

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 September, 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	01/04/2017	-	1	1	Nil	
Mr.	Vineet Kashyap	PAN-AGDPK0402H DIN-00038897	Executive	01/04/2017	-	1	1	Nil	
Mr.	Vikram Kashyap	PAN-AGDPK0406D DIN-00038937	Executive	01/04/2017	-	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	
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	
Mr.	Vivek Talwar	PAN- AAAPT3994Q DIN- 00043180	Independent	09/08/2017	5 year	2	3	Nil	
Mr.	Settihal Basavaraj	PAN- AAWPB5422H DIN- 00321985	Independent	30/09/2017	5 year	1	-	-	

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 Sangha Mr. Sharad Sharma Mr. Vivek Talwar	Chairman-Independent Independent Non-executive Independent Nominee Director Independent
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
27 th May, 2017	9 th August, 2017
26 th June, 2017	12 th September, 2017

Maximum gap between any two consecutive (in number of days)

43

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
<u>Audit Committee</u> 12 th September, 2017	Yes	27 th May, 2017
<u>Stakeholders Relationship Committee</u> 12 th September, 2017	Yes	27 th May, 2017
<u>Nomination and Remuneration Committee</u> 09 th August, 2017	Yes	-

Maximum gap between any two consecutive meetings in number of

107

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. - **YES**
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 before Board of Directors. - **YES**
 - b. Following comments/observations/advice received from Board of Directors : - **NA**

Name: Pushpak Kumar

Designation: Company Secretary & Compliance Officer

ANNEXURE III

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility 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

Name: Pushpak Kumar

Designation: Company Secretary & Compliance Officer