

## Proxy Advisory Report (Addendum)

# KSB Limited

### ABOUT SES

Stakeholders Empowerment Services (SES) is a Corporate Governance research and advisory firm. SES assists investors to analyze governance practices including matters relating to sustainability, prevalent at listed entities and empower Investors to undertake meaningful engagement with Investee entities.

### SES SERVICES

**E-BRSR Tool:** Online web-based platform to create BRSR Report by the Company and generate XBRL in seamless, cost and time effective manner

Already Subscribed by HDFC, Hero, M&M, L&T, UPL, Wipro, Reliance group and many others. [Read More](#)

**Contact for Demo –**

[jng@sesgovernance.com](mailto:jng@sesgovernance.com)

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#### SES AIMS:

Designed primarily for Institutional investors to carry out their stewardship activities in an efficient manner. [Read More](#)

#### Proxy Advisory:

Advises investors on the matters that require shareholder approval at listed entities and identify Governance issues. [Read More](#)

#### ESG Scores:

Analyze sustainability initiatives of Companies based on various environmental, social and governance factors. [Read More](#)

#### Corporate Governance Score (CGS):

CGS model measures the Company's compliance and also evaluates the governance practices with respect to global benchmarks. [Read More](#)

#### E-Ballot:

One stop solution for investors – Online Vote Management System to cater to requirements of Institutional Investors. [Read More](#)

### COMPANY INFORMATION

**BSE CODE:** 500249

**NSE SYMBOL:** KSB

**ISIN:** INE999A01015

**Industry:** Capital Goods- Compressors, Pumps & Diesel Engines

**Email:** [compsec.india@ksb.com](mailto:compsec.india@ksb.com)

**Phone:** +91 22 2168 1300

**Registered Office:** Office No. 601, Runwal R-Square, L.B.S. Marg, Mulund (West), Mumbai - 400 080

### MEETING DETAILS

**Meeting Type:** AGM

**Meeting Date:** 11<sup>th</sup> May, 2023 at 1:00 p.m.

**Venue:** Video Conferencing (VC) facility or Other Audio-Visual Means (OAVM)

**Notice Date:** 23<sup>rd</sup> February, 2023

**Notice:** [Click here](#)

**Annual Report:** [Click here](#)

**SES PA Report (AGM 2023):** [Report](#)

### E-VOTING DETAILS

**e-Voting Platform:** [LINKINTIME](#)

**Cut-off Date:** 5<sup>th</sup> May, 2023

**Remote E-voting:**

- **Start:** 8<sup>th</sup> May, 2023
- **Ends:** 10<sup>th</sup> May, 2023

**REPORT RELEASE DATE:** 8<sup>th</sup> May, 2023

**Research Analyst:** Karishma Yadav

**Conflict Disclosure:** SES- No Conflict | Analyst - No Conflict

**Interaction with the Company** - No Interaction



## ADDENDUM

This Addendum is being issued based information received by one of the SES clients w.r.t. Proxy Advisory Report ('[PA Report](#)') dated 29<sup>th</sup> April 2023 issued by SES in relation to the 63<sup>rd</sup> AGM of KSB Ltd ("the Company").

SES is changing its recommendations from **AGAINST** to **FOR** in case of resolution no. 1 (Adoption of Standalone & Consolidated Financial Statements), based on additional disclosure made on the [website](#) of the Company.

EXISTING RECOMMENDATION					
S. No.	Resolution	Type	SES Observation #	Rec.	Rationale
1	a. Adoption of the Standalone Financial Statements. b. Adoption of the Consolidated Financial Statements.	O	<b>NC + GC</b>	<b>AGAINST</b>	<i>Audited financial statements of subsidiary not disclosed on the website.</i>
REVISED RECOMMENDATION					
1	a) Adoption of the Standalone Financial Statements. a) Adoption of the Consolidated Financial Statements.	O	<b>LC</b>	<b>FOR</b>	<i>Unqualified financial statements. No concern identified.</i>

O - Ordinary Resolution, Rec. - Recommendation

# LC - Legally Compliant, NC - Legally Non-Compliant, TC - Disclosures & Transparency Concern, GC - Governance Concern

### SES VIEW

SES, as per its Policy, had mailed its Proxy Advisory Report to the Company and its client relating to the AGM of the Company to be held on 11<sup>th</sup> May, 2023.

Post release of PA Report, one of our clients informed that the Audited financial Statements of Subsidiaries are uploaded by the Company.

**At the time of report making/release, SES could not locate the Audited financial statements of the Subsidiary on the website of the Company. Therefore, SES in its report had raised concern for non-disclosure of the same.**

Since the Company has now uploaded the Audited financial statements of the Subsidiary on the website, the compliance concern raised by SES stands addressed. Hence, SES is changing its recommendation from '**AGAINST**' to '**FOR**' for resolution no. 1.



**Disclaimer  
Sources**

Only publicly available data has been used while making the report. Our data sources include Notice of Shareholders' Meeting, BSE, NSE, SEBI, Capitaline, MCA, Moneycontrol, Businessweek, Reuters, Annual Reports, IPO Documents and Company Website.

**Analyst Certification**

The Analyst(s) involved in development of this Report certify that no part of the Research Analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the Research Analyst(s) in this Report. The concerned Research Analyst(s) and Director(s) do not have any pecuniary relationship with the Reported Company, except that they may be holding miniscule shares in the Company which does not impact their independence in respect of this Report.

SES may be a shareholder in the Company holding equity shares as disclosed on its [website](#). The objective of SES' investment is solely to obtain Shareholders' communications from the Company as a shareholder.

**CAUTIONARY STATEMENT**

The recommendations made by SES are based on publicly available information and conform to SES's stated Proxy-Advisory Guidelines. SES opinion is based on SES's interpretation of law and governance benchmarks, which may differ from opinion/ benchmarks of other analysts or practitioners. Further, SES analysis is recommendatory in nature and reflects how SES would have voted if it was a shareholder. Therefore, SES expects that the clients will evaluate the effect of their vote on their investments independently and diligently and will vote accordingly. Subscribers may also carry out an impact analysis of their votes and keep the same as an addendum for their records. In our opinion, Institutional investors are positioned significantly differently from other shareholders due to their ability to engage the board and the management to bring out desired result. As a firm, it is our endeavour to improve the level of corporate governance while not causing any disruption in company's proceedings and therefore we respect the independence of investors to choose alternate methods to achieve similar results.

**Disclaimer**

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All disputes shall be subject to jurisdiction of High Court of Bombay, Mumbai.

**Concern terminology**

**NC – Compliance Concern:** The Company has not met statutory compliance requirements

**FC – Fairness Concern:** The Company has proposed steps which may lead to undue advantage to a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders

**GC – Governance Concern:** SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.

**TC - Disclosures & Transparency Concern:** The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.

**Company Information**

Stakeholders Empowerment Services

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