

REF: BIL/ST.EX/REG 27(2)/2018-19/2

10<sup>th</sup> October, 2018

The Secretary  
The Calcutta Stock Exchange Limited,  
7, Lyons Range,  
Kolkata – 700001.

Dear Sir,

**Sub: Regulation 27(2)-Submission of Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2018**

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2018 in terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Binani Industries Limited**



**Visalakshi Sridhar**  
**Managing Director, CFO & Company Secretary**

Encl.: As above

**Binani Industries Limited**

CIN: L24117WB1962PLC025584

**Corporate Office:** Mercantile Chambers, Ground Floor, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai - 400 001, India.

**Tel:** +91 22 3026 3000 / 01 / 02 | **Fax:** +91 22 2263 4960 | **Email:** mumbai@binani.net | www.binaniindustries.com

**Registered Office:** 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatihara, Kolkata - 700 157. India

**Tel:** 08100326795 / 08100126796 | **Fax:** +91 33 4008 8802

General information about company	
Scrip code	500059
NSE Symbol	BINANIIND
MSEI Symbol	
ISIN	INE071A01013
Name of the entity	Binani Industries Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Half Yearly
Date of Report	30-09-2018
Risk management committee	Not Applicable



## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

## Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Bray Binani	AABPB0708M	00009165	Non-Executive - Non Independent Director	Chairperson		20-12-2017			1	0	0	Textual Information(2)	
2	Mr	Nilesh R. Doshi	AACPD3828R	00249715	Non-Executive - Independent Director	Not Applicable		20-12-2017		24	2	4	2	Textual Information(3)	
3	Mr	Shardul Dilip Shah	ABVPS9741G	02061996	Non-Executive - Independent Director	Not Applicable		20-12-2017		24	1	2	0	Textual Information(4)	
4	Mr	Rajesh Kumar Bagri	ADVPB5580C	00191709	Non-Executive - Independent Director	Not Applicable		26-04-2018		5	1	2	0	Textual Information(5)	



## Annexure I

Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Vishal Singh	ABQP29111M	07925498	Executive Director	Not Applicable		13-08-2018		2	1	1	0	Testual Information(6)	



Text Block	
Textual Information(1)	Mr. Binj Binani who retired by rotation in the AGM held on 20th December, 2017 has been reappointed as Director in the same AGM.
Textual Information(2)	Appointed as Independent Director at the 54th Annual General Meeting held on 20/12/2017 for tenure of two years.
Textual Information(3)	Appointed as Independent Director at the 54th Annual General Meeting held on 20/12/2017 for tenure of two years.
Textual Information(4)	Mr. Rajesh Kumar Bagai was appointed as Additional Director on 26th April 2018. His term ends on the date of the ensuing AGM
Textual Information(5)	Mrs. Visalakshi Sridhar was appointed as Additional Director designated as Managing Director of the Company from 13th August, 2018.



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes



Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00249715	Nilesh R. Doshi	Non-Executive - Independent Director	Chairperson	
2	02061996	Shardul Dilip Shah	Non-Executive - Independent Director	Member	
3	00191709	Rajesh Kumar Bagri	Non-Executive - Independent Director	Member	Textual Information(1)
4	07325198	Mrs. Visalakshi Sridhar	Executive Director	Member	Textual Information(2)



Audit Committee Details Text Block	
Textual Information(1)	Mr. Rajesh Kumar Bagri has been appointed as an Additional Director (Independent Director) w.e.f 26th April, 2018. His appointment as Independent Director is being proposed in the ensuing AGM subject to approval by the board in its ensuing meeting.
Textual Information(2)	Mrs. Visalakshi Sridhar was appointed as Additional Director designated as Managing Director of the Company from 13th August, 2018





Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00249715	Nilesh R. Doshi	Non-Executive - Independent Director	Chairperson	
2	02061996	Shardul Dilip Shah	Non-Executive - Independent Director	Member	
3	00191709	Rajesh Kumar Bagri	Non-Executive - Independent Director	Member	
4	07325198	Visalakshi Sridhar	Executive Director	Member	



Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00249715	Nilesh R Doshi	Non-Executive - Independent Director	Chairperson	
2	02061996	Shardul Dilip Shah	Non-Executive - Independent Director	Member	
3	00191709	Rajesh Kumar Bagri	Non-Executive - Independent Director	Member	



Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00249715	Nilesh R Doshi	Non-Executive - Independent Director	Chairperson	
2	02061996	Shardul Dilip Shah	Non-Executive - Independent Director	Member	
3	00191709	Rajesh Kumar Bagri	Non-Executive - Independent Director	Member	
4	07325198	Visalakshi Sridhar	Executive Director	Member	



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	03-04-2018		
2	10-04-2018		6
3	30-05-2018		49
4		13-08-2018	74



Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	13-08-2018	Yes	3	30-05-2018	74	
2	Stakeholders Relationship Committee	13-08-2018	Yes	3			
3	Nomination and remuneration committee	01-07-2018	Yes	3			
4	Nomination and remuneration committee	13-08-2018	Yes	3			



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	





Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Visalakshi Sridhar
2	Designation	Managing Director



Text Block	
Textual Information(1)	This report will be placed before the Board of Directos at its meeting to be held in October, 2018. Any comments observations/advice of Board of Directors , if any , will be included for the next quarter.



Annexure III				
Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year				
I. Affirmations				
Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
Any other information to be provided			Textual Information(1)	



Text Block	
Textual Information(1)	Company has made an application to ROC, Kolkata for extension of time of three months till 31st December, 2018, ROC vide letter dated 23/08/2018 has given the requisite time as requested for holding the ensuing AGM. The Stock exchange was informed on 30th August 2018



Annexure III		
1	Name of signatory	Visalakshi Sridhar
2	Designation	Managing Director



Signatory Details	
Name of signatory	Visalakshi Sridhar
Designation of person	Managing Director
Place	Mumbai
Date	10-10-2018

