

REF: BIL/ST.EX/REG 27(2)/2022-23/3

10th January, 2023

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, 2022

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

Script code	500039
NSE Symbol	BENLIND
NSEI Symbol	NOT LISTED
ISEN	INE071A01013
Name of the entity	BENANI INDUSTRIES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
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 director: explanatory

Textual Informatics (1)

Sl. No.	Name of the Director	PAN	DIN	Category 1 of director	Category 2 of director	Category 3 of director	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 last special resolution	Actual Date of appointment	Date of Res. appointment	Tenure of director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17(3) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17(4) of Listing Regulations)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17(4) of Listing Regulations)	Number of Directorship in Audit Committee(s) including this listed entity (Refer Regulation 17(4) of Listing Regulations)	No. of out of Chairperson in Audit Committee(s) held by listed entity including this listed entity (Refer Regulation 17(4) of Listing Regulations)	Notes for non-compliance with PAN	Notes for non-compliance with DIN
1	Mr RAJESH SUNIL BAJAJ	ADXPB110C	00391709	Non-Executive - Non Independent Director	Chairperson		16-04-1948	No				Active	No	31-03-2022	27-09-2022	27-09-2022	60	1	0	0	0	0		
2	Mr MANOJ KUMAR RAJESH SETHI	ABDP88384Q	00330060	Non-Executive - Independent Director	Not Applicable		16-10-1966	No				Active	Yes	31-03-2022	04-05-2022	31-03-2022	60	2	2	0	0	3		
3	Mr PRADEEP KUMAR	ALDP85960L	06483111	Non-Executive - Independent Director	Not Applicable		08-12-1971	No				Active	Yes	31-03-2022	04-05-2022	31-03-2022	60	1	1	1	2	0		
4	Mr SANJIV RAJESH MEHTA	JEDP84678K	06483111	Non-Executive - Independent Director	Not Applicable		23-06-1991	No				Active	Yes	31-03-2022	04-05-2022	31-03-2022	60	1	1	2	0	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 director	Category 2 of director	Category 3 of director	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 (Under Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Last Date of appointment	Date of Ne-appointment	Date of cessation	Terms of director (in months)	No of Discretionary Directorship in listed entities including this listed entity (Refer Regulation 17A(i) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(i) of Listing Regulations)	Number of memberships in Audit Committee(s) including this listed entity (Refer Regulation 24(i) of Listing Regulations)	No of members of Chairperson in Audit Committee	No of members of Chairperson in Audit Committee	News for not providing PAN	News for not providing DIN
1	Mr	VISALAKSH SRIDHAR	ADQP83111K	07225198	Executive Director	Not Applicable		12-04-1966	No				Active	NA	12-08-2018	30-12-2021				2	1	1	1			

Text Block

The Company has five Directors three of which are independent directors.
The Company's shares are not listed.

Audit Committee Details

Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson		Remarks
			Category 1 of directors	Category 2 of directors	
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	07225198	VISALAKSH SRIDHAR	Executive Director	Member	13-08-2018

Nomination and remuneration committee

Sr	DIN Number	Name of Committee members	Whether the Nomination and remuneration committee has a Regular Chairperson		Remarks
			Category 1 of directors	Category 2 of directors	
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 BAORI	Non-Executive - Non Independent Director	Member	26-04-2018





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	00330560	MANOJ THAKORLAL SHROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	00488311	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	00488244	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							
Sr	DIN Number	Name of Committee members	Whether the Risk Management Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			

Corporate Social Responsibility Committee							
Sr	DIN Number	Name of Committee members	Whether the Corporate Social Responsibility Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	00330560	MANOJ THAKORLAL SHROFF	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	00488311	PRADYUT MEYUR	Non-Executive - Independent Director	Member	04-02-2022		
3	00488244	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	VISALAKSH 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 I									
III. Meeting of Board of Directors									
Annexure I									
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*	Remarks
1		11-11-2022			Yes	5	5	3	
2		18-11-2022	6		Yes	5	5	3	



VI. Affirmations	
Sr	Subject
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements), 2015
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements), 2015 a. Audit Committee
3	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements), 2015, b. Nomination & Remuneration Committee
4	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements), 2015, c. Stakeholders Relationship Committee
5	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements), 2015, d. Risk Management Committee (applicable to the top 1000 listed entities)
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements), 2015.
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), 2015.
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
Yes	Yes

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The Shareholders approval was valid upto 27th September, 2022 (Date of AGM). The approval from the shareholders was sought as per SEBI guidelines in the meeting held on 27th September, 2022 and the resolution was defeated. Kindly refer to the outcome of the agm dated 28th September 2022 wherein the voting results was shared with the exchanges.

VII. Related Party Transactions	
Sr	Subject
1	Whether prior approval of audit committee obtained
2	Whether shareholder approval obtained for material RPT
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee
Disclosure of notes on related party transactions	
Textual Information(1)	

IV. Meeting of Committees										
Annexure I										
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 consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (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	11-08-2022			Yes	4	4	3	0	0
2	Audit Committee	11-11-2022	91		Yes	4	4	3	0	0

Annexure 1

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

Text Block

Signatory Details

Name of signatory	VISALAKSHI SRIDHAR
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	10-01-2023

