

Date: 15<sup>th</sup> January, 2018

The General Manager  
Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> 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:

1. Report on Corporate Governance for the quarter ended on 31<sup>st</sup> December, 2017 as Annexure I.
2. Report on Corporate Governance for the financial year ended on 31<sup>st</sup> December, 2017 as Annexure II.

Kindly take the same on record.

**Yours faithfully,**  
For **KSB PUMPS LIMITED**

  
**Narasimhan R**  
**Company Secretary and DGM- Finance**  
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 : 31<sup>st</sup> December, 2017

### 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 <sup>th</sup> April, 2016	-	5	3 (1 AC & 2 SC)	1 (AC)	Originally appointed on 24 <sup>th</sup> January, 2000
Mr.	A. R. Broacha	AAGPB8997F 00056291	NED-I	1 <sup>st</sup> October, 2014	5 years from 1 <sup>st</sup> October, 2014	1	1 (AC)	1(SC)	Originally appointed on 7 <sup>th</sup> October, 1975
Mr.	Pradip Shah	AAEPS0592F 00066242	NED-I	1 <sup>st</sup> October, 2014	5 years from 1 <sup>st</sup> October, 2014	7	8 (AC)	1(AC)	Originally appointed on 21 <sup>st</sup> June, 2008
Mr.	D.N. Damania	ABMPD2673D 00403834	NED-I	1 <sup>st</sup> October, 2014	5 years from 1 <sup>st</sup> October, 2014	4	6 (4 AC & 2 SC)	1 (AC)	Originally appointed on 30 <sup>th</sup> December, 1981
Mr.	V.K. Viswanathan	ACHPV7308P 01782934	NED-I	16 <sup>th</sup> January, 2015	5 years from 16 <sup>th</sup> January, 2015	6	9 (8 AC & 1 SC)	3 (AC)	-

Ms.	S.F. Motwani	AAAPF7895A 00052851	NED-I	16 <sup>th</sup> January, 2015	5 years from 16 <sup>th</sup> January, 2015	2	0	0	-
Mr.	Stephan Bross	NIL 00423114	NED	26 <sup>th</sup> April, 2016	-	1	1(AC)	0	-
Dr.	Matthias Schmitz	NIL 07884418	NED	25 <sup>th</sup> July, 2017	-	1	0	0	-
Mr.	Rajeev Jain	AABPJ5999G 07475640	ED	1 <sup>st</sup> July, 2016	5 years from 1 <sup>st</sup> 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)
25 <sup>th</sup> July, 2017	2 <sup>nd</sup> November, 2017	99

#### 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
<b>Audit Committee</b>			
2 <sup>nd</sup> November, 2017	Yes (All members being present)	25 <sup>th</sup> July, 2017	99
<b>Nomination and Remuneration Committee</b>			
2 <sup>nd</sup> November, 2017	Yes (All members being present)	25 <sup>th</sup> July, 2017	-
<b>Stakeholders' Relationship Committee</b>			
2 <sup>nd</sup> November, 2017	Yes (All members being present)	-	-


#### 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**  
**Company Secretary and DGM-Finance**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Disclosed in Annual Report	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		

**For KSB Pumps Limited,**

  
**Narasimhan R**  
**Company Secretary and DGM-Finance**