

SECRETARIAL COMPLIANCE REPORT OF BINNY LIMITED

for the year ended 31st March 2024

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

To,
The Board of Directors
BINNY LIMITED
CIN: L17111TN1969PLC005736
No: 1, Cooks Road, Otteri, Perambur,
Chennai, Tamil Nadu, India, 600012

We have conducted the review of the compliance of applicable statutory provisions and the adherence to good corporate practices by BINNY LIMITED [Corporate Identity No. L17111TN1969PLC005736.] (hereinafter called "the Company"), having its Registered Office No: 1, Cooks Road Otteri, Perambur, Chennai, Tamil Nadu, India, 600012.

The Secretarial review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Entity's books, papers, minutes books, forms and returns filed and other records maintained by the Listed Entity and also the information provided by the Listed Entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the Listed Entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I Rajib Lochan Sarangi, Practicing Company Secretary have examined:

- a) all the documents and records made available to us and explanation provided by BINNY LIMITED ("the listed company") [CIN: L17111TN1969PLC005736], having registered office at No: 1, Cooks Road, Otteri, Perambur, Chennai, Tamil Nadu, India, 600012.
- 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:

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



and we would like to state that as the securities of the entity were not listed as on 31st March 2025, the entity is not required to comply with the requirement of obtaining an Annual Secretarial Compliance Report from a Practicing Company Secretary for the financial year ended 31st March 2024. Nevertheless, this report is being submitted as a matter of prudence as per the prescribed format. Further, it must be noted that the remarks made by us in this report are limited to the extent to which the provisions are applicable to the Company for the year ended 31st March 2024.

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

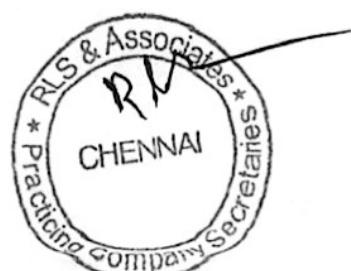
- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

I 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) | Regulation/ Circular No. | Directive Taken | Type of Action | Details of Violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary (PCS) | Management Response | Remarks |
|--------|---|--------------------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| | | | | | | | | | |

During the year 2023-24, the Company had many litigations and a case has been filed with SEBI in the year 2021 for financial irregularities for the years from 2013-14 to 2020-21 which finally passed the order on 31st July 2024. So for the year 2023-24 Board of Directors were not duly constituted and the statutory committees which resulted in violation of SEBI (LODR) Regulations 2015.



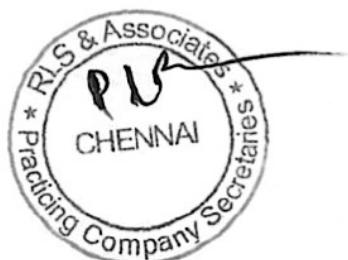
(b) The entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.

| Sl. No | Observation s/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS) | Observations made in the secretarial compliance report for the year ended 31.03.2024 | Compliance Requirement Regulations/Circulars/guidelines including specific clause | Details of violation/ deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|--------|---|--|---|--|---|---|
|--------|---|--|---|--|---|---|

Please refer table given below and refer Annexure-1

I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance Status (Yes/ No/NA) | Observation s/Remarks by PCS* |
|---------|---|--------------------------------|-------------------------------|
| 1. | <p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p> | Yes | Nil |
| 2. | <p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • 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 have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI. | Yes | Nil |



| | | | |
|----|--|--|---|
| 3. | <p>Maintenance and disclosures</p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • 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 redirects to the relevant document(s)/section of the website. | Yes, but information not updated in website | The Company has not updated its website properly. |
| 4. | <p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p> | Yes | Nil |
| 5. | <p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p> | NA- as the Company having one Subsidiary Binny New Re Energy Limited | Binny New Re Energy Limited-Yet to commence its business. |
| 6. | <p>Preservation of Documents:</p> <p>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.</p> | Yes | Nil |
| 7. | <p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p> | Yes | Nil |



| | | | |
|----|--|----|--|
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all 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 | NA | |
|----|--|----|--|

| Sr. No. | Particulars | Compliance Status (Yes/ No/NA) | Observations/ Remarks by PCS* |
|---------|---|--------------------------------|---|
| 9. | <p>Disclosure of events or information:</p> <p>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.</p> | Yes | <p>a. Shareholding pattern for the quarter ended 31.12.2023 & 31.03.2024 filed after due date.</p> <p>b. The Company has filed Unaudited Financial Results for the Quarter ended 30.06.2023 and 30.09.2023 after due date.</p> |
| 10. | <p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | NA | NA |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p> | No | <p>SEBI in exercise of the powers conferred upon me under sections 11(4A) and 11B(2) read with Sections 15 HA and 15HB of the SEBI Act has taken action on Company, Promoters, Directors and CFO by imposing penalty and barring them from accessing the securities market and also prohibited them from buying, selling and otherwise dealing in the securities market, directly or indirectly, in any manner whatsoever, for a period of two years from the date of the order (31.07.2024) and also restrained from being associated with any listed company or a SEBI registered intermediary, in any capacity including as a director or a key managerial person, directly or indirectly, for a period of two years from the date of the order.</p> |



| | | | |
|-----|---|-----|---|
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | Yes | Nil |
| 13. | Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above. | No | <p>1. During the financial year 2023-24, the Company has not submitted its financial results and financial statements in XBRL format under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, under the 'Integrated Financials' section on the stock exchange portal.</p> <p>2. The Company has not convened its Annual General Meetings on or before 30.09.2024.</p> |

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



PLACE: Chennai
DATE: 08.12.2025

UDIN: A020312G002277809
ICSI Peer Review No.2491/2022

FOR RLS & ASSOCIATES



RAJIBLOCHAN SARANGI
PRACTICING COMPANY SECRETARY
M No. A20312, CP NO. 17498

Annexure-1

| Sr. No. | Compliance Requirement (Regulations /circulars/ Circular No. guidelines including Specific clause) | Deviations | Action Taken By | Fine Amount | Observations | Remarks |
|---------|---|--|-----------------|---|---|--|
| 1 | Regulation 33 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Non-Submission of Financial Results for the year ended 31st March 2023 within the due date. | BSE | Rs.1,77,000/- & Rs.1,12,000/- (Including GST) | The Audited Financial Results for the year ended 31st March,2023 is submitted to the BSE beyond the due date under Regulation 33 of SEBI LODR Regulations, 2015 | Paid Interest and Penalty paid on 15 th September & 03 rd October 2023 respectively. |
| 2 | Regulation 33 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Non-Submission of Financial Results for the quarter ended 30 th June and 30 th September 2023 within the due date. | BSE | Rs.1,71,000/- (Including GST) | Unaudited Financial Results for the quarter ended 30 th June and 30 th September 2023 was not submitted within the due date. | Paid Interest and Penalty paid on 14 th December 2023 respectively |
| 3 | Regulation 24A (Secretarial Compliance Report) of SEBI | Non-Submission of Secretarial Compliance | BSE | Rs.63,720/- & Rs.1,82,900/- & | Secretarial Compliance Report for the financial | Paid Interest and Penalty |



| | | | | | |
|--|---|--|-----------------------------|---|--|
| | (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Report for the Financial Year ended 31 st March 2023 within the due date. | Rs.37,760/- (Including GST) | year ended 31 st March 2023 was not submitted within the due date. | paid on 26 th June,30 th June and 12 th July,2023 |
|--|---|--|-----------------------------|---|--|

