

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

Form No. MGT 13
Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

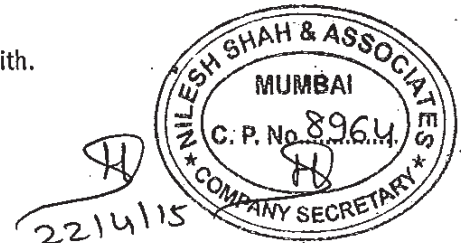
To
The Chairman
K S B Pumps Limited
126, Maker Chambers-III,
Nariman Point
Mumbai 400 021.

Dear Sir,

I, Hetal Shah, Partner in M/s. Nilesh Shah & Associates (Membership No. ACS 24998) was appointed as a Scrutinizer for the purpose of the poll taken on the resolutions as per the Annexure attached, at the 55th Annual General Meeting of the Equity Shareholders of **K S B Pumps Limited** held on 22nd April, 2015 at 3.00 p.m. at Bajaj Bhavan, Ground Floor, 226, Nariman Point, Mumbai - 400 021.

I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Nilesh Shah – Qualified Company Secretary and Ms. Nidhi Kapashi, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as per annexure attached herewith.



211-B (Back Side) 2nd Floor, Building No. 2, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES


Company Secretaries

Ref.: _____

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.
6. The poll papers (along with documents related to eVoting) and all other relevant records were sealed and handed over to the Company Secretary and Representative of the Company for keeping under safe custody.

Thanking You,

Yours Faithfully,


22/04/15.

Hetal Shah

Company Secretary in Practice
(Scrutinizer)

Place: Mumbai

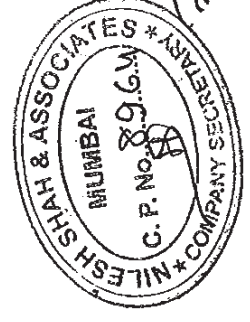
Date: 22.04.2015



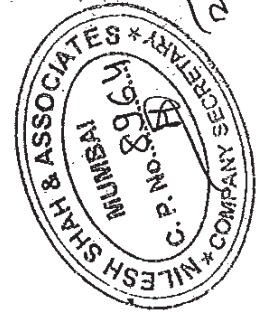
Annexure to the Scrutinizer's Report

Result of Voting (through e-voting and physical ballot):

Sr. No.	Res. No. / Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes/Abstain		
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes			
1	1	Adoption of Audited Annual Accounts for the financial year ended 31.12.2014	Ordinary	Electronic	28	5689957	100	0	0	0	0	0
				Postal Ballot	169	24349375	99.99	03	201	0.01	10	768758
				Poll	42	5616	100	0	0	0	10	427
				Total	239	30044948	99.99	03	201	0.01	20	769185
2	2	Declaration of Dividend on Equity Shares for the financial year ended 31.03.2015	Ordinary	Electronic	28	5689957	100	0	0	0	0	
				Postal Ballot	165	24349331	99.99	03	201	0.01	14	774252
				Poll	42	5616	100	0	0	0	10	427
				Total	235	30039504	99.99	03	201	0.01	24	774679
3	3	Appointment of Director in place of Mr. N. N. Kampani who retires by rotation and being eligible offers himself for re-appointment	Ordinary	Electronic	27	5689257	99.99	01	700	0.01	0	
				Postal Ballot	166	24349219	99.99	04	207	0.01	12	768958
				Poll	42	5616	100	0	0	0	10	427
				Total	235	30044092	99.99	05	907	0.01	22	769385

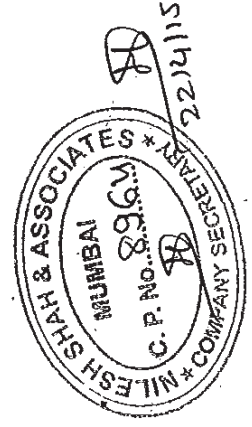


Sr. No.	Res. No. / Item No.	Heading of Resolution	Type of Resolution	Valid Votes										Invalid Votes/Abstain	
				Voting in Favour (Assent)					Voted Against (Dissent)						
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting		No. of Votes Casted
4	4	Appointment of Director in place of Mr. W. Spiegel who retires by rotation and being eligible offers himself for re-appointment	Ordinary	28	568957	100	0	0	0	0	0	0	0	0	0
				166	24345441	99.99	04	207	0.01					12	772736
				42	5616	100	0	0	0	0	0	10	427		
				236	30041014	99.99	04	207	0.01			22	773163		
				24	5609398	98.58	04	80559	1.42			0	0		
5	5	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary	166	24348225	99.99	03	201	0.01			13	769958		
				42	5616	100	0	0	0	0	0	10	427		
				232	29963239	99.73	07	80760	0.27			23	770385		
				21	4781352	84.03	07	908605	15.97			0	0		
6	6	Appointment of Ms. Sulajja Firodia Motwani as an Independent Director	Ordinary	164	24348299	99.99	06	227	0.01			12	769858		
				42	5616	100	0	0	0	0	0	10	427		
				227	29135267	96.98	13	908832	3.02			22	770285		



22/11/22

Sr. No.	Res. No. / Item No.	Heading of Resolution	Type of Resolution	Valid Votes										Invalid Votes/Abstain	
				Voted in Favour (Assent)					Voted Against (Dissent)					No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes			
7	7	Appointment of Dr. V. K. Viswanathan as an Independent Director	Ordinary	27	5689257	99.99	01	700	0.01	0	0	0	0	0	
				163	24348297	99.99	07	229	0.01	12	769858				
				42	5616	100	0	0	0	10	427				
				232	30043170	99.99	08	929	0.01	22	770285				
				28	5689957	100	0	0	0	0	0				
8	8	Ratification of the remuneration payable to Cost Accountants of the Company	Ordinary	162	24348153	99.99	07	273	0.01	13	769958				
				42	5616	100	0	0	0	10	427				
				232	30043726	99.99	07	273	0.01	23	770385				
				28	5689957	100	0	0	0	0	0				
9	9	Approval for entering into material contracts/ arrangements/ transactions with KSB AG, Germany, Related party of the Company	Special	146	165021	99.63	06	621	0.37	30	24952742				
				41	5615	100	0	0	0	11	428				
				215	5860593	99.99	06	621	0.01	41	24953598				



