Executive Directors, of a sum not exceeding one percent per annum of the Net Profit of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, for each financial year, commencing from the Financial Year 2014-15.

11. Substitution of Article 122 of the Article of Association of the Company to reduce the minimum number of directors to 3 and maximum number of directors to 15.

You are requested to take note of it.

Thanking you.

Yours faithfully,
For **Kirloskar Industries Limited**

A.V.Mali

Ashwini Mali
Company Secretary &
Compliance Officer

E-mail : investorrelations@kirloskar.com
Regd. Office : 13 / A, Karve Road, Kothrud, Pune - 411 038.(India)
Phone : +91- (0)20 - 2545 2721 Telefax : +91- (0)20 - 2545 4723 Website : www.kirloskar.com **www.kil.net.in**
CIN No.: L29112PN1978PLC088972