

Date: 09th January, 2024

The Secretary
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata - 700001
Code: 12026

Dear Sir/ Madam,

Sub: Submission of Corporate Governance Report under Regulation 27(2) for the Quarter Ended 31st December, 2023.

Pursuant to regulation 27(2) of SEBI (LODR) Regulations, 2015, we submit the Corporate Governance report for the Quarter Ended as on 31st December, 2023.

Kindly take the above on record.

Thanking You.

Yours Faithfully,

For Binani Industries Limited

Rajesh Kumar Bagri
Digitally signed by Rajesh Kumar Bagri
DN: cn=Rajesh Kumar Bagri,
c=IN, o=Personal,
email=rkbagri@gmail.com
Date: 2024.01.09 17:02:32 +05'30'

Rajesh Kumar Bagri
Director

Binani Industries Limited

CIN: L24117WB1962PLC025584

Corporate Office: Mercantile Chambers, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai - 400 001, India.

Tel: +91 22 4126 3000 / 01 | **Fax:** +91 22 2264 0044 | **Email:** mumbai@binani.net | www.binaniindustries.com

Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata - 700 157. India

Tel: 08100326795 | **Fax:** +91 33 4008 8802

General information about company	
Scrip code	500059
NSE Symbol	BINANIIND
MSEI Symbol	NOTLISTED
ISEN	INE071A01013
Name of the entity	BINANI INDUSTRIES LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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
1	Mr	RAJESH KUMAR BAGRI	ADVPB5580C	00191709	Non-Executive - Non Independent Director	Chairperson		16-04-1958
2	Mr	MANOJ THAKORLAL SHROFF	ABWPS8394Q	00330560	Non-Executive - Independent Director	Not Applicable		10-10-1966
3	Mr	PRADYUT MEYUR	ALEPM9095L	09488311	Non-Executive - Independent Director	Not Applicable		08-12-1971
4	Mr	SANJIB RANJAN MAITY	AEBPM4476K	09488244	Non-Executive - Independent Director	Not Applicable		23-06-1951
5	Mrs	PANKTI YOGESH PATEL POOJARI	ATNPP8196N	10049146	Non-Executive - Independent Director	Not Applicable		02-02-1983
6	Mr	MILIN JAGDISH RAMANI	BAJPR2863N	07697636	Non-Executive - Independent Director	Not Applicable		08-02-1993



I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors												
Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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	NA		26-04-2018	26-09-2023		69	1	0	1	0		
2	NA		04-02-2022	31-03-2022		23	2	2	0	2		
3	NA		04-02-2022	31-03-2022		23	1	1	2	0		
4	NA		04-02-2022	31-03-2022		23	1	1	2	0		
5	NA		28-04-2023	18-07-2023		9	1	1	0	0		
6	NA		28-04-2023	18-07-2023		9	7	7	8	1		



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	00330560	MANOJ THAKORLAL SHROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	09488311	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	09488244	SANJIB RANJAN MAITY	Non-Executive - Independent Director	Member	04-02-2022		

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	00330560	MANOJ THAKORLAL SHROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	09488311	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	09488244	SANJIB RANJAN MAITY	Non-Executive - Independent Director	Member	04-02-2022		
4	00191709	RAJESH KUMAR BAGRI	Non-Executive - Non Independent Director	Member	26-04-2018		

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	00330560	MANOJ THAKORLAL SHROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	09488311	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	09488244	SANJIB RANJAN MAITY	Non-Executive - Independent Director	Member	04-02-2022		
4	00191709	RAJESH KUMAR BAGRI	Non-Executive - Non Independent Director	Member	26-04-2018		



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	Date of Cessation	Remarks

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	00330560	MANOJ THAKORLAL SHROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	09488311	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	09488244	SANJIB RANJAN MAITY	Non-Executive - Independent Director	Member	04-02-2022		
4	00191709	RAJESH KUMAR BAGRI	Non-Executive - Non Independent Director	Member	26-04-2018		

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	04-08-2023				Yes	6	6	5
2		07-11-2023	94		Yes	6	5	4
3		29-12-2023	51		Yes	6	5	4



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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	04-08-2023				Yes	3	3	3	0
2	Nomination and remuneration committee	04-08-2023				Yes	4	4	3	0
3	Audit Committee	07-11-2023	94			Yes	3	3	3	0
4	Nomination and remuneration committee	05-12-2023	27			Yes	4	4	3	0
5	Stakeholders Relationship Committee	05-12-2023				Yes	4	4	3	0

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	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



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 1000 listed entities)	NA
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	RAJESH KUMAR BAGRI
2	Designation	Director

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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Signatory Details

Name of signatory	RAJESH KUMAR BAGRI
Designation of person	Director
Place	Mumbai
Date	08-01-2024

