

**KIRLOSKAR BROTHERS LIMITED**

A Kirloskar Group Company

Enriching Lives

SEC/ F: 17

September 25, 2014

(NSE Symbol : KIRLOSBROS)

Kind Attn. : Mr. Hari K.

National Stock Exchange of India Ltd.,

5th Floor, Exchange Plaza,

Bandra (East)

MUMBAI – 400 051

Dear Sirs,

Sub. : Proceedings of the 94th Annual General Meeting

Pursuant to the Clause 31(d) of the Listing Agreement, the following items were transacted at the 94th Annual General Meeting of the Members of Kirloskar Brothers Limited, duly convened and held at "Yamuna" Survey No. 98 (3-7), Baner, Pune 411 045 on Thursday, September 25, 2014 at 11.00 a.m.:

ORDINARY BUSINESS

Item No.	Particulars	
1	To receive, consider and adopt Directors' Report, Audited Balance Sheet as at March 31, 2014 and Profit and Loss Statement of the Company for the year ended on that date and the Auditors Report thereon	Ordinary Resolution
2	To declare dividend on equity shares for the year ended March 31, 2014	Ordinary Resolution
3	To re-appoint Mr. Vikram Kirloskar as a Director, who retires by rotation and being eligible offers himself for re-appointment	Ordinary Resolution
4	To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration	Ordinary Resolution

SPECIAL BUSINESS

Item No.	Particulars	
5	To appoint Mr. U V Rao as an Independent Director	Ordinary Resolution
6	To appoint Mr. S N Inamdar as an Independent Director	Ordinary Resolution



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7	To appoint Mr. P S Jawadekar as an Independent Director	Ordinary Resolution
8	To appoint Mrs. Lalita D Gupte as an Independent Director	Ordinary Resolution
9	To appoint Mr. Pratap B Shirke as an Independent Director	Ordinary Resolution
10	To alter provisions of Articles of Association	Special Resolution
11	To approve limits of borrowings and creation of charge upto Rs. 2500 Crores	Special Resolution
12	To approve remuneration payable to M/s. Parkhi Limaye & Co, Cost Accountants for the year 2014-15	Ordinary Resolution

This is for your records.

Thanking you,

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

Sandeep Phadnis
Company Secretary