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CIN : L24231PB1976PLC003624

REF. NO. : BCL/2017-18/82

DATED : 07.04.2018

Scrip Code: 524332

The Stock Exchange, Mumbai,
Department of corporate Services,
Floor 25, P. J. Towers,
Dalal Street,
MUMBAI-400001

SUB: COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Dear Sir,

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance as per regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 for the quarter ended on 31ST March, 2018.

Hope you find the same in order.

Thanking You,

Yours faithfully,

For BCL Industries Limited

(Formerly Known as BCL Industries & Infrastructures Ltd.)



Rajinder Mittal
Managing Director
Din: 00033082
Encl.: Annexure-I
Annexure-II



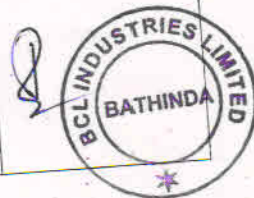
CORPORATE GOVERNANCE REPORT ON QUARTERLY BASIS

Annexure-I

1. Name of Listed Entity :- BCL Industries Limited
 (Formerly Known as BCL Industries & Infrastructures Ltd.)
2. Quarter Ending :- 31.03.2018

I. Composition of Board of directors

Title (Mr. / Mrs.)	Name of the Directors	PAN and DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure (in months)	Number of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of listing Regulations)	Number of memberships 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.	Rajinder Mittal	AARPM9226F00033082	Executive Director	01/04/1992	312	1	1	-
Mr.	Ramesh Chander Nayyar	AAYPN3906C02945713	Non-Executive-Independent Director	14/08/2014	43	1	1	-
Mr.	Varinder Kumar Nayyar	AALPN6002C00992880	Non-Executive-Independent Director	01/10/2002	186	1	2	2
Mr.	Sat Narain Goyal	AEKPG6141C00050643	Executive Director	01/11/2004	161	1	1	-
Mrs.	Meenu Mittal	COXPM6887C06994277	Non-Executive-Independent Director	30/07/2014	44	1	1	-



II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)
1. Audit Committee	1. Sh. V.K. Nayyar 2. Sh. R.C. Nayyar 3. Sh. Rajinder Mittal	Chairperson/Non- Executive/ Independent Non- Executive/ Independent Executive
2. Nomination & Remuneration Committee	1. Sh. V.K. Nayyar 2. Sh. R.C. Nayyar 3. Sh. Rajinder Mittal 4. Smt. Meenu Mittal	Non- Executive/ Independent Chairperson/Non- Executive/ Independent Executive Non- Executive/ Independent
3. Risk Management Committee (if applicable)	1. Smt. Meenu Mittal 2. Sh. S.N. Goyal 3. Sh. Rajinder Mittal	Non- Executive/ Independent Executive Chairperson/Executive
4. Stakeholders Relationship Committee	1. Sh. V.K. Nayyar 2. Sh. S.N. Goyal 3. Smt. Meenu Mittal	Chairperson/Non- Executive/ Independent Executive Non- Executive/ Independent

Category of Directors means Executive / Non- Executive / Independent / Nominee. If a directors fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date (s) of Meeting (if any in the previous quarter & relevant quarter)	Maximum gap between any two consecutive (in number of days)
01. 06-01-2018	23
02. 12-02-2018	36
03. 28-02-2018	16

IV. Meeting of 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 (in number of days)
Audit Committee 12-02-2018	Yes	14-11-2017	90

This information has to be mandatorily be given for audit Committee, for rest of the Committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes / No/ NA) refer note below
Whether prior approval of audit committee obtained	Yes



Whether shareholder approval obtained for material RPT	Not Applicable
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 committee 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 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
3. 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- NIL



Rajinder Mittal
Managing Director
Din:00033082



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter (s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

CORPORATE GOVERNANCE REPORT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE OF FINANCIAL YEAR)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
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	N.A	
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	YES	
New & Old name of the listed entity	YES	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	N.A
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)	YES
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)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
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

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
 - 2 If status is "No" details of non-compliance may be given here.
 - 3 If the Listed Entity would like to provide any other information the same may be indicated here.
- 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.



Rajinder Mittal
 Managing Director
 DIN: 00033082

