



KIRLOSKAR OIL ENGINES LIMITED

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PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF KIRLOSKAR OIL ENGINES LIMITED DULY CONVENED AND HELD AT HOTEL LE MERIDIEN, PUNE – 411 001 ON THURSDAY, 25 JULY 2013 AT 11.30 A.M.

Directors present:

Atul C. Kirloskar, Executive Chairman (Chairman of the meeting)
Gautam A. Kulkarni, Executive Vice Chairman
Nihal G. Kulkarni, Managing Director
Rajendra R. Deshpande, Executive Director
Rahul C. Kirloskar
U. V. Rao
Pratap G. Pawar
R. Srinivasan
Dr. Naushad D. Forbes
M. Lakshminarayan
Anil N. Alawani
Dattatraya R. Swar

118 members were present. Since the requisite quorum being present, the Chairman called the meeting to order.

The Chairman declared that U. V. Rao, Chairman of the Audit Committee is present.

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, Company Secretary read the Auditors' Report. The Chairman invited the discussion 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	PASSED BY
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 Rajendra R. Deshpande who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4	To appoint Rahul C. Kirloskar who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
5	To appoint Dattatraya R. Swar who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution



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6	To appoint M/s P. G. Bhagwat, Chartered Accountants (Firm Registration no. 101118W), Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise Board of Directors to fix their remuneration.	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.

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

For Kirloskar Oil Engines Limited

Smita Raichurkar
Asst. Company Secretary