

## CORPORATE GOVERNANCE REPORT

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

Name of Listed Entity : KSB Pumps Limited  
Quarter ending : 31<sup>st</sup> December, 2015

### 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	11.04.2014	-	6	3 (2 AC & 1 SC)	0	Originally appointed dated 24.01.2000
Mr.	A. R. Broacha	AAGPB8997F00056291	NED-I	01.10.2014	5 years	2	1 (AC)	1(SC)	Originally appointed dated 07.10.1975
Mr.	Pradip Shah	AAEPS0592F00066242	NED-I	01.10.2014	5 years	7	6 (AC)	1(AC)	Originally appointed dated 21.06.2008
Mr.	D.N. Damania	ABMPD2673D00403834	NED-I	01.10.2014	5 years	4	5 (3 AC & 2 SC)	1 (AC)	Originally appointed dated 30.12.1981
Mr.	N.N. Kampani	AANPK2201P00009071	NED	22.04.2015	-	4	5 (3 AC & 2 SC)	0	Originally appointed dated 27.02.1989
Mr.	V.K. Viswanathan	ACHPV7308P01782934	NED-I	16.01.2015	5 years	3	2 (1 AC & 1 SC)	1(AC)	-
Ms.	S.F. Motwani	AAAPF7895A00052851	NED-I	16.01.2015	5 years	2	0	0	-

Mr.	Stephan Bross	NIL 00423114	NED	11.02.2014	-	1	1(AC)	0	-
Mr.	Werner Stegmuller	NIL 06929923	NED	24.07.2014	-	1	0	0	-
Ms.	W. Spiegel	ARAPS4198Q 00058903	ED	22.04.2015	-	1	1(SC)	0	Originally appointed dated 01.01.2002

## 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	N.A.	N.A.
4. Stakeholders' Relationship committee	Mr. A.R. Broacha	Committee Chairman – NED- I
	Mr. G. Swarup	NED
	Mr. W. Spiegel	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)
24 <sup>th</sup> July, 2015	4 <sup>th</sup> November, 2015	102

## 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>			
4 <sup>th</sup> November, 2015	Yes	24 <sup>th</sup> July, 2015	102
<b>Nomination &amp; Remuneration Committee</b>			
4 <sup>th</sup> November, 2015	Yes	24 <sup>th</sup> July, 2015	-

Stakeholders' Relationship committee			
4 <sup>th</sup> November, 2015	Yes	-	-

#### 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
  - d. Risk management committee (applicable to the top 100 listed entities)
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,**

*R. Narasimhan R*

**Narasimhan R  
Company Secretary**

