



BANARAS BEADS LIMITED

AN EXPORT HOUSE RECOGNISED BY GOVERNMENT OF INDIA
CIN No. L01131UP1980PLC004984

AN ISO
CERTIFIED
COMPANY

| | |
|---------------------|--|
| Regd. & Head Office | : A-1, Industrial Estate, Varanasi - 221106 (INDIA) |
| Phones | : +91-542-2370161-4 (4 Lines) |
| Fax | : +91-542-2370165, 2370214 |
| E-mail | : rksingh@banarasbead.com investor@bbinvestor.com |
| Website | : www.banarasbead.com |

Manufacturers & Exporters of All kind of Beads, Fashion Jewelry and Accessories.

REF.: BBL/SECT/

January 10, 2023

To,
The BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

The National Stock Exchange Of (I) Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complexes, Bandra (E)
Mumbai - 400 051

Scrip Code: BSE- 526849; NSE- BANARBEADS

Sub.: Compliance report for quarter ended 31st December, 2022, in respect of regulation 27 (2) - corporate governance with related party transaction under SEBI Listing Regulation 2015 (LODR).

Dear Sir,

Please find enclosed herewith compliance report in respect of regulation 27 (2) - corporate governance with related party transaction under SEBI Listing Regulation 2015 (LODR) for quarter ended on 31st December' 2022.

Please take the above documents on the records and acknowledge the receipt of the same.

Thanking you,
Yours faithfully,
For **BANARAS BEADS LIMITED**

Sd/-
(R.K. SINGH)
COMPANY SECRETARY
Encl. : As Above.

BANARAS BEADS LIMITED

A-1, INDUSTRIAL ESTATE, VARANASI- 221106

QUARTERLY COMPLIANCE REPORT ON REGULATION 27 (2) - CORPORATE GOVERNANCEFOR
QUARTER ENDING – 31st DECEMBER, 2022

| I. COMPOSITION OF BOARD OF DIRECTORS | | | | | | | | | | | | |
|--------------------------------------|------------------------|-----------------------------|---|--------------------------------|--------------------------------|----------------------|--------------------------|------------------|---|--|---|---|
| Titl e (Mr ./M s. | Name of the Director | PAN & DIN | Category (Chairperson/Exe cutive/non- executive/indepe ndent/nominee) | Initial Date of Appointment | Date of Re- appointmen t | Date of Cessation | Tenure (in months) | Date of Birth | No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | 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/stakeh older Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Agreement |
| Mr. | ASHOK KUMAR GUPTA | AACPG7281R & 00016661 | Chairperson (C&MD) | 10.04.1980 | 01.04.2019 | 31.03.2024 | 60 | 07.07.1948 | 1 | 0 | 2 | NIL |
| Mr. | SIDDHARTH GUPTA | AGEPG1158R & 00342369 | Executive (CEO &MD) | 01.02.2014 | 01.02.2019 | 31.01.2024 | 60 | 01.03.1983 | 1 | NIL | 1 | 1 |
| Mr. | SUSHIL KUMAR KANDOI | ADUPK1937H & 08664771 | Independent | 17.01.2020 | NA | 16.01.2025 | 60 | 14.07.1963 | NIL | 1 | 3 | 2 |
| Mr. | ANIL KUMAR GUPTA | AANPG1968N & 00895938 | Independent | 17.01.2020 | NA | 16.01.2025 | 60 | 01.01.1952 | NIL | 1 | 4 | 1 |

| | | | | | | | | | | | | |
|-----|-----------------|-------------------------|---------------------------------------|------------|------------|------------|----|------------|-----|-----|---|-----|
| Mr. | MANAN KUMAR SAH | APRPS1395A &00702864 | Independent | 17.01.2020 | NA | 16.01.2025 | 60 | 25.01.1983 | NIL | 1 | 3 | 1 |
| Ms. | SHALINI CHANDRA | ADQPC6317F &01036394 | Executive (Executive Director) | 01.03.2015 | 28.02.2020 | 27.02.2025 | 60 | 13.11.1975 | 1 | NIL | 1 | NIL |

