

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

10<sup>th</sup> October, 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 and half year ended 30<sup>th</sup> September, 2022**

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter and half year ended 30<sup>th</sup> September, 2022 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**  
DH: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:** +91 33 3262 6795 / 3262 6796.

| <b>General information about company</b>                       |                           |
|--|---------------------------|
| Scrip code   | 500059                    |
| NSE Symbol   | BINANIIND                 |
| MSEI Symbol  | NOTLISTED                 |
| ISIN   | INE071A01013              |
| Name of the entity   | BINANI INDUSTRIES LIMITED |
| Date of start of financial year                                | 01-04-2022                |
| Date of end of financial year                                  | 31-03-2023                |
| Reporting Quarter  | Half Yearly               |
| Date of Report   | 30-09-2022                |
| 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)

| 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 this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Director in this or (B Reg. 17A Li Regt |
|--------------------------------------|---------------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|
| Non-executive - independent director | Chairperson related to Promoter |                         | 14-12-1959    | No                                    |                                |                              |                             | Inactive       | NA  |                                    | 01-04-2005                  | 29-12-2020             | 27-09-2022        |                                | 1  | 0   |
| Non-executive - independent director | Not Applicable                  |                         | 16-04-1958    | No                                    |                                |                              |                             | Active         | No  |                                    | 26-04-2018                  | 27-09-2022             |                   |                                | 1  | 0   |
| Non-executive - independent director | Not Applicable                  |                         | 10-10-1966    | No                                    |                                |                              |                             | Active         | Yes   | 31-03-2022                         | 04-02-2022                  | 31-03-2022             |                   | 60                             | 2  | 2   |
| Non-executive - independent director | Not Applicable                  |                         | 08-12-1971    | No                                    |                                |                              |                             | Active         | Yes   | 31-03-2022                         | 04-02-2022                  | 31-03-2022             |                   | 60                             | 1  | 1   |



## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

| 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 this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directors in this listed entity (Refer Regulation 17A of Listing Regulations) |
|--------------------------------------|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|
| Non-executive - Independent Director | Not Applicable          |                         | 23-06-1951    | No                                    |                                |                              |                             | Active         | Yes   | 31-03-2022                         | 04-02-2022                  | 31-03-2022             |                   | 60                             | 1  | 1   |
| Executive Director                   | Not Applicable          | MD                      | 12-04-1966    | No                                    |                                |                              |                             | Active         | NA  |                                    | 13-08-2018                  | 30-12-2021             |                   |                                | 2  | 1   |



| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | Mr. Braj Binani has submitted his dissent to be appointed upon "retirement by rotation" accordingly his term got over on 27th September, 2022 (the date of Annual General meeting) communication to the Stock Exchange was submitted on 11th August, 2022 as below: Mr. Braj Binani, Chairman of the Company expressed his unwillingness to be re-appointed as Director retiring by rotation at the ensuing 59th Annual General Meeting. |



|  |                        |
|--|------------------------|
| <b>Annexure 1</b>  |                        |
| <b>II. Composition of Committees</b>                         |                        |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |



| <b>Annexure 1 Text Block</b> |  |
|------------------------------|--|
| Textual Information(1)       | Mr. Braj Binani has submitted his dissent to be appointed upon "retirement by rotation" accordingly his term got over on 27th September, 2022 (the date of Annual General meeting) communication to the Stock Exchange was submitted on 11th August, 2022 as below: Mr. Braj Binani, Chairman of the Company expressed his unwillingness to be re-appointed as Director retiring by rotation at the ensuing 59th Annual General Meeting. |



| 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 SHROFF    | Non-Executive - Independent Director | Chairperson             | 04-02-2022          |                   |         |
| 2   | 09488311   | PRADYUT MEYUR             | Non-Executive - Independent Director | Member                  | 04-02-2022          |                   |         |
| 3   | 09488244   | SANJIB RANJAN MAITY       | Non-Executive - Independent Director | Member                  | 04-02-2022          |                   |         |
| 4   | 07325198   | VISALAKSHI SRIDHAR        | Executive Director                   | Member                  | 13-08-2018          |                   |         |





| 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 SHROFF    | Non-Executive - Independent Director     | Chairperson             | 04-02-2022          |                   |         |
| 2   | 09488311   | PRADYUT MEYUR             | Non-Executive - Independent Director     | Member                  | 04-02-2022          |                   |         |
| 3   | 09488244   | SANJIB 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 SHROFF    | Non-Executive - Independent Director     | Chairperson             | 04-02-2022          |                   |         |
| 2   | 09488311   | PRADYUT MEYUR             | Non-Executive - Independent Director     | Member                  | 04-02-2022          |                   |         |
| 3   | 09488244   | SANJIB 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 |            |                           |                         |                         |                     |                   |         |
| 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   | 00330560   | MANOJ THAKORLAL SHROFF    | Non-Executive - Independent Director     | Chairperson             | 04-02-2022          |                   |         |
| 2   | 09488311   | PRADYUT MEYUR             | Non-Executive - Independent Director     | Member                  | 04-02-2022          |                   |         |
| 3   | 09488244   | SANJIB RANJAN MAITY       | Non-Executive - Independent Director     | Member                  | 04-02-2022          |                   |         |
| 4   | 00191709   | RAJESH KUMAR BAGRI        | Non-Executive - Non Independent Director | Member                  | 26-04-2018          |                   |         |
| 5   | 07325198   | VISALAKSHI SRIDHAR        | Executive Director                       | Member                  | 13-08-2018          |                   |         |



| 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 |   |  |   |                              |  |   |   |   |
| 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) | 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  | 30-05-2022  |  |   |                              | Yes  | 6   | 4   | 2   |
| 2  |   | 11-08-2022   | 72  |                              | Yes  | 6   | 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 as on date of the meeting | Number of Directors (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                     | 30-05-2022  |   |                         |                               | Yes  | 4   | 4  | 3   | 0  |
| 2  | Audit Committee                     | 11-08-2022  | 72  |                         |                               | Yes  | 4   | 4  | 3   | 0  |
| 3  | Stakeholders Relationship Committee | 22-07-2022  |   |                         |                               | Yes  | 4   | 2  | 1   | 0  |
| 4  | Stakeholders Relationship Committee | 01-09-2022  | 40  |                         |                               | Yes  | 4   | 2  | 1   | 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 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) | The Shareholders approval was valid upto 27th September, 2022 (Date of AGM). The approval from tch shareholders was sought as per SEBI guidelines in the meeting held on 27th September, 2022 and the resolution was defeated. |



| 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 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                        |



| <b>Annexure 1</b> |                   |  |
|-------------------|-------------------|--|
| Sr                | Subject           | Compliance status                        |
| 1                 | Name of signatory | Visalakshi Sridhar                       |
| 2                 | Designation       | 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 |  |                                      |                               |  |



| <b>Annexure III</b> |                   |  |
|---------------------|-------------------|--|
| 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. | No  | Textual Information(3)                                 |  |
| Name  | Visalakshi Sridhar                          |  |  |
| Designation   | CFO   |  |  |
| Place   | Mumbai                                      |  |  |
| Date  | 06-10-2022                                  |  |  |



| <b>Signatory Details</b> |  |
|--------------------------|--|
| Name of signatory        | Visalakshi Sridhar                       |
| Designation of person    | Company Secretary and Compliance Officer |
| Place                    | Mumbai                                   |
| Date                     | 06-10-2022                               |





