

Corporate Governance Report
Regulation 27(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

ANNEXURE I

1. Name of Listed Entity: **B. L. KASHYAP AND SONS LIMITED**
2. Quarter ending: **30th June, 2017**

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | PAN & DIN | Category (Chairperson/Executive/Non-Executive/independent/Nominee) | Date of Appointment in the current term /cessation | Tenure | No. of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed/unlisted entities including this listed entity | Remarks |
|-------------------------|------------------------------|--------------------------------|--|---|---------------|--|--|---|----------------|
| Mr. | Vinod Kashyap | PAN-AGDPK0398Q DIN-00038854 | Chairman-Executive | 01/04/2012 | - | 1 | 1 | Nil | |
| Mr. | Vineet Kashyap | PAN-AGDPK0402H DIN-00038897 | Executive | 01/04/2012 | - | 1 | 1 | Nil | |
| Mr. | Vikram Kashyap | PAN-AGDPK0406D DIN-00038937 | Executive | 01/04/2012 | - | 1 | 2 | Nil | |
| Mr. | H.N. Nanani | PAN-AAFPN3690L DIN-00051071 | Independent | 29/09/2014 | 5 year | 1 | 4 | 4 | |
| Mr. | Justice C.K. Mahajan (Retd.) | PAN-AAJPM3444K DIN-00039060 | Independent | 29/09/2014 | 5 year | 1 | 3 | Nil | |

| | | | | | | | | | |
|-----|-------------------------------------|--|---------------|------------|--------|---|---|-----|---|
| Mr. | Naresh Lakshman Singh Kothari | PAN- AALPK7561R DIN- 00012523 | Non-executive | 29/09/2015 | 5 year | 1 | 2 | Nil | Category has been changed from Independent Director to Non- executive Director |
| Ms. | Poonam Sangha | PAN- AIGPS2637D DIN- 07141150 | Independent | 29/09/2015 | 5 year | 1 | 1 | Nil | |
| Mr. | Sharad Sharma | PAN- AJVPS4400L DIN- 05160057 | Nominee | 27/12/2016 | - | 1 | 1 | Nil | |

II. Composition of Committee

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |
|--|---|---|
| 1. Audit Committee | Mr. H.N. Nanani Mr. Justice C.K. Mahajan (retd.) Mr. Naresh Lakshman Singh Kothari Ms. Poonam Sangh Mr. Sharad Sharma | Chairman-Independent Independent Non-executive Independent Nominee Director |
| 2. Nomination & Remuneration Committee | Mr. Justice C.K. Mahajan (retd.) Mr. Naresh Lakshman Singh Kothari Mr. H.N. Nanani | Chairman-Independent Non-executive Independent |
| 3. Stakeholders Relationship Committee | Mr. Justice C.K. Mahajan (retd.) Mr. Vinod Kashyap Mr. Vineet Kashyap Mr. Vikram Kashyap Mr. H.N. Nanani | Independent Executive Executive Executive Chairman-Independent |

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) |
|---|---|---|
| 10th February, 2017 | 27th May, 2017 | 105 |
| | 26th June, 2017 | 29 |

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 |
|--|---|---|--|
| <u>Audit Committee</u> 27th May, 2017 | Yes | 10th February, 2017 | 105 |
| <u>Stakeholders Relationship Committee</u> 27th May, 2017 | Yes | 10th February, 2017 | 105 |
| <u>Nomination and Remuneration Committee</u> | Yes | 10th February, 2017 | NA |

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 | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **NO**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **YES**
 - b. Nomination & remuneration committee - **YES**
 - c. Stakeholders relationship committee - **YES**
 - d. Risk management committee (applicable to the top 100 listed entities) - **NA**
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. - **YES**
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. - **YES**
5. a.This report and/or the report submitted in the previous quarter has been placed beofre Board of Directors. - **YES**
 - b. Following comments/observations/advice received from Board of Directors :

Due to category change in one of the Independent Director, the Board is in process to comply regulation 17(1) (b) of SEBI (LODR), 2015 i.e. Composition of Board within stipulated time period.

Name: Pushpak Kumar
Designation: Company Secretary & Compliance Officer