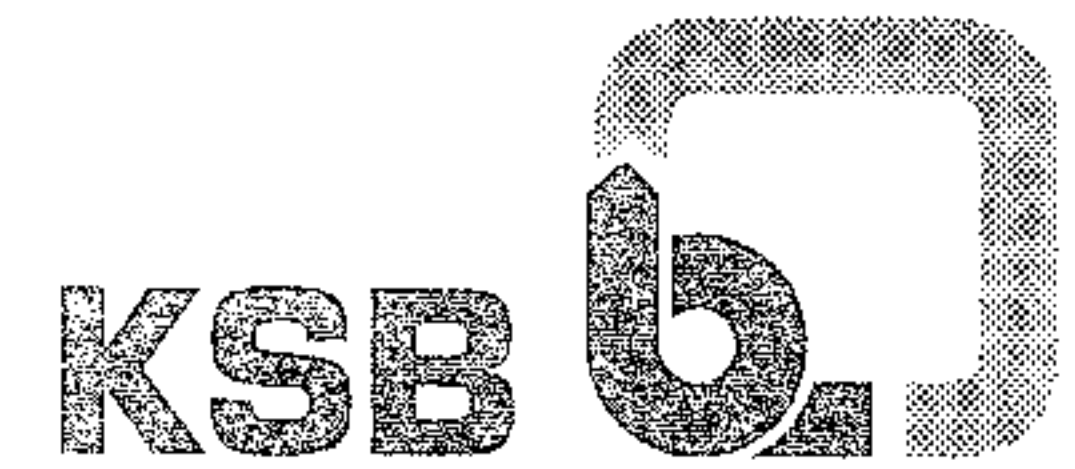


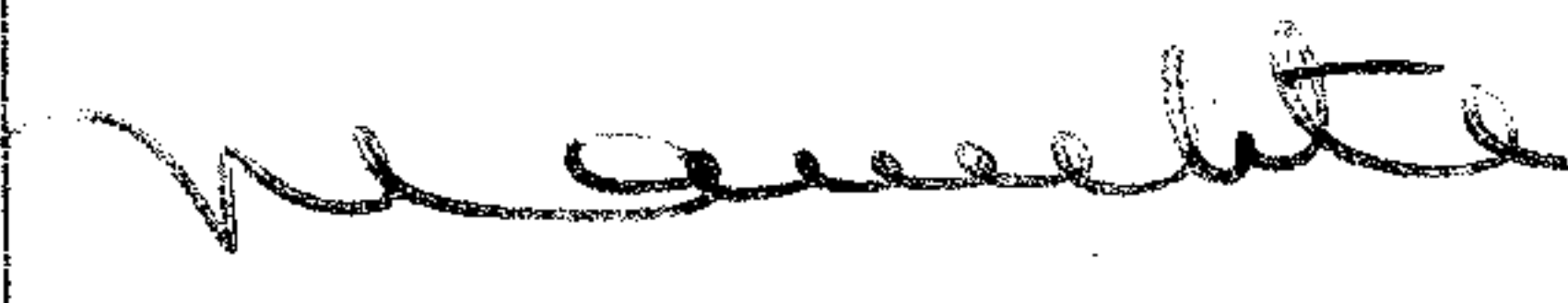


**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE
MEMBERS AT THE EXTRA-ORDINARY GENERAL MEETING HELD
ON 5TH APRIL, 2011**

ITEM NO. 1 OF THE NOTICE

Resolution: Increase in authorised share capital.

RESOLVED that the existing authorised share capital of the Company be and is hereby increased from Rs.20,00,00,000 (Rupees twenty crores) divided into 2,00,00,000 Equity shares of Rs.10 (Rupees ten) each, to Rs.40,00,00,000 (Rupees forty crores) divided into 4,00,00,000 Equity shares of Rs.10 (Rupees ten) each.

