



BINANI INDUSTRIES LIMITED

(CIN: L24117WB1962PLC025584)

Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O.Hatiara, Kolkata - 700 157. **Tel.:** 033-3262 6795/96

Corporate Office: Mercantile Chambers, 12, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001. **Tel.:** 022-3026 3000/01/02

Website: www.binaniindustries.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders(s),

Notice is hereby given that the Special Resolution, as set out in this Notice, is proposed for consideration by Members of Binani Industries Limited (**"the Company"**) for passing by Postal Ballots pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

The Members of the Company are now requested to consider passing the draft Special Resolution as appended below by way of Postal Ballots in terms of Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. (including any statutory modification or re-enactment thereof for the time being in force).

The Board of Directors has appointed Mr. Mohammed Aabid of M/s. Aabid & Co, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or Mr. Sushil Bhattar, "Manager" of the Company after completion of scrutiny and the results of the voting by Postal Ballots will be declared by the Chairman or Mr. Sushil Bhattar, "Manager", at 11.00 a.m. on Wednesday, the 22nd day of October, 2014 at the Corporate Office of the Company situated at Mercantile Chambers, 12, J.N. Heredia Marg, Ballard Estate, Mumbai - 400 001.

You are requested to carefully read the instructions printed overleaf of the Postal Ballot Form and return the said Postal Ballot Form duly completed in all respect in the attached self-addressed postage pre-paid Business Reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Monday, the 20th day of October, 2014.

DRAFT RESOLUTION

1) To consider and if thought fit, to pass, the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions of Appropriate Authorities, Reserve Bank of India as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to Subsidiaries/Step-Down Subsidiaries/Fellow Subsidiaries and Associate Companies and/or acquire by way of subscription, purchase or otherwise the securities of Subsidiaries/Step-Down Subsidiaries/Fellow Subsidiaries and Associate Companies up to a limit not exceeding ₹9000 Crores (Rupees Nine Thousand Crores only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to the above said Bodies Corporate and/or securities so far acquired or to be acquired in above said Bodies Corporate may exceed the limits prescribed under the said section.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, on behalf of the Company for the purpose of giving effect to the aforesaid Resolution.”

By Order of the Board
For **Binani Industries Limited**

K. K. Saraf
President & Company Secretary

Mumbai,
9th day of September, 2014

NOTES:

- (i) The explanatory statement in respect of the proposed Resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts, is annexed hereto.
- (ii) This Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through courier / registered post.
- (iii) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
- (iv) Kindly note that the Members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. If the Members opt for e-voting, then they should not vote by Postal Ballot and *vice versa*. However, in case Members cast their vote by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.
- (v) In case a Member is desirous of obtaining Postal Ballot in physical form or a duplicate thereof, the Member may write to the Company Secretary or send an e-mail to santosh.jaiswal@linkintime.co.in. The Company shall forward the same along with self-addressed postage pre-paid Business Reply Envelope to the Member.
- (vi) The Postal Ballot Notice shall be uploaded on the Company's website viz., www.binaniindustries.com and on the website of NSDL viz., www.evoting.nsdl.com.
- (vii) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, the 12th day of September, 2014

Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on Monday, the 20th day of October, 2014. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted.

B. E-Voting Facility

In case of Members receiving Postal Ballot intimation by e-mail:

1. Open the e-mail and also open PDF file namely "BIL Postal Ballot e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
3. Click on Shareholder – Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
8. Select “EVEN” (E-Voting Event Number) of Binani Industries Limited which is 101270. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to aabid@aacns.in, with a copy marked to evoting@nsdl.co.in.

