

REF: BIL/ST.EX/REG 27(2)/2020-21/3

8th January, 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 31st December, 2020

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 2020 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, Ground Floor, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai - 400 001, India.

Tel: +91 22 3026 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 | BINANIIND |
| MSEI Symbol | NOTLISTED |
| ISIN | INE071A01013 |
| Name of the entity | BINANI INDUSTRIES LIMITED |
| Date of start of financial year | 01-04-2020 |
| Date of end of financial year | 31-03-2021 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2020 |
| 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

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

| 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) | 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) |
|------------|----------|--|---------------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| AABPB0708M | 00009165 | Non-Executive - Non Independent Director | Chairperson related to Promoter | | 14-12-1959 | No | | 01-04-2005 | 29-12-2020 | | | 1 | 0 | 0 | 0 |
| AACPD3828R | 00249715 | Non-Executive - Independent Director | Not Applicable | | 28-12-1953 | Yes | 27-12-2019 | 28-09-2017 | 27-12-2019 | | 24 | 3 | 3 | 3 | 2 |
| ABVPS9741G | 02061996 | Non-Executive - Independent Director | Not Applicable | | 10-11-1978 | Yes | 27-12-2019 | 28-09-2017 | 27-12-2019 | | 24 | 1 | 1 | 2 | 0 |
| ADVPB5580C | 00191709 | Non-Executive - Non 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(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) |
| 5 | Mrs | VISALAKSHI SRIDHAR | ADQPS111H | 07325198 | Executive Director | Not Applicable | MD | 12-04-1966 | NA | | 13-08-2018 | 24-12-2018 | | | 2 | 1 |
| 6 | Mr | SUREN KUMAR CHATTERJEE | AHNPC4184D | 08438486 | Non-Executive - Independent Director | Not Applicable | | 27-12-1958 | Yes | 27-12-2019 | 29-08-2019 | 27-12-2019 | | 16 | 1 | 1 |



| Text Block | |
|------------------------|---|
| Textual Information(1) | <p>1. Mr. Braj Binani who retired by rotation in the AGM held on 29.12.2020 has been re-appointed as Director in the same AGM. 2. Mr. Nilesh R. Doshi: He has been re-appointed as an Independent Director for the second term in the 56th Annual General Meeting held on 27.12.2019 and to hold office upto the conclusion of 58th Annual General Meeting to be held in the year 2021. 3. Mr. Shardul Shah: He has been re-appointed as an Independent Director for the second term in the 56th Annual General Meeting held on 27.12.2019 and to hold office upto the conclusion of 58th Annual General Meeting to be held in the year 2021. 4. Mr. Rajesh Kumar Bagri has been re-appointed as a Director of the Company who retires by rotation in the 56th AGM held on 27.12. 2019. 5. Mrs. Visalakshi Sridhar has been appointed as Managing Director of the Company in the Annual General Meeting held on 24.12.2018. She was appointed in the Board meeting w.e.f 13th August 2018. 6. Mr. Souren Kumar Chatterjee has been appointed as an Independent Director of the Company in the 56th AGM held on 27.12.2019 and to hold office upto the conclusion of 58th AGM to be held in the year 2021.</p> |



| 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 | 00249715 | NILESH 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 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 | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| 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 | 00249715 | NILESH 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 | | |



| 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 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 | 29-08-2018 | | |



| 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 | | | | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 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) | | | | |
| 1 | 31-07-2020 | | | | Yes | 6 | 3 |
| 2 | | 25-11-2020 | 116 | | 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 (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | Audit Committee | 31-07-2020 | | | | Yes | 4 | 3 |
| 2 | Audit Committee | 25-11-2020 | 116 | | | Yes | 4 | 3 |
| 3 | Nomination and remuneration committee | 25-11-2020 | | | | Yes | 2 | 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) |



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



| 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 | Compliance status |
| 1 | Name of signatory | VISALAKSHI SRIDHAR |
| 2 | Designation | Company Secretary and Compliance Officer |



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| Signatory Details | |
|--------------------------|--|
| Name of signatory | VISALAKSHI SRIDHAR |
| Designation of person | Company Secretary and Compliance Officer |
| Place | MUMBAI |
| Date | 08-01-2021 |

