

SECRETARIAL COMPLIANCE REPORT OF BINNY LIMITED

for the year ended 31st March 2026

**[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, 2026, 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, 2026** ("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");

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)	Regulation/ Circular No.	Deviation	Act	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks



	specific clause)									
NA										

- (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	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2026	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 Annexure -1	Nil	Please refer Annexure-1	Please refer Annexure-1	Nil	Please 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.	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).	Yes	Nil
2.	Adoption and timely updation of the Policies: • 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.	Maintenance and disclosures • 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	Yes	Nil

	accurate and specific which redirects to the relevant document(s)/section of the website.		
4.	Disqualification of Director(s): 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	Existing Directors are not disqualified	Nil
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA- as the Company having one Subsidiary Binny New Re Energy Limited (BNREL) As result of sale of 55% of the total investments, BNREL becomes Associate Company during the year.	Binny New Re Energy Limited-Yet to commence its business.
6.	Preservation of Documents: 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	Nil

7.	Performance Evaluation: 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.	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	
9.	Disclosure of events or information: 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.	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	NA	NA



11.	Actions taken by SEBI or Stock Exchange(s), if any: 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) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	NIL	1. During the year following actions taken on: 1. During the period under review, instances of non-compliance by Mr. Rajeev Bakshi, who was part of the erstwhile in the Board of Binny Limited, was observed. A show cause notice was issued by the present management of the Company to Mr. Rajeev Bakshi on 31.01.2025 asking for the reasons for his non-compliances in connection with his appointment as Independent Director of the Company including pecuniary transactions, non-empanelment in data base, non-declaration of independence, non-declaration of interests etc. which were in clear contravention of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and the standards expected from an Independent Director. But, no response for the same by Mr. Rajeev Bakshi. 2. During the period under review, instances of non-compliance by Mrs. Jamuna, who was part of the erstwhile in the Board of Binny Limited, was observed. A show cause notice was issued by the present management of the Company to Mrs. Jamuna Soundaram on 31.01.2025 asking for the reasons for her non-
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		compliances in connection with her appointment as Independent Director of the Company including no valid DIN during appointment as Director , non-empament in data base, non-declaration of independence, non-declaration of interests etc. which were in clear contravention of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and the standards expected from an Independent Director. But, no response for the same by Mrs.Jamuna Soundaram. <i>Further, the Company received a Special Notice dated 16th June, 2025, pursuant to Section 115 of the Companies Act, 2013, from three (3) shareholders, jointly holding an aggregate of 2,40,000 equity shares, constituting more than one percent of the total voting power of the Company, requisitioning the convening of an Extraordinary General Meeting (EGM) to consider the removal of Mr. Rajeev Bakshi and Mrs. Jamuna Soundaram from the office of Director.</i> <i>The Board of Directors took note of the said notice and initiated necessary steps in compliance with the applicable provisions of the Act, 2013. Subsequently, at the Annual General Meeting (AGM) of the Company held on 31st December 2025, the shareholders approved the removal of Mr. Rajeev Bakshi and Mrs. Jamuna Soundaram from the position of Independent</i>
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		Directors. Pursuant thereto, the Company has duly filed the requisite e-form DIR-12 with the Registrar of Companies within the statutory timeline. 2. The details of the execution of Sale Deeds for lands taken are under the settlement entered into between Binny Limited and Mohan Breweries & Distilleries Limited, pursuant to the order of the Securities and Exchange Board of India. The Company has filed an affidavit of compliance before Securities Appellate Tribunal(SAT), Mumbai, The settlement between the Company and Mohan Breweries and Distilleries Limited has been fully implemented and all sale deeds contemplated therein have been executed and registered and the properties stand duly transferred in the name of the Company. 3. During the financial year 2024-25, the Company underwent a significant reconstitution of its Board of Directors, consequent to the resignation of certain directors and the appointment of new directors. The said reconstitution was carried out pursuant to an Extraordinary General Meeting convened under the supervision of Shri Sathyanarayanan, Administrator (Former Judge of the Madras High Court), appointed by the Hon'ble High Court of Madras vide its order
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		dated 11th November, 2024, and held on 04th January, 2025. As informed to us, the aforesaid reconstitution resulted in a temporary disruption in the continuity of the functioning of the Board, which impacted the timely preparation of the financial statements and other reports required to be placed before the Annual General Meeting (AGM). Further, the newly appointed Directors required reasonable time to familiarise themselves with the operations of the Company, governance matters, and pending compliances, which contributed to delays in finalisation of accounts. It has also been represented that certain matters relating to the affairs of the Company are under investigation, which has further impacted the timely finalisation of financial statements. In view of the above, the Company has represented that it would not be appropriate to convene the AGM until the financial statements and related documents are duly finalised and the matters under investigation are suitably addressed. Accordingly, the Company has sought extension of time for holding the AGM for the financial year ended 31st March, 2025, up to 31st December, 2025, in terms of the provisions of Section 96(1) of the Companies Act, 2013.
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			Further, the Company has paid a sum of ₹ 15.00 lakhs on 10th December 2025 towards the penalty imposed by the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to SEBI's adjudication order dated 30th October 2025. (Adjudication Order Ref. No. ORDER/JS/RJ/2025-26/ 31748-31752).
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.	Nil	Not Applicable
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	No	



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: 07.08.2026

UDIN: A020312H001051421

ICSI Peer Review No.2491/2022



FOR RLS & ASSOCIATES

R. L. Sarangi

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	Delay in filing of unaudited financial results for quarter ended 30.06.2025, 30.09.2025 & 31.12.2025 with stock exchanges	Nil	Nil	unaudited financial Results for the for quarter ended 30.06.2025, 30.09.2025 & 31.12.2025 are submitted to the BSE beyond the due date under Regulation 33 of SEBI LODR Regulations, 2015	This is a Non-Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2	Regulation 31 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in filing of shareholding pattern for quarter ended 30.06.2025, with stock	NIL	NIL	Shareholding pattern for the for quarter ended 30.06.2025, are submitted to the BSE	This is a Non-Compliance of Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

		exchanges			beyond the due date under Regulation 31 of SEBI LODR Regulations, 2015	ons and Disclosu re Require ments) Regulati ons, 2015
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