

## **Governance**

### **Corporate Governance & Audit Committee**

The Board of Directors has constituted an Audit Committee and commenced Corporate Governance in various spheres. It has a well- developed system of Internal Controls, Risk Management and other Corporate Norms. The Audit Committee of the Board has been performing its role satisfactorily and monitoring all the key area of the Company's operations.

### **Audit Committee**

The Audit Committee comprises of three Directors, majority being the Independent Directors. Mr. A. Ghosh, Chartered Accountant and an Independent Director having in-depth knowledge in the areas of Accounts and Finance have been nominated as the Chairman of the Committee.

### **SEBI (LODR) Regulations 2015**

Regulation 15 of SEBI (LODR) Regulations, 2015 has exempted certain class of Companies from compliance of Corporate Governance provisions. The Company is falling under the exempted category.

### **Dissemination of Information**

Quarterly, Half-yearly and annual financial results are being published in English, in "Business Standard" Kolkata and Mumbai editions and in Oriya, in "Dainik Sambad". Financial Results are posted on the Company's Website: [www.bampl.com](http://www.bampl.com) and results are sent to the Bombay Stock Exchange for publication in their website.

Complete set of Annual Reports and Notices of General Meetings are being sent to the shareholders by permitted mode. All important news and events pertaining to the functioning of the Company are disseminated promptly to the stock exchange for dissemination through their website.

### **Code of Conduct (For Directors)**

The Directors to act in Trusteeship capacity. Each Director is a Trustee of the stakeholders in the Company and to act in terms of the concept of Trust, which encompasses fiduciary relationship. Directors to avoid conflict of interest and exercise powers for the benefit of the Company. As "Officer of the Company" in terms of Section 2(60) of the Companies Act' 2013, Directors can be treated as an "Officer in Default". Hence, all actions to be in conformity with the rules and regulations.

Directors act collectively through the Board, but each Director is to discharge duty with responsibility. Directors owe a duty of care to the Company i.e. not to act negligently. The Standard being "a reasonable man looking after his affairs."

### **Each Director to ensure that,**

- He is not an undischarged insolvent.
- He is not convicted by Court of offence involving moral turpitude.
- He is not sentenced to imprisonment for any period exceeding 6 months.
- No order has been passed by the Court disqualifying him for appointment u/s 203.
- He does not suffer from disqualifications as specified in sec. 164 of the Companies Act' 2013.

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### **Code of Business Ethics**

The followings are the code of business ethics, the Board recommends for its members and all employees:

- Compliance with laws, rules and regulations including insider trading laws.
- Protecting confidential and other proprietary information of the company and that of our stakeholders.
- Dealing with conflicts with interest.
- Promoting full, fair, accurate, timely and understandable disclosure in the financial reports and other public communications.
- Providing for adequate medical, educational and welfare service to the employees of the Company.
- Protecting the environment.
- Safeguarding whistleblower against victimization for reporting of any unlawful or unethical behavior.

### **Composition of Board of Directors**

<b><u>Name of Directors</u></b>	<b><u>Designation</u></b>
Mrs. Anuradha Farley	Non-Executive Director, Chairperson
Mr. Anjan Ghosh	Independent Director
Mr. Amit Chowdhuri	Independent Director
Mrs. Gargi Barooah	Non-Executive Director
Mr. Somnath Chatterjee	Whole Time Director

### **Code of Independent Director**

- An Independent Director shall uphold ethical standards of integrity and probity.
- He shall act objectively and constructively while exercising his duties.
- He shall exercise his responsibilities in a bonafide manner in the interest of the company. He shall devote sufficient time and attention to his professional obligations for informed and balanced decision making.
- He shall not allow any extraneous considerations that will vitiate his exercise of objective independent judgement in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making.
- He shall refrain from any action that would lead to loss of his independence.
- If in any circumstances he loses his independence he shall immediately inform such event to the Board of Directors.
- He shall assist the company in implementing the best corporate governance practices in the company.

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### Key Managerial Personnel

<b>Name of Personnel</b>	<b>Designation</b>
Mr. Somnath Chatterjee	Whole Time Director
Mr. D. Chowdhury	Company Secretary
Mr. G. Mukhopadhyay	Chief Financial Officer