

REF: BIL/ST.EX/REG 27(2)/2019-20/1

12th July, 2019

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 30th June, 2019

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 30th June, 2019 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**

VISALAK

SHI

SRIDHAR

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. Hatiara, Kolkata - 700 157. India

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General information about company	
Scrip code	500059
NSE Symbol	BINANIIND
MSEI Symbol	NOT LISTED
ISIN	INE071A01013
Name of the entity	BINANI INDUSTRIES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other



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

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)
AABPB0708M	00009165	Non-Executive - Non Independent Director	Chairperson related to Promoter		14-12-1959	01-04-2005	24-12-2018		6	1	0	0	0
AACPD3828R	00249715	Non-Executive - Independent Director	Not Applicable		28-12-1953	28-09-2017	20-12-2017		24	3	3	2	2
ABVPS9741G	02061996	Non-Executive - Independent Director	Not Applicable		10-11-1978	28-09-2017	20-12-2017		24	1	1	2	0
ADVPB5580C	00191709	Non-Executive - Non Independent Director	Not Applicable		16-04-1958	26-04-2018	24-12-2018		6	1	0	1	0



I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Note n/ prov P/
5	Mrs	Visalakshi Sridhar	ADQPS5111H	07325198	Executive Director	Not Applicable	MD	12-04-1966	13-08-2018	24-12-2018		6	2				



Text Block	
Textual Information(1)	<p>1. Mr. Braj Binani: Promoter Group Mr. Braj Binani who retired by rotation in the AGM held on 24th December, 2018 has been re-appointed as Director in the same AGM.</p> <p>2. Mr. Nilesh R. Doshi: He has been appointed as an Independent Director in the 54th Annual General Meeting held on 20th December, 2017 and to hold office upto the conclusion of 56th Annual General Meeting to be held in the year 2019.</p> <p>3. Mr. Shardul Shah: He has been appointed as an Independent Director in the 54th Annual General Meeting held on 20th December, 2017 and to hold office upto the conclusion of 56th Annual General Meeting to be held in the year 2019.</p> <p>4. Mr. Rajesh Kumar Bagri has been appointed as a Director of the Company in the 55th Annual General Meeting held on 24th December, 2018 and is liable to retire by rotation</p> <p>5. Mrs. Visalakshi Sridhar has been appointed as Managing Director of the Company in the Annual General Meeting held on 24th December, 2018. She was appointed in the Board meeting w.e.f 13th August 2018</p>



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)



Annexure 1 Text Block	
Textual Information(1)	<p>Audit Committee:</p> <p>1. Mr. Ratan Kumar Sarawagi , Independent Director of the Company has resigned w.e.f. 17th June, 2019</p> <p>2. Audit Committee has reconstituted w.e.f. 1st April, 2019, Mr. Rajesh Kumar Bagri ceased to a Member of Audit Committee</p> <p>Stakeholders Relationship Committee</p> <p>Mr. Ratan Kumar Sarawagi , Independent Director of the Company has resigned w.e.f. 17th June, 2019</p> <p>Nomination and Remuneration Committee</p> <p>Mr. Ratan Kumar Sarawagi , Independent Director of the Company has resigned w.e.f. 17th June, 2019</p> <p>Corporate Social Responsibility Committee</p> <p>Mr. Ratan Kumar Sarawagi , Independent Director of the Company has resigned w.e.f. 17th June, 2019</p>



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00249715	Niles R. Doshi	Non-Executive - Independent Director	Chairperson	28-09-2017		
2	02061996	Shardul Shah	Non-Executive - Independent Director	Member	28-09-2017		
3	07325198	Visalakshi Sridhar	Executive Director	Member	13-08-2018		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00249715	Niles R. Doshi	Non-Executive - Independent Director	Chairperson	28-09-2017		
2	02061996	Shardul Shah	Non-Executive - Independent Director	Member	28-09-2017		
3	00191709	Rajesh Kumar Bagri	Non-Executive - Non Independent Director	Member	26-04-2018		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00249715	Niles R. Doshi	Non-Executive - Independent Director	Chairperson	28-09-2017		
2	02061996	Shardul Shah	Non-Executive - Independent Director	Member	28-09-2017		
3	00191709	Rajesh Kumar Bagri	Non-Executive - Non Independent Director	Member	26-04-2018		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00249715	Niles R. Doshi	Non-Executive - Independent Director	Chairperson	28-09-2017		
2	02061996	Shardul Shah	Non-Executive - Independent Director	Member	28-09-2017		
3	00191709	Rajesh Kumar Bagri	Non-Executive - Non Independent Director	Member	26-04-2018		
4	07325198	Visalakshi Sridhar	Executive Director	Member	13-08-2018		



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				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
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	13-02-2019				Yes	4	2
2		30-05-2019	105		Yes	4	2



Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-02-2019				Yes	4	2
2	Audit Committee	30-05-2019	105			Yes	3	2
3	Stakeholders Relationship Committee	02-01-2019				Yes	2	2
4	Stakeholders Relationship Committee	07-02-2019	35			Yes	2	2
5	Stakeholders Relationship Committee	05-03-2019	25			Yes	2	2
6	Stakeholders Relationship Committee	08-04-2019	33			Yes	2	2



Annexure I								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	09-05-2019	30			Yes	2	1
8	Stakeholders Relationship Committee	30-05-2019	20			Yes	3	2
9	Nomination and remuneration committee	13-02-2019				Yes	3	2
10	Nomination and remuneration committee	30-05-2019	105			Yes	3	2

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)



Text Block	
Textual Information(1)	1. Prior approval was granted via omnibus approval limit 2. Details of Related Party Transactions 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	No
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	Company Secretary and Compliance Officer



Text Block	
Textual Information(1)	Mr. Ratan Kumar Sarawagi resigned on 17th June, 2019 on personal reasons and we shall be appointing another independent Director shortly.



Signatory Details	
Name of signatory	Visalakshi Sridhar
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	10-07-2019

