Enriching Lives

KIRLOSKAR BROTHERS LIMITED

Registered Office : Udyog Bhavan, Tilak Road, Pune - 411 002

NOTICE

NOTICE is hereby given that the 92nd Annual General Meeting of the Members of **KIRLOSKAR BROTHERS LIMITED** will be held at "Yamuna" Survey No.98 (3-7) Baner, Pune – 411 045 on Wednesday, the 18th day of July, 2012 at 11.00 a. m. to transact the following business : -

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report, Audited Balance Sheet as at March 31, 2012 and Profit and Loss Account of the Company for the year ended on that date and the Auditors' Report thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Pratap B. Shirke, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. A. N. Alawani, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. S. N. Inamdar, who retires by rotation and being eligible, offers himself for re-appointment.
6. 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.

SPECIAL BUSINESS :

7. To consider and if thought fit, to pass with or without modification/s, the following resolution as a **SPECIAL RESOLUTION** :

   "**RESOLVED THAT** pursuant to Section 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 and as per the provisions of schedule XIII to the said Act and subject to such other approvals as may be required, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Jayant R. Sapre as a Whole Time Director of the Company with effect from June 1, 2012 for a period of three years to perform the duties that may be delegated by the Board from time to time, subject to overall supervision and control of the Board of Directors and upon all other terms and conditions as set out in the Agreement to be entered into between the Company and Mr. J. R. Sapre and on the remuneration set out below : -

   Salary :

   ₹ 300,000/- (Rupees Three Lacs only) per month.

   Perquisites :

   a) Fully furnished / unfurnished residential accommodation. Where no accommodation is provided by the Company, suitable House Rent Allowance in lieu thereof may be paid.

      The expenses on furnishings upto ₹ 15,000/- per month, gas, electricity, water and other utilities and repairs, if any, shall be borne by the Company.

   b) Reimbursement of all medical expenses incurred for self and family.

   c) Leave Travel Assistance for self and family as per Company Rules.

d) Fees of clubs, subject to a maximum of two clubs, which will include admission fee but will not include life membership fees.

e) Personal accident insurance, premium whereof does not exceed ₹ 25,000/- per annum.

f) A car with driver for official and personal purpose.

g) Telephone and fax facilities at residence.

h) Contribution to provident fund, superannuation fund or annuity fund.

i) Gratuity at the rate not exceeding 15 days salary for each completed year of service.

j) Leave at the rate of one month for every eleven months of service. Leave not availed of may be encashed and

k) Subject to any statutory ceilings, any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

"Family" for the above purpose means the spouse, dependent children and dependent parents of the Whole Time Director.

Perquisites shall be valued as per the provisions of the Income Tax Rules, wherever applicable, and in absence of any such rules, shall be valued at actual cost.

Commission :

Commission shall be decided by the Board of Directors based on the net profits of the Company for each year subject to the condition that the aggregate remuneration of the Whole Time Director shall not exceed the limit laid down under the Section 309 of the Companies Act, 1956. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

Minimum Remuneration :

In the event of loss or inadequacy of profits in any financial year during the currency of his tenure as Whole Time Director, the payment of salary, perquisites and other allowances shall stand reduced to the limit prescribed in Schedule XIII to the Companies Act, 1956, as minimum remuneration, subject to other restrictions and provisions for computation of the ceiling on remuneration etc. as may be applicable from time to time.

The Whole Time Director, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof from the date of his appointment and he shall be a non-retiring Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise from time to time during the tenure of the present appointment of Mr. J. R. Sapre, the remuneration payable to him as Whole Time Director, subject to ceiling laid down in Section 198, 309 and Schedule XIII to the Companies Act, 1956 without further approval of the Members of the Company but with such other approvals, sanctions or permission, if any, as may be required for such revision in the remuneration."

By order of the Board of Directors,
For KIRLOSKAR BROTHERS LIMITED,

P. S. Vaishampayan
Dy. Company Secretary

Pune : May 31, 2012

NOTES

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE SAID MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Pursuant to Section 173 of the Companies Act, 1956, explanatory statement in respect of Item No. 7 above is annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 14, 2012 to Wednesday, July 18, 2012 (both days inclusive).
4. The payment of dividend, upon declaration by the members at the forthcoming Annual General Meeting will be made on or before July 31, 2012, to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the Company by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of end-of-the-day on Friday, July 13, 2012 and to all those Members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/Registrar and Transfer Agent i.e. Link Intime India Private Limited, on or before the closing hours on Friday, July 13, 2012.
5. To avoid loss of dividend warrants in transit and delay in receipt of dividend warrants, the Company provides the facility of National Electronic Clearing Service (NECS) to all members holding shares in electronic and physical forms. This facility is available for the certain select cities.

