

Ref: BIL/3001/2015  
March 20, 2015

The Secretary  
Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata 700 001.

General Manager-DCS  
Bombay Stock Exchange Limited  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P.J Towers,  
Dalal Street, Fort, Mumbai 400001.  
**Code : 500059**

Asstt. Vice President  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> floor,  
Plot No. C / 1, G Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051.  
**Code: BINANIIND**

Dear Sir,

**Ref: Result of Postal Ballot and E-voting pursuant to Clause 35A**

We refer to our letter No. PB/30.01.2015/BIL dated February 16, 2015, enclosing therewith the Postal Ballot Notice of the Company for seeking the consent of the Shareholders to the businesses listed therein, by Postal Ballot (which includes electronic voting) pursuant to Section 110 of the Companies Act, 2013, read with the Rules made thereunder.

Mr. Mohammed Aabid of M/s. Aabid & Co., Company Secretaries, appointed as Scrutinizer by the Board of Directors has submitted his Report dated 20<sup>th</sup> March, 2015, on Postal Ballots received from Members, to the Manager of the Company

The Manager has declared the results today, i.e. 20<sup>th</sup> March, 2015, based on the Report submitted by the Scrutinizer, stating that the following Resolutions have been passed through Postal Ballot (including electronic voting).

Item No.	Type of Resolution	Resolutions
1	Special	Increase the Authorized Share Capital of the Company, with consequential amendment in the Memorandum of Association of the Company.
2	Special	To issue and Offer of 1,20,00,000 0.01% Non-Cumulative Redeemable Preference Shares of ₹ 100 each on a Private Placement basis to the Promoter Company.
3	Special	Issuance of Corporate Guarantees and providing securities to the Lenders ( Banks/Financial Institutions) in respect of Loans/credit facilities sanctioned to Binani Cement Limited, a Subsidiary Company

**Binani Industries Limited**

CIN: L24117WB1962PLC025584

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

Tel: +91 22 3026 3000 / 01 / 02 | Fax: +91 22 2263 4960 | Email: mumbai@binani.net | www.binaniindustries.com

Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P. O. Hatiara, Kolkata - 700 157. India

Tel: +91 33 3262 6795 / 3262 6796.

:2:

The results of the Postal Ballot as per format prescribed in Clause 35A of the Listing Agreement is attached as annexure to the letter.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
For Binani Industries Limited



**K.K. Saraf**  
**President & Company Secretary**

Encl.: a.a

cc to:

**National Securities Depository Limited,**  
Trade World , Kamala Mill Compound,  
2<sup>nd</sup> Flr, Senapati Bapat Marg,  
Lower Parel, Mumbai 400 013.

**Central Depository Services (India) Ltd.**  
Phiroze Jeejeebhoy Towers,  
16<sup>th</sup>-17<sup>th</sup> Floor, Dalal Street,  
Mumbai 400 023..

**Binani Industries Limited**

CIN: L24117WB1962PLC025584

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

**Tel:** +91 22 3026 3000 / 01 / 02 | **Fax:** +91 22 2263 4960 | **Email:** mumbai@binani.net | www.binaniindustries.com

**Registered Office:** 37/2, Chinar Park, New Town, Rajarhat Main Road, P. O. Hatiara, Kolkata - 700 157. India

**Tel:** +91 33 3262 6795 / 3262 6796.

**BINANI INDUSTRIES LIMITED**

Voting Results as per Clause 35A of Listing Agreement

<b>Resolutions passed</b>	Special Resolutions
<b>Mode of Voting</b>	Postal Ballot/e-voting
<b>Date of Postal Ballot Notice</b>	30 <sup>th</sup> January, 2015
<b>Record date for reckoning voting rights</b>	6 <sup>th</sup> February, 2015
<b>Date of Dispatch of Notice</b>	16 <sup>th</sup> February, 2015
<b>Total No. of Shareholders on record date</b>	47697

Resolution	Promoter /Public	No of Shares held	No of Votes Polled*	% of Votes on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
<b>Special Resolution for increasing the Authorized Share Capital of the Company, with consequential amendment in the Memorandum of Association of the Company</b>	Promoter and Promoter Group	15175804	15175804	100.0000	15175804	0	100.0000	0.0000
	Public Institutional Holders**	817953	11394	1.3930	0	11394	0.0000	0.0000
	Public-Others	13602668	43226	0.3178	42524	702	98.3760	1.6240
	<b>Total</b>	<b>29596425</b>	<b>15230424</b>	<b>51.4604</b>	<b>15218328</b>	<b>12096</b>	<b>99.9206</b>	<b>0.0794</b>
<b>Special Resolution for issue and Offer of 1,20,00,000 0.01% Non-Cumulative Redeemable Preference Shares of ₹ 100 each on a Private Placement basis to the Promoter Company.</b>	Promoter and Promoter Group	15175804	15175804	100.0000	15175804	0	100.0000	0.0000
	Public Institutional Holders**	817953	11394	1.3930	0	11394	0.0000	0.0000
	Public-Others	13602668	41726	0.3067	40624	1102	97.3590	2.6410
	<b>Total</b>	<b>29596425</b>	<b>15228924</b>	<b>51.4553</b>	<b>15216428</b>	<b>12496</b>	<b>99.9179</b>	<b>0.0821</b>



