

Date: 14th July, 2017

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 and six months ended on 30th June, 2017.

Kindly take the same on record.

Yours faithfully,
For **KSB PUMPS LIMITED**



Narasimhan R
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 and six months ended : 30th June, 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 Member-ships in Audit Committee (AC) / Stakeholder Committee (SC) including this listed entity	Number of post of Chairpersons 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)	1	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	2	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	7 (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	5 (3 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	5	6 (5 AC & 1 SC)	2 (AC)	-



Ms.	S.F. Motwani	AAAPF7895A 00052851	NED-I	16 th January, 2015	5 years from 16 th January, 2015	2	0	0	-
Mr.	Stephan Bross	NIL 00423114	NED	26 th April, 2016	-	1	1(AC)	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
2. Nomination & 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)
20 th February, 2017	26 th April, 2017	64
	5 th June, 2017	39

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

R. N. J.

Audit Committee			
26 th April, 2017	Yes- 4 out of 5 members were present	20 th February, 2017	64
5 th June, 2017	Yes - 3 out 5 Directors were present with majority of Independent Directors		39
Nomination & Remuneration Committee			
5 th June, 2017	Yes- 2 out 3 Directors were present	20 th February, 2017	104
Stakeholders' Relationship committee			
-	-	-	-

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 & 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

**Narasimhan R
Company Secretary**



Annexure II

Affirmations:		
Broad heading	Regulation Number	Compliance Status
Copy of the annual report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For KSB Pumps Limited,**Narasimhan R
Company Secretary**