

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: **31st March, 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	0	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	Chairman-Independent Independent Non-executive 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	Maximum gap between any two consecutive (in number of days)
14th November, 2016	10th February, 2017	87

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> 10th February, 2017	Yes	14 November, 2016	87
<u>Stakeholders Relationship Committee</u> 10th February, 2017	Yes	14 November, 2016	87
<u>Nomination and Remuneration Committee</u> 10th February, 2017	Yes	NA	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 before 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

ANNEXURE II

1. Name of Listed Entity: **B. L. KASHYAP AND SONS LIMITED**
 2. Year ending: **31st March, 2017 (For the whole of F.Y.)**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No*
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
*Note: 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.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy. Presently, the Comapmy has no material subsidiary. Therefore, Regulation 24(1) is not applicable. However, the Regulation 24(2), (3), (4), (5) and (6) with respect to subsidiary of Listed Entity have been complied.		

Name: Pushpak Kumar

Designation: Company Secretary & Compliance Officer