

BF UTILITIES

CIN:L40108PN2000PLC015323

SECT/BFUL/CG/

January 09, 2020

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 31st December, 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 31st December, 2019.

Thanking you,

Yours Faithfully,
For BF Utilities Limited



B. S. Mitkari
Company Secretary

Encls – as above.



KALYANI
GROUP COMPANY

Correspondence Address:
Cyber City, Tower 15, Level 6, Office 602,
Magarpatta City, Hadapsar, Pune 411013.
Phone: +91-20-6629 2550/26

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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
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																				
No																				
Whether Chairperson is related to MD or CEO																				
Yes																				
No																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 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	25-09-2018	15-09-2000	25-09-2018		5	0	3	0			
2	Mr	AMIT BABASAHEB KALYANI	ABAPK7869A	00089430	Non-Executive - Non Independent Director	Not Applicable		26-07-1975	No	30-11-2019	01-08-2005			6	0	1	0			
3	Mr	BHALCHANDRA BASAPPA HATTARKI	AADPH8205M	00145710	Non-Executive - Independent Director	Not Applicable		10-10-1941	Yes	01-04-2019	16-06-2001			5	5	4	5			
4	Ms	AARTI ARUN SATHI	AUJPS564IR	06925030	Non-Executive - Independent Director	Not Applicable		19-07-1977	No	02-03-2016	31-03-2015			2	2	3	0			



I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

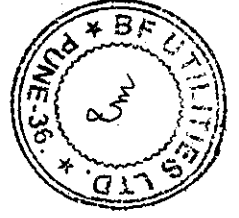
Whether the listed entity has a Regular Chairperson

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)	No of Directorship in Audit/ Stakeholder Committees(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	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	Not Applicable	06-02-1967	NA		01-04-2019	30-11-2019		36	2	0	0	0		

Audit Committee Details

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

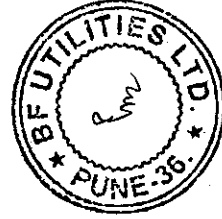
Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Remarks
1	00145710	BHALCHANDRA BASAPPA HATTARKI	Non-Executive - Independent 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						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	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						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	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 I							
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	25-09-2019				Yes	6	3
2		31-10-2019	35		Yes	3	2
3		14-11-2019	13		Yes	3	2
4		30-11-2019	15		Yes	5	3



Annexure I

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)	No. of Independent Directors attending the meeting*
1	Audit Committee	25-09-2019				Yes	3
2	Audit Committee	31-10-2019	35			Yes	2
3	Audit Committee	14-11-2019	13			Yes	2

Annexure I

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 (I)

Text Block

Textual Information(I)	Note: Sale of power and reimbursement of expenses to Bharat Forge Limited (Net) Rs.10.68 Mln ((Cumulative Rs.53.66 Mln from, 1-4-2019 to 31-12-2019) approximate.
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Annexure 1

VI. A 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

Signatory Details	
Name of signatory	B. S. Mitkari
Designation of person	Company Secretary and Compliance Officer
Place	PUNE
Date	09-01-2020

