

# **BLUE CHIP INDIA LIMITED**

10, PRINCEP STREET, 2ND FLOOR, KOLKATA - 700 072

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Website : www.bluechipindia.net

CIN : L65991WB1993PLC060597

**Dated: 12.04.2017**

The Secretary  
The Calcutta Stock Exchange Asso. Ltd.  
7, Lyons Range  
Kolkata – 700 001

The Asst. General Manager – Listing  
The National Stock Exchange of India Ltd  
Plot No. C/1, Block-G  
Bandra Kurla Complex  
Bandra (E)  
Mumbai – 400 051

The Asst. General Manager  
Department of Corporate Services  
Bombay Stock Exchange Ltd.  
25<sup>th</sup> Floor, Phiroz Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

Dear Sir/Madam

**Sub: Compliance Report on Corporate Governance for the quarter/financial year ended 31<sup>st</sup> March, 2017**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the Quarterly and Annual Compliance Report on Corporate Governance for the quarter and financial year ended 31<sup>st</sup> March, 2017 in prescribed format in Annexure- I and Annexure- II respectively.

This is for your information and record please.

Thanking You,

Yours faithfully,  
For **Blue Chip India Limited**

*Arihant Jain*

**Arihant Jain**  
**(Managing Director)**  
DIN: 00174557

**ANNEXURE - II****Name of the Listed Entity:** Blue Chip India Ltd.**Financial Year:** From 1st April, 2016 To 31st March, 2017**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 on determining "Material" Subsidiary	N.A.
Details of familiarization programme imparted to Independent Directors	Yes
Contact information of the designated officials to 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)
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 Report	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	N.A.
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 on 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)	N.A.
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to the subsidiary of Listed Entity	24(2), (3), (4), (5) & (6)'	N.A.
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/NA. 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 word "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. Affirmation**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Not Applicable

*Arihant Jain*  
Arihant Jain  
Managing Director

**Annexure - I**

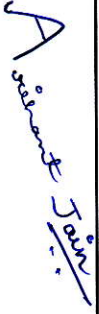
1. Name of the Listed Entity: Blue Chip India Ltd.
2. Quarter Ending: 31st March, 2017

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN No. & 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 the Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr.	Arhant Jain	PAN: ADWP18453B DIN: 00174557	Executive	2006-12-11	-	1	-	-
Mr.	Subhabrata Talukdar	PAN: AFEPT0343N DIN: 00278821	Non-Executive/Independent	20/02/2007	5 Years w.e.f 26th September, 2014	1	1	1
Mr.	Amiya Kumar Basu	PAN: AKQP89228D DIN: 00277576	Non-Executive/Independent	21/12/2005	5 Years w.e.f 26th September, 2014	1	1	1
Mr.	Pranab Chakraborty	PAN: AHUPC3183F DIN: 03568360	Non-Executive/Independent	2013-03-05	5 Years w.e.f 26th September, 2014	2	2	2
Mrs.	Madhu Barnwal	PAN: AQJPP1684L DIN: 07150790	Non-Executive	30/03/2015	-	2	-	-
Mr.	Subhankar Kayal	PAN: BYRPK7909L DIN: 03568470	Non-Executive	14/08/2015	-	1	-	-

**II. Composition of Committees**

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Subhabrata Talukdar	Non-Executive/Independent
	Mr. Amiya Kumar Basu	Non-Executive/Independent
	Mr. Pranab Chakraborty	Non-Executive/Independent
2. Nomination & Remuneration Committee	Mr. Pranab Chakraborty	Non-Executive/Independent
	Mr. Subhabrata Talukdar	Non-Executive/Independent
	Mr. Amiya Kumar Basu	Non-Executive/Independent
3. Stakeholders Relationship Committee	Mr. Amiya Kumar Basu	Non-Executive/Independent
	Mr. Subhabrata Talukdar	Non-Executive/Independent
	Mr. Pranab Chakraborty	Non-Executive/Independent

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)	
11th November, 2016	13th February, 2017	93 Days	
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 (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee- 11th February, 2017	Yes, Total Strength - 3 Directors, Present - 3 Directors	10th November, 2016	92 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	N.A.		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
VI. Affirmations			
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 meeting of 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: NIL			
 <b>Arjant Jain</b> <b>Managing Director</b> DIN: 00174557			