



GAYATRI
GROUP

BUDGE BUDGE COMPANY LIMITED

An ISO 9001:2008, 14001:2004 & OHSAS 18001:2007 Certified Company

REGD. OFFICE : 16A BRABOURNE ROAD, (9TH FLOOR) KOLKATA 700 001 INDIA

☎ : +91 33 4010-8000, Fax : +91 33 4010-8080 ✉ : bbcl@gayatrigroup.co

CIN-L26941WB1973PLC028796

09.04.2019

The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata -700 001.

Dear Sir,

Code No.- 10012589

Reg : Submission of Corporate Governance Report for the quarter ended on 31.03.2019.

As per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Corporate Governance Report of the Company for the quarter and year ended on 31.03.2019.

Please acknowledge the receipt.

Thanking You,

Yours faithfully,

For Budge Budge Company Limited

Danveer Singhi
Company Secretary
Encl: As above

QUARTER AND YEAR ENDED CORPORATE GOVERNANCE REPORT U/R 27(2) OF SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Name of Listed Entity: **Budge Budge Company Limited**
 2. Quarter and year ending: **31.03.2019**

Annexure I

I. Composition of Board of Directors								
Title (Mr./ Ms/ Mrs.)	Name of the Directors	PAN & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure (in months)	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.	Ashok Kumar Poddar	AFHPP9218F/00282924	Executive Chairman	01.04.2018	----	01	01	Nil
Mr.	Manish Poddar	AGHPP0395C/00283036	Executive -Managing Director	01.04.2016	----	01	01	Nil
Mr.	Sushil Kumar Chhawchharia	ACRPC5358E/00007780	Non-Executive Independent Director	01.04.2014	60 months	02	04	01
Mr.	Deveshwer Kumar Kapila	AAIPK5060G/00179060	Non-Executive Independent Director	01.04.2014	60 months	02	02	01
Mr.	Bijay Krishna Datta	ADSPD3530D/00451068	Non-Executive Independent Director	01.04.2014	60 months	01	01	01
Mrs.	Madhushree Poddar	AFYPP8485P/01301449	Non-Executive Woman Director	11.08.2014	-----	01	Nil	Nil

II. Composition of Committees		
Name of Committee	Name of Committee members	Category(Chairperson /Executive/Non Executive/Independent/Nominee)
1. Audit Committee	Mr. Bijay Krishna Datta	Non-Executive- Independent Director-Chairman
	Mr. Sushil Kumar Chhawchharia	Non-Executive - Independent Director-Member
	Mr. Deveshwer Kumar Kapila	Non- Executive - Independent Director-Member
2.Nomination & Remuneration Committee	Mr. Bijay Krishna Datta	Non-Executive- Independent Director-Chairman
	Mr. Sushil Kumar Chhawchharia	Non-Executive - Independent Director-Member
	Mr. Deveshwer Kumar Kapila	Non-Executive- Independent Director-Member
3.Risk Management Committee (if applicable)	N.A	

4. Stakeholders Relationship Committee	Mr. Sushil Kumar Chhawchharia	Non-Executive - Independent Director-Chairman
	Mr. Ashok Kumar Poddar	Executive Chairman-Member
	Mr. Manish Poddar	Executive (Managing Director) - Member
5. Corporate Social Responsibility Committee	Mr. Sushil Kumar Chhawchharia	Non-Executive - Independent Director-Chairman
	Mr. Bijay Krishna Datta	Non-Executive- Independent Director-Member
	Mrs. Madhushree Poddar	Non-Executive- Woman Director- Member

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 meetings (in number of days)
12 th November, 2018	09 th February, 2019	88 days

IV. Meeting of Committees- AUDIT COMMITTEE

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*
09 th February, 2019	Yes Present Mr. Bijay Krishna Datta, Mr. Sushil Kumar Chhawchharia Mr. Deveshwer Kumar Kapila	12 th November, 2018	88 days

Meeting of Committees- NOMINATION & REMUNERATION COMMITTEE

NIL	N.A.	-	-
-----	------	---	---

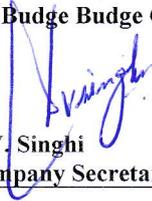
Meeting of Committees- STAKEHOLDERS RELATIONSHIP COMMITTEE

09 th February, 2019	Yes Present Mr. Sushil Kumar Chhawchharia, Mr. Ashok Kumar Poddar, Mr. Manish Poddar	12 th November, 2018	88 days
---------------------------------	---	---------------------------------	---------

Meeting of Committees- CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

-	-	-	-
---	---	---	---

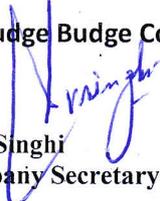
* Maximum Gap between any two consecutive meetings in number of days have been provided for **Audit Committee only** as required under SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
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> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) – N.A. <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: No comments/observations/advice of Board of Directors have been made.</p>	
<p>For Budge Budge Company Limited</p>  <p>D.V. Singhi Company Secretary & Compliance Officer</p>	

Compliance Report on Corporate Governance for the Financial Year ended 31.03.2019

Name of the Listed Entity: Budge Budge Company Limited

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
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	N.A.	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N. A.	
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	N. A.	
II Annual Affirmations.		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	N.A.
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N. A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes

Approval for material related party transactions	23(4)	N.A.
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
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. N.A.		
For Budge Budge Company Limited		
 D.V. Singh Company Secretary & Compliance Officer		