

Ref: 037/SD

Date: 13<sup>th</sup> April, 2015

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,

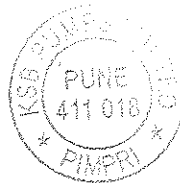
**Sub:** Quarterly Compliance Report on Corporate Governance

**Ref:** Clause 49 of the Listing Agreement

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance pursuant to Clause 49 of the Listing Agreement, for the quarter ended on March, 2015

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

  
**R. Narasimhan**  
**Company Secretary**  
Encl: as above



**Name of the Company: KSB Pumps Limited**  
**Quarter ending on: 31<sup>st</sup> March 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)	-	-
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)	-	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	NA	The subsidiary of the Company is not material as stated in listing agreement
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIII A)	Yes	The Company has material related party transactions with KSB, AG, Germany. The Company has sent notices of Annual General Meeting for the year ended 31 <sup>st</sup> December, 2014 for approval of the shareholders.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	The Company has not raised public issues, rights issue, preferential issues etc.

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	-
XI. Compliance	49 (XI)	Yes	-

For KSB Pumps Limited,



*R. Narasimhan*  
 Narasimhan R.  
 Company Secretary