   Members who wish to avail the NECS facility are requested to inform their bank account details, in the prescribed form, with the Registrar and Transfer Agent on or before the closing hours on Friday, July 13, 2012.
6. Pursuant to Sections 205A & 205C of the Companies Act, 1956, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for a period of 7 years from the date of such transfer, shall be transferred by the Company to a fund called "Investor Education and Protection Fund", set up by the Central Government. Accordingly, the unclaimed dividend for the financial year 2003–04 and an interim Dividend for the financial year 2004–05, have been transferred to the Investor Education and Protection Fund. The unpaid/ unclaimed final dividend for the financial years 2004–05 onwards will become transferable at the end of seven years from the respective dates of transfer of such amount to the unclaimed dividend accounts of the Company to the said Investor Education and Protection Fund and no claims shall lie against the Fund or the Company in respect of individual amounts thereafter. The details of the same are given below :

Year	Type of dividend	Dividend in ₹ per share	Date of declaration	Due Date of transfer to the IEPF Account
2004 - 05	Final	20	16-Jul-05	August, 2012
With effect from August 18, 2005, equity shares sub-divided from ₹10/- to ₹ 2/- each				
2005 - 06	Interim	2	31-Jan-06	March, 2013
2005 - 06	Final	2	21-Jul-06	August, 2013
2006 - 07	Interim	2	18-Jan-07	February, 2014
2006 - 07	Final	2	20-Jul-07	August, 2014
2007 - 08	Final	4	18-Jul-08	August, 2015
2008 - 09	Final	2	17-Jul-09	August, 2016
2009 - 10	Final	5.50	27-Jul-10	August, 2017
2010 - 11	Final	3.50	23-Jul-11	August, 2018

Members are, therefore, requested to check and send their claims, if any, for the relevant financial years from 2004–05 onwards before the respective amounts become due for transfer to the above Fund.

7. The documents relating to the item of Special Business are available for inspection by the Members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

8. In case members wish to ask for any information about accounts or operations of the Company, they are requested to send their queries, in writing, at least 7 days before the date of the meeting, so that the information can be made available at the time of the meeting.

9. Members of the Company and / or their proxies only will be allowed to attend the Annual General Meeting. Before entering the Meeting Hall, Members and / or Proxies are requested to sign the admission slip in the prescribed form and leave it at the counter.

   Members are requested to bring their Folio No. / Client ID and DP ID for easy identification.

10. Since Company's shares are in compulsory dematerialised trading, to ensure better Investor service and elimination of risk of holding shares in physical form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.

11. Members having multiple folios are requested to intimate to the Company / Link Intime India Private Limited, such folios, to consolidate all shareholdings into one folio.

12. Members who hold shares in physical form are requested to advise the Company or Link Intime India Private Limited (Registrar & Transfer Agent of the Company) immediately of any change in their addresses alongwith necessary proof for identity and change in residential address.

13. Members may note that pursuant to the capital reduction in terms of the Scheme of Arrangement, Members holding original share certificate/s, desiring to continue to hold KBL new equity shares in the physical form, were issued new share certificates in lieu of the original KBL share certificate/s. Therefore, members are advised that they should deface the existing share certificates in order to safeguard their interests against any misuse; as such certificates would be null and void from the Record Date and can not be dealt with in the market.

14. The Company has appointed M/s Link Intime India Private Limited as its Registrar and Transfer Agent. Therefore, all correspondence relating to transfer and transmission of shares, issue of duplicate share certificates, change of address, dematerialisation of shares, payment of dividend etc. will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:-

    Link Intime India Private Limited,
    (Unit: Kirloskar Brothers Limited),
    Block No. 202, 2nd Floor, Akshay Complex,
    Near Ganesh Temple, Off Dhole Patil Road,
    Pune – 411 001
    Tel. No. (020) 2616 0084
    Fax No. (020) 2616 3503
    E-mail : pune@linkintime.co.in

    As per the SEBI Circular dated May 20, 2009, it has been clarified that for securities market transactions and off-market / private transactions involving transfer of shares in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / Registrar and Transfer Agent for registration of such transfer of shares, which investors please note.

15. As regards re-appointments of retiring directors viz. Mr. Pratap B. Shirke, Mr. A.N. Alawani and Mr. S. N. Inamdar referred to in item Nos. 3, 4, and 5 of the notice, their respective shareholding in the Company is : Mr. Pratap B. Shirke – 10000 (0.01%), Mr. A.N. Alawani – 7500 (0.01%) and Mr. S. N. Inamdar – 32816 (0.04%). Further, their respective brief resumes including shareholding have been given in the report on Corporate Governance, which forms part of the Directors' Report and members are advised to refer the same.

