

Date: 14th April, 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: Report on Corporate Governance

Ref: Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 please find enclosed herewith Report on Corporate Governance for the quarter ended on 31st March, 2018.

Kindly take the same on record.

Yours faithfully,
For **KSB PUMPS LIMITED**

A handwritten signature in blue ink, appearing to be 'R. Narasimhan R'.

Narasimhan R
DGM- Finance and Company Secretary
Encl: as above

CORPORATE GOVERNANCE REPORT

(Regulation 27(2) of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Listed Entity : KSB Pumps Limited
Quarter ended : 31st March, 2018

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson (C)/ Executive (ED)/ Non-Executive (NED)/ Independent (I)/ Nominee (N)	Date of Appointment in the current term /cessation	Tenure	Number of Director-ship in listed entities including this listed entity	Number of Memberships in Audit Committee (AC) / Stakeholder Committee (SC) including this listed entity	Number of post of Chairpers on in Audit Committee (AC)/ Stakeholder Committee (SC) held in listed entities including this listed entity	Remark
Mr.	G. Swarup	AKTPS6727K 00374298	NED-C	26 th April, 2016	-	5	3 (1 AC & 2 SC)	2 (AC)	Originally appointed on 24 th January, 2000
Mr.	A. R. Broacha	AAGPB8997F 00056291	NED-I	1 st October, 2014	5 years from 1 st October, 2014	1	1 (AC)	1(SC)	Originally appointed on 7 th October, 1975
Mr.	Pradip Shah	AAEPS0592F 00066242	NED-I	1 st October, 2014	5 years from 1 st October, 2014	7	8 (AC)	1(AC)	Originally appointed on 21 st June, 2008
Mr.	D.N. Damania	ABMPD2673D 00403834	NED-I	1 st October, 2014	5 years from 1 st October, 2014	4	6 (4 AC & 2 SC)	1 (AC)	Originally appointed on 30 th December, 1981
Mr.	V.K. Viswanathan	ACHPV7308P 01782934	NED-I	16 th January, 2015	5 years from 16 th January, 2015	6	9 (8 AC & 1 SC)	3 (AC)	-

Ms.	S.F. Motwani	AAAPF7895A 00052851	NED-I	16 th January, 2015	5 years from 16 th January, 2015	2	0	0	Resigned w.e.f. close of business hours on 22 nd Feb'18.
Mr.	Stephan Bross	NIL 00423114	NED	26 th April, 2016	-	1	1(AC)	0	-
Dr.	Matthias Schmitz	NIL 07884418	NED	25 th July, 2017	-	1	0	0	-
Mr.	Rajeev Jain	AABPJ5999G 07475640	ED	1 st July, 2016	5 years from 1 st July, 2016	1	1(SC)	0	-

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)
1. Audit Committee	Mr. D.N. Damania	Committee Chairman – NED- I
	Mr. Pradip Shah	NED-I
	Mr. A.R. Broacha	NED-I
	Mr. G. Swarup	NED
	Dr. Stephan Bross	NED
	Mr. V. K. Viswanathan	NED-I
2. Nomination and Remuneration Committee	Mr. D.N. Damania	Committee Chairman – NED- I
	Mr. Pradip Shah	NED-I
	Mr. G. Swarup	NED
3. Risk Management Committee	Not Applicable	
4. Stakeholders' Relationship committee	Mr. A.R. Broacha	Committee Chairman – NED- I
	Mr. G. Swarup	NED
	Mr. Rajeev Jain	ED

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
2 nd November, 2017	22 nd February, 2018	111

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
22 nd February, 2018	Yes (All members being present)	2 nd November, 2017	111
Nomination and Remuneration Committee			
22 nd February, 2018	Yes (All members being present)	2 nd November, 2017	111
Stakeholders' Relationship Committee			
-	-	2 nd November, 2017	-

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholders' Relationship Committee
(Risk Management Committee : Not Applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report shall be placed before Board of Directors in the next Board Meeting.

For KSB Pumps Limited,


Narasimhan R
DGM-Finance and Company Secretary