In case of Members receiving Physical Postal Ballot Form by Courier / Registered Post:

1. Initial password is provided in the enclosed Postal Ballot Form as per below format:

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.
- (viii) The e-voting period will commence on Sunday, the 21st day of September, 2014 (10:00 a.m.) and ends on Monday, the 20th day of October, 2014 (5:00 p.m.) (both days inclusive). During this period, Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
- (ix) The Scrutinizer will submit his report to the Chairman or Mr. Sushil Bhattar, “Manager” of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Wednesday, the 22nd day of October, 2014 at 11.00 a.m. at the Corporate Office of the Company at Mercantile Chambers, 12, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001. The said results will also be intimated to the Stock Exchanges, published in the newspapers and uploaded on the Company’s website viz., www.binaniindustries.com.
- (x) General Instructions:
1. In case of any queries, the Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 2. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

The Members of the Company had, by way of Postal Ballots, passed a Special Resolution on 12th day of December, 2011 under the erstwhile provisions of Section 372A of the Companies Act, 1956 empowering the Board of Directors of the Company to give loan or make investment or issue guarantees or provide any security up to a limit of ₹6,250 Crores.

The Members may note that Company's Subsidiaries namely Binani Cement Limited, Binani Zinc Limited and 3B Binani Glass Fibre S.a.r.l are currently in discussion with their Lenders for the restructuring of debts. To facilitate the said restructuring by the Subsidiaries, the Company being a Promoter, may have to infuse further funds into these Companies. Also, with a view to provide better flexibility and to facilitate further investments/ loans, to provide securities and guarantees to the Company's Subsidiaries / Step-down Subsidiaries/Fellow Subsidiaries or Associate Companies, as may be considered appropriate, from time to time, the Board of Directors have proposed to raise the existing limit from ₹6,250 Crores to ₹9,000 Crores.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company cannot make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any person or other body corporate and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate exceeding the limits prescribed therein, unless it is previously authorised by the Members by passing a Special Resolution through Postal Ballots.

Therefore, the Members' approval is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give authority to the Board of Directors to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to Subsidiaries/Step-Down Subsidiaries/Fellow Subsidiaries and Associate Companies and/or acquire by way of subscription, purchase or otherwise the securities of Subsidiaries/Step-Down Subsidiaries/Fellow Subsidiaries and Associate Companies upto a maximum limit not exceeding ₹9,000 crores in aggregate at any point of time notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to the above said Bodies Corporate and/or securities so far acquired or to be acquired in above said Bodies Corporate may exceed the limits prescribed under the said Section.

The Board recommends passing of the Special Resolution as set out in this Notice through Postal Ballots.

None of the Directors, Key Managerial Personnel or any of their relatives, is concerned or interested in the Special Resolution.

By Order of the Board
For **Binani Industries Limited**

K. K. Saraf
President & Company Secretary

Mumbai,
9th day of September, 2014

Binani

BRAJ BINANI GROUP

BINANI INDUSTRIES LIMITED

(CIN: L24117WB1962PLC025584)

Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O.Hatiara, Kolkata - 700 157. **Tel. :** 033-3262 6795/96

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Website: www.binaniindustries.com

POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Company]

1. Name(s) of Shareholder(s) :
(In Block Letters)
(Including Joint Holder(s), If any)
2. Registered address of the Sole/
First named Shareholder :
3. Registered Folio No. / :
DP ID No. * /Client ID No. *
(*Applicable to Shareholders
holding Shares in dematerialized
form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice dated 9th day of September, 2014 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below

Item No.	Description	No. of Shares held by me	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Authority to the Board of Director of the Company to make loan(s) and / or give any guarantee(s) / provide any security(ies) in connection with loan(s) made to and / or acquire by way of subscription, purchase or otherwise the securities of, Subsidiaries / Step-Down Subsidiaries / Fellow Subsidiaries and Associate Companies under section 186 of Companies Act, 2013 upto a limit not exceeding ₹ 9,000 Crores			

Place :

Date :

(Signature of the Shareholder)

EVEN (E-voting Event Number)	User ID	Password / PIN

Note : Kindly read the instructions printed overleaf before filling the form.

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope(s) containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder, will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Monday, 20th day of October, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority Letter.
6. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Monday, the 20th day of October, 2014.
7. The voting rights of Members shall be in proportion of the shares held by them, to the paid up equity share capital of the Company, as per the Register of Members of the Company as on Friday, the 12th Day of September, 2014.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form, as any extraneous paper found in the envelope would be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
11. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated under notes to the Postal Ballot Notice.