

PROCEEDINGS OF THE 71ST ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 21, 2018 AT HOTEL ROYAL ORCHID, #1, GOLF AVENUE, ADJOINING KGA GOLF COURSE, HAL AIRPORT ROAD, KODIHALLI, BANGALORE 560 008

Time of commencement of meeting : 10.00 AM

Time of conclusion of meeting : 10.30 AM

a. Proceedings:

Mr. Vijay R Kirloskar, Chairman of the meeting commenced the meeting by welcoming all the directors and members present at the meeting. The meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules and secretarial standards made thereunder.

b. Business transacted at the meeting:

Sl. No	Agenda Item	Resolution Passed
	ORDINARY BUSINESS	
1.	Adoption of audited financial statements along with audited consolidated financial statements of the company for the year ended March 31, 2018.	Ordinary Resolution
2.	Appointment of Mrs. Meena Kirloskar as a director liable to retire by rotation.	Ordinary Resolution
	SPECIAL BUSINESS	
3.	Appointment of Branch Auditors	Ordinary Resolution
4.	Approval to the remuneration of the cost auditors	Ordinary Resolution
5.	Approval of the limits for the Loans, Guarantees and Investment	Special Resolution
6.	Approval for disposal of shares held in Subsidiaries/assets held by Subsidiaries	Special Resolution

c. Summary of proceedings of the meeting:

Chairman declared that the requisite quorum for the general meeting was present and called the meeting to order. Chairman then requested Ms. K S Swapna Latha, Sr. General Manager - Legal & Company Secretary to read the notice of 71st AGM and the auditors' report. Ms. K S Swapna Latha read out the notice of the AGM and the auditors' report. Thereafter, the chairman delivered his speech.

Chairman then invited the members to raise any query and offer any suggestion. Chairman, Managing Director & Chief financial officer of the company replied to all the queries raised by the members and noted down their suggestions for consideration.

Chairman informed that the company had provided e-voting facility to all its members as required under the provisions of the Companies Act, 2013 to cast their votes through remote e - voting facility on the items set forth in the notice of the AGM. The facility of e-voting was provided during September 18, 2018 from 9.00 AM till September 20, 2018 upto 05.00 PM.

Chairman further stated that, Mr. Karthick V, practising company secretary,(membership no. 11910) Bengaluru, was appointed as scrutinizer in connection with the voting process and requested to lock and seal the empty polling box for the poll at the AGM.

The scrutinizer locked and sealed the empty ballot box in the presence of the members.

Chairman then ordered the poll in respect of all resolutions contained in the notice and stated the results of the e-voting and poll in receipt of the scrutinizers report will be placed on the company's website and shall also be sent to the stock exchanges.

Chairman thanked all the members for their participation and announced formal closure of the meeting.