

59th Annual Report, 2018



CHTD 6 Pump at Energy Pumps Division



Inside the factory

Shareholder's Visit to Sinnar plant

Over 100 shareholders visited KSB Sinnar plant in November, 2018. After brief presentations, KSB team took them around the plant and introduced to various product range and its manufacturing processes.



Mr. Milind Khadilkar (Chief Financial Officer)



Mr. Narasimhan R
(DGM - Finance & Company Secretary)



Mr. Sunil Bapat (GM - Operations, Sinnar)



Addressing the Shareholders

Glimpses of Visit to Sinnar plant



CHTR 6/5+1

Pumps ready under final assembly. High pressure multistage barrel pumps with motor and accessories for critical application in one of the Indian refineries.



CHTR 6 Testing at Energy Pumps Division



Senior Management Visit

Dr. Stephon Bross (Director) & Mr. Rajeev Jain (Managing Director) visited Energy Pumps Division and took a review of the developments.



RPH Pumps

Ready to despatch from KSB Pimpri plant



KWP K 300-400

Manufactured highest size KWP pumps in KSB Pimpri Plant (IPD)



	Page Nos.
General Information	2
Notice of the Annual General Meeting	3 - 19
Board's Report	20 - 26
Annexure	
i. Form No. AOC - 1	27
ii. Management Discussion and Analysis Report	28 - 31
iii Report on Corporate Governance	32 - 44
iv Other Annexures	45 - 60
Auditors' Report	61 - 67
Balance Sheet	68
Statement of Profit and Loss	69
Statement of Changes in Equity	70
Statement of Cash Flows	71 - 72
Notes forming part of Financial Statements	73 - 114
Consolidated Financial Statements	115 - 171
Proxy and Ballot	

ANNUAL GENERAL MEETING	
Date	: 8th May, 2019
Day	: Wednesday
Time	: 3.00 p.m.
Venue	: Bajaj Bhavan, Ground Floor, (Kamalnayan Bajaj Hall), 226, Nariman Point, Mumbai- 400 021.

COMMUNICATION DETAILS	
Tel No.	: 022-66588787
Fax No.	: 022-66588788
Shareholders' Grievance Cell	: compsec.india@ksb.com
Website	: www.ksbindia.co.in

GENERAL INFORMATION

Board of Directors

Mr. G. Swarup (Chairman)
Mr. A. R. Broacha
Mr. D. N. Damania
Mr. Pradip Shah
Mr. V. K. Viswanathan
Ms. Sharmila Barua Roychowdhury
Dr. Stephan Bross
Dr. Matthias Schmitz
Mr. Rajeev Jain (Managing Director)

Registered Office

126, Maker Chambers III, Nariman Point,
Mumbai – 400 021

Factories

Maharashtra -
Pimpri, Pune,
Chinchwad, Pune
Vambori, Dist. Ahmednagar
Sinnar, Dist. Nashik
Kesurdi, Shirwal, Dist. Satara

Tamil Nadu -
NSN Palayam, Coimbatore

Bankers

Central Bank of India
Deutsche Bank AG
Standard Chartered Bank
ICICI Bank
Kotak Mahindra Bank
Axis Bank
HSBC Bank
Citi Bank

Chief Financial Officer

Mr. Milind Khadilkar

Company Secretary

Mr. R. Narasimhan

Collaborators

KSB SE & Co. KGaA, Germany

Zonal Offices

North - Noida
Offices - Chandigarh, Jaipur and Lucknow
East - Kolkata
Offices - Bhubaneswar, Jamshedpur and Raipur
West - Mumbai
Offices - Odhav, Aurangabad, Baroda, Indore, Nagpur and Pune
South - Chennai
Offices - Bengaluru & Secunderabad

Registrar & Transfer Agent

Link Intime India Pvt. Ltd.

Statutory Auditors

Price Waterhouse Chartered Accountants LLP

Cost Auditors

Dhananjay V. Joshi & Associates

Secretarial Auditors

Nilesh Shah & Associates

NOTICE

NOTICE is hereby given that the Fifty-Ninth Annual General Meeting of the members of KSB LIMITED (Formerly known as KSB PUMPS LIMITED) will be held at Bajaj Bhavan, Ground Floor (Kamalnayan Bajaj Hall), 226, Nariman Point, Mumbai 400 021, on Wednesday, 8th May, 2019 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended 31st December, 2018, together with the Board's Report and the Auditors' Report thereon.
2. To declare dividend.
3. To appoint a Director in place of Dr. Matthias Schmitz (DIN: 07884418), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Explanatory Statement under Section 102 of the Companies Act, 2013 ("the Act"), is annexed to the Notice.