Date	5 th April, 2011
Place	Mumbai
Authorised Signatory	KSB PUMPS LIMITED
	
Name	M.A. Mehta
Designation	Company Secretary



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE
MEMBERS AT THE EXTRA-ORDINARY GENERAL MEETING HELD
ON 5TH APRIL, 2011**

ITEM NO. 2 OF THE NOTICE

Resolution: Amendment of the Memorandum and Articles of Association
of the Company

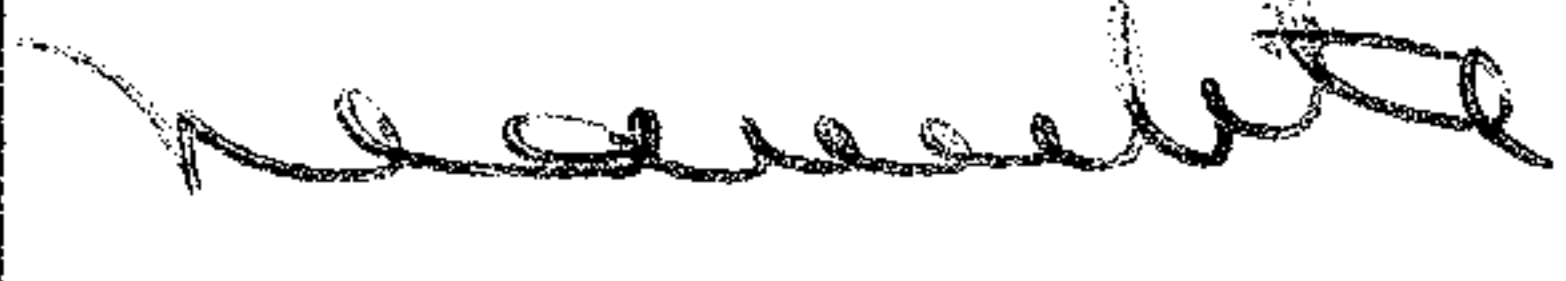
RESOLVED that

- (a) in the existing Clause V, of the Memorandum of Association of the Company the following sentence be and is hereby substituted for the first sentence therein appearing:

The authorised share capital of the Company consists of Rs.40,00,00,000 (Rupees forty crores) divided into 4,00,00,000 (four crores) Equity shares of Rs.10 (Rupees ten) each.

- (b) the existing Article 4 in the Articles of Association of the Company be and is hereby substituted by the following Article:-

4. The authorised share capital of the Company consists of Rs.40,00,00,000 (Rupees forty crores) divided into 4,00,00,000 (four crores) Equity shares of Rs.10 (Rupees ten) each.

Date	5 th April, 2011
Place	Mumbai
Authorised Signatory	KSB PUMPS LIMITED
	
Name	M.A. Mehta
Designation	Company Secretary

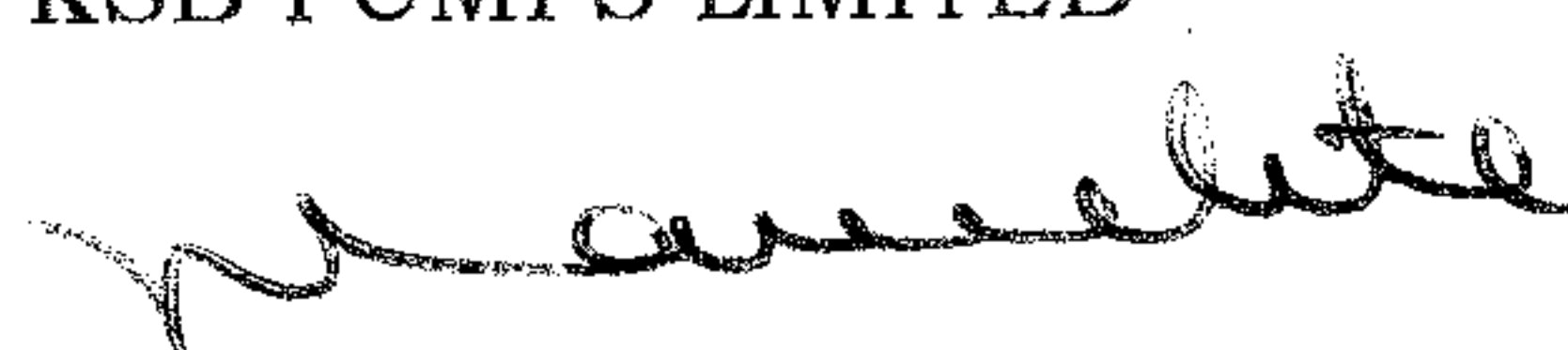
**CERTIFIED TRUE COPY OF THE
EXPLANATORY STATEMENT**

