

Date: 26th February, 2021

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 Sir/Madam,

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, 2020.

Kindly take the same on record.

Yours faithfully,
For **KSB LIMITED**

Mahesh Bhave
GM- Finance and Company Secretary

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

UDIN: F008063B003559666

**Secretarial Compliance Report for KSB Limited
For the Financial Year Ended 31st December, 2020**

[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, 2020 ("Review Period") in respect of compliance with the provisions of:

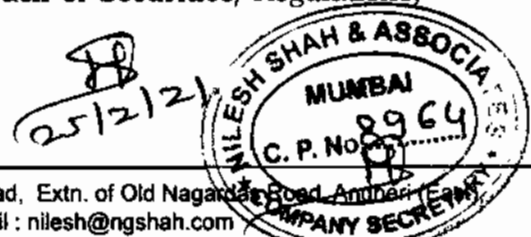
- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange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



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- (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 December, 2020**:

- (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:

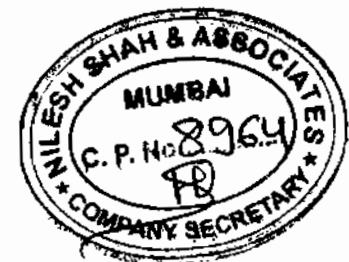
Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Confirmation as per SEBI/HO/DDHS/CIR/P/2018/144 dated 26/11/2018 wrt filings in respect of initial disclosure by all listed entities as large corporate within 30 days.	There was a delay in intimation to Stock Exchanges wrt to Reporting of Large entity by 4 days in NSE and by 1 day in BSE. Due Date was 30.01.2020 and submitted on 03.02.2020 to NSE and on 31.01.2020 on BSE	There was a delay in filing Nil Disclosures with the Stock Exchanges.

- (b) Save and Except maintaining the Structural Digital Data Base to reflect the movement of UPSI Internally, the listed entity has generally 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;

- (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) The Company has taken the following actions to comply with the observations made in previous reports:

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Sr. No.	Observations of the Practicing 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 Practicing Company Secretary on the actions taken by the listed entity
1	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.	The Company has duly updated the policy to include clear Threshold as envisaged in the Regulation	The Company has achieved the Compliance
2	Circular No. SEBI/HO/CFD /CMD1/CIR/P /2018/149 dated December 7, 2018 - 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	Revised submission of SBO related declaration is necessary.	The Company has spoken to the officials of BSE but according to them this being the One time filing of June, 2019 and there is no mechanism by which it can be updated, the matter stands closed there.	This being a Technical issue, the practitioner has no comment.

25/2/21



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Company is under the process of rectifying the Reporting made in consultation with Stock Exchange.			
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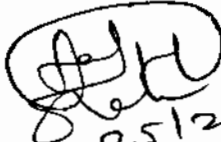
Please note that due to COVID-19 outbreak and Lockdown situation, in respect of part of the Audit, we have relied on the information, details, data, documents and explanation as provided by the Company and its officers and agents in electronic form without physically verifying their office.

Date:- 25.02.2021

Place:- Mumbai

P.R.No: 698/2020
(By ICSI)

Signature:-


25/2/21

Name:- **Hetal Shah**

For:- **Nilesh Shah & Associates**

FCS: 8063

C.P. : 8964

