

# BF UTILITIES

CIN:L40108PN2000PLC015323

SECT/BFUL/CG/

July 10, 2019

National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (E),  
Mumbai – 400 051  
SYMBOL – BFUTILITIE

BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street, Fort,  
Mumbai – 400 001.  
Scrip Code – 532430

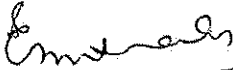
Dear Sir,

Re:- Corporate Governance under Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements, Regulations, 2015 for the quarter ended 30<sup>th</sup> June, 2019

As required under Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements, Regulations, 2015, we are sending herewith Compliance Report on Corporate Governance, in the prescribed proforma, for the quarter ended 30<sup>th</sup> June, 2019.

Thanking you,

Yours Faithfully,  
For BF Utilities Limited



B. S. Mitkari  
Company Secretary

Encls – as above.



**KALYANI**  
GROUP COMPANY

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Magarpatta, Pune 411013.

Phone: +91-20-2529 2550/26

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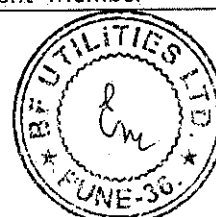
ANNEXURE –I

1	Name of Listed Entity	BF Utilities Limited
2	Quarter ended	30/06/2019

I. Composition of Board of Directors								
Title (Mr/ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent / Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure	No of Directors hip 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.	Babasaheb Neelkanth Kalyani	ABIPK5782A 00089380	Chairperson	25/09/2018	-	5	3	0
Mr.	Amit Babasaheb Kalyani	ABAPK7869A 00089430	Non-Executive	06/11/2017	-	6	1	0
Mr.	Bhalchandra Basappa Hattarki	AADPH8205M 00145710	Independent	01/04/2019	5 Years	5	4	5
Ms.	Aarti Arun Sathe	AUUPS5641R 06925030	Independent	02/03/2016	5 Years	3	3	0
Mr.	Shrikrishna Kiran Adivarekar	AFSPA8552N 06928271	Independent	30/05/2018	5 Years	3	2	2
Mr.	Bhalchandra Shankar Mitkari	ABKPM5929R 03632549	Wholetime Director	01/04/2019	3 Years	2	0	0

\$PAN number of any director would not be displayed on the website of Stock Exchange  
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
 \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>§</sup>
1. Audit Committee	1) Amit Babasaheb Kalyani 2) Bhalchandra Basappa Hattarki 3) Shrikrishna Kiran Adivarekar 4) Aarti Arun Sathe	Non-Executive – Member Independent- Member Independent- Chairperson Independent- Member



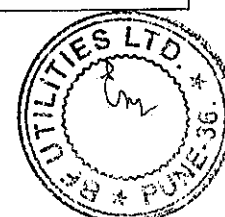
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2. Nomination & Remuneration Committee	1) Amit Babasaheb Kalyani 2) Bhalchandra Basappa Hattarki 3) Shrikrishna Kiran Adivarekar	Non-Executive – Member Independent- Chairperson Independent- Member
3. Risk Management Committee (if applicable)	1) Shrikrishna Kiran Adivarekar 2) Amit Babasaheb Kalyani 3) Bhalchandra Basappa Hattarki	Independent- Member Non-Executive – Member Independent- Chairperson
4. Stakeholders Relationship Committee <sup>1</sup>	1) Bhalchandra Basappa Hattarki 2) Babasaheb Neelkanth Kalyani 3) Shrikrishna Kiran Adivarekar	Independent- Chairperson Non-Executive – Member Independent- Member
§ Category of Directors means (Executive/ Non-Executive/ Independent/ Nominee. If a Director fits into more than one category write all categories separating them with hyphen)		

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)
30/01/2019		
27/03/2019	18/05/2019	51
	30/05/2019	11

IV. Meeting of Committees			
Date(s) of Meeting of the Committee in the relevant quarter	Whether 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 *
Audit Committee 18/05/2019 30/05/2019	Yes Yes	30/01/2019 27/03/2019	51 11
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note :</b>  <i>Sale of power and reimbursement of expenses to Bharat Forge Limited (Net) Rs.13.89 Mln (Cumulative Rs.13.89 Mln from, 1-4-2019 to 30-06-2019) approximate.</i></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	



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## VI. Affirmations

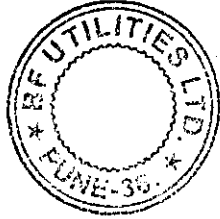
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 - Yes
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
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. - Yes
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. - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes

Any comments/observations/advice of Board of Directors may be mentioned here:

For BF Utilities Limited



B. S. Mitkari  
Company Secretary  
10/07/2019



**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given