

Ref No. 3101/24

24 September 2024

The Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai 400001
(Scrip code : 500245)

Dear Sir / Madam,

Subject : Proceedings of the 33rd Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; this is to inform that the 33rd Annual General Meeting ('AGM') of the Members of the Company was held on Tuesday, 24 September 2024 at 11:00 a.m. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') facility, in compliance with provisions of the Companies Act, 2013 ('the Act') and rules thereof read with the General Circular No. 14/2020 dated 8 April 2020, the General Circular No. 17/2020 dated 13 April 2020, the General Circular No. 20/2020 dated 5 May 2020 and the General Circular No. 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs [collectively referred to as 'MCA Circulars'] and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with the Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 read with the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 issued by the SEBI [collectively referred to as 'SEBI Circulars'] and the business items as given below were transacted at the AGM :

A. Ordinary Business

Item Number	Particulars of the Business
1	Ordinary Resolution Adoption of the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 March 2024 together with the Reports of the Board of Directors and the Auditors' thereon.
2	Ordinary Resolution Confirmation of the payment of Interim Dividend on equity shares and declaration of the Final Dividend on equity shares for the financial year ended 31 March 2024.
3	Ordinary Resolution Reappointment of Mr. Mahesh Ramchand Chhabria (DIN : 00166049), who retires by rotation and being eligible, offers himself for reappointment
4	Ordinary Resolution Retirement of Mr. Atul Chandrakant Kirloskar (DIN : 00007387) and non filling of the vacancy arising thereto at this meeting or any adjournment thereof.

5	Ordinary Resolution Retirement of Mr. Anil Narayan Alawani (DIN : 00036153) and non filling of the vacancy arising thereto at this meeting or any adjournment thereof.
6	Ordinary Resolution Appointment of M/s. P G BHAGWAT LLP, Chartered Accountants as the Statutory Auditor of the Company to hold office for a term from conclusion of 33rd annual general meeting till conclusion of 38th annual general meeting and conduct the audit of books of account of the Company for the financial years ending 31 March 2025 and 31 March 2026 jointly with the present statutory auditor.

B. Special Business

Item Number	Particulars of the Business
7	Ordinary Resolution Ratification to the remuneration of 'Dhananjay V. Joshi & Associates' as the Cost Auditor.
8	Ordinary Resolution Appointment of Mr. Nishikant Balkrishna Ektare (DIN : 02109633) as a Director of the Company.
9	Ordinary Resolution Appointment of Mr. Nishikant Balkrishna Ektare (DIN : 02109633) as the Executive Director (Operations) for a from 9 August 2024 to 9 March 2027 and approval to the terms of remuneration.
10	Special Resolution Authority to the Board of Directors of the Company for borrowing or raising of funds not exceeding ₹ 1,000 Crores by issuance of Non-convertible Debentures in one or more tranches on private placement basis.
11	Special Resolution Appointment of Mr. Maruthuvakudi Sankaranarayana Srinivasan (DIN : 10709097) as an Independent Director of the Company to hold the office for a term upto 15 July 2029.
12	Special Resolution Appointment of Mr. Pattanasetty Rajashekhar (DIN : 09514548) as an Independent Director of the Company to hold the office for a term upto 8 August 2029.
13	Special Resolution Appointment of Mr. Sourirajan Rajagopalan (DIN : 10738323) as an Independent Director of the Company to hold the office for a term upto 31 August 2028.
14	Special Resolution Reappointment of Mr. Vijaydipak Mukundprasad Varma (DIN : 00011352) as an Independent Director of the Company to hold the office for another term upto 30 September 2026.

15	<p>Special Resolution</p> <p>Authority to the Board of Directors of the Company pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 to borrow from time to time any sum or sums of money, which together with the monies borrowed earlier by the Company, may exceed at any time the aggregate of the paid up share capital, the free reserves and the securities premium of the Company by a sum of not more than ₹ 2,000 Crores.</p>
16	<p>Special Resolution</p> <p>Authority to the Board of Directors of the Company pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 to create security from time to time by way of mortgage(s), pledge(s), lien(s), hypothecation(s), charge(s), and/ or any other encumbrance(s) in addition to existing pledge(s), lien(s), mortgage(s), hypothecation(s) and/or charge(s) created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the assets of the Company (including immovable and/or movable properties of the Company), both present and future, and/or the whole or substantially the whole of the undertaking(s) wheresoever situated, in favour of bank(s) / non-banking financial companies / public financial institution(s) / body corporate(s) / security trustee(s) / debenture trustee(s) / investor(s), to secure the loan(s) and/or the credit facilities and/ or the debt(s), availed / to be availed by the Company and/or debenture(s) / bond(s), issued / to be issued, upto a sum of ₹ 3,000 Crores at any point of time.</p>
17	<p>Special Resolution</p> <p>Authority to the Board of Directors of the Company pursuant to provisions of Section 186 of the Companies Act, 2013 for :</p> <ul style="list-style-type: none"> • giving loans to any person(s) or other body corporate(s), • giving guarantees or providing security in connection with a loan to any other body corporate(s) or person(s), • acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate(s), <p>upto a sum, the aggregate outstanding of which shall not exceed at any time by ₹ 2,000 Crores over and above the aggregate of the paid up share capital, the free reserves and the securities premium of the Company.</p>
18	<p>Special Resolution</p> <p>Approval to the alteration of the Articles of Association of the Company by inserting new Article 87(c) i.e., 'Appointment of Chairman Emeritus of the Company', after the present Article 87(b) of the Articles of Association of the Company.</p>

33rd Annual General Meeting of the Members of the Company concluded on Tuesday, 24 September 2024 at 12:25 p.m. (IST).

The Scrutiniser's Report alongwith the voting results thereto will be submitted separately in accordance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For Kirloskar Ferrous Industries Limited

Mayuresh Gharpure
Company Secretary