



## 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,<br>Varanasi - 221106 (INDIA) |
| Phones              | : +91-542-2370161-4 (4 Lines)                          |
| Fax                 | : +91-542-2370165, 2370214                             |
| E-mail              | : rksingh@banarasbead.com<br>investor@bblinvestor.com  |
| Website             | : www.banarasbead.com                                  |

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

REF.: BBL/SECT/

July 11, 2024

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 30<sup>th</sup> June, 2024, 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 30<sup>th</sup> June' 2024.

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

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

**(R.K. SINGH)**  
**COMPANY SECRETARY**

Encl. : As Above.



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## DETAIL OF ALL MATERIAL TRANSACTION WITH RELATED PARTY MADE DURING THE QUARTER ENDED ON 30.06.2024 BY THE COMPANY OF BANARAS BEADS LIMITED.

### Detail of Transactions:

**Period 01.04.2024 to 30.06.2024**

| Sl. No.                    | Name  | Nature of Transaction       | Value of Transaction entered during the quarter | Outstanding amounts at the end of quarter |
|----------------------------|---|-----------------------------|---|---|
|                            |   |                             | (Rs. In lacs)                                   | (Rs. In lacs)                             |
| <b>SALARY/REMUNERATION</b> |   |                             |   |   |
| 1                          | ASHOK KUMAR GUPTA<br>CHAIRMAN & MD          | Remuneration including P.F. | 6.05  | -----                                     |
| 2                          | SIDDHARTH GUPTA<br>CEO & MD                 | Remuneration including P.F. | 7.56  | -----                                     |
| 3                          | SHALINI CHANDRA<br>Executive Director       | Remuneration including P.F. | 1.68  | -----                                     |
| 4                          | R.K. SINGH<br>Company Secretary             | Remuneration including P.F. | 2.60  | -----                                     |
| 5                          | Vinay Kumar Piyush<br>CFO                   | Remuneration including P.F. | 1.28  | -----                                     |
| 6                          | Shivani Gupta<br>Voice President            | Remuneration including P.F. | 6.48  | -----                                     |
| 7                          | Sushil Kumar Kandoi<br>Independent Director | Sitting fee                 | 0.06  | -----                                     |
| 8                          | Anil Kumar Gupta<br>Independent Director    | Sitting fee                 | 0.06  | -----                                     |
| 9                          | Manan Kumar Sah<br>Independent Director     | Sitting fee                 | 0.05  | -----                                     |
| 10                         | Mathur Vaisya Jan Kalyan<br>trust           | Expenses                    | 0.28  | -----                                     |

Date: 11.07.2024

Place: Varanasi

For Banaras Beads Limited

(R.K. Singh)  
Company Secretary

# BANARAS BEADS LIMITED

A-1, INDUSTRIAL ESTATE, VARANASI- 221106

## QUARTERLY COMPLIANCE REPORT ON REGULATION 27 (2) - CORPORATE GOVERNANCE FOR

QUARTER ENDING – 30<sup>th</sup> JUNE, 2024

| I. COMPOSITION OF BOARD OF DIRECTORS |                      |                       |  |                             |                        |                   |                    |               |   |   |   |   |
|--------------------------------------|----------------------|-----------------------|--|-----------------------------|------------------------|-------------------|--------------------|---------------|---|---|---|---|
| Title (Mr./Ms.)                      | Name of the Director | PAN & DIN             | Category (Chairperson/Executive/non-executive/independent/nominee) | Initial Date of Appointment | Date of Re-appointment | 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/stakeholder 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                  | 01.04.2024             | 31.03.2029        | 60                 | 07.07.1948    | 1   | 0   | 2   | NIL   |
| Mr.                                  | SIDDHARTH GUPTA      | AGEPG1158R & 00342369 | Executive (CEO &MD)  | 01.02.2014                  | 01.02.2024             | 31.01.2029        | 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<br>&00702864 | Independent                           | 17.01.2020 | NA         | 16.01.2025 | 60 | 25.01.1983 | NIL | 1   | 3 | 1   |
| Ms. | SHALINI CHANDRA | ADQPC6317F<br>&01036394 | Executive<br><br>(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<br>Mr. Anil Kumar Gupta<br>Mr. Manan Kumar Sah   | Chairman (Independent Director)<br>Member (Independent Director)<br>Member (Independent Director)                     | 17.01.2020          | 16.01.2025   |
| 2. Nomination & Remuneration Committee                      | YES                                      | Mr. Manan Kumar Sah<br>CA Sushil Kumar Kandoi<br>Mr. Anil Kumar Gupta   | Chairman (Independent Director)<br>Member (Independent Director)<br>Member (Independent Director)                     | 17.01.2020          | 16.01.2025   |
| 3. Stake Holders Relationship, Grievance and Share Transfer | YES                                      | Mr. Anil Kumar Gupta<br>Mr. Ashok Kumar Gupta<br>CA Sushil Kumar Kandoi<br>Mr. Manan Kumar Sah                        | Chairman (Independent Director)<br>Member<br>Member (Independent Director)<br>Member (Independent Director)           | 17.01.2020          | 16.01.2025<br>31.03.2024<br>16.01.2025<br>16.01.2025 |
| 4. CSR Committee  | YES                                      | CA Sushil Kumar Kandoi<br>Mr. Anil Kumar Gupta<br>Mr. Manan Kumar Sah<br>Mr. Ashok Kumar Gupta<br>Ms. Shalini Chandra | Chairman (Independent Director)<br>Member (Independent Director)<br>Member (Independent Director)<br>Member<br>Member | 17.01.2020          | 16.01.2025<br><br><br>31.03.2024<br>28.02.2020       |
| 5. Risk Management  | YES                                      | Shri Siddharth Gupta<br>Shri Ashok Kumar Gupta<br>CA Sushil Kumar Kandoi<br>Shri Anil Kumar Gupta                     | Chairman<br>Member<br>Member (Independent Director)<br>Member (Independent Director)                                  | 17.01.2020          |  |
| 6. Independent Directors                                    | YES                                      | Shri Anil Kumar Gupta<br>Shri Sushil Kumar Kandoi<br>Shri Manan Kumar Sah   | Chairman (Independent Director)<br>Member (Independent Director)<br>Member (Independent Director)                     | 17.01.2020          |  |

