

REF: BIL/ST.EX/REG 27(2)/2022-23/4

1th April, 2023

The Secretary
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata – 700001.

Dear Sir,

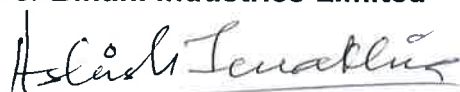
Sub: Regulation 27(2)-Submission of Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2023

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2023 in terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Binani Industries Limited**



Ashish Turakhia
CFO & Company Secretary



Encl.: As above

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	
Script code	500059
NSE Symbol	BINANIIND
BSEI Symbol	MDYLISTED
ISIN	INE071A01013
Name of the entity	BINANI INDUSTRIES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalization 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:																		Textual Information(1)							
Whether the listed entity has a Regular Chairperson																		No							
Whether Chairperson is related to MD or CEO																		No							
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sr	Trd Id	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 the listed entity (Refer Regulation 17A of Listing Regulations)	No of Directorship in listed entities including the listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of directorships in Audit Subordinate Companies including the listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit Subordinate Companies held in listed entities including the listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DOB
1	Mr	RAJESH KUMAR RAGBI	AJVVPS290C	08091796	Non-Executive - Non Independent Director	Chairperson		16-06-1955	No				Active	NA		26-06-2018	27-06-2022			1	0	1	0		
2	Mr	MANOJ TEJAKORRAL SHROFF	ABWPS8190Q	08028058	Non-Executive - Independent Director	Not Applicable		10-08-1968	No				Active	No	21-07-2022	08-03-2022	21-03-2022			60	2	2	0	3	
3	Mr	PRADYUMN SACHIN	ALEPM005C	09060221	Non-Executive - Independent Director	Not Applicable		08-11-1971	No				Active	No	21-07-2022	08-03-2022	21-03-2022			60	1	1	2	0	
4	Mr	SANJIB RANJAN MATHY	AEMPL8670E	07020204	Non-Executive - Independent Director	Not Applicable		23-06-1951	No				Active	No	21-07-2022	08-03-2022	21-03-2022			60	1	1	2	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 held	Name of the Director	DIN	Category 1 of director	Category 2 of director	Category 3 of director	Size of share	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolutions (Under Reg. 17(1A) of Listing Regulations)	Date of special resolution	Latest Date of Appointment	Date of Re-Appointment	Date of Cessation	Number of director (in number)	No of Directorship in listed entities including the listed entity (Under Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including the listed entity (Under Regulation 17A(1) of Listing Regulations)	Number of membership in Audit Sub-committee/ Stakeholder Committee/ including the listed entity (Under Regulation 24(1) of Listing Regulations)	No of membership in Audit Sub-committee/ Stakeholder Committee/ including the listed entity (Under Regulation 24(1) of Listing Regulations)	Notes for non-purchasing SWS	Notes for non-purchasing DWS
1	Mr.	VISHALAKSHI SRIDHAR	00330560	Executive Director	Not Applicable		15-01-2023	No				Active	No		12-08-2018	20-02-2022	21-01-2023	2	2	1	1			

Text Block	
Textual Information(1)	Mr. Vishalashi Sridhar, Managing Director CFO and Co. Secretary has resigned w.e.f. 31.01.2023

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 SHEROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	06488211	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	06488244	SANJEE RANJAN MAITY	Non-Executive - Independent Director	Member	04-02-2022		
4	07120198	VISHALAKSHI SRIDHAR	Executive Director	Member	12-08-2018	31-01-2023	

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 SHEROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	06488211	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	06488244	SANJEE 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 SHEROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	06488211	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	06488244	SANJEE 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						No	
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	00830190	MANOJ THAKORLAL BHROFF	Non-Executive - Independent Director	Chairperson	04-01-2022		
2	09488811	PRADYUT MEVUR	Non-Executive - Independent Director	Member	04-01-2022		
3	09488244	BANUB RANJAN NAIY	Non-Executive - Independent Director	Member	04-01-2022		
4	00191709	RAJESH KUMAR BAGRI	Non-Executive - Non Independent Director	Member	26-04-2018		
5	07820198	VEBALAKSHI BRIDHAR	Executive Director	Member	13-08-2018	31-01-2023	

