



o/e

BMW Industries Ltd.

8th April, 2019

To,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata-700001

(Scrip Code: 12141-CSE)

Sub: Submission of Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2019 as per Regulation 27 (2) (a) of LODR Regulations, 2015

Dear Sir / Ma'am,

Pursuant to Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Quarterly Compliance Report on Corporate Governance of the Company for the quarter and year ended 31st March, 2019 in the specified format.

This is for your information and record.

Thanking you,

Yours faithfully,

For BMW Industries Limited
BMW INDUSTRIES LIMITED

Arbind Kumar Jain
Company Secretary
Company Secretary
ACS No.: A23017

Encl: as above



ANNEXURE I

1. Name of Listed Entity: BMW Industries Limited
2. Quarter ending: 31st March, 2019

I. Composition of Board of Directors									
Title (Mr./Mrs.)	Name of the Director	PAN ^s & 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)	No. 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 (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Ram Gopal Bansal	AECPB5157N & 00144159	Chairperson- Executive	21.10.1981	-	1	-	-	
Mr.	Harsh Kumar Bansal	ADDPB5137B & 00137014	Executive	26.12.2006	-	1	1	-	
Mr.	Vivek Kumar Bansal	ADDPB5138Q & 00137120	Executive	26.09.2001	-	1	1	-	
Mr.	Debashish Basu	ADBPB4353P & 00581141	Independent- Non-Executive	28.08.2002	5	1	2	1	
Mr.	Sunil Kumar Parik	AFVPP5396N & 00884149	Independent- Non-Executive	15.09.2012	5	1	2	1	
Mr.	Ram Priya Sharan	AISPS3483R & 05304025	Independent- Non-Executive	15.09.2012	5	1	-	-	
Mrs.	Gayatri Singh	BHNPS4278P & 07031033	Independent- Non-Executive	21.11.2014	4	1	-	-	

*PAN number of any Director would not be displayed on the website of Stock Exchange



[&]Category of Directors means Executive/ Non-Executive/ Independent/ Nominee. If a Director fits into more than one category, write all categories separating them with hyphen.
^{*}to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}
1. Audit Committee	1. Mr. Sunil Kumar Parik 2. Mr. Debasish Basu 3. Mr. Harsh Kumar Bansal	Chairperson-Independent-Non-Executive Independent-Non-Executive Executive
2. Nomination & Remuneration Committee	1. Mr. Sunil Kumar Parik 2. Mr. Debasish Basu 3. Mr. Ram Priya Sharan N.A.	Chairperson-Independent-Non-Executive Independent-Non-Executive Independent-Non-Executive N.A.
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	1. Mr. Debasish Basu 2. Mr. Sunil Kumar Parik 3. Mr. Vivek Kumar Bansal	Chairperson-Independent-Non-Executive Independent-Non-Executive Executive

[&]Category of Directors means Executive/ Non-Executive/ Independent/ Nominee. If a Director 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	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in Number of days)
14.11.2018	13.02.2019, 27.03.2019	90

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*
13.02.2019	Yes	14.11.2018	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	N.A.



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p> <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> <ul style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) <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> <p>For BMW Industries Limited</p>	
<p>BMW INDUSTRIES LIMITED</p> <p> Company Secretary</p> <p>Arbind Kumar Jain Company Secretary ACS No.: A23017</p>	

ANNEXURE II

Format 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	Yes	
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	N.A.	
New name and the 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)	N.A.
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)	N.A.
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)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
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.

For BMW Industries Limited

BMW INDUSTRIES LIMITED



Arbind Kumar Jain Company Secretary

Company Secretary

ACS No.: A23017