

Date: 13th October, 2016

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 30th September, 2016.

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 ending : 30th September, 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 | AKTPS6727K00374298 | NED-C | 26 th April, 2016 | - | 6 | 3 (2 AC & 1 SC) | 0 | Originally appointed on 24 th January, 2000 |
| Mr. | A. R. Broacha | AAGPB8997F00056291 | 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 | AAEPS0592F00066242 | 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 | ABMPD2673D00403834 | 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 | AANPK2201P00009071 | NED | 22 nd April, 2015 | - | 5 | 5 (3 AC & 2 SC) | 0 | Originally appointed on 27 th February, 1989 |



| | | | | | | | | | |
|-----|-------------------|------------------------|-------|--------------------------------|---|---|--------------------|-------|---|
| Mr. | V.K. Viswanatha | 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 Committee Chairman – NED- I |
|---|---------------------------|---|
| 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) |
|---|---|--|
| 26 th April, 2016 | 22 nd July, 2016 | 24 days gap between 27 th June, 2016 & 22 nd July, 2016 |
| 27 th June, 2016 | | 61 days gap between 26 th April, 2016 & 27 th June, 2016 |



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 July, 2016 | Yes (4 out of 5 members attended, two being Independent Directors) | 26 th April, 2016 | 86 |
| Nomination & Remuneration Committee | | | |
| - | - | 27 th June, 2016 | - |
| 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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
(Risk management committee : Not Applicable)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report shall be placed before Board of Directors in the next Board Meeting.

For KSB Pumps Limited,


Narasimhan R
Company Secretary

