

REF: BIL/ST.EX/REG 27(2)/2018-19/4

8<sup>th</sup> April, 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 31<sup>st</sup> March, 2019**

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 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**



**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

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

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	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

For Binani Industries Limited



Vinayakshi Brithar  
Managing Director, CFO & Company Secretary

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															
Wether the listed entity has a Regular Chairperson												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	Braj Binani	AABPB0708M	00009165	Non-Executive - Non Independent Director	Chairperson		24-12-2018		3	1	0	0	Textual Information (2)	
2	Mr	Nilesh R. Doshi	AACPD3828R	00249715	Non-Executive - Independent Director	Not Applicable		20-12-2017		24	2	2	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	ADVPS5580C	00191709	Non-Executive - Non Independent Director	Not Applicable		24-12-2018		3	1	2	0	Textual Information (5)	



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															
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
5	Mrs	Visalakshi Sridhar	ADQPS5111H	07325198	Executive Director	Not Applicable	MD	24-12-2018		3	2	2	1	Textual Information (6)	
6	Mr	Ratan Kumar Sarawagi	AIQPS2968H	00452276	Non-Executive - Independent Director	Not Applicable		13-02-2019		1	1	3	0	Textual Information (7)	



<b>Text Block</b>	
Textual Information(1)	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.
Textual Information(2)	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.
Textual Information(3)	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.
Textual Information(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.
Textual Information(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.
Textual Information(6)	Mr. Ratan Kumar Sarawagi has been appointed as Additional Director (Independent) of the Company in the Board Meeting held on 13th February, 2019.



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00249715	Nilesh R. Doshi	Non-Executive - Independent Director	Chairperson	27-09-2017		
2	02061996	Shardul Dilip Shah	Non-Executive - Independent Director	Member	27-09-2017		
3	00191709	Rajesh Kumar Bagri	Non-Executive - Non Independent Director	Member	26-04-2018		
4	07325198	Visalakshi Sridhar	Executive Director	Member	13-08-2018		
5	00452276	Ratan Kumar Sarawagi	Non-Executive - Independent Director	Member	13-02-2019		Textual Information(1)



<b>Sr Text Block</b>	
Textual Information(1)	Mr. Ratan Kumar Sarawagi has been appointed as Additiona Director (Independent)of the Company in the Board Meeting held on 13th February, 2019.



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	Nilesh R. Doshi	Non-Executive - Independent Director	Chairperson	27-09-2017		
2	02061996	Shardul Dilip Shah	Non-Executive - Independent Director	Member	27-09-2017		
3	00191709	Rajesh Kumar Bagri	Non-Executive - Non Independent Director	Member	26-04-2018		
4	00452276	Ratan Kumar Sarawagi	Non-Executive - Independent Director	Member	13-02-2019		





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	Nilesh R. Doshi	Non-Executive - Independent Director	Chairperson	27-09-2017		
2	02061996	Shardul Dilip Shah	Non-Executive - Independent Director	Member	27-09-2017		
3	00191709	Rajesh Kumar Bagri	Non-Executive - Non Independent Director	Member	26-04-2018		
4	00452276	Ratan Kumar Sarawagi	Non-Executive - Independent Director	Member	13-02-2019		



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	Nilesh R. Doshi	Non-Executive - Independent Director	Chairperson	27-09-2017		
2	02061996	Shardul Dilip Shah	Non-Executive - Independent Director	Member	27-09-2017		
3	00191709	Rajesh Kumar Bagri	Non-Executive - Non Independent Director	Member	26-04-2018		
4	07325198	Visalakshi Sridhar	Executive Director	Member	13-08-2018		
5	00452276	Ratan Kumar Sarawagi	Non-Executive - Independent Director	Member	13-02-2019		



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
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	30-10-2018			
2	23-11-2018		23	
3		07-02-2019	75	
4		13-02-2019	5	



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	Reason for not providing date
1	Stakeholders Relationship Committee	02-01-2019	Yes	2				No Stakeholders relationship committee meeting was held during the quarter held ended December 31, 2018
2	Stakeholders Relationship Committee	07-02-2019	Yes	2		35		No Stakeholders relationship committee meeting was held during the quarter held ended December 31, 2018
3	Stakeholders Relationship Committee	05-03-2019	Yes	2		25		No Stakeholders relationship committee meeting was held during the quarter held ended December 31, 2018
4	Nomination and remuneration committee	13-02-2019	Yes	3		183		No NRC meeting was held during the quarter held ended December 31, 2018
5	Audit Committee	13-02-2019	Yes	4	23-11-2018	81		



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)



<b>Text Block</b>	
Textual Information(1)	1. Prior approval was granted via Omnibus approval limit. 2. Details of Related Party Transaction entered into pursuant to Omnibus approval have been reviewed by Audit Committee.
Textual Information(2)	There were no material contracts requiring shareholders approval.





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



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



**Text Block**



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.binaniindustries.com
2	Terms and conditions of appointment of independent directors	Yes		www.binaniindustries.com
3	Composition of various committees of board of directors	Yes		www.binaniindustries.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.binaniindustries.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.binaniindustries.com
6	Criteria of making payments to non-executive directors	Yes		www.binaniindustries.com
7	Policy on dealing with related party transactions	Yes		www.binaniindustries.com
8	Policy for determining 'material' subsidiaries	Yes		www.binaniindustries.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.binaniindustries.com



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.binaniindustries.com
11	email address for grievance redressal and other relevant details	Yes		www.binaniindustries.com
12	Financial results	Yes		www.binaniindustries.com
13	Shareholding pattern	Yes		www.binaniindustries.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		



<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				





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



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



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



<b>Signatory Details</b>	
Name of signatory	Visalakshi Sridhar
Designation of person	Managing Director
Place	Mumbai
Date	08-04-2019

