

Date: 29th February, 2020

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: KSB

Dear Sirs,

Sub: Submission of Secretarial Compliance Report for the year ended 31st December, 2019

Ref: Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Pursuant to above referred Regulation 24A, we are submitting herewith Secretarial Compliance Report for the year ended 31st December, 2019

Kindly take the same on record.

Yours faithfully,
For **KSB LIMITED**

Mahesh Bhave
DGM- Finance and Company Secretary

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

UDIN: F008063A000576664

Secretarial Compliance Report for KSB Limited
For the Financial Year Ended 31st December, 2019
[Pursuant to Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors / Members,
KSB LIMITED
(Formerly Known as KSB Pumps Limited)
Office No. 601, Runwal R-Square,
L.B.S. Marg, Mulund (West),
Mumbai-400008.

Dear Sir / Madam,

We, Nilesh Shah & Associates, Company Secretaries in Practice have examined:

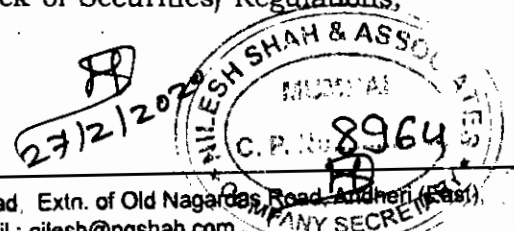
- all the documents and records made available to us and explanation provided by **M/s. KSB Limited** (here in after called "Company" or "the listed entity");
- the filings/ submissions made by the listed entity to the stock exchanges;
- website of the listed entity;
- any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended 31st December, 2019 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - (N.A. in current year);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (N.A. in current year);



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

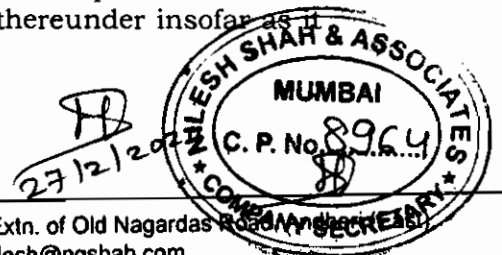
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - (N.A. in current year);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (N.A. in current year);
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - (N.A. in current year);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circular and guidelines issued there under; as may be applicable and based on the above examination, we hereby report that, during the financial year ended **31st March, 2019:**

- (a) The Company has complied with the provisions of the above Regulations (As was applicable to the Company) and circulars/ guidelines issued thereunder except in respect of the matter specified herein below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	In terms of Regulation 23(1) of LODR - The listed entity shall formulate a policy on materiality of related party transactions with specific threshold Limit for dealing with related party transactions and to be approved by the Board of Directors.	The Company has been taking reference of thresholds as defined in the Company's Act, and the Company's Related Party Transactions Policy referred the same. Thus threshold limits were not quantified in the Policy.	As explained, the Company is under process to update the same during the year.
2	Vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/149 dated December 7, 2018, SEBI had specified certain requirements with respect to disclosure of significant beneficial ownership in the shareholding pattern of listed entities in line with the SBO requirement of the Companies (Significant Beneficial Owners) Rules, 2018.	Revised submission of SBO related declaration is necessary.	In shareholding Pattern of June 2019, the co has reported that the Co has a SBO based on the oral feedback from the promoter group. However, after re-visiting the provision of SBO under Company Law, No Individual has provided declaration of beneficial owner and hence as explained the Company is under the process of rectifying the Reporting made in consultation with Stock Exchange.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;



NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

(c) No actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

(d) Since this being the first year of Compliance Report, reporting for corrective action taken by the Company on the comments made by the Practising Company Secretary in their previous report is not applicable and hence No comment is invited in this regard.

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st December, 2019.	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
N. A.				

Date:- 27.02.2020

Place:- Mumbai

Signature:-

Name:- **Hetal Shah**
For:- **Nilesh Shah & Associates**
FCS: 8063
C.P. : 8964

