

Corporate Governance Report

1. Name of Listed Entity: **BSE Limited**
2. Quarter and year ended : **March 31, 2018**

I. Composition of Board of Directors								
Title	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)	Date of appointment in the current terms/ cessation	Tenure	No. of Directors hip in listed entities including this entity (Refer Regulation 25(1) of Listing Regulation)	Number of memberships in Audit/ Stakeholder Committee(s) including this entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Shri	S. Ravi	PAN: ABEPR9526M DIN:00009790	Chairman/ Public Interest Director (Non-Executive/ Independent)	05-02-2016	3 Years	3	6	5
Shri	Ashishkumar Chauhan	PAN: AAAPC3435H DIN:00898469	MD & CEO (Executive)	Appointment 02-11-2012 Reappointment 02-11-2017	5 Years	1	1	0



Dr.	K. Kasturirangan*	PAN: AFQPK2917M	Public Interest Director (Non-Executive/ Independent)	23-01-2015	3 Years	NA	NA	NA
		DIN:01749241		Cessation 22-01-2018				
Shri	Sumit Bose	PAN: AAYPB9260F	Public Interest Director (Non-Executive/ Independent)	19-05-2016	3 Years	4	3	3
		DIN: 03340616						
Justice	Vikramajit Sen	PAN: ABAPS5829G	Public Interest Director (Non-Executive/ Independent)	19-05-2016	3 Years	2	0	0
		DIN: 00866743						
Shri	S. S. Mundra	PAN: ABHPM0762H	Public Interest Director (Non-Executive/ Independent)	17-01-2018	3 Years	1	1	0
		DIN: 00979731						
Shri	David Wright	PAN: NA	Public Interest Director (Non-Executive/ Independent)	16-03-2018	3 Years	1	0	0
		DIN: 08064288						
Smt.	Usha Sangwan	PAN: AAKPS4806L	Shareholder Director (Non-executive Director)	04-09-2015	-	5	2	1
		DIN:02609263						
Dr.	Sriprakash Kothari	PAN: NA	Shareholder Director (Non-executive Director)	04-09-2015	-	1	1	0
		DIN:06824003						
Shri	Roland Schwinn#	PAN: NA	Shareholder Director (Non-executive Director)	13-06-2017	-	1	0	0
		DIN:07728316						
Smt.	Rajeshree Sabnavis	PAN: AAAPR9513P	Shareholder Director (Non-executive Director)	04-09-2015	-	1	0	2
		DIN:06731853						

* Dr. K. Kasturirangan ceased to be a Public Interest Director with effect from January 22, 2018

#Shri Roland Schwinn resigned as Shareholder Director w.e.f. April 2, 2018



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)
1. Audit Committee	Shri Sumit Bose	Non-Executive Independent Director – Chairman of the Committee
	Shri S. Ravi	Non-Executive Independent Director
	Shri S. S. Mundra	Non-Executive Independent Director
	Dr. Sriprakash Kothari	Non-Executive Director
2. Nomination & Remuneration Committee	Shri S. S. Mundra	Non-Executive Independent Director – Chairman of the Committee
	Shri S. Ravi	Non-Executive Independent Director
	Shri Sumit Bose	Non-Executive Independent Director
	Dr. Sriprakash Kothari	Non-Executive Director
	Shri Roland Schwinn \$	Non-Executive Director
3. Stakeholders' Relationship / Share Allotment Committee	Smt. Rajeshree Sabnavis	Non-Executive Director – Chairperson of the Committee
	Shri S. Ravi	Non-Executive Independent Director
	Shri Ashishkumar Chauhan	Executive Director
	Smt. Usha Sangwan	Non-Executive Director
4. Risk Management Committee	Smt. Usha Sangwan	Non-Executive Director – Chairperson of the Committee
	Shri S. Ravi	Non-Executive Independent Director
	Shri Ashishkumar Chauhan	Executive Director
	Shri Sumit Bose	Non-Executive Independent Director
	Shri Roland Schwinn \$	Non-Executive Director

\$ Shri Roland Schwinn resigned as Shareholder Director w.e.f. April 2, 2018



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous Quarter (December 31, 2017)	Date(s) of Meeting (if any) in the relevant Quarter (March 31, 2018)	Maximum gap between any two consecutive meetings in number of days
November 3, 2017	January 15, 2018	72 days
	February 2, 2018	17 days

IV. Meeting of Audit Committee			
Date(s) of meeting of Audit committee in the relevant quarter (March 31, 2018)	Whether requirement of Quorum met (details)	Date of meeting of Audit committee in the previous quarter (December 31, 2017)	Maximum gap between any two consecutive meetings in number of days
February 2, 2018	Shri Sumit Bose Shri S. Ravi Justice Vikramajit Sen Dr. Sriprakash Kothari	November 3, 2017	90 days

IV. Meeting of Nomination & Remuneration Committee			
Date of meeting of Nomination & Remuneration committee in the relevant quarter (March 31, 2018)	Whether requirement of Quorum met (details)	Date of meeting of Nomination & Remuneration committee in the previous quarter (December 31, 2017)	Maximum gap between any two consecutive meetings in number of days
NIL		NIL	NA



IV. Meeting of Risk Management Committee

Date of meeting of Risk Management committee in the relevant quarter (March 31, 2018)	Whether requirement of Quorum met (details)	Date of meeting of Risk Management committee in the previous quarter (December 31, 2017)	Maximum gap between any two consecutive meetings in number of day
February 2, 2018	Smt. Usha Sangwan Shri S. Ravi Shri Sumit Bose Shri Roland Schwinn	November 3, 2017	NA

IV. Meeting of Stakeholders' Relationship Committee/Share Allotment Committee

Date of meeting of Stakeholders' Relationship Committee/Share Allotment Committee in the relevant quarter (March 31, 2018)	Whether requirement of Quorum met (details)	Date of meeting of Stakeholders' Relationship Committee/Share Allotment Committee in the previous quarter (December 31, 2017)	Maximum gap between any two consecutive meetings in number of days
February 2, 2018	Smt. Rajeshree Sabnavis Shri S. Ravi Shri Ashishkumar Chauhan Smt. Usha Sangwan	November 3, 2017	90 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	NA
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> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders' relationship/Share Allotment 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 as on December 31, 2017 has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here: Nil</p>

Prajakta Powle
Company Secretary and Compliance officer
Date: April 13, 2018



Annexure II**Format to be submitted by listed entity at the end of the financial year
(for the financial year ended March 31, 2018)**

I. Disclosure on website in terms of Listing Regulations		
	Item	Compliance status (Yes/No/NA) refer note below
1.	Details of business	YES
2.	Terms and conditions of appointment of independent directors	YES
3	Composition of various committees of board of directors	YES
4	Code of conduct of board of directors and senior management personnel	YES
5	Details of establishment of vigil mechanism/ Whistle Blower policy	YES
6	Criteria of making payments to non-executive directors	YES*
7	Policy on dealing with related party transactions	YES
8	Policy for determining 'material' subsidiaries	YES
9	Details of familiarization programmes imparted to independent directors	YES
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
11	email address for grievance redressal and other relevant details	YES
12	Financial results	YES
13	Shareholding pattern	YES
14	Details of agreements entered into with the media companies and/or their Associates	NA
15	New name and the old name of the listed entity	NA
	Note: *Point 6 forms the part of the Annual Report of the Company	



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)	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)	NA
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)	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.

 

Prajakta Powle*
Company Secretary & Compliance Officer