

October 12, 2023

The Secretary
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata- 700001
Code: 12026

Sub: Regulation 27(2)-Submission of Quaterly Compliance Report on Corporate Governance for the quarter ended 30th September, 2023.

Dear Sir/ Madam,

We submit herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 30th September, 2023 in terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record.

Thanking You,

Yours Faithfully,

For Binani Industries Limited




Ashish Turakhia
Company Secretary & Compliance Officer

Attach: a/a



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 | Fax: +91 22 2264 0044 | 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 | 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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committce	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

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
1	Mr	RAJESH KUMAR BAGRI	ADVPB5580C	00191709	Non-Executive - Non Independent Director	Chairperson		16-04-1958
2	Mr	MANOJ THAKORLAL SHROFF	ABWPS8394Q	00330560	Non-Executive - Independent Director	Not Applicable		10-10-1966
3	Mr	PRADYUT MEYUR	ALEPM9095L	09488311	Non-Executive - Independent Director	Not Applicable		08-12-1971
4	Mr	SANJIB RANJAN MAITY	AEBPM4476K	09488244	Non-Executive - Independent Director	Not Applicable		23-06-1951
5	Mrs	PANKTI YOGESH PATEL POOJARI	ATNPP8196N	10049146	Non-Executive - Independent Director	Not Applicable		02-02-1983
6	Mr	MILIN JAGDISH RAMANI	BAJPR2863N	07697636	Non-Executive - Independent Director	Not Applicable		08-02-1993



I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active



I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Notes for not providing PAN	Notes for not providing DIN
1	NA		26-04-2018	26-09-2023			1	0	1	0		
2	Yes	31-03-2022	04-02-2022	31-03-2022		60	2	2	0	4		
3	Yes	31-03-2022	04-02-2022	31-03-2022		60	1	1	2	0		
4	Yes	31-03-2022	04-02-2022	31-03-2022		60	1	1	2	0		
5	Yes	18-07-2023	28-04-2023	18-07-2023		60	1	1	0	0		
6	Yes	18-07-2023	28-04-2023	18-07-2023		60	7	7	10	1		



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		



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		



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

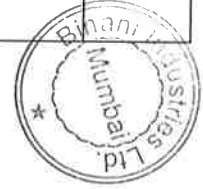
Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
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	28-04-2023				Yes	6	6	5
2	25-05-2023		26		Yes	6	4	3
3		04-08-2023	70		Yes	6	6	5



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 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	25-05-2023				Yes	3	3	3	0
2	Audit Committee	04-08-2023	70			Yes	3	3	3	0
3	Nomination and remuneration committee	28-04-2023				Yes	4	4	3	0
4	Nomination and remuneration committee	04-08-2023				Yes	4	4	3	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	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)



Text Block

Textual Information(1)

1. No related party transactions as envisaged under section 188 of the companies Act, 2023 have been entered into during the period April 1, 2023 to June 30, 2023.

2. "Inter-corporate borrowings from Promoter Group / Triton Trading Company Private Limited (Holding Company)

The Audit Committee of the Board and the Board of Directors of the Company had approved the continued availment of financial assistance from the Promoter Group in general and from Triton Trading Company Private Limited-the immediate holding company of the Company in particular and had, by way of abundant caution, also sought the approval from the Members of the Company for the same.

The Members of the Company, at the 60th Annual General Meeting of the Company held on September 26, 2023, have, by requisite majority, approved the continued availment of financial assistance in one or more tranches from one or more constituent of the Promoter Group of the Company in general and Triton Trading Company Private Limited- the immediate holding company of the Company in particular, as may be required for the ordinary and normal day-to-day operations of the Company at NIL rate of interest."



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



Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Ashish Turakhia
2	Designation	Company Secretary and Compliance Officer



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	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	



Annexure III

1	Name of signatory	Ashish Turakhia
2	Designation	Company Secretary and Compliance Officer



Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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) 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			
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
(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			
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)
II. Affirmations			
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.		Yes	Textual Information(3)
Name	Ashish Turakhia		
Designation	CFO		
Place	Mumbai		
Date	11-10-2023		



Text Block

Textual Information(2)

Notes:

1. The Company has not given any loan/guarantee/security etc directly/indirectly to any entity owned or controlled by the promoters or directors or the KMP of the Company.
2. The Company had given Corporate Guarantee to the banks/financial institutions for the working capital facilities availed by Edayar Zinc Limited (EZL), when it was a subsidiary of the Company. EZL has ceased to be a subsidiary of the Company with effect from March 4, 2022.
3. Similarly, the Company had issued letter of comfort to the banks for the working capital facilities availed by BIL Infratech Limited, when it was a subsidiary of the Company. BIL Infratech Limited has been admitted in CIRP with effect July 28, 2021.
4. Presently, the Company has only 2 subsidiaries-Royalvision Projects Private Limited and Global Composite Holdings Inc. During the reporting period the Company has not given any loan/guarantee/security etc directly/indirectly to these 2 subsidiaries.



Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No



Signatory Details

Name of signatory	Ashish Turakhia
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	11-10-2023

