

REF: BIL/ST.EX/REG 27(2)/2016-17/3

9th January, 2017

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 31st December, 2016

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 2016 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
CFO, Manager & 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. Hatiara, Kolkata - 700 157. India

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

| General information about company | |
|--|---------------------------|
| Scrip code | 500059 |
| Name of the entity | Binani Industries Limited |
| Date of start of financial year | 01-04-2016 |
| Date of end of financial year | 31-03-2017 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2016 |
| 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 |
| 1 | Mr | Braj Bmani | AABPB0708M1 | 00009165 | Non-Executive - Non Independent Director | Chairperson | Shareholder Director | 29-09-2014 | | | 1 | 0 | 0 | Textual Information (2) |
| 2 | Mrs | Nidhi Bmani Singhania | AFAPB3663D | 00030435 | Non-Executive - Non Independent Director | Not Applicable | Shareholder Director | 29-09-2016 | | | 1 | 0 | 0 | Textual Information (3) |
| 3 | Ms | Shradha Binani | AJRPB4568J | 00427919 | Non-Executive - Non Independent Director | Not Applicable | Shareholder Director | 19-12-2015 | | | 1 | 0 | 0 | Textual Information (4) |
| 4 | Mr | Rahul Asthana | ADGPA6889A | 00234247 | Non-Executive - Independent Director | Not Applicable | | 29-09-2016 | | 24 | 7 | 8 | 4 | |



| 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 |
| 5 | Mr. | S Sridhar | AAXPS1464M | 00004272 | Non-Executive - Independent Director | Not Applicable | | 29-09-2016 | | 24 | 6 | 10 | 5 | Textual Information (5) |
| 6 | Mrs | Sangeeta Pandit | AABPP2839F | 06748608 | Non-Executive - Independent Director | Not Applicable | | 29-09-2016 | | 24 | 3 | 5 | 0 | |



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| Textual Information(1) | Binani Metals Limited was merged with Binani Industries Limited w e f 5th April, 2016 vide court order dated 21st January, 2016 . Binani Metals Limited is in the process of liquidation. |
| Textual Information(2) | Binani Metals Limited was merged with Binani Industries Limited w e f 5th April, 2016 vide court order dated 21st January, 2016 . Binani Metals Limited is in the process of liquidation. |
| Textual Information(3) | Binani Metals Limited was merged with Binani Industries Limited w e f 5th April, 2016 vide court order dated 21st January, 2016 . Binani Metals Limited is in the process of liquidation. |
| Textual Information(4) | As per Regulation 26(1) a Director shall not be a member of more than 10 committees and Regulation 26(1)a states that the limit of the committee on which a director may serve in all public limited companies whether listed or not shall be included. |



| 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 |
| Sr | Name Of Committee | Name of Committee members | Category 1 of directors | Category 2 of directors | Name of other committee |
| 1 | Audit Committee | Mr. S. Sridhar | Non-Executive - Independent Director | Member | |
| 2 | Audit Committee | Mr. Rahul Asthana | Non-Executive - Independent Director | Chairperson | |
| 3 | Audit Committee | Dr. (Mrs.) Sangeeta Pandit | Non-Executive - Independent Director | Member | |
| 4 | Nomination and remuneration committee | Mr. Rahul Asthana | Non-Executive - Independent Director | Chairperson | |
| 5 | Nomination and remuneration committee | Mr. S. Sridhar | Non-Executive - Independent Director | Member | |
| 6 | Nomination and remuneration committee | Dr. (Mrs.) Sangeeta Pandit | Non-Executive - Independent Director | Member | |
| 7 | Stakeholders Relationship Committee | Mr. Rahul Asthana | Non-Executive - Independent Director | Chairperson | |
| 8 | Stakeholders Relationship Committee | Mr. S. Sridhar | Non-Executive - Independent Director | Member | |
| 9 | Stakeholders Relationship Committee | Dr. (Mrs.) Sangeeta Pandit | Non-Executive - Independent Director | Member | |



| 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 | 29-07-2016 | | |
| 2 | | 27-10-2016 | 89 |



| 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 (details) | 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 | 26-10-2016 | Yes | Mr. Rahul Asthana & Dr. (Mrs.) Sangeeta Pandit | 28-07-2016 | 89 | |
| 2 | Stakeholders Relationship Committee | 27-10-2016 | Yes | Mr. Rahul Asthana & Dr. (Mrs.) Sangeeta Pandit | 29-08-2016 | 58 | |



| 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 | |
| Disclosure of notes on related party transactions | | | Textual Information(1) |
| Disclosure of notes of material transaction with related party | | | Textual Information(2) |



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| Textual Information(1) | There were no material contracts requiring the shareholders' approval |
| Textual Information(2) | Details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee |



| 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 |



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| Signatory Details | |
|--------------------------|--------------------|
| Name of signatory | Visalakshi Sridhar |
| Designation of person | Company Secretary |
| Place | Mumbai |
| Date | 09-01-2017 |

