CERTIFIED TRUE COPY
KSB PUMPS LIMITED

M.G. BHAVE
COMPANY SECRETARY

KSB

NOTICE

NOTICE is hereby given that the Fifty-Third Annual General Meeting of KSB PUMPS LIMITED will be held at Bajaj Bhavan, Ground Floor (Kamalnayan Bajaj Hall), 226, Nariman Point, Mumbai 400 021, on Friday, 12th April, 2013 at 2.00 p.m. to transact the following items of business :

ORDINARY BUSINESS:

1) To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss of the Company for the year ended 31st December, 2012, together with the Board's Report and the Auditors' Report thereon.

2) To appoint a Director in place of Mr. N.N. Kampani, who retires by rotation, and being eligible, offers himself for re-appointment.

3) To appoint a Director in place of Mr. D.N. Damania, who retires by rotation, and being eligible, offers himself for re-appointment.

4) To appoint a Director in place of Dr. A. Lee, who retires by rotation, and being eligible, offers himself for re-appointment.

5) 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:

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

"RESOLVED THAT in supersession of earlier Special Resolution passed at Annual General Meeting held on 6th May, 2008, and pursuant to provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Article 113 of the Article of Association of the Company and subject to such approvals, if necessary, the consent of the Company be and is hereby accorded to the payment of remuneration to Directors (excluding Managing Director and Whole-time Directors, if any) by way of commission for an increased amount not exceeding ₹ 28,00,000/- (Rupees Twenty Eight Lacs only) from ₹ 25,00,000/- (Rupees Twenty Five Lacs only) for the year ended on 31st December, 2012, with an authority to the Board of Directors to determine the amount of commission payable to each such Director within the increased limit."

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

"RESOLVED THAT in partial modification of the earlier Special Resolution passed at the Annual General Meeting of the Company on 12th April, 2012, pursuant to Section 309(4) and other applicable provisions, if any, of the Companies Act, 1956 read with Article 113 of the Articles of Association of the Company, and subject to such other approvals, if necessary, the consent of the Company is hereby accorded to the payment of remuneration to Directors (excluding the Managing Director and Whole-time Directors, if any) by way of commission calculated up to a level of 1% of the net profits of the Company computed in manner laid down in Section 198 of the Companies Act, 1956, for each of five years commencing from 1st January, 2013 with an authority to the Board of Directors to determine the amount of commission payable to each such Director within the limits aforesaid."

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.

(b) An explanatory statement under Section 173 of the Companies Act, 1956, is annexed hereto.

(c) The information as required to be provided under Clause 49 of the Listing Agreement entered into with the Stock Exchanges on which shares of the Company are listed, regarding the Directors who are proposed to be re-appointed is annexed hereto.

(d) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 9th April, 2013 to Friday, 12th April, 2013 (both days inclusive).

(e) The Company in accordance with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978, has transferred to General Revenue Account of the Central Government, all dividend declared up to the Final Dividend for the year 1994-95, and remaining unclaimed. Concerned shareholders can receive the amount of their unclaimed dividend from the Registrar of Companies, at Central Government Office Building, A Wing,

Second Floor, CBD Belapur, Navi Mumbai, Maharashtra, upon preferring an application in the form prescribed under the said Rules.

(f) Unclaimed Final Dividend for the financial year ended 31.12.2004 and Unpaid Interim Dividend for the financial year ended 31.12.2005 have been transferred to the Investor Education and Protection Fund after completion of seven years in accordance with Section 205C of the Companies Act, 1956. 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	31.12.2005	07.06.2006	06.06.2013
Interim	31.12.2006	24.11.2006	23.11.2013
Final	31.12.2006	31.05.2007	30.05.2014
Interim	31.12.2007	22.11.2007	21.11.2014
Final	31.12.2007	30.05.2008	29.05.2015
Interim	31.12.2008	19.11.2008	18.11.2015
Final	31.12.2008	12.05.2009	11.05.2016
Interim	31.12.2009	17.11.2009	16.11.2016
Final	31.12.2009	18.05.2010	17.05.2017
Interim	31.12.2010	15.11.2010	14.11.2017
Final	31.12.2010	21.04.2011	20.04.2018
Interim	31.12.2011	15.11.2011	14.11.2018
Final	31.12.2011	07.05.2012	06.05.2019
Interim	31.12.2012	22.11.2012	21.11.2019

Members who have not encashed their dividend warrants pertaining to the earlier years may approach the Company's Registrars & Transfer Agents, Link Intime India Pvt. Ltd., at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, for the same.

(g) Members having more than one folio in identical names are requested to consolidate the same.

(h) As per directions of SEBI and as a part of green initiative activity undertaken by the Company, members are requested to update their e-mail addresses to the Company's Registrars & Transfer Agents, Link Intime India Pvt. Ltd., at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, or at ksbpumpsgogreen@linkintime.co.in

(i) As you are aware the Company's shares have been dematerialised for all investors, members holding share certificates in the physical form are requested to de-materialise their shares by approaching any of the Depository Participants registered with SEBI.

