

(The Company was incorporated on 11th April, 1960 as a private limited company and became a public limited company from 28th March, 1961 pursuant to Section 43A of the Companies Act, 1956).

THE COMPANIES ACT 2013 (ERSTWHILE COMPANIES ACT, 1956)

MEMORANDUM OF ASSOCIATION

OF

KSB LIMITED ***

(Company Limited by Shares)

- I. The name of the Company is KSB LIMITED ***
- II. The Registered Office of the Company will be situated in the State of Mumbai.
- III. The objects for which the Company is established are-
 - (1) To establish works, factories, and other industrial and commercial undertakings in India for the manufacture, import, export, purchase, sale and other dealings of every type of pumps, compressors, valves and their accessories and allied goods.
 - (1a)* To carry on business of iron masters, iron foundries, iron workers, steel-makers, blast and electric and ferrous and non-ferrous foundries, metal makers, iron mongers, alloy makers, processers, pattern makers, galvanisers, machinists, welders, annealers, processors by heat treatment, enameliars, electro and chromium platers, polishers and ceramic, electrical, electronic, mechanical and metallurgical engineers.
 - (1b)**To carry on business as agents and establish an agency or agencies for and on behalf of local or foreign suppliers of pumps, motors, compressors, valves and hydraulic equipment of every kind and their spare parts and accessories of every description.
 - (2) To manufacture, import, export, purchase, sell or otherwise deal in products manufactured by Messrs KSB SE & Co. KGaA, Germany) previously known as Klien, Schanzlin & Becker A G of Frankenthal / Pfalz, Germany), or of one of their subsidiary companies.
 - (3) To carry on the business of tube-well boring and construction in all its branches and to manufacture pipes, strainers and other requisites for the purpose.

*This clause inserted in terms of resolution passed by the members by postal ballot process and declared at the extra-ordinary general meeting held on 21st December, 2001.

**This clause inserted in terms of resolution passed by the members by postal ballot process and declared at the extra-ordinary general meeting held on 11th October, 2004.

***The name of the Company changed from KSB PUMPS LIMITED to KSB LIMITED vide special resolution passed at the Annual General Meeting of the Company held on 25th April, 2018 after all necessary approvals .

- (4) To maintain service of supply of all descriptions for the efficient working of the pumps and other products manufactured by the Company.
- (5) To buy, take on lease or otherwise acquire an interest in any movable or immovable property and to sell, give on lease, mortgage or otherwise dispose of any interest in movable or immovable property.
- (6) To undertake, assist and participate in financial, commercial and industrial operations and undertakings of any kind whatsoever, singly and in connection with other persons, firms, companies and corporations in India or elsewhere.
- (7) To carry on business as financiers, capitalists, commercial agents, construction bureau and advisers.
- (8) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with this the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties and rights.
- (9) To buy, sell repair, import, export, convert, lease, let on hire, and deal in any or all of the above.
- (10) To appoint agents and constitute agencies of the Company in India or elsewhere,
- (11) To amalgamate with any other company having objects altogether or in part similar to those of the Company.
- (12) To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, or any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (13) To take or otherwise acquire, and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (14) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (15) To construct, maintain and alter any buildings, or works necessary or convenient for the purpose of the Company.
- (16) To invest and deal with the funds of this Company not immediately required in Government or other securities or shares in joint stock companies or otherwise as may be thought proper and to vary or deal in such investments.
- (17) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the

Company and to guarantee the performance of contracts by any such persons or companies.

- (18) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (19) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (20) To undertake and execute any trust the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (21) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (22) To do all or any of the above things as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (23) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (24) And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in India or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

IV The liability of the member is limited.

V* The authorised share capital of the company consists of INR 40,00,00,000 (Rupees Forty Crore) divided into 20,00,00,000 (Twenty Crore) Equity shares of INR 2/- (Rupees two) each. The Company shall have power to increase or reduce its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, differed or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company.

*The authorised share capital of the Company was increased from Rs.1,50,00,000 to Rs.3,00,00,000 by a special resolution passed at the Extraordinary General Meeting of the Company held on 10th September, 1982.

The authorised share capital of the Company was further increased from Rs.3,00,00,000 to Rs.6,00,00,000 by a special resolution passed at the Extra-ordinary General Meeting of the Company held on 7th May, 1986.

The authorised share capital of the Company was further increased from Rs.6,00,00,000 to Rs.10,00,00,000 by a special resolution passed at the Extra-ordinary General Meeting of the Company held on 28th June, 1989.

The authorised share capital of the Company was further increased from Rs.10,00,00,000 to Rs.20,00,00,000 by a special resolution passed at the Extra-ordinary General Meeting of the Company held on 5th February, 1996.

The authorised share capital of the Company was further increased from Rs.20, 00, 00,000 to Rs. 40, 00, 00,000 by a special resolution passed at the Extra-ordinary General Meeting of the Company held on 5th April, 2011.

The authorised share capital of the Company is proposed to be altered pursuant to sub-division (split) of shares vide ordinary resolution to be passed at the Annual General Meeting of the Company to be held on 27th June, 2024 after all necessary approvals.

We the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, Addresses and description of Subscribers	Signatures of subscribers	Name of share taken by each subscriber	Name address and designation of witness
F.K HELLER, 173, Jamshedji Tata Road, Bombay Director Businessman	Sd/-	Five ordinary shares Rs. 100 each	T.S Doctor B.A, LL.B, Solicitor, Alli Chambers, Tamarind Lane Bombay
H,GRABENHORST 173,Jamshedji Tata Road, Bombay Managing Director Businessman	Sd/-	Five ordinary shares Rs. 100 each	T.S Doctor B.A, LL.B, Solicitor, Alli Chambers, Tamarind Lane Bombay
		Ten ordinary shares Rs. 100 each	

Dated at Bombay this Thirty-First day of March, 1960