

**Annexure I**

**Name of Listed Entity : Binani Industries Limited**

**Quarter ending : 31<sup>st</sup> March, 2016**

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/ Non- Executive/in dependent/ 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 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.	Braj Binani	PAN:AABPB0708M DIN:00009165	Chairperson  Non- Executive  Promoter Director	29/09/2014	N.A.	2 <sup>@</sup>	Nil	Nil

*(Handwritten signature)*



Mrs.	Nidhi Binani Singhania	PAN: AFAPB3663D DIN:00030435	Non-Executive Promoter Director	28/09/2013	N.A.	2 <sup>@</sup>	Nil	Nil
Mr.	Rahul Asthana	PAN:ADGPA6889A DIN:00234247	Independent Director	29/09/2014	Up to the conclusion of 53 <sup>rd</sup> AGM to be held in the year 2016 from 29/09/2014	2	2	1
Mr.	S. Sridhar	PAN:AAXPS1464M DIN: 00004272	Independent Director	29/09/2014	Up to the conclusion of 53 <sup>rd</sup> AGM to be held in the year 2016 from 29/09/2014	6	6	4
Ms.	Shradha Binani	PAN: AJRPB4568J DIN:00427919	Non-Executive Promoter Director	19/12/2015	N.A.	2 <sup>@</sup> (including Alternate Directorship in one Company)	Nil	Nil



Ms.	Jayantika Dave	PAN: AAFPB4100M DIN: 01585850	Independent Director	Date of appointment: 19/12/2015 Date of cessation: 20/03/2016	Up to the conclusion of 54 <sup>th</sup> AGM to be held in the year 2017 from 19/12/2015 %	2%	2%	Nil
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\$PAN shall not be disclosed on the website

# Includes only listed entities including this entity

\* Filled only for Independent Director whose tenure is calculated from the date when Independent Director is appointed as such in terms of Companies Act, 2013 and the erstwhile Clause 49 of the Listing Agreement.

@ includes directorship in Binani Metals Ltd (since merged into Binani Industries Ltd, effective date being 5<sup>th</sup> April, 2016

% prior to the date of cessation

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	1. Mr. S. Sridhar- 2. Mr. Rahul Asthana 3. Ms. Jayantika Dave*	1. Chairperson-Independent 2. Member-Independent 3. Member-Independent
2. Nomination & Remuneration Committee	1. Mr. Rahul Asthana 2. Mr. S. Sridhar 3. Ms. Jayantika Dave*	1. Chairperson-Independent 2. Member-Independent 3. Member-Independent
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	1. Mr. Rahul Asthana 2. Mr. S. Sridhar 3. Ms. Jayantika Dave*	1. Member-Independent 2. Member-Independent 3. Member-Independent

\*Resigned w.e.f. 20<sup>th</sup> March, 2016

## 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)
24 <sup>th</sup> October, 2015	21 <sup>st</sup> January, 2016	88 days



<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee- 20 <sup>th</sup> January, 2016	<b>The following members attended the meeting</b>  Mr. Rahul Asthana Ms. Jayantika Dave	Audit Committee- 23 <sup>rd</sup> October, 2016	88 days
<b>V. Related Party Transactions</b>			
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>		
Whether prior approval of audit committee obtained (refer Note 1)	Yes		
Whether shareholder approval obtained for material RPT (refer note no.2)	N.A.		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee (refer note no.3)	N.A.		
<b>Notes:</b>			
<ol style="list-style-type: none"> <li>1. Prior approval was granted via Omnibus approval limit.</li> <li>2. There were no material contracts requiring the shareholders' approval.</li> <li>3. There were no transactions during Q3 under omnibus approval.</li> </ol>			



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 till the date of cessation of Mrs. Jayantika Dave. It is proposed to induct Independent Director in the next Board Meeting to be held on 21<sup>st</sup> April, 2016).
2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee (Till the date of cessation of Mrs. Jayantika Dave. The Committee is being reconstituted in the next Board Meeting to be held on 21<sup>st</sup> April, 2016)
  - b. Nomination & Remuneration Committee (Till the date of cessation of Mrs. Jayantika Dave. The Committee is being reconstituted in the next Board Meeting to be held on 21<sup>st</sup> April, 2016)
  - c. Stakeholders Relationship Committee
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 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.
5. The Compliance Report submitted for Quarter ended 31<sup>st</sup> December, 2015 was placed before the Board at its meeting held on 21<sup>st</sup> January, 2016. Board of Directors noted the same. This report will be placed before Board of Directors at its meeting to be held on 21<sup>st</sup> April, 2016. Any comments/observations/advice of Board of Directors, if any, will be included in the report for the next quarter.

Date: 15<sup>th</sup> April, 2016  
Place: Mumbai

  
Visalakshi Sridhar  
CFO, Manager & Company Secretary



**Annexure II**

**Name of Listed Entity: Binani Industries Limited**

**Quarter and year ended: 31<sup>st</sup> March, 2016**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
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	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
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.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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)	N.A.
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)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
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	26(3)	Yes





management personnel		
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

**Notes**

& Mrs. Jayantika Dave has resigned w.e.f. 20th March, 2016. It is proposed to induct new Independent Director in the next Board Meeting to be held on 21st April, 2016

^ Will be done in the meeting to be held in the 2nd quarter

@ Mrs. Jayantika Dave has resigned w.e.f. 20th March, 2016. It is proposed to reconstitute the Audit Committee and Nomination and Remuneration Committee in the next Board Meeting to be held on 21st April, 2016


\$ Will be held in the 2nd quarter of the FY

# Will be made in the next Annual Report/AGM notice

**III Affirmations:**

The Material Subsidiary Policy has been approved and the Corporate Governance requirements with respect to subsidiary of the Company have been complied.

**Date: 15<sup>th</sup> April, 2016**  
**Place: Mumbai**

  
**Visalakshi Sridhar**  
**CFO, Manager & Company Secretary**

