

Date: 29th May, 2024

To,
General Manager,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001.
Scrip Code: 500059

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051
Code: BINANIIND

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

Dear Sir,

Subject: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Reference: BINANI INDUSTRIES LTD

In compliance to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we hereby submit Annual Secretarial Compliance Report, issued by M/s. HD And Associates, Practicing Company Secretaries for the financial Year Ended 31st March, 2024.

Binani Industries Limited

CIN: L24117WB1962PLCO25584

Corporate Office: Mercantile Chambers, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai 400 001, India.

Tel: +91 22 4126 3000 1 01 | Fax: +91 22 2264 0044 | Email: mumbai@binani.net |

www.binaniindustries.com

Kindly take the above information on your records.

Thanking You,
Yours Faithfully,

For Binani Industries Limited

Swantana Todi
Company Secretary & Compliance Officer
Attach: a/a

Binani Industries Limited

CIN: L24117WB1962PLCO25584

Corporate Office: Mercantile Chambers, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai 400 001, India.

Tel: +91 22 4126 3000 1 01 | **Fax:** +91 22 2264 0044 | **Email:** mumbai@binani.net |

www.binaniindustries.com

HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email: Hardik@hdandassociates.com ; Mob.: +91-9699610825

TO,
THE BOARD OF DIRECTORS,
BINANI INDUSTRIES LIMITED
37/2, CHINAR PARK, NEW TOWN,
RAJARHAT MAIN ROAD P.O. HATIARA,
KOLKATA -700157.

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2023-24.

We have been engaged by Binani Industries Limited (hereinafter referred to as 'the Company') bearing CIN: L24117WB1962PLC025584 whose equity shares are listed on NSE, BSE and CSE Limited (Symbol: BINANIIND) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and to issue the Annual Secretarial Compliance Report thereon.

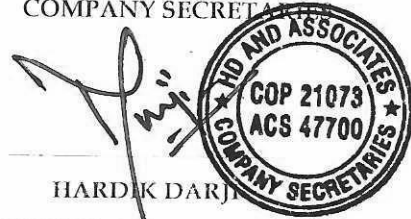
It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



HARDIK DARJI

PRACTICING COMPANY SECRETARY
PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 29th May, 2024

UDIN: A047700F000488351

PEER REVIEW NO: 2208/2022

HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email: Hardik@hdandassociates.com ; Mob.: +91-9699610825

SECRETARIAL COMPLIANCE REPORT OF M/S BINANI INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2024

To,

Board of Directors,
Binani Industries Limited

I, Hardik Darji, Proprietor of M/s HD & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Board of Directors, **Binani Industries Limited**
- (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 March 31, 2024 ("Review Period") in respect of compliance with the provisions of:
 - I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - II. 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable to the company under review period;**




HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email: Hardik@hdandassociates.com ; Mob.: +91-9699610825

- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021: **Not Applicable to the company under review period;**
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not Applicable to the company under review period;**
- Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021: **Not Applicable to the company under review period;**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: **Not Applicable to the company under review period;**
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: **Not Applicable to the company under review period;**

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	---
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	---
3.	<u>Maintenance and disclosures on Website</u> • The listed entity is maintaining a functional website.	Yes Yes	---

3



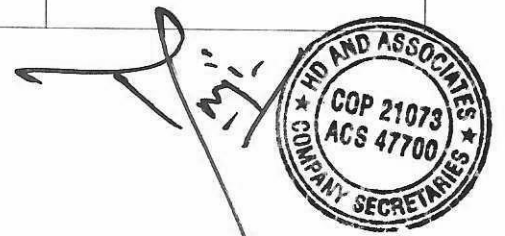
HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email: Hardik@hdandassociates.com ; Mob.: +91-9699610825

	<ul style="list-style-type: none">• Timely dissemination of the documents/ information under a separate section on the website.• Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	---
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under section 164 of the Companies Act, 2013.	Yes	---
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of Material subsidiaries (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	---
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.	Yes	---
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of Board, Independent Directors and the Committees during the Financial year as prescribed in SEBI Regulations.	Yes	---
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all the Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes	---
9.	<u>Disclosure of events or information:</u>	Yes	---

4



HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building
Opera House, Mumbai-400004.

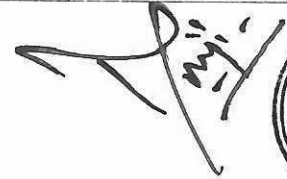
Email: Hardik@hdandassociates.com ; Mob.: +91-9699610825

	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters / directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12.	<u>Additional Non-Compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor.		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No resignation of Auditors has taken place during the year under review.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or		

5




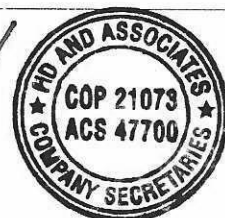

HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email: Hardik@hdandassociates.com ; Mob.: +91-9699610825

	<p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year</p>		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	<p>No resignation of Auditors has taken place during the year under review.</p>

6

HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email: Hardik@hdandassociates.com ; Mob.: +91-9699610325

	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No resignation of Auditors has taken place during the year under review.

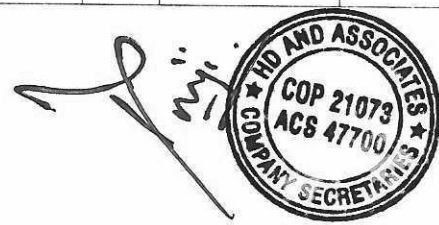
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/Circulars / Guidelines Including Specific Clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of The Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/Circulars / Guidelines Including Specific Clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of The Practicing Company Secretary	Management Response	Remarks

7



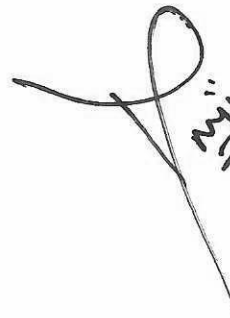
HD AND ASSOCIATES COMPANY SECRETARIES


Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email: Hardik@hdandassociates.com ; Mob.: +91-9699610825

1	Regulation 27 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, pertains to the corporate governance requirements for listed entities.	Regulation 27 of the SEBI (LODR) Regulations, 2015.	The company has filed a revised corporate governance report under Regulation 27 of SEBI (LODR) Regulations, 2015 for the quarter ended 31 st December, 2023	---	---	---	---	There was revised filing of corporate governance report under Regulation 27 of SEBI (LODR) Regulations, 2015 with the details of Nomination and Remuneration Committee meeting held on 29-12-2023 added	Verified during the current year and found the same in due compliance with the requirements	---
	Regulation 31 of SEBI Listing Obligations and Disclosures Requirements (LODR) pertains to the disclosure of shareholding patterns by listed companies	Regulation 31 of the SEBI (LODR) Regulations, 2015.	The company has filed a revised Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended 30 th June, 2023					The company has filed a revised Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended 30 th June, 2023 as company mistakenly shown as Public Sector Undertaking (PSU) during the quarter ended June 30, 2023		

8





HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.
Email: Hardik@hdandassociates.com ; Mob.: +91-9699610825

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



HARDIK DARJI

PRACTICING COMPANY SECRETARY
PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 29th May, 2024

UDIN: A047700F000488351

PEER REVIEW NO: 2208/2022

Disclaimer:

1. *The above report is based on the information and data available provided by the company.*
2. *This report is not to be construed as a Due Diligence Report of the company in any regard and is subject to typographical & human errors.*

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



HARDIK DARJI

PRACTICING COMPANY SECRETARY
PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073