## 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 | Whether requirement of Quorum met | Number of Directors Present | Number of independent directors Present | Maximum gap between any two Consecutive meeting in number of days |
|---|---|-----------------------------------|-----------------------------|---|---|
| 31.01.2024  | 28.05.2024  | YES                               | 6                           | 3                                       | 117   |
|   |   |                                   |                             |   |   |

#### 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 25.05.2024                             | YES   | 3                           | 3                                       | 29.01.2024  | 116   |
| Nomination & Remuneration Committee held 25.05.2024         | YES   | 3                           | 3                                       | 31.01.2024  | 114   |
| Stakeholders Relationship Committee held 28.05.2024         | YES   | 4                           | 3                                       | 31.01.2024  | 119   |
| Corporate Social Responsibility Committee held ; 27.05.2024 | YES   | 5                           | 3                                       | 29.01.2024  | 118   |
| Risk Management Committee held on 27.05.2024                | YES   | 4                           | 2                                       | 29.01.2024  | 118   |
| Independent Director held 27.05.2024                        | YES   | 3                           | 3                                       | 29.01.2024  | 118   |

#### 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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit & Risk Management Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders relationship committee
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.
4. 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.

6. SPECIAL NOTE.

1. The re-appointment of ASHOK KUMAR GUPTA AS M D was made by board w.e.f. 01.04.2024 for further five years, subject to approval of members in ensuing 44<sup>th</sup> AGM.
2. The re-appointment of SIDDAHRTH GUPTA, AS CEO AND M D was made by board w.e.f. 01.02.2024 for further five years, subject to approval of members in ensuing 44<sup>th</sup> AGM.
3. The re-appointment of SHALINI CHANDRA, as E D was made by board w.e.f. 28.02.2024 for further one year, subject to approval of members in ensuing 44<sup>th</sup> AGM.
4. The re-appointment of CA SUSHIL KUMAR KANDOI AS INDEPENDENT DIRECTOR was made by board from January 17, 2025 to January 16, 2030, subject to approval of members in ensuing 44<sup>th</sup> AGM.
5. The board has approved re-appointment of MR. ANIL KUMAR GUPTA AS INDEPENDENT DIRECTOR OF THE COMPANY from January 17, 2025 to January 16, 2030, subject to approval of members in ensuing 44<sup>th</sup> AGM.
6. The board has approved re-appointment of MR. MANAN KUMAR SAH AS INDEPENDENT DIRECTOR OF THE COMPANY from January 17, 2025 to January 16, 2030, subject to approval of members in ensuing 44<sup>th</sup> AGM. In this regard the other detail clearly mentioned in AGM notice.

ANNEX III

| <b>Affirmations</b>  | <b>Regulation Number</b> | <b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b> |
|--|--------------------------|---|
| <b>Broad heading</b>   |                          |   |
| 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 General Meeting   | 18(1)(d)                 | YES   |
| Presence of Chairperson of the nomination and remuneration 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 |
| <p><b>Note</b></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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> |                                     |     |

**For BANARAS BEADS LTD.**

DATE : 11.07.2024  
PLACE: VARANASI.

**(R.K. SINGH)**  
**Company Secretary**