| II. COMPOSITION OF COMMITTEES | | | | | | | | | | | | |
|---|--|--|---|--|---|--|--|--|---------------------|--|--|--|
| Name of Committee | | Whether Regulation chairperson appointed | Name of Committee members | | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | | | | Date of Appointment | | Date of Cessation | |
| 1. Audit Committee | | YES | CA Sushil Kumar Kandoi Mr. Anil Kumar Gupta Mr. Manan Kumar Sah | | Chairman (Independent Director) Member (Independent Director) Member (Independent Director) | | | | 17.01.2020 | | 16.01.2025 | |
| 2.Nomination & Remuneration Committee | | YES | Mr. Manan Kumar Sah CA Sushil Kumar Kandoi Mr. Anil Kumar Gupta | | Chairman (Independent Director) Member (Independent Director) Member (Independent Director) | | | | 17.01.2020 | | 16.01.2025 | |
| 3. Stake Holders Relationship, Grievance and Share Transfer | | YES | Mr. Anil Kumar Gupta Mr. Ashok Kumar Gupta CA Sushil Kumar Kandoi Mr. Manan Kumar Sah | | Chairman (Independent Director) Member Member (Independent Director) Member (Independent Director) | | | | 17.01.2020 | | 16.01.2025 31.03.2024 16.01.2025 16.01.2025 | |
| 4. CSR Committee | | YES | CA Sushil Kumar Kandoi Mr. Anil Kumar Gupta Mr. Manan Kumar Sah Mr. Ashok Kumar Gupta Ms. Shalini Chandra | | Chairman (Independent Director) Member (Independent Director) Member (Independent Director) Member Member | | | | 17.01.2020 | | 16.01.2025 31.03.2024 28.02.2020 | |
| 5. Risk Management | | YES | Shri Siddharth Gupta Shri Ashok Kumar Gupta CA Sushil Kumar Kandoi Shri Anil Kumar Gupta | | Chairman Member Member (Independent Director) Member (Independent Director) | | | | 17.01.2020 | | | |

| III. MEETING OF BOARD OF DIRECTORS | | | | | | |
|------------------------------------|------------------------|---------------------|-----------|---------------------------------|-----------------------------|--|
| Date(s) of Meeting (if | Date(s) of Meeting (if | Whether requirement | Number of | Number of independent directors | Maximum gap between any two | |

| any) in the previous quarter | any) in the relevant quarter | of Quorum met | Directors Present | Present | Consecutive meeting in number of days |
|------------------------------|------------------------------|---------------|-------------------|---------|---------------------------------------|
| 27.07.2022 | 27.10.2022 | YES | 6 | 3 | 91 |
| | | | | | |

| IV. MEETING OF COMMITTEES | | | | | |
|---|---|-----------------------------|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Number of directors Present | Number of independent directors present | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meeting in number of days |
| Audit Committee held 24.10.2022 | YES | 3 | 3 | 25.07.2022 | 90 |
| Nomination & Remuneration Committee held 27.10.2022 | YES | 3 | 3 | 26.07.2022 | 92 |
| Stakeholders Relationship Committee held 27.10.2022 | YES | 4 | 3 | 27.07.2022 | 91 |
| Corporate Social Responsibility Committee held ; 17.05.2022 | YES | 3 | 3 | NIL | |
| Risk Management Committee held on 26.07.2022 | YES | 4 | 3 | NIL | |

| V. RELATED PARTY TRANSACTIONS | |
|--|-------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | YES |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | YES |

| VI. AFFIRMATIONS |
|--|
| <ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <ol style="list-style-type: none"> Audit & Risk Management Committee Nomination & Remuneration Committee Stakeholders relationship committee The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The meeting of the board of directors and the above committee have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) |

Regulations, 2015.

5. This report and/or the report submitted in the previous quarter has been placed before board of Directors. Any comments/observation/advice of Board of Directors may be mentioned here.

ANNEX III

| Affirmations | | |
|--|-------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) ^{refer note below} |
| Copy of the annual report including balance sheet, profit and loss account, directors report,corporate governance report, business responsibility report displayed on website | 46(2) | YES |
| Presence of Chairperson of Audit Committee at the Annual GeneralMeeting | 18(1)(d) | YES |
| Presence of Chairperson of the nomination andremuneration committee at the annual general meeting | 19(3) | YES |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual generalmeeting | 20(3) | YES |
| Whether “Corporate Governance Report”disclosed in Annual Report | 34(3) read with para Cof Schedule V | YES |
| Note 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. 2 If status is “No” details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here. | | |

For BANARAS BEADS LTD.

Sd/-

(R.K. SINGH)

Company Secretary

DATE : 10.01.2023

PLACE: VARANASI.