

## REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**  
 2. Quarter ending : **30th September, 2018**

**ANNEXURE-I**

### I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr./ Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term / ceesatter	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.	Sat Narain Gupta	- AALPG4182G - 00024660	- Chairperson - Executive	01-04-2014	--	1	--	--
Mr.	Mahabir Prasad Gupta	- ACCPG5357L - 00014681	- Executive	01-04-2014	--	1	5	--
Mr.	Rajender Prasad Gupta	- AEQPG2780K - 00048888	- Executive	01-04-2014	--	1	1	--
Mr.	Ajay Gupta	- AARPG4652R - 02187741	- Executive	01-04-2017	--	1	--	--
Mr.	Abhaykumar Rajendrakumar Sharma	- AHAPS2746N - 07780742	- Executive	01-04-2017	--	1	--	--
Mr.	Pankaj Gupta	- AIVPG5306Q - 01913719	- Independent	01-07-2014	30-06-2019	1	2	5
Mr.	Ram Kanwar	- AJYPK7498K - 02277237	- Independent	01-07-2014	30-06-2019	1	--	--
Ms.	Sujata Agarwal	- AGLPA4108J - 06958738	- Independent	01-09-2014	31-08-2019	1	5	--
Mr.	Suresh Kumar Garg	- ABJPG8975E - 02254899	- Independent	30-05-2016	29-05-2021	1	1	--
Mr.	Rajesh Gupta	- ACDPG1306N - 00025368	- Independent	26-06-2017	25-06-2022	1	--	2

§ 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.

# **Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.**

### II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)§
1. Audit Committee	- Mr. Rajesh Gupta - Mr. Pankaj Gupta - Mr. Rajender Prasad Gupta	- Chairperson - Independent - Independent - Executive
2. Nomination & Remuneration Committee	- Mr. Rajesh Gupta - Mr. Pankaj Gupta - Mr. Suresh Kumar Garg	- Chairperson - Independent - Independent - Independent
3. Risk Management Committee (if applicable)	- Not Applicable -	-
4. Stakeholders Relationship Committee'	- Mr. Pankaj Gupta - Mrs. Sujata Agarwal - Mr. Mahabir Prasad Gupta	- Chairperson - Independent - Independent - 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

<b>III. MEETING OF BOARD OF DIRECTORS</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30-05-2018	14-08-2018	75
	29-09-2018	45

<b>IV. MEETING OF COMMITTEES</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>i) AUDIT COMMITTEE</b>			
1 14-08-2018	Yes	30-05-2018	75
<b>ii) NOMINATION &amp; REMUNERATION COMMITTEE</b>			
1 29-09-2018	Yes	--	
<b>iii) STAKEHOLDERS RELATIONSHIP COMMITTEE</b>			
1 07-07-2018	Yes	09-04-2018	

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. RELATED PARTY TRANSACTIONS</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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	N.A.

**Note**

- 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.
- If status is "No" details of non-compliance may be given here.

<b>VI. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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:

Place: New Delhi  
Dated: October 3, 2018.

NAME : Sd/-  
DESIGNATION : (NIKITA BAHL)  
Company Secretary &  
Compliance Officer



# REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**  
 2. Quarter ending : **30th June, 2018**

**ANNEXURE-I**

## I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr./ Ms)	Name of the Director	PANs & 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.	Sat Narain Gupta	- AALPG4182G - 00024660	- Chairperson - Executive	01-04-2014	--	1	--	--
Mr.	Mahabir Prasad Gupta	- ACCPG5357L - 00014681	- Executive	01-04-2014	--	1	5	--
Mr.	Rajender Prasad Gupta	- AEQPG2780K - 00048888	- Executive	01-04-2014	--	1	1	--
Mr.	Ajay Gupta	- AARPG4652R - 02187741	- Executive	01-04-2017	--	1	--	--
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Mr.	Pankaj Gupta	- AIVPG5306Q - 01913719	- Independent	01-07-2014	30-06-2019	1	2	5
Mr.	Ram Kanwar	- AJYPK7498K - 02277237	- Independent	01-07-2014	30-06-2019	1	--	--
Ms.	Sujata Agarwal	- AGLPA4108J - 06958738	- Independent	01-09-2014	31-08-2019	1	5	2
Mr.	Suresh Kumar Garg	- ABJPG8975E - 02254899	- Independent	30-05-2016	29-05-2021	1	1	--
Mr.	Rajesh Gupta	- ACDPG1306N - 00025368	- Independent	26-06-2017	25-06-2022	1	--	--

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# **Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.**

## II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)\$
1. Audit Committee	- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr. Rajender Prasad Gupta	- Chairperson - Independent - Independent - Executive
2. Nomination & Remuneration Committee	- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr. Suresh Kumar Garg	- Chairperson - Independent - Independent - Independent
3. Risk Management Committee (if applicable)	- Not Applicable -	-
4. Stakeholders Relationship Committee'	- Mr. Pankaj Gupta - Mrs. Sujata Agarwal - Mr. Mahabir Prasad Gupta	- Chairperson - Independent - Independent - Executive

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**III. MEETING OF BOARD OF DIRECTORS**

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13-02-2018	30-05-2018	105

**IV. MEETING OF COMMITTEES**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>i) AUDIT COMMITTEE</b>			
1 30-05-2018	Yes	13-02-2018	105
<b>ii) NOMINATION &amp; REMUNERATION COMMITTEE</b>			
-	-	-	
<b>iii) STAKEHOLDERS RELATIONSHIP COMMITTEE</b>			
1 09-04-2018	Yes	09-01-2018	

\* 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**

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

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- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee
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- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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:

Sd/-

Place: New Delhi  
Dated: July 7, 2018.

NAME : (MAHABIR PRASAD GUPTA)  
DESIGNATION : Whole Time Director