

**KIRLOSKAR BROTHERS LIMITED**

Enriching Lives

SEC/ F: 17

July 18, 2012

(BSE Scrip Code – 500241)

Kind Attn : Mr. Sanjeev Kapoor
Bombay Stock Exchange Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400001

(NSE Symbol : KIRLOSBROS)

Kind Attn. : Mr. Hari K.
National Stock Exchange of India Ltd.,
5th Floor, Exchange Plaza,
Bandra (East)
MUMBAI – 400 051

Dear Sirs,

Sub. : Proceedings of the Annual General Meeting

Pursuant to the Clause 31(d) of the Listing Agreement, we enclose the Proceedings of the 92nd Annual General Meeting of the Members of Kirloskar Brothers Limited, duly convened and held at "Yamuna" Survey No. 98 (3-7), Baner, Pune 411 045 on Wednesday, July 18, 2012 at 11.00 A.M.

Please acknowledge the receipt.

Thanking you,

Yours faithfully,

For **KIRLOSKAR BROTHERS LIMITED**

P. S. Vaishampayan
Dy. Company Secretary

Encl. : As above



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Proceedings of the 92nd Annual General Meeting of the Members of Kirloskar Brothers Limited, duly convened and held at "Yamuna", Survey No. 98 (3-7), Baner, Pune - 411 045 on Wednesday, July 18, 2012 at 11.00 A.M.

Directors present:

Mr. Sanjay Kirloskar, Chairman & Managing Director
 Mr. Vikram Kirloskar
 Mr. S. N. Inamdar, Chairman – Audit & Finance Committee
 Mr. Rahul Kirloskar
 Mr. U. V. Rao
 Mr. P. S. Jawadekar
 Mr. A. N. Alawani
 Mrs. Lalita D. Gupte
 Mr. Pratap B. Shirke
 Mr. J.R. Sapre, Whole Time Director,

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

The Chairman made following declarations:

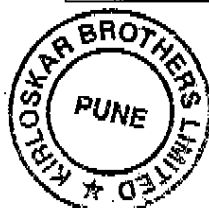
- The Proxy Register and the Register of Directors' shareholding were kept open for inspection.
- Mr. S. N. Inamdar, Chairman of Audit Committee was present at the meeting.

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, the Deputy Company Secretary read the Auditors' Report. The Chairman then invited discussion on the Annual Report and replied to the queries raised by the Members.

Thereafter 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 Directors' Report, Audited Balance Sheet as at 31 st March, 2012 and Profit and Loss Account of the Company for the year ended on that date and the Auditors Report thereon.	Ordinary Resolution
2	To declare dividend on equity shares.	Ordinary Resolution
3	To appoint Mr. Pratap B. Shirke as Director.	Ordinary Resolution
4	To appoint Mr. Mr. A. N. Alawani as Director	Ordinary Resolution
5	To appoint Mr. S. N. Inamdar as Director	Ordinary



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		Resolution
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.	Ordinary Resolution

SPECIAL BUSINESS

Item	Particulars	Passed by
7	To re-appoint Mr. J. R. Sapre as a Whole time Director of the Company for a period of three years from June 1, 2012	Special Resolution

Necessary resolutions were passed for all the above business and the same were carried unanimously.

There being no other business, the Chairman declared the Meeting as closed.

(The above are only proceedings of the 92nd Annual General meeting of the Members of Kirloskar Brothers Limited, Pune and do not purport to be the Minutes of the said meeting)

For KIRLOSKAR BROTHERS LIMITED


P. S. VAISHAMPAYAN
Dy. COMPANY SECRETARY

Pune : July 18, 2012