

**Quarterly Compliance Report on Corporate Governance**

Name of the Company : BCL INDUSTRIES & INFRASTRUCTURES LIMITED,  
Quarter ending on : 31<sup>st</sup> December, 2011

	Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I	<b>Board of Directors</b>	49 I	Yes	-----
(A)	Composition of Board	49 (IA)	Yes	-----
(B)	Non-executive Directors compensation & disclosure	49(IB)	Yes	-----
(C)	Other provisions as to the Board & Committees	49(IC)	Yes	-----
(D)	Code of Conduct	49(ID)	Yes	published on the web site of the company
II.	<b>Committee</b>	49(II)	Yes	-----
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	-----
(B)	Meeting of the Audit Committee	49(IIB)	Yes	-----
(C)	Powers of the Audit Committee	49(IIC)	Yes	-----
(D)	Role of Audit Committee	49(IID)	Yes	-----
(E)	Review of Information by Audit Committee	49(IIE)	Yes	-----
III.	<b>Subsidiary Companies</b>	49(III)	N.A.	No subsidiary Company
IV.	<b>Disclosure</b>	49(IV)	---	-----
(A)	Basis of related parties	49(IVA)	Yes	-----
(B)	Board of Directors	49(IVB)	Yes	-----
(C)	Proceeds from Public Issue, Right Issues, Preferential Issues etc.	49(IVC)	Yes	-----
(D)	Remuneration of Directors	49(IVD)	Yes	-----
(E)	Management	49(IVE)	Yes	-----
(F)	Shareholders	49(IVF)	Yes	-----
V.	<b>CEO/CFO Certification</b>	49(V)	Yes	Given in the Annual Report
VI.	<b>Report on Corporate Governance</b>	49(VI)	Yes	-----
VII	<b>Compliance</b>	49(VII)	Yes	-----

For BCL INDUSTRIES & INFRASTRUCTURES LIMITED,



(NIKITA SHETH)  
COMPANY SECRETARY