

# UMA LODHA & CO.

## COMPANY SECRETARIES

Suite No. 507, 5th Floor, Highway Commercial Centre,  
I.B Patel Road, Goregaon East, Mumbai - 400063  
Tel: 91-22-40131001/02 Mob: +91-9821247172

Email: [uma@umalodha.com](mailto:uma@umalodha.com) | [info@umalodha.com](mailto:info@umalodha.com)  
Website: [www.umalodha.com](http://www.umalodha.com)

To,  
The Board of Directors,  
**BINANI INDUSTRIES LIMITED**  
37/2, Chinar Park, New Town,  
Rajarhat Main Road P.O. Hatiara  
Kolkata -700157.

Sir/ Madam,

### **Annual Secretarial Compliance Report for the Financial Year 2021-22**

We have been engaged by Binani Industries Limited (hereinafter referred to as 'the Company') bearing CIN: L24117WB1962PLC025584 whose equity shares are listed on NSE, BSE and CSE Limited (Symbol: BINANIIND) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

**Place: Mumbai**  
**Date: 24/05/2022**

**For UMA LODHA & CO.**

**UMA LODHA**  
**PROPRIETOR**  
**FCS No. 5363**  
**C.P. No. 2593**  
**UDIN NO. F005363D000372334**

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### **SECRETARIAL COMPLIANCE REPORT OF BINANI INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2022**

**I, Mrs. Uma Lodha, Company Secretary in Practice, proprietor of M/S Uma Lodha & Co. have examined:**

- (a) all the documents and records made available to us and explanation provided by **BINANI INDUSTRIES LIMITED** ("the company"),
- (b) the filings/ submissions made by the company to the stock exchanges,
- (c) website of the company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes: -**

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable during the review period)*
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable during the review period)*
- Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021; ***(Not Applicable during the Review Period)***
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021;

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- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not applicable during the review period)*
- Clause 6(A) and 6 (B) of SEBI circular CIR/CFD/ CMD1/114/ 2019 dated 18th October 2019 on Resignation of statutory auditors from listed entities and their material subsidiaries; *(Not applicable during the review period)*

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

(a) The company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/Circulars / Guidelines Including Specific Clause)	Deviations	Observations/ Remarks of The Practicing Company Secretary
1	Regulation 33-SEBI LODR, 2015  The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	There was a delay in submission of standalone as well as consolidated financial results for the quarter and half year ended ended 30 <sup>th</sup> September 2021 to the stock exchanges.	Henceforth, the Company is advised to comply with the requirements diligently.
2	Regulation 47(3)- SEBI LODR, 2015  The listed entity shall publish the information specified in sub-regulation 47 (1) in the newspaper simultaneously with the submission of the same to the stock exchange(s).	The copy of Newspaper publications for Financial results of every quarter and the AGM/Postal ballot Notices were not uploaded on the website of the Stock exchange as against the requirement under Regulation 47(3) of SEBI LODR, 2015.	As per the representations made by the Company, due care will be taken from next time.

(b) The company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(d) The following are the details of actions taken against the company/ its promoters/ Directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.

(e) The company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations made in the secretarial compliance report for the year ended 31st March 2021	Observations made in the secretarial compliance report for the period prior to year ended 31st March 2021	Actions taken by the company, if any	Comments of the Practicing Company Secretary on the actions taken by the company
1	REGULATION 33-SEBI LODR,2015  There was a delay in submission of quarterly and half yearly standalone as well as consolidated financial results for the quarter ended 30/06/2020, 30/09/2020 and 31/12/2020 to the stock exchanges.	Same observations were made in the secretarial compliance report for the year ended 2020 and 2021	The listed entity has taken care of the same except that there was a delay in uploading the financial results for quarter and half year ended 30/09/2021 on stock exchange.	Henceforth, the Company is advised to comply with the requirements diligently.
2	As per Regulation 33 of the SEBI (LODR) Regulations, 2015 Company has approved financial results for quarter and year ended 31st March 2020 on 25/11/2020 resulting in noncompliance of Regulation 33(3)(d) of SEBI (LODR),2015.	NIL	The listed entity has taken note of the same.	No comments/ remarks.
3	Regulation 30(1) & 30(2) - SEBI (SAST), 2011  Promoters of the listed entity submitted the disclosures as required under Regulation 30 & 31 -SEBI (SAST), 2011 with respect to their aggregate shareholding and voting rights	NIL	This requirement is now omitted w.e.f. 01.04.2022.	No comments/ remarks.

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	as on 31 March, 2021 in BIL on 21 <sup>st</sup> May, 2021.			
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**Place: Mumbai**

**Date: 24/05/2022**

**For UMA LODHA & CO.  
(Practising Company Secretaries)**

**FCS No. 5363**

**C.P. No. 2593**

**UMA LODHA**

**PROPRIETOR**

**UDIN NO. F005363D000372334**