



KSB PUMPS LIMITED

Registered Office: 126, Maker Chambers-III, Nariman Point, Mumbai - 400 021.
Phone: 022-66588787/ Fax: 022-66588788 Website: www.ksbindia.co.in
CIN: L29120MH1960PLC011635

Notice pursuant to Section 110 of the Companies Act, 2013

NOTICE is hereby given pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013 (Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the resolutions appended below are proposed to be passed as an Ordinary Resolution by way of postal ballot and electronic voting (e-voting). The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolutions along with a postal ballot form is annexed herewith.

Please read carefully the instructions printed on the postal ballot form and the Notice and return postal ballot form, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before 5.00 p.m. September 28, 2014. You have the option to vote either by postal ballot or through e-voting, the procedure for which is set out in the postal ballot form.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the postal ballot and e-voting will be declared on Tuesday, September 30, 2014 at 5.00 p.m. at the Registered Office of the Company. Such Results, alongwith the Scrutinizer's Report, will be available on the Company's website www.ksbindia.co.in and will be forwarded to the BSE Limited and National Stock Exchange of India Limited.

SPECIAL BUSINESS

Item no. 1 – To Appoint Mr. A. R. Broacha, as an Independent Director

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (Act) and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Listing Agreement, Mr. A. R. Broacha (DIN:00056291), Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. A. R. Broacha as a candidate 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 from October 1, 2014 and whose office shall not be liable to retire by rotation.”

Item no. 2 – To Appoint Mr. D. N. Damania, as an Independent Director

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (Act) and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Listing Agreement, Mr. D. N. Damania (DIN:00403834), Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. D. N. Damania as a candidate 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 from October 1, 2014 and whose office shall not be liable to retire by rotation.”

Item no. 3 – To Appoint Mr. Pradip Shah, as an Independent Director

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (Act) and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Listing Agreement, Mr. Pradip Shah (DIN:00066242), Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Pradip Shah as a candidate 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 from October 1, 2014 and whose office shall not be liable to retire by rotation.”

Item no. 4 – To Appoint Mr. Werner Stegmuller, as a Director of the Company

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT Mr. Werner Stegmuller (DIN:06929923) who was appointed by the Directors of the Company with effect from July 24, 2014 pursuant to Article 112 of the Articles of Association of the Company to fill the casual vacancy caused by the resignation of Dr. Wolfgang Schmitt and who holds office as a Director until the next annual general meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company”.

By Order of the Board
For **KSB Pumps Limited**

G SWARUP
Chairman

Mumbai, July 24, 2014

Notes –

1. An Explanatory Statement pursuant to Section 102 (1) read with Section 110 of the Act is given herein below.
2. The postal ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on August 15, 2014 (Record Date).
3. The Board of Directors have appointed Ms. Hetal Shah, Partner M/s. Nilesh Shah & Associates, Company Secretaries as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with rules made there under, since the business is to be transacted through postal ballot which includes e-voting, the Company is offering e-voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that e-voting is optional. In case a member has voted through e-voting, he/ she is not required to send the postal ballot. In case a member votes through e-voting as well as through postal ballot, the voting through e-voting shall be considered and the voting through postal ballot shall be ignored. CDSL will be facilitating e-voting to enable the members to cast their votes electronically.
5. The voting through postal ballot/ e-voting will start on Saturday, August 30, 2014 at 9.00 a.m. and will close on Sunday, September 28, 2014 at 5.00 p.m.
6. Resolution passed by the members through postal ballot are deemed to have been passed effectively at the general meeting of the members.
7. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email ID's are registered with the Company/ Depository Participant(s). For members who request for a hardcopy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m.
9. The Instruction for members opting to vote electronically is as under: -
 - i. Log on to the e-voting website www.evotingindia.com during the voting period
 - ii. Click on "Shareholders" tab
 - iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the Image Verification Code as displayed and Click on Login.
 - v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. #Please enter the DOB or Dividend Bank Details in order to login If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- vii. After entering these details appropriately, click on 'SUBMIT' tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN of KSB Pumps Limited on which you choose to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for non-Individual Shareholders and Custodians
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 The Companies Act, 2013

ITEM NO. 1:

Mr. A. R. Broacha is an Independent Director of the Company (appointed pursuant to Clause 49 of the Listing Agreement), whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. He joined the Board of Director of the Company (Board) in October 1975. The Companies Act, 2013 (Act), came into effect on April 1, 2014. Section 149 (10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149(13) of the Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors. Additionally, the Ministry of Corporate Affairs, Government of India, by a general circular, has clarified that if a company intends to appoint existing independent directors as independent directors under the Act, such appointment must be made expressly within one year from April 1, 2014. The Company proposes to comply with the provisions of the Act and the general circular of the Ministry of Corporate Affairs.

