

REF: BIL/ST.EX/REG 27(2)/2021-22/3

10<sup>th</sup> January, 2022

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 31<sup>st</sup> December, 2021**

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 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, Ground Floor, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai - 400 004, 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	
Comp code	500059
NSE Symbol	BINANIIND
MSEI Symbol	NOTLISTED
ISIN	TNE071A01013
Name of the entity	BINANI INDUSTRIES LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	31-12-2021
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

Textual Information(1)

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	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 Committees 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 28(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	BRAJ BINANI	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			
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	30-12-2021	24	3	3	2	2		
3	Mr	SHARDUL SHAH	ABVPS9741G	02061996	Non-Executive - Independent Director	Not Applicable		10-11-1978	Yes	27-12-2019	28-09-2017	27-12-2019	30-12-2021	24	1	1	2	0		
4	Mr	RAJESH KUMAR BAGRI	ADVPS5580C	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)	Number of membership in Audit/ Stakeholder Committees) including this listed entity (Refer Regulation 28(1) of Listing Regulations)	No of Chair in Audit/ Stakeholder Committees held in this entity (Refer Regulation 26(1) of Listing Regulations)
5	Mrs	VISALAKSHI SRIDHAR	ADQPS5111H	07325198	Executive Director	Not Applicable	MD	12-04-1966	NA		13-08-2018	30-12-2021			2	1	1	1
6	Ms	SUREN KUMAR CHATTERJEE	AHNPC4184D	08438486	Non-Executive - Independent Director	Not Applicable		27-12-1958	Yes	27-12-2019	28-09-2019	27-12-2019	30-12-2021	28	1	1	2	0



Text Block	
Textual Information(1)	<p>Mr. Nilesh Doshi, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021 (Date of AGM).</p> <p>Mr. Shardul Shah, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021.(Date of AGM).</p> <p>Mr. Souren Kumar Chatter Independent Director has withdrawn his consent on 30.12.2021 for re-appointment for the second term. Accordingly the proposed resolution for reappointment at the AGM was withdrawn. A copy of his letter was submitted to the Stock Exchange alongwith AGM outcome.</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 R DOSHI	Non-Executive - Independent Director	Chairperson	28-09-2017	30-12-2021	Textual Information(1)
2	02061996	SHARDUL SHAH	Non-Executive - Independent Director	Member	28-09-2017	30-12-2021	Textual Information(2)
3	07325198	VISALAKSHI SRIDHAR	Executive Director	Member	28-09-2017		
4	08438486	SOUREN KUMAR CHATTERJEE	Non-Executive - Independent Director	Member	29-08-2019	30-12-2021	Textual Information(3)



Sr Text Block	
Textual Information(1)	Mr. Nilesh Doshi, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021.
Textual Information(2)	Mr. Shardul Shah, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021.
Textual Information(3)	Mr. Souren Kumar Chatter Independent Director has withdrawn his consent on 30.12.2021 for re-appointment for the second term



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	30-12-2021	Textual Information(1)
2	02061996	SHARDUL SHAH	Non-Executive - Independent Director	Member	28-09-2017	30-12-2021	Textual Information(2)
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	30-12-2021	Textual Information(3)





Sr Text Block	
Textual Information(1)	Mr. Nilesh Dosbi, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021.
Textual Information(2)	Mr. Shardul Shah, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021.
Textual Information(3)	Mr. Souren Kumar Chatter Independent Director has withdrawn his consent on 30.12.2021 for re-appointment for the second term



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 R DOSHI	Non-Executive - Independent Director	Chairperson	28-09-2017	30-12-2021	Textual Information(1)
2	02061996	SHARDUL SHAH	Non-Executive - Independent Director	Member	28-09-2017	30-12-2021	Textual Information(2)
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	30-12-2021	Textual Information(3)



Sr Text Block	
Textual Information(1)	Mr. Nilesh Doshi, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021.
Textual Information(2)	Mr. Shardul Shah, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021.
Textual Information(3)	Mr. Souren Kumar Chatter Independent Director has withdrawn his consent on 30.12.2021 for re-appointment for the second term.

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	30-12-2021	Textual Information(1)
2	02061996	SHARDUL SHAH	Non-Executive - Independent Director	Member	28-09-2017	30-12-2021	Textual Information(2)
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	30-12-2021	Textual Information(3)



Sr Text Block	
Textual Information(1)	Mr. Nilesh Doshi, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021
Textual Information(2)	Mr. Shardul Shah, Independent Director was re-appointed for the second term at 56th AGM held on 27.12.2019. His second term expired on 30.12.2021.
Textual Information(3)	Mr. Souren Kumar Chatter Independent Director has withdrawn his consent on 30.12.2021 for re-appointment for the second term.



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 dates 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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	13-08-2021				Yes	5	3
2		03-11-2021	81		Yes	5	3
3		15-11-2021	11		Yes	5	3





Annexure I								
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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	13-08-2021				Yes	4	3
2	Audit Committee	03-11-2021	81			Yes	4	3
3	Audit Committee	15-11-2021				Yes	4	3



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	
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 and 30th December, 2021 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	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	VISALAKSHI SRIDHAR
2	Designation	Company Secretary and Compliance Officer



Text Block	
Textual Information(1)	The vacancy of the Independent Director will be filled within the prescribed period. The compliance status is subject to the above. During the quarter ended December 31, 2021, ther company was compliant.



Signatory Details	
Name of signatory	VISALAKSHI SRIDHAR
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	10-01-2022

