

25 September 2024

BSE Limited  
Corporate Relationship Department  
1st Floor, P. J. Towers,  
Dalal Street, Fort,  
Mumbai 400 001.

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

**BSE Scrip Code: 500243**

**NSE Scrip Code: KIRLOSIND**

Sir / Madam,

**Sub.: Proceedings of the Annual General Meeting**

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), we wish to inform you that the following businesses were put to vote at the Annual General Meeting (AGM) of the Company held on Wednesday, 25 September 2024, at 11.30 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility, in compliance with the provisions of the Companies Act, 2013, ('the Act') and Rules made thereunder read with the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021, 5 May 2022 and 28 December 2022 and General Circular No. 09/2023 dated 25 September 2023, respectively issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, issued by SEBI, (hereinafter referred to as 'SEBI Circulars').

1. Ordinary Resolution to receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2024 and the Reports of the Board of Directors and Auditors thereon.
2. Ordinary Resolution to declare dividend on equity shares for the Financial Year ended 31 March 2024.
3. Ordinary Resolution to appoint a Director in place of Mr. Vinesh Kumar Jairath (DIN 00391684), who retires by rotation and being eligible, offers himself for re-appointment.
4. Special Resolution to consider and approve the payment of remuneration, in the nature of commission or perquisite(s) arising as a result of exercise of vested Equity Settled Stock Appreciation Rights (ESARs) granted under the Kirloskar Industries Limited – Employees Stock Appreciation Rights Plan 2019 (KIL ESARP 2019) to Mr. Vinesh Kumar Jairath, Non-Executive Director of the Company, in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2024-2025.

**Kirloskar Industries Limited**  
A Kirloskar Group Company

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Tel: +91 (20) 29704374 | Fax: +91 (20) 29704374  
Email: investorrelations@kirloskar.com | Website: www.kirloskarindustries.com  
CIN: L70100PN1978PLC088972

5. Special Resolution to consider and approve Amendment to the Articles of Association of the Company by inserting new Article 153(c) i.e., 'Appointment of Chairman Emeritus of the Company', after the present Article 153(b) of the Articles of Association of the Company.

The results of the voting through e-voting during the AGM and remote e-voting opted by the members on the aforesaid resolutions, will be submitted separately in accordance with the provisions of Regulation 44 of the Regulations, along with Scrutinizer's report thereon.

You are requested to take the same on your records.

Thanking you.

Yours faithfully,  
For Kirloskar Industries Limited

Ashwini Mali  
Company Secretary &  
Compliance Officer