By order of the Board of Directors,
For KIRLOSKAR BROTHERS LIMITED,

P. S. Vaishampayan
Dy. Company Secretary

Pune : May 31, 2012

ANNEXURE TO THE NOTICE OF 92nd ANNUAL GENERAL MEETING

Explanatory statement as required under section 173 of the Companies Act, 1956.

Item No. 7 of the Notice

Mr. Jayant R. Sapre has been appointed as Whole Time Director of the Company with effect from April 29, 2005. His present term of appointment is valid upto May 31, 2012.

Mr. J. R. Sapre (67) is with the organisation for about last 10 years. Presently, Mr. J. R. Sapre is responsible for all the manufacturing plants in India and the marketing sectors Distribution, Industry, Building and Construction and the Customer Service support of the Company. He is also responsible for Corporate Global Marketing and Strategy, Corporate International Business Support and Corporate Information Centre.

He has served in various positions in Kirloskar Group for more than 30 years. He started his career with a Defence organization in Dehradun and joined Cummins Diesel Sales and Services in 1977. Subsequently, he served Kirloskar Cummins and Kirloskar Oil Engines Limited.

He began his career with 9 years in manufacturing and subsequently in reliability, marketing and setting up distribution network.

Mr. J. R. Sapre is a director in the following other companies :

Kirloskar Constructions and Engineers Limited, The Kolhapur Steel Limited, Kirloskar Corrocoat Private Limited, Kirloskar Brothers International B.V., The Netherlands, Kirloskar Brothers Europe B.V., Kirloskar Brothers (Thailand) Limited, Micawber 784 (Proprietary) Limited, South Africa, Braybar Pumps (Proprietary) Limited, South Africa and SPP Pumps (MENA) L.L.C., Egypt.

He is not holding any Equity Share of ₹ 2/- of the Company. He is not related to any other director on the Board of the Company.

Considering the above, on recommendation from the Remuneration Committee, subject to approval of the members of the Company, the Board of Directors vide its circular resolution dated May 26, 2012 has re-appointed Mr. J. R. Sapre as a Whole Time Director of the Company with effect from June 1, 2012 for the further period of three years on the remuneration as set out in the Notice.

The approval of Members is solicited for the re-appointment of Mr. J. R. Sapre as a Whole Time Director and payment of remuneration.

None of the Directors, except Mr. J. R. Sapre, is concerned or interested in this resolution.

By order of the Board of Directors,
For KIRLOSKAR BROTHERS LIMITED,

P. S. Vaishampayan
Dy. Company Secretary

Pune : May 31, 2012

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ATTENDANCE SLIP

KIRLOSKAR BROTHERS LIMITED
Registered Office :
Udyog Bhavan, Tilak Road, Pune - 411 002

DP. ID*	
Client ID*	
Reg. Folio No.	

*Applicable, if shares are held in electronic form

No. of Shares .....

92nd Annual General Meeting on
July 18, 2012 at 11.00 a.m.

Full name : .....

I certify that I am a registered member / proxy for the registered member of the Company.

I hereby record my presence at the 92nd Annual General Meeting of the Company at "Yamuna", Survey No. 98 (3-7) Baner, Pune - 411 045 on Wednesday, the 18th day of July, 2012 at 11.00 a.m.

Member's / Proxy's Signature : .....

Member's / Proxy's full name : .....
(In Block Letters)

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

----------TEAR HERE----------

TEAR HERE

PROXY FORM

KIRLOSKAR BROTHERS LIMITED
Registered Office :
Udyog Bhavan, Tilak Road, Pune - 411 002

DP. ID*	
Client ID*	
Reg. Folio No.	

*Applicable, if shares are held in electronic form

No. of Shares .....

I/We ……..... of ..... in the district of ……..... being Member/Members of Kirloskar Brothers Limited, Udyog Bhavan, Tilak Road, Pune - 411 002 do hereby appoint ..... of ..... in the district of ……..... or failing him/her …… of …… in the district of ……..... as my/our proxy in my/our absence to attend and vote for me/us, and on my/our behalf at the 92nd Annual General Meeting of the Company to be held at "Yamuna", Survey No. 98 (3-7) Baner, Pune - 411 045 on Wednesday, the 18th day of July, 2012 at 11.00 a.m. and at any adjournment/s thereof.

Signed on this ..... day of ..... 2012.

Please affix

Signature .....

Revenue Stamp

Note : The Proxy, in order to be effective, should be completed, duly signed, stamped and must be deposited at the Registered Office of the Company, not less than 48 hours before the time for holding the meeting.