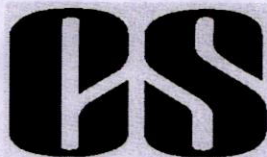


K.ELANGO VAN
M.B.A., M.L., F.C.S., FCMA
COMPANY SECRETARY



NEW NO : 38 PLOT NO: 61
AVM AVENUE FIRST MAIN ROAD,
VIRUGAMBAKKAM, CHENNA-600092
Mob: 9444304990/9444164920
E mail : ke_govan@yahoo.com

SECRETARIAL COMPLIANCE REPORT OF BINNY MILLS LIMITED FOR THE YEAR ENDED
31st MARCH, 2022

I have examined:

- (a) All the documents and records made available to me and explanation provided by Binny Mills Limited ("the listed entity"), (CIN:L1712OTN2007PLC065807)
- (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 maybe relevant which has been relied upon to make this certification,


for the year ended 31 March, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



K.ELANGO VAN M.B.A., M.L., F.C.S., FCMA COMPANY SECRETARY		NEW NO : 38 PLOT NO: 61 AVM AVENUE FIRST MAIN ROAD, VIRUGAMBAKKAM, CHENNA-600092 Mob:9444304990/9444164920 E mail : ke_govan@yahoo.com
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(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 of Capital and Disclosure Requirements) Regulations, 2018;

(h) Securities and Exchange Board of India (issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and based on the above examination, 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:-

S. No	Compliance Requirement	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company has to appoint adequate number of Independent Directors In order to comply with the regulation.	The Company is required to initiate appropriate action immediately, for the appointment of two more Independent Directors.

(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 our examination of those records.

(c) No action was taken against the listed entity/its promoters/ directors either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder.

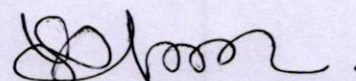


K.ELANGO VAN M.B.A., M.L., F.C.S., FCMA COMPANY SECRETARY		NEW NO : 38 PLOT NO: 61 AVM AVENUE FIRST MAIN ROAD, VIRUGAMBAKKAM, CHENNA-600092 Mob:9444304990/9444164920 E mail : ke_govan@yahoo.com
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the Previous reports	Observations made in the secretarial compliance report for the year 2020-2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Company is required to initiate appropriate action immediately, for the appointment of two more Independent Directors	The observations were made in the year 2018-2019 , 2019- 2020 and 2020-2021.	Management is in consultation for initiating Action.	The company is required to initiate immediate action to appoint independent Directors.



K. ELANGO VAN
Company Secretary
C.P. No: 3552



K. Elangovan
FCS No.:1808
C P No.:3552
UDIN:F001808D000337761
PR 892/2020

Place: Chennai
Date: 18-05-2022