

Date: 22nd February, 2018

The General Manager
Corporate Relationship Department
BSE Limited
1st floor, New Trading Ring,
Rotunda Building
P J Towers
Dalal Street, Fort
Mumbai 400 001
BSE Scrip Code: 500249

The Manager
Listing Department
National Stock Exchange of India
Limited
"Exchange Plaza", C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
NSE Symbol: KSBPUMPS

Dear Sirs,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company, at its meeting held today, i.e. 22nd February, 2018 have considered and approved, inter-alia, a Scheme of merger an arrangement ("**Scheme**") under sections 230 to 232 of the Companies Act, 2013 for the merger of **POFRAN SALES AND AGENCY LIMITED ("PSAL")**, wholly owned subsidiary of the Company, with the Company.

The above merger is subject to the necessary statutory and regulatory approvals, including approval of the Hon'ble National Company Law Tribunal.

The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September, 2015 are given in the enclosed annexure.

You are requested to kindly take the same on record,

Yours faithfully,
For **KSB PUMPS LIMITED**



Narasimhan R
Company Secretary

Encl: As above

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September, 2015.

(a) Name of the entity (ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.:

Transferor Entity: Pofran Sales And Agency Limited ("**PSAL**") is a Public Limited Company incorporated under the Companies Act, 1956 having its registered office at 104TH Milestone Mumbai Pune Road, Pimpri, Pune - 411018. The Transferor Company is not a listed entity and is a wholly-owned Subsidiary of the Transferee Company.

Transferee Entity: KSB PUMPS LIMITED ("**KSB**") is a Public Limited Company incorporated under the Companies Act, 1956, having its Registered office at 126, Maker Chambers-III, Nariman Point Mumbai- 400 021. The equity shares of the Transferee Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

The requisite details as on 31st December, 2017 are as follows:

Name of the Entity	Turnover (Rs. in Million)	Size (Net worth) (Rs. in Million)
Pofran Sales And Agency Limited	0.13	56.16
KSB Pumps Limited	9,692.34	6,625.29

(b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length":

The Transferor Company is a wholly-owned subsidiary of the Transferee Company. The proposed transaction does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated 17th July, 2014 issued by the Ministry of corporate Affairs and the same is subject to the sanction of the National Company Law Tribunal. Further, pursuant to Regulation 23 (5) (b) of the Listing Regulations, the related party transaction provisions are not applicable to the proposed scheme.

(c) Area of business of the entity(ies):

- i. PSAL was engaged in carrying on the business as agents on behalf of overseas supplier for pumps, motors, compressors etc. and rendering of services of repairs and maintenance in relation to the aforesaid activities.
- ii. KSB is engaged in the business of manufacture of different types of power driven pumps and industrial valves.

(d) Rationale for amalgamation/ merger:

The only agency agreement entered by PSAL has been terminated and thus PSAL does not have future business avenues to continue. Thus is it proposed to merge with its holding Company KSB.

(e) In case of cash consideration – amount or otherwise share exchange ratio:

The Transferor Company is a wholly-owned subsidiary of the Transferee Company and the entire paid up share capital of the Transferor Company is held by the Transferee Company and its nominees. Therefore, upon the Scheme becoming effective, all shares held by the Transferee Company and its nominees in the paid-up share capital of the Transferor Company as on the effective date shall stand cancelled, without any further act or deed. Accordingly there is no cash consideration involved.

(f) Brief details of change in shareholding pattern (if any) of listed entity:

There will be no change in the shareholding pattern of the Transferee Company pursuant to the Scheme as no shares are being issued by the transferee Company in connection with the Scheme. In terms of subparagraph (ii) of paragraph 4 (d) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, in case a wholly-owned subsidiary is merged with its parent listed entity, where the shareholding pattern of the parent listed company remains the same, it will be treated as 'no change in shareholding pattern'.

Yours faithfully,
For **KSB PUMPS LIMITED**



Narasimhan R
Company Secretary