

Date: 13th January, 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:

1. Report on Corporate Governance for the quarter ended on 31st December, 2016 as Annexure I.
2. Report on Corporate Governance for the financial year ended on 31st December, 2016 as Annexure II.

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 year ended : 31st December, 2016**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 Chairperson 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	-	6	3 (2 AC & 1 SC)	0	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	6 (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.	N.N. Kampani	AANPK2201P 00009071	NED	22 nd April, 2015	-	5	5 (3 AC & 2 SC)	0	Originally appointed on 27 th February, 1989

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Mr.	V.K. Viswanathan	ACHPV7308P 01782934	NED-I	16 th January, 2015	5 years from 16 th January, 2015	4	3 (2 AC & 1 SC)	4(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.	Werner Stegmuller	NIL 06929923	NED	24 th July, 2014	-	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
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 (in number of days)
22 nd July, 2016	25 th October, 2016	94 days gap between 22 nd July, 2016 to 25 th October, 2016

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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			
25 th October, 2016	Yes (All members being present)	22 nd July, 2016	94
Nomination & Remuneration Committee			
25 th October, 2016	Yes (All members being present)	-	-
Stakeholders' Relationship committee			
25 th October, 2016	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 & 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



I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status	
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.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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

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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

III Affirmations:

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,

R. Narasimhan R
Narasimhan R
Company Secretary