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 Data	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	18-11-2022				Yes	5	5	3
2		05-01-2023	47		Yes	5	3	1
3		31-01-2023	25		Yes	5	5	3



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	11-11-2022				Yes	4	4	3	0
2	Audit Committee	31-01-2023	30			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	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to committee approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	<p>The Shareholder approval was valid upto 17th September, 2022 (Date of AGM). The approval from the shareholder was sought as per SEBI guidelines in the meeting held on 17th September, 2022 and the resolution was deferred.</p> <p>Kindly refer to the outcome of the AGM dated 28th September 2022 wherein the voting results was shared with the exchange.</p>

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. Shareholders 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 in 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 I		
Sr	Subject	Compliance status
1	Name of signatory	Ashish Tarkhata
2	Designation	Company Secretary and Compliance Officer

Text Block

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Issue	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here	Web address
1	Details of business	Yes		www.binnaniindustries.com
2	Terms and conditions of appointment of independent directors	Yes		www.binnaniindustries.com
3	Composition of various committees of board of directors	Yes		www.binnaniindustries.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.binnaniindustries.com
5	Details of establishment of vigil mechanism Whistle Blower policy	Yes		www.binnaniindustries.com
6	Criteria of making payment to non-executive directors	Yes		www.binnaniindustries.com
7	Policy on dealing with related party transactions	Yes		www.binnaniindustries.com
8	Policy for designating "material" subsidiaries	Yes		www.binnaniindustries.com
9	Details of familiarisation programmes imparted to independent directors	Yes		www.binnaniindustries.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Issue	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here	Web address
10	Contact information of the designated officials of the listed entity who are responsible for ensuring and handling investor grievances	Yes		www.binnaniindustries.com
11	email address for grievance redressal and other relevant details	Yes		www.binnaniindustries.com
12	Financial results	Yes		www.binnaniindustries.com
13	Shareholding pattern	Yes		www.binnaniindustries.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New names and the old name of the listed entity	NA		
17	Advertisement as per regulation 47 (1)	Yes		www.binnaniindustries.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.binnaniindustries.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.binnaniindustries.com
21	Materiality Policy as per Regulation 30	Yes		www.binnaniindustries.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.binnaniindustries.com



Annexure II			
II. Annual Affirmations:			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and or 'eligibility'	16(1)(b) & 25(9)	Yes
2	Board composition	17(1), 17(LA) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fee compensation	17(6)	Yes
9	Maximum Information	17(7)	Yes
10	Compliance Certificates	17(8)	Yes

Annexure II			
II. Annual Affirmations:			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
11	Risk Assessment & Management	17(9)	NA
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recomposition of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes

Annexure II			
II. Annual Affirmations:			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1), (2), (3), (4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1), (LA), (5), (6), (7) & (8)	Yes
26	Prior or Cautious approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes



Annexure II			
II. Annual Affirmations:			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarisation of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	25(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	25(5)	Yes
40	Disclosure of Shareholding by Non-Executive Director	25(4)	Yes
41	Policy with respect to Obligations of directors and senior management	25(2) & 25(5)	Yes
	Any other information to be provided - Add Note		

Annexure II		
1	Name of signatory	ASHISH TURAKHIA
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations:		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	ASHISH TURAKHIA
2	Designation	Company Secretary and Compliance Officer



Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable
Reasons for Non Applicability	Textual Information(1)

Text Block

Textual Information(1)	Name	CG	KCD/Loans advance	Date of ceasing to be subsidiary	
		amount repaid in last 6 months	upto 31st March, 2023	Rs. Lakhs	
	BIL Infrastack Ltd	Letter of comfort W/C facilities	Nil	Nil	Cirpa No. 828/07/2021
	Edgway Zinc Limited	W/C Facilities	Nil	454	04/03/2022
	Royal Vision Projects Pvt Ltd	Nil	Given 0.16 Repaid 0	Nil	NA
	Global Composites Inc	Nil	Nil	USD492408	N.A

Given CG to a BNP Paribas in respect of guarantee furnished by the Co. to the GOI for certain transactions of M/s. Devidas & Co. against the original CG of Rs. 89.97 Lacs. The FD with bank as at 31.03.23 Rs.204.09 Lacs. The matter is sub-judice

Signatory Details

Name of signatory	ASHISH TURAKHIA
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	01-04-2023