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, the remuneration payable for the year ending 31st December, 2019 to M/s Dhananjay V. Joshi & Associates, Cost Accountants, Pune, (Firm Registration No. 000030), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company, amounting to ₹ 4,85,000 (Rupees Four Lakhs Eighty Five Thousand) as also the payment of GST as applicable and reimbursement of out of pocket expenses incurred during the course of audit be and is hereby ratified and confirmed."

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") Ms. Sharmila Barua Roychowdhury (DIN: 08242998), who was appointed as an Additional Director/ Independent Director of the Company effective from 30th September, 2018 and who holds office until this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Act, proposing candidature of Ms. Sharmila Barua Roychowdhury for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years effective from 30th September, 2018 and whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in the respective meetings held on 27th February, 2019 and pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules thereunder and the

NOTICE (Contd.)

applicable provisions of the Listing Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. D. N. Damania (DIN: 00403834) whose current period of office is expiring on 30th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with the Listing Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Act, Rules thereunder and Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, to hold office for a term of five consecutive years on the Board of the Company effective from 1st October, 2019 and whose term shall not be subject to retirement by rotation;

RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members of the Company be and is hereby accorded effective from 1st April, 2019 to Mr. D. N. Damania for continuation of the Directorship in the Company who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. up to 30th September, 2019, on the existing terms and conditions and for the above said second term of five consecutive years effective from 1st October, 2019 as an Independent Director of the Company.”

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in the respective meetings held on 27th February, 2019 and pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules thereunder and the applicable provisions of the Listing Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Pradip Shah (DIN: 00066242) whose current period of office is expiring on 30th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with the Listing Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Act, Rules thereunder and Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, to hold office for a term of five consecutive years on the Board of the Company effective from 1st October, 2019 and whose term shall not be subject to retirement by rotation.”

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in the respective meetings held on 27th February, 2019 and pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules thereunder and the applicable provisions of the Listing Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. V. K. Viswanathan (DIN: 01782934) whose current period of office is expiring on 15th January, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the

NOTICE (Contd.)

Act read with the Listing Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Act, Rules thereunder and Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, to hold office for a term of five consecutive years on the Board of the Company effective from 16th January, 2020 and whose term shall not be subject to retirement by rotation.”

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

“RESOLVED THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members of the Company be and is hereby accorded effective from 1st April, 2019 to Mr. A. R. Broacha (DIN: 00056291) for continuation of the Directorship in the Company who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. up to 30th September, 2019, on the existing terms and conditions.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and Rules thereunder, the draft Articles of Association of the Company submitted to this meeting, be and is hereby approved and adopted in substitution and to the total exclusion of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT Mr. Rajeev Jain, Managing Director, Mr. Milind Khadilkar, Chief Financial Officer and Mr. Narasimhan R, DGM-Finance and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

By Order of the Board
G. SWARUP
Chairman

Registered Office:
126, Maker Chambers ,III
Nariman Point,
Mumbai 400 021

Mumbai, 27th February, 2019

NOTICE (Contd.)

NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10% of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- b. Members/ proxies/ authorised representatives are requested to bring duly filled attendance slip sent herewith to attend the Meeting.
- c. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- d. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, 28th April, 2019 to Wednesday, 8th May, 2019 (both days inclusive).
- e. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after Monday, 13th May, 2019 to those members whose names appear in the Register of Members at the close of the business hours on 27th April, 2019, in respect of shares held by them in physical form and whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of the business hours on 27th April, 2019 in respect of shares held by them in dematerialised form.
- f. Unclaimed Final Dividend for the financial year ended 31st December, 2010 and interim dividend for the financial year ended 31st December, 2011 have been transferred to the Investor Education and Protection Fund ("IEPF") after completion of seven years in accordance with Section 125 of the Companies Act, 2013. Other unpaid dividends that are due for transfer are detailed below:

Dividend	For the Financial Year ended	Date of Payment	Due for Transfer on
Final	31st Dec. '11	7th May '12	6th May '19
Interim	31st Dec. '12	22nd Nov. '12	21st Nov. '19
Second Interim	31st Dec. '12	18th Mar. '13	17th Mar. '20
Interim	31st Dec. '13	20th Nov. '13	19th Nov. '20
Final	31st Dec. '13	5th May '14	4th May '21
Final	31st Dec. '14	15th May '15	14th May '22
Final	31st Dec. '15	17th May '16	16th May '23
Final	31st Dec. '16	17th May '17	16th May '24
Final	31st Dec. '17	16th May '18	15th May '25