**ITEMS 1& 2 OF THE NOTICE DATED 24TH FEBRUARY, 2011 FOR
EXTRA-ORDINARY GENERAL MEETING HELD ON 5TH APRIL, 2011**

In view of the recommendation by the Board of Directors of the Company for issue of new Equity shares by way of issue of bonus shares as mentioned in item 3 of the Notice, it is necessary to increase the existing authorised share capital of the Company from Rs.20,00,00,000 (Rupees twenty crores) to Rs.40,00,00,000 (Rupees forty crores) to the extent mentioned in the resolution set out at item 1 of the Notice. Consequently, existing Clause V and Article 4 in the Company's Memorandum and Articles of Association need to be amended in manner set out in the resolution at item 2 of the Notice. The Directors recommend the said two special resolutions for approval of members.

None of the Directors of the Company is concerned or interested in these resolutions.

A copy of the Memorandum and Articles of Association of the Company together with the proposed changes will be open for inspection by the members at the Registered Office of the Company during usual office hours on all working days of the Company upto and including the day of the annual general meeting.

Date	5 th April, 2011
Place	Mumbai
Authorised Signatory	KSB PUMPS LIMITED
	
Name	M.A. Mehta
Designation	Company Secretary

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE
MEMBERS AT THE EXTRA-ORDINARY GENERAL MEETING HELD
ON 5TH APRIL, 2011**

