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# BSL Ltd.

REGD. OFFICE : 26, Industrial Area,  
Gandhi Nagar, BHILWARA-311 001 (Rajasthan) INDIA  
Tel. : (91 1482) 249101-102, 245000  
E-mail : gen@bslsuitings.com, Website : www.bslltd.com  
C.I.N. : L2430RJI970PLC002266



## ANNEXURE I

### COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : BSL LTD.

Quarter Ending : 31<sup>ST</sup> MARCH, 2020

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 Birth (dd.mm.yy)	Initial date of Appointment (dd.mm.yy)	Date of Appointment in the current term /cessation (dd.mm.yy)	Tenure (in months)
Mr.	Arun Kumar Churiwal	ACTPC0401E00001718	Chairperson – Executive MD	16.05.1950	04.11.1977	01.09.2017	--
Mr.	Nivedan Churiwal	ACKPC3738M00001749	Executive	17.07.1975	26.07.1997	26.07.2017	--
Mr.	Ravi Jhunjhunwala	AAGPJ0739D00060972	Non-Executive	28.10.1955	16.10.1993	--	--
Mr.	Shekhar Agarwal	AAEPA6590M00066113	Non-Executive	09.10.1952	23.05.2002	--	--
Mr.	Amar Nath Choudhary	ABVPC0060A00587814	Independent	06.03.1944	30.07.2009	12.09.2019	66
Mr.	Sushil Jhunjhunwala	AFLPJ5326G00082461	Independent	23.08.1950	19.12.2000	12.09.2019	66
Mr.	G.P. Singhal	AGAPS8224Q00331849	Independent	04.09.1948	26.09.2014	12.09.2019	66
Mrs.	Abhilasha Mirgani	AERPM1839E06932590	Independent	08.01.1973	02.08.2014	12.09.2019	68
Mr.	Jagdish Chandra Laddha	AADPL6272E00118527	Independent	12.12.1949	10.02.2020	10.02.2020	2
Whether listed entity has a Regular chairperson							Yes
Whether Chairman is related to MD and CEO							Yes

*(Signature)*  
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BHILWARA





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I. COMPOSITION OF BOARD OF DIRECTORS							
Title (Mr./Ms)	Name of the Director	Whether special resolution passed? & Date	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A (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)	Memberships in Committees of the Company
Mr.	Arun Kumar Churiwal	NA	3	0	4	1	SC, CSR
Mr.	Nivedan Churiwal	NA	1	0	1	0	SC, CSR
Mr.	Ravi Jhunjunwala	NA	6	2	6	2	SC
Mr.	Shekhar Agarwal	NA	5	0	4	0	AC, NRC
Mr.	Amar Nath Choudhary	YES 10.04.2019	2	2	3	2	AC, SC, NRC, CSR
Mr.	Sushil Jhunjunwala	NA	3	1	3	1	AC, NRC
Mr.	G.P. Singhal	YES 12.09.2019	1	1	1	0	AC, NRC
Mrs.	Abhilasha Mimani	NA	1	1	0	0	-
Mr.	Jagdish Chandra Laddha	NA	2	2	1	1	-

## 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	ID	Chairperson	02-Aug-2014	-



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CHOUDHARY			
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			

### 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)
08-Nov-2019	10-Feb-2020	93 Days
No. of Directors Present – For the meeting : 08/11/2019 For the meeting : 10/02/2020	5 Directors 7 Directors	
No. of Independent Directors attending the meeting - For the meeting : 08/11/2019 For the meeting : 10/02/2020	2 Independent Directors 4 Independent Directors	

### 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 (10-Feb-2020) No. of Directors Present – 4 No. of Independent Directors attending the meeting – 3	Yes	08-Nov-2019 No. of Directors Present – 3 No. of Independent Directors attending the meeting – 2	93 Days
Stakeholders Relationship Committee (10-Feb-2020) No. of Directors Present – 3 No. of Independent Directors attending the meeting – 1	Yes	08-Nov-2019 No. of Directors Present – 3 No. of Independent Directors attending the meeting – 1	93 Days

*Sanjay*  
BSL LIMITED  
BHILWARA



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CSR Committee (10-Feb-2020) No. of Directors Present – 3 No. of Independent Directors attending the meeting – 1	Yes	08-Nov-2019 No. of Directors Present – 3 No. of Independent Directors attending the meeting - 1	93 Days
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## 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.

  
Aanchal 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
As per regulation 46(2) of the LODR:		
Details of business	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Terms and conditions of appointment of independent directors	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Composition of various committees of board of directors	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Criteria of making payments to non-executive directors	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Policy on dealing with related party transactions	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Policy for determining 'material' subsidiaries	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Details of familiarization programs imparted to independent directors	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Financial results	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Shareholding pattern	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
Advertisements as per regulation 47 (1)	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>





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Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable	
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Materiality Policy as per Regulation 30	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable	
It is certified that these contents on the website of the listed entity are correct.	Yes	<a href="http://www.bslltd.com/">http://www.bslltd.com/</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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes

*Handwritten signature and blue circular stamp of BSL Limited, Bhilwara.*





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Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Meeting of Risk Management Committee	22	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) &(8)	Yes
Prior or Omnibus approval of Audit Committee for all related	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Not Applicable
Maximum Tenure		Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent	25(7)	Yes
Declaration from Independent	25(8) & (9)	Yes
D & O Insurance for Independent	25(10)	Not Applicable
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior	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

*Signature*  
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### 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.

Aanchal Patni

Company Secretary &  
Compliance Officer

