

CORPORATE GOVERNANCE REPORT

Report on Corporate Governance pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) for the financial year 2018-19.

Company's Philosophy on Code of Corporate Governance

The Company believes that Corporate Governance envisages attainment of high level of transparency, accountability, fair and equal treatment of all shareholders, compliance with regulations and sustainable value creation for all shareholders, ethical practices and integrity thereby assisting the top management of the Company in efficient conduct of its business. The Company believes that its systems and actions must be integrated for enhancement of corporate performance resulting in maximization of shareholders' value in the long run, protection of the interest of its shareholders and employees and maintenance of cordial relationship with its customers and bankers. The Company gives due emphasis on regulatory compliances.

1. Board of Directors:
a. Composition of Board:

The present Board of Directors of the Company comprises of Five directors of which three are executive directors and two are independent directors.

b. No. of Board Meetings during the year:

The Board of Directors met 8 times during the year under review. Detailed agenda notes and the information required to be given in terms of Business on the agenda were circulated in advance to all the Directors of the Company. The Directors including Non-Executive Directors actively participated in the Board Meetings.

Attendance of Directors at the Board and Shareholders' Meeting during the financial year 2018-19:

Name of Director	No. of BM held	No. of BM attended	No. of Committee Meeting held	No. of Committee Meeting attended
Bharat R. Desai	8	8	11	2
Hima B. Desai	8	8	11	4
Hemang Shah	8	8	11	7
Shailesh Gabhawala	8	8	11	10
Mahendra Turakhia	0	0	0	0
Bharat Doshi	6	4	8	8
Zankhana Sheth	5	2	5	4

c. Information required under Regulation 36(3) of the Listing Regulations, 2015 (earlier clause 49 (VIII) (E) of the listing agreement) on Directors seeking appointment / re-appointment:

Name of the Director	Hemang Shah
DIN	03024324
Date of Joining Board	08/07/2010
Brief Resume	Mr. Hemang Shah is Bachelor of Commerce and also holds degree of MSW. He is associated with the Company since last nine years and has played a pivotal role in the growth and development of the Company.
Disclosure of Inter-se relationship between directors	None
Name of Listed entities in which person also holds directorship or membership of committee	None
No. of shares held	15000 Nos. Shares

2. Audit Committee:

The terms of Reference to this Committee, inter-alia, covers all the matters, specified under Section 177 of the Companies Act, 2013 and also all the matters listed under Clause 49 of the Listing Agreement and the respective provisions of the Listing Regulations, 2015 with the Stock Exchange such as overseeing the Company's financial reporting process and disclosure of financial information to ensure presentation is correct, sufficient and credible financial statements, recommending the appointment, remuneration and terms of appointment of Auditors of the Company. The Audit Committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company as well as seek outside legal and professional advice.

The Audit Committee of the Company comprises of the following persons:

1. Mr. HemangShah
2. Mrs.Zankhana Sheth
3. Mr. Shailesh Gabhawala

3. Nomination and Remuneration Committee:

In terms of the provisions Section 178 of the Companies Act, 2013 and Listing Agreement with BSE Limited, the Board has constituted a Nomination and Remuneration Committee. Terms of reference of the Committee are as follows:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;
- b) Recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management;
- c) Formulation of criteria for evaluation of Independent Directors and the Board;
- d) Devising a policy on Board diversity;
- e) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

The Nomination and Remuneration Committee has formulated the Nomination and Remuneration Policy. The Nomination and Remuneration Policy is designed to attract, motivate and retain manpower in a competitive market. The policy reflects the Company's objectives for good Corporate Governance and compliance of Section 178 and other applicable provisions of the Companies Act, 2013.

Composition of the Nomination and Remuneration Committee:

This Committee consists of 3 Directors i.e.

1. Mr. Shailesh Gabhawala
2. Mr. Bharat Doshi
3. Mrs. Zankhana Sheth

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee has formulated the performance evaluation criteria in the Nomination and Remuneration Policy of the Company. Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance of the Board, its Committees, individual Directors, Chairman and Independent Directors was evaluated on the basis of a structured questionnaire as it was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board except the Independent Director being evaluated.

The Directors were asked to rate the performance on various parameters including a high degree of commitment to his responsibilities as an Independent Director, appears to be familiar with the business model of the Company and

the industry it belongs to, he is aware of his role, rights and responsibilities as an Independent Director, he has been actively participating in the Board/Committee discussions and contributing to the decision-making process, he has been known to take initiative on matters of common interest of the Company and to exhibit sensitivity to the interest of all the stakeholders, he comes across as a person with expertise and experience, he keeps himself informed on the latest developments in corporate governance.