*Handwritten signature/initials*

Special Resolution for Issuance of Corporate Guarantees and providing securities to the Lenders ( Banks/Financial Institutions) in respect of Loans/credit facilities sanctioned to Binani Cement Limited, a Subsidiary Company.	Promoter and Promoter Group	15175804	15175804	100.0000	15175804	0	100.0000	0.0000		
	Public Institutional Holders **	817953	11394	1.3930	11394	0	0.0000	0.0000		
	Public-Others	13602668	41726	0.3067	40594	1132	97.2871	2.7129		
	<b>Total</b>	<b>29596425</b>	<b>15228924</b>	<b>51.4553</b>	<b>15227792</b>	<b>1132</b>	<b>99.9926</b>	<b>0.0074</b>		

\* Under this column, the valid votes polled are mentioned

\*\* Includes Body Corporates



Date: 20.03.2015

To,  
The "Manager"  
Binani Industries Limited,  
Mercantile Chambers  
12, J. N. Heredia Marg  
Ballard Estate, Mumbai-400001

**Sub: Scrutinizer's Report on Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with applicable Rules of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

I, **CS Mohammed Aabid** of **M/s Aabid & Co.**, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **BINANI INDUSTRIES LIMITED** vide resolution dated 30<sup>th</sup> January, 2015 pursuant to Section 108 & Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), to conduct the electronic voting process and to scrutinize the postal ballot forms received from the shareholders in respect of Special Resolutions mentioned in the Postal Ballot Notice dated 30<sup>th</sup> January, 2015.

The Postal Ballot Notice dated 30<sup>th</sup> January 2015 along with explanatory statement setting out material facts therein, in respect of Special Resolutions proposed to be passed by the Shareholders of the Company through postal ballot and through e-voting process were sent to the Shareholders on 16<sup>th</sup> February, 2015.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by postal ballot to the Shareholders who do not have access to e-voting facility.

The Shareholders of the Company, holding shares as on the "cut-off" date of 6<sup>th</sup> February, 2015, were entitled to vote on the proposed Special Resolutions as set out at item nos. 1 to 3 in the Postal Ballot Notice.

The voting period for e-voting commenced from 9.30 Hours (IST) on 17<sup>th</sup> February, 2015 (Tuesday) and end at 17:30 Hours (IST) on 18<sup>th</sup> March, 2015 (Wednesday) and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses, who were not in the employment of the Company. Votes cast through postal ballot received up to 18<sup>th</sup> March, 2015 were considered.



**Mumbai Office:**

12, 4th Floor, Sai Sadan, 68, Janmabhoomi Marg, Fort, Mumbai - 400 001  
T : +91 22 40025464 / 22828661 M : +91 98921 58830  
E : aabid@aacs.in | W : www.aacs.in

**Mumbai Suburban Office:**

4, Jainika Apartment, Opp Malcolm Baug, Next to Deña Bank,  
S. V. Road, Jogeshwari (West), Mumbai - 400 102  
T : +91 22 26793092 / +91 98336 48830 | E : jog@aacs.in



I have scrutinized and reviewed the voting tendered through electronic means based on the data downloaded from CDSL's e-voting system and the postal ballot forms received physically.

I now submit my report as under on the result of the voting through electronic means and postal ballot mode in respect of the said Special Resolutions.

### Special Resolution No. 1:-

**Increase the Authorized Share Capital of the Company, with consequential amendment in the Memorandum of Association of the Company.**

	Number of members voted electronically	Number of votes cast through e-voting	Number of members voted by Ballot	Number of votes cast by Physical Ballot	Total no. of votes cast through e-voting and by Physical Ballot	% of total no. of valid votes cast
Voted in favour of resolution	34	23,042	145	1,51,95,286	1,52,18,328	99.92%
Voted against the resolution	4	11,829	7	267	12,096	0.08%
<b>Total</b>	<b>38</b>	<b>34,871</b>	<b>152</b>	<b>1,51,95,553</b>	<b>1,52,30,424</b>	<b>100%</b>
Invalid votes	NIL	NIL	9	850	850	-

### Special Resolution No. 2 :-

**Issue and offer upto 1,20,00,000, 0.01% Non-Cumulative Redeemable Preference Shares of Rs.100 each on a Private Placement basis to the Promoter Company(ies).**

	Number of members voted electronically	Number of votes cast through e-voting	Number of members voted by Ballot	Number of votes cast by Physical Ballot	Total no. of votes cast through e-voting and by Physical Ballot	% of total no. of valid votes cast
Voted in favour of resolution	34	23,042	134	1,51,93,386	1,52,16,428	99.92%



Voted against the resolution	4	11,829	9	667	12,496	0.08%
Total	38	34,871	143	1,51,94,053	1,52,28,924	100%
Invalid votes	NIL	NIL	18	2,250	2,250	-

**Special Resolution No. 3 :-**

**Issuance of Corporate Guarantees and providing securities to the Lenders ( Banks/Financial Institutions) in respect of Loans and credit facilities sanctioned to Binani Cement Limited, a Subsidiary Company .**

	Number of members voted electronically	Number of votes cast through e-voting	Number of members voted by Ballot	Number of votes cast by Physical Ballot	Total no. of votes cast through e-voting and by Physical Ballot	% of total no. of valid votes cast
Voted in favour of resolution	34	34,406	134	15,193,386	1,52,27,792	99.993%
Voted against the resolution	4	465	9	667	1,132	0.007%
Total	38	34,871	143	1,51,94,053	1,52,28,924	100%
Invalid votes	NIL	NIL	18	2,250	2,250	-

The Register, all other papers and relevant records relating to electronic voting and Postal Ballot shall remain in our safe custody until the "Manager" considers, approves and announce the results of the voting and the same are handed over to the Company Secretary for safe keeping.

Thanking You  
Yours Faithfully

For Aabid & Co.

(Mohammed Aabid)

Membership No.: - 6579

CP No.: - 6625