KSB PUMPS LIMITED

Regd. Office : 126 Maker Chambers III
Nariman Point, Mumbai - 400021
Tel. No. 66588787 Fax No. 66588788
Corporate Identity Number (CIN): L29120MH1960PLC011635
narasimhan.raghu@ksb.com

Voting Results for Annual General Meeting held on 22.04.2015

Date of Annual General Meeting	22 nd April, 2015			
Total number of shareholders as on record date	11034 shareholders as on 13 th March 2015			
No. of shareholders present in the meeting either in person or through proxy	<u>Promoters & Promoter Group</u>		<u>Public</u>	
	In person	Through Proxy	In person	Through Proxy
	2	7	115	11
No. of shareholders attended the meeting through Video Conferencing	<u>Promoters & Promoter Group</u>		<u>Public</u>	
	In person	Through Proxy	In person	Through Proxy
	N.A.	N.A.	N.A.	N.A.

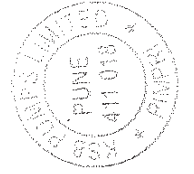


Resolution 1: Adoption of the Audited Financial Statements for the year ended 31st December, 2014 together with the Reports of the Directors and Auditors thereon.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	23095248	99.91	23095248	0	100.00	0
Public – Institutional holders	5999852	5688943	94.81	5688943	0	100.00	0
Public-Others	5693686	1260958	22.15	1260757	201	99.98	0.02
Total	34807844	30045149	86.31	30044948	201	99.99	0.001

Resolution 2: Declaration of Dividend.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	23095248	99.91	23095248	0	100.00	0
Public – Institutional holders	5999852	5688943	94.81	5688943	0	100.00	0
Public-Others	5693686	1255514	22.05	1255313	201	99.98	0.02
Total	34807844	30039705	86.30	30039504	201	99.99	0.001



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Resolution 3: Re-appointment of Mr. N. N. Kampani (DIN: 00009071) who retires by rotation, and being eligible, offers himself for re-appointment

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	23095248	99.91	23095248	0	100.00	0
Public - Institutional holders	5999852	5688943	94.81	5688943	0	100.00	0
Public-Others	5693686	1260808	22.14	1259901	907	99.93	0.07
Total	34807844	3044999	86.31	30044092	907	99.99	0.001

Resolution 4: Re-appointment of Mr. W. Spiegel (DIN: 00058903) who retires by rotation, and being eligible, offers himself for re-appointment

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	23095248	99.91	23095248	0	100.00	0
Public - Institutional holders	5999852	5688943	94.81	5688943	0	100.00	0
Public-Others	5693686	1257030	22.08	1256823	207	99.98	0.02
Total	34807844	30041221	86.30	30041014	207	99.99	0.001



Resolution 5: Appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai having Reg. No. 117366W/ W-100018 as statutory Auditors of the Company from the conclusion of this AGM till the conclusion of next AGM.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	23095248	99.91	23095248	0	100.00	0
Public - Institutional holders	5999852	5688943	94.81	5608384	80559	98.58	1.42
Public-Others	5693686	1259808	22.13	1259607	201	99.98	0.02
Total	34807844	30043999	86.31	29963239	80760	99.73	0.27

Resolution 6: Appointment of Ms. Sulajja Firodia Motwani (DIN 00052851), as an Independent Director of the Company for a period of 5 consecutive years.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	23095248	99.91	23095248	0	100.00	0
Public - Institutional holders	5999852	5688943	94.81	4780338	908605	84.03	15.97
Public-Others	5693686	1259908	22.13	1259681	227	99.98	0.02
Total	34807844	30044099	86.31	29135267	908832	96.96	3.03

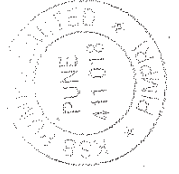


Resolution 7: Appointment of Mr. V. K. Viswanathan (DIN 01782934), as an Independent Director of the Company for a period of 5 consecutive years.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	23095248	99.91	23095248	0	100.00	0
Public – Institutional holders	5999852	5688943	94.81	5688943	0	100.00	0
Public-Others	5693686	1259908	22.13	1258979	929	99.93	0.07
Total	34807844	30044099	86.34	30043170	929	99.99	0.001

Resolution 8: To ratify remuneration payable to Cost Auditors for Financial Year 2015.

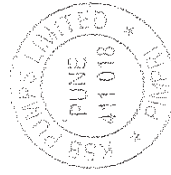
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	23095248	99.91	23095248	0	100.00	0
Public – Institutional holders	5999852	5688943	94.81	5688943	0	100.00	0
Public-Others	5693686	1259908	22.13	1259535	273	99.98	0.02
Total	34807844	3004399	86.31	30043726	273	99.99	0.001



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Resolution 9: To approve material related party transactions with KSB AG, Germany.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes- in favour (4)	No of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23114306	0	0	0	0	0	0
Public -- Institutional holders	5999852	5688943	94.81	5688943	0	100.00	0
Public-Others	5693686	172271	3.02	171650	621	99.64	0.36
Total	34807844	5861214	16.84	5860593	621	99.99	0.001



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