

**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 December, 2016**

**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 |
|----------------|-------------------------------|--------------------|--|--|--------|---|---|--|
| Mr.            | Vinod Kashyap                 | AGDPK0398Q00038854 | Chairman-Executive   | 01/04/2012   | -      | 1   | 1   | Nil  |
| Mr.            | Vineet Kashyap                | AGDPK0402H00038897 | Executive  | 01/04/2012   | -      | 1   | 1   | Nil  |
| Mr.            | Vikram Kashyap                | AGDPK0406D00038937 | Executive  | 01/04/2012   | -      | 1   | 2   | Nil  |
| Mr.            | H.N. Nanani                   | AAFNP3690L00051071 | Independent  | 29/09/2014   | 5 year | 1   | 4   | 4  |
| Mr.            | Justice C.K. Mahajan (Retd.)  | AAJPM3444K00039060 | Independent  | 29/09/2014   | 5 year | 1   | 3   | Nil  |
| Mr.            | Naresh Lakshman Singh Kothari | AALPK7561R00012523 | Independent  | 29/09/2015   | 5 year | 1   | 2   | Nil  |
| Ms.            | Poonam Sangha                 | AIGPS2637D07141150 | Independent  | 29/09/2015   | 5 year | 1   | 1   | Nil  |
| Mr.            | Sharad Sharma                 | AJVPS4400L05160057 | Nominee  | 27/12/2016   | -      | 1   | 0   | Nil  |

**II. Composition of Committees**

| Name of Committee                      | Name of Committee members         | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |
|--|-----------------------------------|--|
| 1. Audit Committee                     | Mr. H.N. Nanani                   | Chairman-Independent   |
|  | Mr. Justice C.K. Mahajan (retd.)  | Independent  |
|  | Mr. Naresh Lakshman Singh Kothari | Independent  |
|  | Ms. Poonam Sangha                 | Independent  |
| 2. Nomination & Remuneration Committee | Mr. Justice C.K. Mahajan (retd.)  | Chairman-Independent   |
|  | Mr. Naresh Lakshman Singh Kothari | Independent  |
|  | Mr. H.N. Nanani                   | Independent  |
| 3. Stakeholders Relationship Committee | Mr. Justice C.K. Mahajan (retd.)  | Independent  |
|  | Mr. Vinod Kashyap                 | Executive  |
|  | Mr. Vineet Kashyap                | Executive  |
|  | Mr. Vikram Kashyap                | Executive  |
|  | Mr. H.N. Nanani                   | 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) |
|---|---|---|
| 03rd August, 2016                                   | 14th November, 2016                                 | 102   |

**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 |
|---|--|---|--|
| <b>Audit Committee</b><br>14th November, 2016                     | Meeting held with requisite quorum (all members were present in the meeting) | 03rd August, 2016   | 102  |
| <b>Stakeholders Relationship Committee</b><br>14th November, 2016 | Meeting held with requisite quorum (all members were present in the meeting) | 03rd August, 2016   | 102  |

**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**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report shall be placed before Board of Directors in the next Board Meeting.

**Pushpak Kumar**  
Company Secretary