REMUNERATION OF DIRECTORS

The Board, within the overall limits approved by the Members, considered the matters with regard to review and approval of remuneration payable to the Executive and Non-Executive Directors of the Company. Details of remuneration to the Directors of the Company for the year ended March 31, 2019 are as follows:

Name	Sitting Fees	Salary & Perquisites (in lakhs)
Bharat R. Desai	N.A.	Rs. 1,38,00,000/-
Hima B. Desai	N.A.	Rs. 1,14,00,000/-
Hemang Shah	N.A.	Rs. 19,73,935/-
Shailesh Gabhawala	Rs. 15000/-	-
Zankhana Sheth	Rs. 15000/-	-
Bharat Doshi	N.A.	-

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As required by the provisions of Companies Act 2013, the Corporate Social Responsibility Committee was formed in the Board Meeting held on May 23, 2014. This Committee consists of:

- a) Bharat R. Desai
- b) Hima B. Desai
- c) Hemang Shah
- d) Shailesh Gabhawala
- e) Zankhana Sheth

5. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee consists of following:

1. Shailesh Gabhawala
2. Bharat Doshi
3. Hemang Shah

No transfers were pending as on March 31, 2019. The Company has received total 0 complaints during the year under review and the same were resolved satisfactorily. No complaint was pending as on March 31, 2019.

6. ANNUAL GENERAL MEETINGS:

The details of the last three Annual General Meetings held are as follows:

Financial Year	Venue	Date & Time
2015-16	Registered Office of the Company	30th September, 2016 at 11:00 AM
2016-17	Registered Office of the Company	1st September, 2017 at 11:00 AM
2017-18	Registered Office of the Company	29th September, 2018 at 11:00 AM

7. DISCLOSURES:

Independent Director's Meeting during the year:

During the year under review, the Independent Directors met inter alia, to discuss and review:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Vigil Mechanism/Whistle Blower Policy:

As required by the provisions of Companies Act, 2013 and Listing Agreement with BSE Limited, the Company has established Vigil Mechanism and adopted Whistle Blower Policy to provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairman of the Audit Committee or the director nominated to play the role of Audit Committee. No employee has been denied access to the Chairman of the Audit Committee.

Code of Conduct:

The Company is committed to conducting its business in conformity with ethical standards and applicable laws and regulations. The Code of Conduct for the Directors and Senior Management of the Company has been laid down by the Board and the same is posted on the website of the Company. All the Directors and Senior Management Personnel have affirmed their compliance with the said Code. A declaration by the Managing Director of the Company to this effect is given below.

Related Party Transactions:

All contracts/ transactions/ arrangements entered into during the year with related parties were in the ordinary course of business and on arm's length basis. The company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with policy of the company.

Reconciliation of share capital audit:

A qualified practicing company secretary carried out a share capital audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued equity share capital of the company. The audit confirms that the total issued capital is in agreement with the total number of shares in physical form and dematerialised form held with NSDL and CDSL.

8. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

None

9. GENERAL SHAREHOLDER INFORMATION:

i. Annual General Meeting:

Date : 30th September, 2019

Time : 05.00 PM

Venue: Survey No. 144-146, Jarod Samlaya Road, Vill. Haripura, Taluka Savli, Dist. Vadodara - 391520

ii. Financial Year:

The Company follows Accounting financial year which starts from the 1st April and ends on 31st March.

iii. Listing on Stock Exchange: BSE Limited

iv. Stock Code: 541096

v. ISIN: INE365Y01019

vi. RTA: Adroit Corporate Services Private Limited

vii. Share Transfer:

All transfers received are processed by the Share Transfer Personnel of the Company and the Share Transfer Register is kept at registered office of the Company. The Stakeholder Relationship Committee comprising of Directors who considers and approves the same. Thereafter, the Share Transfer Agents carry out necessary endorsements on the share certificates and dispatch the same to the transferees.

viii. Category of Shareholding and Dematerialisation of shares as on 31/03/2019:

Category	No. of shares in physical form	No. shares in demat form	No. of total shares	Percentage of aggregate holding to total share capital
Promoter	4263981	0	4263981	74.42%
FII	0	0	0	0
PFI	0	0	0	0
MF	0	0	0	0
Nationalized banks & others	0	0	0	0
NRI's & OCB	103500	0	103500	1.80%
Others	918085	444100	1362185	23.77%
Total	5729666	0	5729666	100%
Percentage	100%	0	100%	100%

x. Plant Location:

Survey No. 144-146, Jarod Samlaya Road, Vill. Haripura, Tal. Savli, Dist. Vadodara – 391520

xi. Company Secretary and Compliance Officer:

Name: Ms. Monica Ahir
Contact at: cs@bplindia.in, +91-9909984241
Website: www.bplindia.in
Address for correspondence: Survey No. 144-146,

Jarod Samlaya Road,
 Vill. Haripura, Tal. Savli,
 Dist. Vadodara – 391520

Place: Vadodara
 Date: 14/08/2019

By order of the Board

Chairman

Registered office:

Survey No. 144-146, Jarod Samlaya Road, Vill. Haripura, Tal. Savli, Dist. Vadodara – 391520