Mr. A. R. Broacha being eligible, the resolution seeks the approval of members for his appointment as an Independent Director, pursuant to Section 149 and other applicable provisions of the Act and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and that he shall not be liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member along with a deposit of Rs. 100,000/- proposing the candidature of Mr. A. R. Broacha for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. A. R. Broacha (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Mr. A. R. Broacha fulfills the conditions specified in the Act and the Rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter for the appointment of Mr. A. R. Broacha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. A. R. Broacha as an Independent Director.

No director, key managerial personnel or their relatives, except Mr. A. R. Broacha, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 1 for the approval of members.

ITEM NO. 2:

Mr. D. N. Damania is an Independent Director of the Company (appointed pursuant to Clause 49 of the Listing Agreement), whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. He joined the Board of Director of the Company (Board) in December 1981. The Companies Act, 2013 (Act), came into effect on April 1, 2014. Section 149 (10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149(13) of the Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors. Additionally, the Ministry of Corporate Affairs, Government of India, by a general circular, has clarified that if a company intends to appoint existing independent directors as independent directors under the Act, such appointment must be made expressly within one year from April 1, 2014. The Company proposes to comply with the provisions of the Act and the general circular of the Ministry of Corporate Affairs.

Mr. D. N. Damania being eligible, the resolution seeks the approval of members for his appointment as an Independent Director, pursuant to Section 149 and other applicable provisions of the Act and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and that he shall not be liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member along with a deposit of Rs. 100,000/- proposing the candidature of Mr. D. N. Damania for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. D. N. Damania (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Mr. D. N. Damania fulfills the conditions specified in the Act and the Rules made there under for his appointment as an Independent Director of the Company, and is independent of the Management. A copy of the draft letter for the appointment of Mr. D. N. Damania as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. D. N. Damania as an Independent Director.

No director, key managerial personnel or their relatives, except Mr. D. N. Damania, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 2 for the approval of members.

ITEM NO. 3:

Mr. Pradip Shah is an Independent Director of the Company (appointed pursuant to Clause 49 of the Listing Agreement), whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. He joined the Board of Director of the Company (Board) in June 2008. The Companies Act, 2013 (Act), came into effect on April 1, 2014. Section 149 (10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149(13) of the Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors under the Act. Additionally, the Ministry of Corporate Affairs, Government of India, by a general circular, has clarified that if a company intends to appoint existing

independent directors as independent directors under the Act, such appointment must be made expressly within one year from April 1, 2014. The Company proposes to comply with the provisions of the Act and the notification of the Ministry of Corporate Affairs.

Mr. Pradip Shah being eligible, the resolution seeks the approval of members for his appointment as an Independent Director, pursuant to Section 149 and other applicable provisions of the Act and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and that he shall not be liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member along with a deposit of Rs. 100,000/- proposing the candidature of Mr. Pradip Shah for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. Pradip Shah (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Mr. Pradip Shah fulfills the conditions specified in the Act and Rules made there under for his appointment as an Independent Director of the Company, and is independent of the Management. A copy of the draft letter for the appointment of Mr. Pradip Shah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Pradip Shah as an Independent Director.

No director, key managerial personnel or their relatives, except Mr. Pradip Shah, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of members.

ITEM NO. 4:

In the vacancy caused by the resignation of Dr. Wolfgang Schmitt, a Director liable to retire by rotation, the Directors of the Company appointed Mr. Werner Stegmuller with effect from July 24, 2014. Under Article 112 of the Articles of Association of the Company, Mr. Werner Stegmuller holds office till the date of the next annual general meeting of the Company. A notice has been received from a member, as required by section 160 of the Companies Act, 2013, proposing Mr. Werner Stegmuller as a Director. Mr. Werner Stegmuller is a Member of the Board of Management, KSB AG, Germany and has extensive experience in managerial fields and in view of this, the Company stands to benefit by his knowledge and advice.

