

REF: BIL/ST.EX/REG 27(2)/2020-21/4

7th April, 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 March, 2021

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 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

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	Yearly
Date of Report	31-03-2021
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

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	SOUREN KUMAR CHATTERJEE	AHNPC4184D	08438486	Non-Executive - Independent Director	Not Applicable		27-12-1958	Yes	27-12-2019	29-08-2019	27-12-2019		19	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	29-08-2019		



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				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	25-11-2020				Yes	5	3
2		28-01-2021	63		Yes	5	3
3		19-02-2021	21		Yes	5	3
4		19-03-2021	27		Yes	6	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	25-11-2020				Yes	4	3
2	Audit Committee	28-01-2021	63			Yes	4	3
3	Audit Committee	19-02-2021	21			Yes	4	3
4	Audit Committee	19-03-2021	27			Yes	4	3
5	Stakeholders Relationship Committee	19-03-2021				Yes	3	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	
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



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	Item	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.binaniindustries.com
2	Terms and conditions of appointment of independent directors	Yes		www.binaniindustries.com
3	Composition of various committees of board of directors	Yes		www.binaniindustries.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.binaniindustries.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.binaniindustries.com
6	Criteria of making payments to non-executive directors	Yes		www.binaniindustries.com
7	Policy on dealing with related party transactions	Yes		www.binaniindustries.com
8	Policy for determining 'material' subsidiaries	Yes		www.binaniindustries.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.binaniindustries.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	Item	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 assisting and handling investor grievances	Yes		www.binaniindustries.com
11	email address for grievance redressal and other relevant details	Yes		www.binaniindustries.com
12	Financial results	Yes		www.binaniindustries.com
13	Shareholding pattern	Yes		www.binaniindustries.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 name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.binaniindustries.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.binaniindustries.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.binaniindustries.com
21	Materiality Policy as per Regulation 30	Yes		www.binaniindustries.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.binaniindustries.com



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.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1), 17(1A) & 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	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation 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)	If status is "No" details of non-compliance may be given here.
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),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus 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	Familiarization 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	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Any other information to be provided - Add Notes			



Annexure II		
1	Name of signatory	VISALAKSHI SRIDHAR
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	VISALAKSHI SRIDHAR
2	Designation	Company Secretary and Compliance Officer



Signatory Details	
Name of signatory	VISALAKSHI SRIDHAR
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	07-04-2021

