

**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, 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 |
|--------------------------|----------------------|-----------|--|--|--------|---|---|--|
| same as previous quarter |                      |           |  |  |        |   |   |  |

**II. Composition of Committees**

| Name of Committee        | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |
|--------------------------|---------------------------|--|
| same as previous quarter |                           |  |

**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, 2015                                 | 10th February, 2016                                 | 88  |

**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><br>10th February, 2016                     | Meeting held with requisite quorum (all members were present in the meeting) | 14th November, 2015   | 88   |
| <u>Stakeholders Relationship Committee</u><br>10th February, 2016 | Meeting held with requisite quorum (all members were present in the meeting) | 14th November, 2015   | 88   |

**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.

  
Vinzet Kashyap  
Managing Director  
DIN: 00038897

## ANNEXURE II

1. Name of Listed Entity: B. L. KASHYAP AND SONS LIMITED  
 2. Year ending: 31st March, 2016 (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)                   | Yes  |
| Meeting of Board of directors   | 17(2)                   | Yes  |
| Review of Compliance Reports  | 17(3)                   | Yes, will be complied in due course (when due) |
| 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, will be complied in due course (when due) |
| Risk Assessment & Management  | 17(9)                   | NA   |
| Performance Evaluation of Independent Directors   | 17(10)                  | Yes, will be complied in due course (when due) |
| 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  |
| 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. |                         |  |

  
 Vineet Kashyap  
 Managing Director  
 DIN: 00038897