

REF: BIL/ST.EX/REG 27(2)/2021-22/2

14<sup>th</sup> October, 2021

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 30<sup>th</sup> September, 2021**

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2021 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**



**Visalakshi Sridhar**  
**Managing Director, CFO & Company Secretary**  
DIN:07325198



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 / 02 | **Fax:** +91 22 2263 4960 | **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 / 08100126796 | **Fax:** +91 33 4008 8802

General information about company	
Scrip code	500059
NSE Symbol	BINANIND
MSEI Symbol	NOTLISTED
ISIN	INE071A01013
Name of the entity	<b>BINANI INDUSTRIES LIMITED</b>
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
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																				
No																				
Whether Chairperson is related to MD or CEO																				
Sl	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 (Refer Regulation 17A(1) of Listing Regulations)	No 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	Mr	BRAJ BINANI	AABPB0708M	00009165	Non-Executive - Independent Director	Chairperson related to Promoter		14-12-1959	No		01-04-2005	29-12-2020		1	0	0	0			
2	Mr	NILESH R DOSHI	AACPD3828R	00249715	Non-Executive - Independent Director	Not Applicable		28-12-1953	Yes	27-12-2019	28-09-2017	27-12-2019		3	3	2	2			
3	Mr	SHARDUL SHAH	ABVFS9741G	02061996	Non-Executive - Independent Director	Not Applicable		10-11-1978	Yes	27-12-2019	28-09-2017	27-12-2019		1	1	2	0			
4	Mr	RAJESH KUMAR BAGRI	ADVPB5580C	00191709	Non-Executive - Independent Director	Not Applicable		16-04-1958	No		26-04-2018	27-12-2019		1	0	1	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 (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(LA) 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 (Refer Regulation 17A(1) of Listing Regulations)	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 if not provided PAN
5	Mrs	VISALAKSHI SRIDHAR	ADQPS5111H	07325198	Executive Director	Not Applicable	MD	12-04-1966	N/A		13-08-2018	24-12-2018			2	1	1	1	
6	Ms	SOUREN KUMAR CHATTERJEE	AHNPC4184D	08438486	Non-Executive - Independent Director	Not Applicable		27-12-1958	Yes	27-12-2019	29-08-2019	27-12-2019		25	1	1	2	0	



Audit Committee Details							
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	00249715	NILESH R DOSHI	Non-Executive - Independent Director	Chairperson	28-09-2017		
2	02061996	SHARDUL SHAH	Non-Executive - Independent Director	Member	28-09-2017		
3	07325198	VISALAKSHI SRIDHAR	Executive Director	Member	13-08-2018		
4	08438486	SouREN KUMAR CHATTERJEE	Non-Executive - Independent Director	Member	29-08-2019		





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	00249715	NILESH R DOSHI	Non-Executive - Independent Director	Chairperson	28-09-2017		
2	02061996	SHARDUL SHAH	Non-Executive - Independent Director	Member	28-09-2017		
3	00191709	RAJESH KUMAR BAGRI	Non-Executive - Non Independent Director	Member	26-04-2018		
4	08438486	SOUREN KUMAR CHATTERJEE	Non-Executive - Independent Director	Member	29-08-2019		



Stakeholders Relationship Committee							
Sr	DIN Number	Name of Committee members	Whether the Stakeholders Relationship Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	00249715	NILESH R DOSHI	Non-Executive - Independent Director	Chairperson	28-09-2021		
2	02061996	SHARDUL SHAH	Non-Executive - Independent Director	Member	28-09-2021		
3	00191709	RAJESH KUMAR BAGRI	Non-Executive - Non Independent Director	Member	26-04-2018		
4	08438486	SouREN KUMAR CHATTERJEE	Non-Executive - Independent Director	Member	29-08-2019		



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	00249715	NILESH R DOSHI	Non-Executive - Independent Director	Chairperson	28-09-2017		
2	02061996	SHARDUL SHAH	Non-Executive - Independent Director	Member	28-09-2017		
3	00191709	RAJESH KUMAR BAGRI	Non-Executive - Non Independent Director	Member	26-04-2018		
4	07325198	VISALAKSHI SRIDHAR	Executive Director	Member	13-08-2018		
5	08438486	SOUREN KUMAR CHATTERJEE	Non-Executive - Independent Director	Member	29-08-2019		



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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	30-06-2021				Yes	5	3
2		13-08-2021	43		Yes	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 (Ycs/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*	
1	Audit Committee	30-06-2021				Yes	1	3	
2	Audit Committee	13-08-2021	43			Yes	1	3	
3	Stakeholders Relationship Committee	13-08-2021				Yes	0	2	
4	Nomination and remuneration committee	13-08-2021				Yes	0	2	



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 omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)



<b>Text Block</b>	
Textual Information(1)	<ol style="list-style-type: none"><li>1. Prior approval was granted via omnibus approval limit.</li><li>2. Shareholders approval obtained at the AGM held on 29th December, 2020 for material RPT.</li><li>3. Details of Related Party Transactions entered into pursuant to omnibus approval have been reviewed by Audit Committee</li></ol>





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 500 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
1	Compliance status VISALAKSHI SRIDHAR
2	Company Secretary and Compliance Officer



**Text Block**



Annexure III					
III. Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
1	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		
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes		
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes		
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes		
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes		
Any other information to be provided					Textual Information(1)



<b>Text Block</b>	
Textual Information(1)	The AGM for the FY 2020-21 will be held on or before 31st December, 2021 as per the extension of time given by ROC vide letter dated 06.09.2021

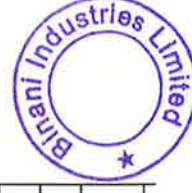


Annexure III	
1	Name of signatory Visalakshi Sridhar
2	Designation Company Secretary and Compliance Officer





<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt-availed by:</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt-availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0



KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	VISALAKSHI SRIDHAR		
Designation	CFO		
Place	MUMBAI		
Date	14-10-2021		



Signatory Details	
Name of signatory	VISALAKSHI SRIDHAR
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	14-10-2021



