

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : BSL LTD.

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/Nonee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership s in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Arun Churiwal	ACTPC0401E 00001718	Chairperson- Executive	01.09.2012	--	3	3	NIL
Mr.	Nivedan Churiwal	ACKPC3738M 00001749	Executive	26.07.2012	--	1	NIL	NIL
Mr.	Ravi Jhunjhunwala	AAGPJ0739D 00060972	Non-Executive	--	--	6	4	NIL
Mr.	Shekhar Agarwal	AAEPA6590M 00066113	Non-Executive	--	--	5	4	NIL
Mr.	Amar Nath Choudhary	ABVPC0060A 00587814	Independent	19.09.2014	5 Year	2	3	1
Mr.	Sushil Jhunjhunwala	AFLPJ5326G 00082461	Independent	19.09.2014	5 Year	4	2	NIL
Mr.	G.P. Singhal	AGAPS8224Q 00331849	Independent	26.09.2014	5 Year	1	1	NIL
Mrs	Abhilasha Mimani	AERPM1839E 06932590	Independent	02.08.2014	5 Year	1	NIL	NIL



II. COMPOSITION OF COMMITTEES		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non - Executive/Independent/Nominee)
1. Audit Committee	Shri Amar Nath Choudhary Shri Shekhar Agarwal Shri Sushil Jhunjhunwala Shri G. P. Singhal	Chairperson-Non Executive-Independent Non-Executive Non-Executive- Independent Non-Executive -Independent
2. Nomination & Remuneration Committee	Shri Sushil Jhunjhunwala Shri Amar Nath Choudhary Shri Shekhar Agarwal	Chairperson-Non-Executive -Independent Non-Executive -Independent Non-Executive
3. Risk Management Committee(if applicable)*	Shri Arun Churiwal Shri Amar Nath Choudhary Shri Shekhar Agarwal	Chairperson-Executive Non-Executive -Independent Non-Executive
4. Stakeholders Relationship Committee	Shri Amar Nath Choudhary Shri Arun Churiwal Shri Ravi Jhunjhunwala	Chairperson-Non-Executive -Independent Chairperson-Executive Non-Executive

*The Provision of Regulation 21 'Risk Management Committee' is not applicable to the Company, however the Company has constituted the Committee voluntarily.

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)
5 th November, 2015	1 st February, 2016	87 days

IV. MEETING OF COMMITTEES (AUDIT COMMITTEE)			
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*
5 th November, 2015	Yes	1 st February, 2016	87 days

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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. AFFIRMATIONS

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NA

For BSL LTD.

Praveen Jain
CFO & Company Secretary



ANNEXURE II

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS	
Items	Compliance status (Yes/No/NA)
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	YES
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	N.A.
New name and the old name of the listed entity	N.A.



II. ANNUAL AFFIRMATIONS

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
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
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/ compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
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)	N.A.
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)	YES
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N.A.
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 and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

FOR BSL LTD




PRAVEEN JAIN

CFO & COMPANY SECRETARY