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CIN : L24231PB1976PLC003624

REF. NO. : BCL/2016-17/143
DATED : 14/04/2016

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

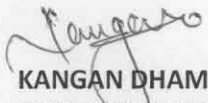
SUB : COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Dear Sir,

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended on 31st March, 2016 as required under the Listing Agreement. Hope you will find the same in order.

Thanking You,

Yours faithfully,
For BCL INDUSTRIES & INFRASTRUCTURES LIMITED


KANGAN DHAMIJA
COMPANY SECRETARY

ANNEXURE I
Corporate Governance Report

1. Name of Listed Entity
2. Quarter ending

BCL INDUSTRIES & INFRASTRUCTURES LIMITED
31ST MARCH, 2016

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
MR.	RAJINDER MITTAL	00033082	Managing Director	01-04-1992		1	1	0
MR.	R.C. NAYYAR	02945713	Chairman & Independent Director	13-09-2014	1 year	1	1	0
MR.	V.K. NAYYAR	00992880	Independent Director	01-10-2002	14 years	1	2	1
MR.	SAT NARAIN GOYAL	00050643	Whole-time Director	18-10-2013		1	1	1
MR.	ABHISHEK BANSAL	03136065	Additional Director	06-11-2015		1	0	0
MS.	MEENU MITTAL	06994277	Independent Director	13-09-2014	1 year	1	0	0

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	Non-Executive Non-Executive Executive
2. Nomination & Remuneration Committee	1.Sh. V.K. Nayyar, 2.Sh. R.C. Nayyar, 3.Sh. Rajinder Mittal	Non-Executive Non-Executive Executive
3. Risk Management Committee(if applicable)	1.Sh. V.K. Nayyar, 2.Sh. R.C. Nayyar, 3.Sh. Rajinder Mittal 4.Sh. S.N. Goyal	Non-Executive Non-Executive Executive Executive
4. Stakeholders Relationship Committee'	1.Sh. V.K. Nayyar, 2.Sh. S. N. Goyal, 3.Ms. Kangan Dhamija	Non-Executive Executive Company Secretary

III. Meeting of Board of Directors

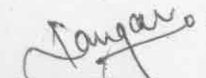
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
20-01-2016	--	--
13-02-2016	--	22 days
01-03-2016	--	16 days
25-03-2016	--	24 days

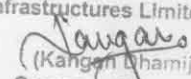
IV. Meeting of Committees

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*
05/04/2016	Yes, All three members were present	17-02-2016	43 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
Note	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>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:</p>	

For BCL Industries & Infrastructures Limited

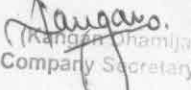

Kangan Dhamija
Company Secretary & Compliance Officer

Certified to be true copy
For BCL Industries & Infrastructures Limited

(Kangan Dhamija)
Company Secretary

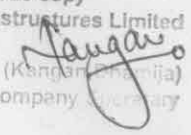
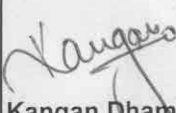
ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status <small>(Yes/No/NA) refer note below</small>	
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	NA	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
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 name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA) refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence'	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)	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
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.		
 Kangan Dhamija Company Secretary & Compliance Officer		

Certified to be true copy
For BCL Industries & Infrastructures Limited


Kangan Dhamija
Company Secretary

ANNEXURE III

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p align="center"> Certified to be true copy For BCL Industries & Infrastructures Limited  (Kangan Dhamija) Company Secretary </p> <p>  Kangan Dhamija Company Secretary & Compliance Officer </p>		