



# BINNY LIMITED

Estd 1799  
CIN No. : L 17111TN1969PLC005736

SEC/2022-23/SE/003

May 30, 2022

Department of Corporate Services  
BSE Limited,  
Phirozee Jee Jee Bhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Subject: Annual Secretarial Audit Report for the year ended 31<sup>st</sup> March,2022**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2021-22.

You are requested to kindly take the above information on records.

Thanking you,

**For Binny Limited**

**(K. SENTHILKUMAR)**

**COMPANY SECRETARY**

Regd. Office :

No. 1, Cooks Road, Perambur, Chennai - 600 012.

Tel No. : 044-2662 1053, Fax : 044-2662 1056 e-mail : binnyho@binnyltd.in

GSTIN: 33AAACB2529G1Z6 Website: www.binnyltd.in

**SECRETARIAL COMPLIANCE REPORT OF BINNY LIMITED FOR THE YEAR  
ENDED 31.03.2022**

We, V Suresh Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. BINNY LIMITED (“the listed entity”).
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2022, in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;*(no events during the audit period)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;*(no events during the audit period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;*(no events during the audit period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;*(no events during the audit period)*



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(no events during the audit period)*

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

Based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr.No | Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)                          | Deviations   | Observations/ Remarks of the Practising Company Secretary  |
|-------|--|--|--|
| 1     | Regulation 33 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Non-Submission of Financial Results for the Quarter ended 30 <sup>th</sup> June, 2021.         | The Results were submitted to BSE on 12 <sup>th</sup> November, 2021 and the Company has paid the Penalty to the Bombay Stock Exchange.  |
| 2     | Regulation 33 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Non-Submission of Financial Results for the Quarter ended 30 <sup>th</sup> September, 2021.    | The Results were submitted to BSE on 15 <sup>th</sup> December, 2021 and the Company has paid the Penalty to the Bombay Stock Exchange.  |
| 3     | Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.                   | The Company Secretary vacancy filled after expiry of 6 Months from the date of Vacancy.        | The Company Secretary resigned on 14.12.2020 and the vacancy was filled on 15.12.2021, which is after the specified period of 6 months under the Companies Act, 2013. The Company paid the Penalty to the Bombay Stock Exchange under Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| 4     | Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.               | As on 31 <sup>st</sup> March 2022 Half of the Board did not comprise of Independent Directors. | As on 31 <sup>st</sup> March 2022 Half of the Board did not comprise of Independent Directors.   |



|   |  |  |   |
|---|--|--|---|
| 5 | Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of seventy-five years. | Mr. Durai Raja who has appointed as a Non-Executive Independent Director by the Board on 14.02.2022 has crossed 75 years of age as on 31.03.2022. |
|---|--|--|---|

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(b) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No | Action taken by               | Details of violation  | Details of action taken<br>E.g. fines, warning letter, debarment, etc.                | Observations/ remarks of the Practicing Company Secretary, if any.  |
|--------|-------------------------------|---|---|---|
| 1      | Bombay Exchange Limited (BSE) | Non-Submission of Financial Results for the Quarter ended 30 <sup>th</sup> June, 2021 under Regulation 33 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.      | The Bombay Stock Exchange Limited imposed a penalty of Rs.1,71,100/- (including GST). | The Results were submitted to BSE on 12 <sup>th</sup> November, 2021 and the Company has paid the Penalty to the Bombay Stock Exchange.       |
| 2      | Bombay Exchange Limited (BSE) | Non-Submission of Financial Results for the Quarter ended 30 <sup>th</sup> September, 2021 under Regulation 33 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | The Bombay Stock Exchange Limited imposed a penalty of Rs.1,77,000/- (including GST). | The Results were submitted to BSE on 15 <sup>th</sup> December, 2021 and the Company has paid the Penalty to the Bombay Stock Exchange (BSE). |

|   |                               |  |  |  |
|---|-------------------------------|--|--|--|
| 3 | Bombay Exchange Limited (BSE) | The Company Secretary vacancy filled after expiry of 6 Months from the date of Vacancy under Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  | The Bombay Stock Exchange Limited imposed a penalty of Rs. 1,08,560/- (including GST). | The Company Secretary resigned on 14.12.2020 and the vacancy was filled on 15.12.2021, which is after the specified period of 6 months under the Companies Act, 2013. The Company paid the Penalty to the Bombay Stock Exchange (BSE). |
| 4 | Bombay Exchange Limited (BSE) | As on 31 <sup>st</sup> March 2022 Half of the Board did not comprise of Independent Directors under Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.   | The Bombay Stock Exchange Limited imposed a penalty of Rs. 5,31,000/- (including GST). | As on 31 <sup>st</sup> March 2022, Half of the Board did not comprise of Independent Directors.  |
| 5 | Bombay Exchange Limited (BSE) | Non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of seventy-five years under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | The Bombay Stock Exchange Limited imposed a penalty of Rs. 1,08,560/- (including GST). | Mr. Durai Raja who has appointed as an Non-Executive Independent Director by the Board on 14.02.2022 has crossed 75 years of age as on 31.03.2022.   |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **(NOT APPLICABLE)**

| Sr.No | Observations of the Practising Company Secretary in the previous reports | Observations made in the Secretarial Compliance Report for the year ended. | Actions taken by the listed entity, if any | Comments of the Practising Company Secretary on the actions taken by the listed entity. |
|-------|--|--|--|---|
| NA    | NA   | NA   | NA   | NA  |

J. R. Udayakumar  


(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: Chennai  
Date : 30.05.2022

For V Suresh Associates  
Practising Company Secretaries



*J.K.R. Udayak*

Udaya Kumar K R  
Partner  
FCS No.11533  
C.P.No. 21973

Peer Review Cert. No: 667/2020  
UDIN: F011533D000437191