



PROUD TO BE INDIAN
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BSL Ltd.

REGD. OFFICE : 26, Industrial Area,
Gandhi Nagar, BHILWARA - 311 001 (Rajasthan) INDIA
Tel. : (91-1482) 249101 (9 Lines), Fax : (91-1482) 249110
E-mail : gen@bslsuitings.com, exports@bslsuitings.com
Website: www.bslltd.com
C.I.N.: L24302RJ1970PLC002266



ANNEXURE I

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : BSL LTD.

Quarter Ending : 31st March, 2019

I. COMPOSITION OF BOARD OF DIRECTORS									
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Non minee)	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 memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Memberships in Committees of the Company
Mr.	Arun Kumar Churiwal	ACTPC0401E00001718	Chairperson - Executive	01-Sep-2017	--	3	4	1	SC
Mr.	Nivedan Churiwal	ACKPC3738M00001749	Executive	26-Jul-2017	--	1	1	NIL	SC
Mr.	Ravi Jhunjhunwala	AAGPJ0739D00060972	Non-Executive	--	--	6	5	NIL	SC
Mr.	Shekhar Agarwal	AAEPA6590M00066113	Non-Executive	--	--	5	4	NIL	AC, NRC
Mr.	Amar Nath Choudhary	ABVPC0060A00587814	Independent	19-Sep-2014	5 Years	2	3	2	AC, SC, NRC
Mr.	Sushil Jhunjhunwala	AFLPJ5326G00082461	Independent	19-Sep-2014	5 Years	3	2	NIL	AC, NRC
Mr.	G.P. Singhal	AGAPS8224Q00331849	Independent	26-Sep-2014	5 Years	1	1	NIL	AC, NRC
Mrs.	Abhilasha Mimani	AERPM1839E06932590	Independent	02-Aug-2014	5 Years	1	0	NIL	-
Whether Permanent chairperson appointed			Yes						





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II. COMPOSITION OF COMMITTEES

a. AUDIT COMMITTEE

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	G. P. SINGHAL	ID	Member	11-Nov-2014	-
2	SUSHIL JHUNJHUNWALA	ID	Member	30-Jul-2008	-
3	SHEKHAR AGARWAL	NED	Member	30-Jul-2009	-
4	AMAR NATH CHOUDHARY	ID	Chairperson	02-Feb-2011	-
Whether Permanent chairperson appointed		Yes			

b. STAKEHOLDERS RELATIONSHIP COMMITTEE

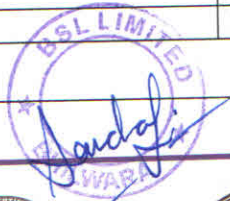
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ARUN KUMAR CHURIWAL	ED	Member	23-Apr-2014	-
2	RAVI JHUNJHUNWALA	NED	Member	23-Apr-2014	-
3	NIVEDAN CHURIWAL	ED	Member	11-Aug-2016	-
4	AMAR NATH CHOUDHARY	ID	Chairperson	02-Aug-2014	-
Whether Permanent chairperson appointed		Yes			

c. NOMINATION AND REMUNERATION COMMITTEE

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	GIRIRAJ PRASAD SINGHAL	ID	Member	11-Aug-2016	
2	SHEKHAR AGARWAL	NED	Member	02-Aug-2014	
3	AMAR NATH CHOUDHARY	ID	Member	23-Apr-2014	
4	SUSHIL JHUNJHUNWALA	ID	Chairperson	23-Apr-2014	
Whether Permanent chairperson appointed		Yes			

d. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ARUN KUMAR CHURIWAL	ED	Chairperson	23-Apr-2014	-
3	NIVEDAN CHURIWAL	ED	Member	23-Apr-2014	-
4	AMAR NATH CHOUDHARY	ID	Member	23-Apr-2014	-
Whether Permanent chairperson appointed		Yes			





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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)
13-Nov-2018	11-Feb-2019	89 Days

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*
Audit Committee (11-Feb-2019)	Yes	13-Nov-2018	89 Days
Stakeholders Relationship Committee (11-Feb-2019)	Yes	13-Nov-2018	89 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

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

For BSL LTD.


Anchal Patni

Company Secretary & Compliance Officer





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ANNEXURE II

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS		
Items	Compliance status (Yes/No/NA)	WEBSITE
Details of business	Yes	http://www.bslltd.com/
Terms and conditions of appointment of independent directors	Yes	http://www.bslltd.com/
Composition of various committees of board of directors	Yes	http://www.bslltd.com/
Code of conduct of board of directors and senior management personnel	Yes	http://www.bslltd.com/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.bslltd.com/
Criteria of making payments to non-executive directors	Yes	http://www.bslltd.com/
Policy on dealing with related party transactions	Yes	http://www.bslltd.com/
Policy for determining 'material' subsidiaries	Yes	http://www.bslltd.com/
Details of familiarization programmes imparted to independent directors	Yes	http://www.bslltd.com/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.bslltd.com/
email address for grievance redressal and other relevant details	Yes	http://www.bslltd.com/
Financial results	Yes	http://www.bslltd.com/
Shareholding pattern	Yes	http://www.bslltd.com/
Details of agreements entered into with the media companies and/or their associates	Not Applicable	-
New name and the old name of the listed entity	Yes	http://www.bslltd.com/

(Handwritten Signature)
Bhilwara Group Limited





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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)	Not Applicable
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (5), (6), (7) & (8)	Yes





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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)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Not Applicable
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. : **Yes**

For BSL LTD,


Anchal Patni

Company Secretary &
Compliance Officer

