

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