By Order of the Board

G SWARUP
Chairman

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

Mumbai, 22nd February, 2013

Notes on Directors seeking re-appointment

As required under Listing Agreement, particulars of Directors who are to be re-appointed are given below:

1. Mr N. N. Kampani

Age	66 years
Qualifications	B.Com, FCA
Experience	Investment Banking including mergers, acquisitions & restructuring, Corporate Finance and Capital Markets.
Director since	27th February, 1989
List of other Directorships	Apollo Tyres Limited
	Britannia Industries Limited
	Capital Market Publishers India Pvt. Ltd.
	Deepak Nitrite Limited
	J.M. Financial & Investment Consultancy Services Pvt. Ltd.
	J.M. Financial Limited
	J.M. Financial Trustee Company Private Ltd.
	J.M. Financial Services Pvt. Ltd.
	J.M. Financial Institutional Securities Pvt. Ltd.
	Kampani Consultants Ltd.

Membership in Committees in other companies	Name of the Company	Audit Committee	Shareholder's Greivance Committee
	Britania Industries Limited	Member	Member
	J.M. Financial Limited	-	Member
	J.M. Financial Institutional Securities Private Limited	Member	-
	J.M. Financial Services	Chairman	
No. of shares held	Nil		

* Only Audit Committee and Shareholder's Grievance Committee membership have been considered

2. Mr. D. N. Damania

Age	76 years
Qualifications	Engineer
Experience	Vast experience in the engineering industry
Director since	30th December, 1981
List of other Directorships	ThyssenKrupp Industries India Pvt. Ltd.
	ThyssenKrupp Foerdertechnik GmbH, Germany
	ThyssenKrupp Elevator (India) Pvt. Ltd.
	ThyssenKrupp Engine Components India Private Limited
	ThyssenKrupp System Engineering India Private Limited
	Uhde India Private Limited
	Berco Undercarriages (India) Pvt. Ltd.
	Sudarshan Chemical Industries Limited
	Sanghvi Movers Limited
	Finolex Industries Limited
Membership in Committees in other companies	Sudarshan Chemical Industries Limited
	Sanghvi Movers Limited
	Finolex Industries Limited
No. of shares held	4,200

3. Dr. A. Lee

Age	56 years
Qualifications	Doctorate in Engineering
Experience	Vast experience in engineering industry
Director Since	29th January, 1999
List of other Directorships	MIL Controls Limited
	KSB Singapore (Asia Pacific) Pte. Ltd.
	KSB Vietnam Co. Ltd.
	KSB Shanghai Pump Co. Ltd.
	KSB Ltd., Hongkong
	P.T. KSB Indonesia
	KSB Ltd., Tokyo, Japan
	KSB Pumps Co. Ltd., Lahore, Pakistan
	KSB Korea Ltd.
	KSB Pumps Co. Ltd., Thailand
	KSB Valves (Shanghai) Co. Ltd.
	KSB Valves (Changzhou) Co. Ltd.
	Dalian KSB AMRI Valves Co. Ltd.
	KSB Malaysia Pumps & Valves Sdn Bhd
	Shanghai Electric-KSB Nuclear Pumps and Valves
	KSB Seil Co. Ltd.
Membership in Committees in other companies	NIL
No. of shares held	None

Annexure to the Notice

Explanatory Statement as required by Section 173 of the Companies Act, 1956.

ITEM 6:

At the Annual General Meeting of the Company held on 6th May, 2008, members of the Company had authorised the Board of Directors to remunerate the non-executive directors of the Company (excluding the Managing Director and Whole-time Directors) by way of commission for their services up to an amount of 1% of the net profits of the Company or ₹ 25,00,000/- (Rupees Twenty Five Lacs only) whichever was less, for each of the five financial years commencing from 1st January, 2008 to 31st December, 2012.

The Board, however is of the view that all the non-executive and independent Directors are possessing rich expertise and vast experience in various functional and professional fields. This is ultimately contributing towards achieving growth of the Company with consistent good Corporate Governance Practices. In order to recompense reasonably for the time devoted, responsibilities shared significantly by non-executive directors including independent directors, Board proposed to increase the amount of commission to be paid to all non-executive Directors for an amount not exceeding ₹ 28,00,000/- (Rupees Twenty Eight Lacs only) from ₹ 25,00,000/- (Rupees Twenty Five Lacs only) for financial year ended on 31st December, 2012.

The members are requested to pass the special resolution set out at Item 6 to the Notice.

All the Directors except Mr. W. Spiegel, Managing Director, shall be deemed to be concerned or interested in this resolution as it pertains to payment of commission to them.

ITEM 7:

At the Annual General Meeting of the Company held on 12th April, 2012, members of the Company had authorised the Board of Directors to remunerate the non-executive directors of the Company (excluding the Managing Director and Whole-time Directors) by way of commission for their services up to an amount of 1% of the net profits of the Company or ₹ 25,00,000/- (Rupees Twenty Five Lacs only) whichever was less, for each of the five financial years commencing from 1st January, 2013.

The Board of Directors of the Company feel that in view of the increased contribution by the Directors to the growth of business and operations of the Company and their increased responsibility on account of Corporate Governance, the existing arrangement of payment of remuneration by way of commission to the Non-Executive including Independent Directors be modified, so as to permit payment of commission up to a level of 1% of the net profits of the Company, in respect of each of the five financial years commencing from 1st January, 2013 and as set out at Item 7 of the Notice.

The members are requested to pass the special resolution set out at Item 7 of the Notice.

All the Directors except Mr. W. Spiegel, Managing Director, shall be deemed to be concerned or interested in this resolution as it pertains to payment of commission to them.

By Order of the Board

G SWARUP
Chairman

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

Mumbai, 22nd February, 2013