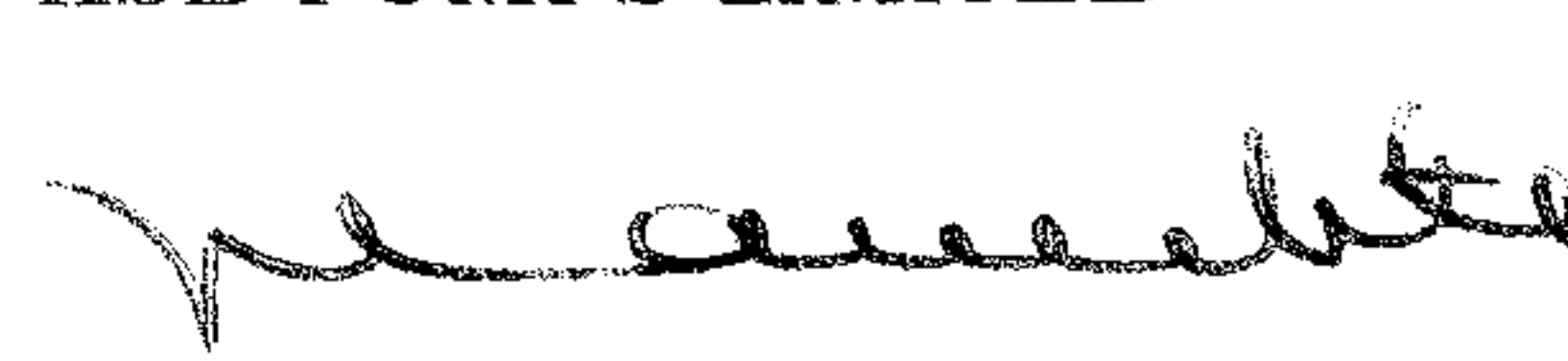
ITEM NO. 3 OF THE NOTICE

**Resolution: Capitalisation of General Reserves by issue of
Bonus Shares**

RESOLVED that -

- (a) subject to approval of Stock Exchanges where shares of the Company are listed, Reserve Bank of India and to such other approvals as may be necessary and in accordance with the applicable regulations of the Securities and Exchange Board of India, and pursuant to Article 167 of the Articles of Association of the Company, a sum of Rs.17,40,39,220 being a part of the amount standing to the credit of the Company's General Reserve be capitalized and transferred to Share Capital and the same be applied on behalf of persons whose names shall appear in the Register of Members or in the respective beneficiary accounts with their respective Depository Participants, on such a date as may be hereinafter fixed by the Board of Directors (hereinafter referred to as 'the said date') for payment in full of 1,74,03,922 new Equity shares of the Company of Rs.10 (Rupees ten) each, and that such new Equity shares credited as fully paid be issued and allotted as bonus shares to all such persons in the proportion of one new Equity share for every one existing Equity share of the Company held by them on the said date and that the new Equity shares so distributed shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such member and not as income;
- (b) the aforesaid 1,74,03,922 new Equity shares fully paid, as and when issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the then existing Equity shares of the Company and that the said new Equity shares shall be entitled to dividend, if any, declared in respect of the financial year in which the bonus shares are allotted;

- (c) in the case of Members who hold Equity shares (or opt to receive the new Equity shares) in dematerialized form, the new Equity shares be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of members who hold Equity shares in physical certificate form, the share certificates in respect of the new Equity shares be despatched, within such time as prescribed by law and the relevant authorities;
- (d) members to whom the new Equity shares are allotted in accordance with para (a) above, shall accept the same in full and final satisfaction of their respective rights and interests in the capitalized sum of Rs.17,40,39,220.
- (e) for the purposes of giving effect to this resolution, the Board of Directors of the Company ('the Board' which terms shall be deemed to include any Committee thereof) be and is hereby authorised;
- (i) to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual or proper and to give such directions as may be necessary to settle any question, difficulty or doubt that may arise in regard to the issue and distribution of the new Equity shares as they may think fit, and
- (ii) to accept on behalf of the Company modifications, if any, relating to the issue of the new Equity shares including the extent of capitalization as may be proposed by the Reserve Bank of India or any other concerned authorities and which the Board in its discretion think fit and proper;
- (f) this resolution shall not take effect until receipt by the Company of the approvals of all concerned authorities as may be necessary.

Date	5 th April, 2011
Place	Mumbai
Authorised Signatory	KSB PUMPS LIMITED
	
Name	M.A. Mehta
Designation	Company Secretary

**CERTIFIED TRUE COPY OF THE
EXPLANATORY STATEMENT**

**ITEM 3 OF THE NOTICE DATED 24TH FEBRUARY, 2011 FOR EXTRA-
ORDINARY GENERAL MEETING HELD ON 5TH APRIL, 2011**

The present issued and paid-up capital of the Company is not commensurate with the actual capital employed in the Company. The Board of Directors, therefore, consider it advisable to capitalize a portion of free reserves and accordingly recommend that a sum of Rs.17,40,39,220 being a part of the amount standing to the credit of the Company's General Reserve be capitalized and transferred to Share Capital and the same be applied by issuing and allotting 1,74,03,922 new Equity shares of the Company of Rs.10 (Rupees ten) each, credited as fully paid, as bonus shares, to the holders of Equity shares of the Company whose names appear on the Company's Register of Members or in the respective beneficiary account with their respective Depository Participants on a date to be determined by the Board of Directors of the Company, in the proportion and on the terms and conditions mentioned in the resolution at item 3 of the Notice.

In the opinion of Board of Directors, the proposed issue of bonus shares is in accordance with the guidelines issued by the Securities and Exchange Board of India. This resolution shall not take effect until receipt by the Company of all necessary approvals.

The Directors of the Company may be deemed to be concerned or interested in the said resolution to the extent of their respective shareholding in the Company.

Date	5 th April, 2011
Place	Mumbai
Authorised Signatory	KSB PUMPS LIMITED
	
Name	M.A. Mehta
Designation	Company Secretary