No director, key managerial personnel or their relatives, except Mr. Werner Stegmuller, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of members.

By Order of the Board
For **KSB Pumps Limited**

G SWARUP
Chairman

Mumbai, July 24, 2014

Additional information on directors recommended for appointment as required under Clause 49 of the Listing Agreement

1. Mr. A. R. Broacha

Age	80 Years
Qualifications	Advocate and Solicitor
Experience	Vast experience in the corporate legal field
Director Since	October 7, 1975
List of other Directorships	Industrial and Prudential Investment Company Limited New Holding and Trading Company Limited
Membership in Committees in other companies*	None
No. of shares held	30,000

2. Mr. D. N. Damania

Age	77 Years
Qualifications	Engineer
Experience	Vast experience in the engineering industry
Director Since	December 30, 1981
List of other Directorship	ThyssenKrupp Industries India Private Limited ThyssenKrupp Foerdertechnik GmbH, Germany Uhde India Private Limited Berco Undercarriages (India) Private Limited 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. Mr. Pradip Shah

Age	61 years		
Qualifications	B. Com, AICWA, ACA, MBA (Harvard)		
Experience	Vast experience in finance.		
Director Since	June 21, 2008		
List of other Directorships	BASF India Limited Godrej & Boyce Mfg. Co. Ltd. Shah Foods Limited Panasonic Energy India Company Limited IndAsia Fund Advisors Private Limited Sonata Software Limited Pfizer Limited Kansai Nerolac Paints Limited Mukand Limited TATA Investment Corporation Limited Wyeth Limited Pangea EcoNet Assets Private Limited Universal Trustees Private Limited C. D. Aviation (India) Private Limited Helios GreenTech Private Limited Hardy Oil & Gas Limited (U.K.) Supra Advisors (BVI) Limited (British Virgin Islands) Ambit Holdings Private Limited Grindwell Norton Limited		
Membership in Committees in other Companies*	Name of the Company	Audit Committee	Shareholder's Grievance Committee
	BASF India Ltd.	Member	-
	Kansai Nerolac Paints Ltd.	Chairman	-
	Panasonic Energy India Co. Ltd.	Member	Member
	Sonata Software Ltd.	Member	-
	Tata Investment Corporation Ltd.	Member	-
	Pfizer Ltd.	Member	Member
No. of shares held	Nil		

4. Mr. Werner Stegmuller

Age	49 Years		
Qualifications	Business economics at the University of Hagen; and University of Augsburg		
Experience	Vast experience in the engineering industry		
Director Since	July 24, 2014		
List of other Directorship	KSB AG, Germany		
	KSB Finanz S.A., Luxemburg		
Membership in Committees in other companies*	NIL		
No. of shares held	NIL		

*Only Audit Committee and Shareholder's Grievance Committee membership in Indian Companies have been considered.

**KSB PUMPS LIMITED**

CIN: L29120MH1960PLC011635

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

Phone: 022-66588787/ Fax:022 66588788

Website: www.ksbindia.co.in

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully before completion of this form]



EA26855119 1IN

Serial No.

1.	Name and Address of the Sole/ First named Shareholder as registered with the Company	
2.	Name(s) of the joint Shareholder(s), if any, registered with the Company	
3.	Registered Folio No./DPID No.* & Client ID No.* : (*Applicable to Investors holding shares in dematerialized form)	
4.	Number of shares held	
5.	I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated July 24, 2014 by conveying my/our assent or dissent to the said Resolution(s), by placing the tick [✓] mark in the appropriate box below:	
Item No.	Description	No. of Shares
		I/We assent to the Resolution (for)
		I/We dissent to the Resolution (Against)
1.	To Appoint Mr. A. R. Broacha, as an Independent Director	
2.	To Appoint Mr. D. N. Damania, as an Independent Director	
3.	To Appoint Mr. Pradip Shah, as an Independent Director	
4.	To Appoint Mr. Werner Stegmuller, as a Director of the Company	

Place:

Date:

Signature of member

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The Company has appointed Ms. Hetal Shah, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution/Authorisation.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than September 28, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked (✓) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Share Transfer Agent, M/s Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai 400 078. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No. 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on August 15, 2014.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company www.ksbindia.co.in.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
14. The date of declaration of result i.e., September 30, 2014 shall be the effective date of passing the Ordinary Resolutions.