

### General information about company

Scrip code	532430
NSE Symbol	BFUTILITIE
MSEI Symbol	NOTLISTED
ISIN	INE243D01012
Name of the entity	BF UTILITIES LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**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

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	BABASAHEB NEELKANTH KALYANI	ABIPK5782A	00089380	Non-Executive - Non Independent Director	Chairperson		07-01-1949	No		15-09-2000	30-12-2020		5	0	3	0			
2	Mr	AMIT BABASAHEB KALYANI	ABAPK7869A	00089430	Non-Executive - Non Independent Director	Not Applicable		26-07-1975	No		01-08-2005	30-11-2019		7	1	1	0			
3	Mr	BHALCHANDRA BASAPPA HATTARKI	AADPH8205M	00145710	Non-Executive - Independent Director	Not Applicable		10-10-1941	Yes	25-09-2018	16-06-2001	01-04-2019		60	5	5	4	5		
4	Ms	AARTI ARUN SATHE	AUUPS5641R	06925030	Non-Executive - Independent Director	Not Applicable		19-07-1977	No		31-03-2015	30-12-2020		60	2	2	3	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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	SHRIKRISHNA KIRAN ADIVAREKAR	AFSPA8552N	06928271	Non-Executive - Independent Director	Not Applicable		09-05-1982	No		30-05-2018	30-05-2018		60	3	3	2	2		
6	Mr	BHALCHANDRA SHANKAR MITKARI	ABKPM5929R	03632549	Executive Director	Not Applicable		06-02-1967	NA		01-04-2019	30-11-2019		36	2	0	0	0		

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	06928271	SHRIKRISHNA KIRAN ADIVAREKAR	Non-Executive - Independent Director	Chairperson	30-05-2018		
2	00089430	AMIT BABASAHEB KALYANI	Non-Executive - Non Independent Director	Member	01-08-2005		
3	00145710	BHALCHANDRA BASAPPA HATTARKI	Non-Executive - Independent Director	Member	16-06-2001		
4	06925030	AARTI ARUN SATHE	Non-Executive - Independent Director	Member	03-05-2018		

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	00145710	BHALCHANDRA BASAPPA HATTARKI	Non-Executive - Independent Director	Chairperson	28-11-2014		
2	00089430	AMIT BABASAHEB KALYANI	Non-Executive - Non Independent Director	Member	28-11-2014		
3	06928271	SHRIKRISHNA KIRAN ADIVAREKAR	Non-Executive - Independent Director	Member	30-05-2018		

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	00145710	BHALCHANDRA BASAPPA HATTARKI	Non-Executive - Independent Director	Chairperson	13-05-2014		
2	00089380	BABASAHEB NEELKANTH KALYANI	Non-Executive - Non Independent Director	Member	13-05-2014		
3	06928271	SHRIKRISHNA KIRAN ADIVAREKAR	Non-Executive - Independent Director	Member	30-05-2018		

Risk Management Committee							
Whether the Risk Management 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	00145710	BHALCHANDRA BASAPPA HATTARKI	Non-Executive - Independent Director	Chairperson	28-11-2014		
2	00089430	AMIT BABASAHEB KALYANI	Non-Executive - Non Independent Director	Member	28-11-2014		
3	06928271	SHRIKRISHNA KIRAN ADIVAREKAR	Non-Executive - Independent Director	Member	30-05-2018		

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	00145710	BHALCHANDRA BASAPPA HATTARKI	Non-Executive - Independent Director	Chairperson	13-05-2014		
2	00089380	BABASAHEB NEELKANTH KALYANI	Non-Executive - Non Independent Director	Member	13-05-2014		
3	00089430	AMIT BABASAHEB KALYANI	Non-Executive - Non Independent Director	Member	13-05-2014		

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							
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	26-12-2020				Yes	5	2
2		11-02-2021	46		Yes	6	3
3		12-03-2021	28		Yes	5	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	26-12-2020				Yes	3	2
2	Audit Committee	11-02-2021	46			Yes	4	3
3	Audit Committee	12-03-2021	28			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	Yes	
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)	Note : Sale of power, other and reimbursement of expenses to Bharat Forge Limited (Net) Rs.1.64 Mln (Cumulative Rs. 44.80 Mln from, 1-4-2020 to 31-03-2021) approximate.

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 500 listed entities)	Yes
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	B. S. Mitkari
2	Designation	Company Secretary and Compliance Officer

**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		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
8	Policy for determining ‘material’ subsidiaries	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>

<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		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
12	Financial results	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
13	Shareholding pattern	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
14	Details of agreements entered into with the media	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>

	companies and/or their associates			
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.bfutilities.com/">http://www.bfutilities.com/</a>

## 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.
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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	

28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	NA	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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	B. S. Mitkari
2	Designation	Company Secretary and Compliance Officer

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	B. S. Mitkari
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	B. S. Mitkari
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	14-04-2021