

CORPORATE GOVERNANCE REPORT

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

Name of Listed Entity : KSB Limited (Formerly known as KSB Pumps Limited)
Quarter and six months ended : 30th June, 2018**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 Chairpers on 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	6	7 (6 AC & 1 SC)	3 (AC)	-

Mr.	Stephan Bross	NIL 00423114	NED	26 th April, 2016	-	1	1(AC)	0	-
Dr.	Matthias Schmitz	NIL 07884418	NED	25 th July, 2017	-	1	0	0	-
Ms.	Divya Shriram	ABCPS9941B 00281644	NED	21 st May, 2018	-	0	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. V. K. Viswanathan	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)
22 nd February, 2018	25 th April, 2018	61
	21 st May, 2018	25

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 April, 2018	Yes	22 nd February, 2018	61
	Yes		
Nomination & Remuneration Committee			
21 st May, 2018	Yes	22 nd February, 2018	87
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 Limited,


Narasimhan R
DGM-Finance and Company Secretary

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 Limited,



Narasimhan R
DGM-Finance and Company Secretary