

Ref: BIL/SEC/R/15-16/004

Date: 21st December, 2015

To,

Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001 BSE Scrip Code: 500059	Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) , Mumbai – 400 051 NSE Scrip Code: BINANIIND	The Listing Department The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata 700001. CSE Scrip Code: 12026
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Dear Sirs/Madams,

Sub: Voting Results of the 52nd Annual General Meeting of the Company held on Saturday, 19th December, 2015

With reference to the captioned subject, the Scrutinizer has submitted his report on Monday, 21st December, 2015 and based on the same, the results of voting conducted in respect of 52nd Annual General Meeting of the Company held on 19th December, 2015 in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith. The report of the Scrutinizer is also enclosed for ready reference.

Kindly take the same on your records.

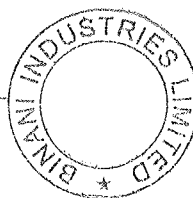
Thanking You,

Yours Faithfully,

For **BINANI INDUSTRIES LIMITED**



Visalakshi Sridhar
CFO, Manager & Company Secretary



Encl: A/a

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

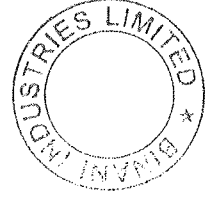
Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P. O. Hatiara, Kolkata - 700 157. India

Tel: +91 33 3262 6795 / 3262 6796 | **Fax:** +91 33 4008 8802

BINANI INDUSTRIES LIMITED
VOTING RESULTS OF THE 52ND ANNUAL GENERAL MEETING HELD ON SATURDAY, 19TH DECEMBER, 2015 AT 3.30 P.M. AT
ROTARY SADAN, KOLKATA

Total number of Shareholders as on Record Date	47,623*
No of persons present in the meeting either in person or through proxy	
Promoters and Promoter Group	4*
Public	780*
No of persons attended the meeting through video conferencing	
Promoters and Promoter Group	N/A
Public	N/A

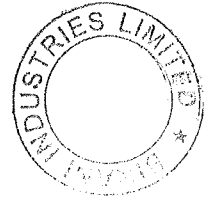
*Number of Member IDs

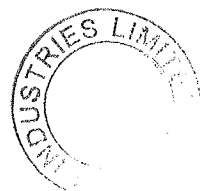


Item No.1 - Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2015 together with Reports of the Directors and the Auditors thereon

Resolution Required		Ordinary						
Category	Mode of Voting	Whether Promoter/Promoter group are interested in the agenda/resolution					No	
		No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding g shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-
	Poll	15,175,804	13,974,189	92.08	13,974,189	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		13,974,189	92.08	13,974,189	-	100.00	-
Public Institutions	E-Voting		11,394	1.40	11,394	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot	811,044	-	-	-	-	-	-
	Total		11,394	1.40	11,394	-	100.00	-
Public Non Institutions	E-Voting		1,150	0.01	1,150	-	100.00	-
	Poll	13,609,577	6,696	0.05	6,586	110	98.36	1.64
	Ballot		-	-	-	-	-	-
	Total		7,846	0.06	7,736	110	98.60	1.40
Total		29,596,425	13,993,429	47.28	13,993,319	110	100.00	0.00

Note: The Resolution no.1 is passed with requisite majority





Item No.2 - Declaration of dividend of Rs.3/- per Equity Share subject to approval of Lenders									
Resolution Required					Ordinary				
Whether Promoter/Promoter group are interested in the agenda/resolution									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled 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	No
		[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$	
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-	-
	Poll		13,974,189	92.08	-	13,974,189	-	100.00	
	Postal Ballot	15,175,804	-	-	-	-	-	-	
	Total		13,974,189	92.08	-	13,974,189	-	100.00	
Public Institutions	E-Voting		11,394	1.40	11,394	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot	811,044	-	-	-	-	-	-	
	Total		11,394	1.40	11,394	-	100.00	-	
Public Non Institutions	E-Voting		1,150	0.01	1,150	-	100.00	-	
	Poll		6,646	0.05	3,273	3,373	49.25	50.75	
	Postal Ballot	13,609,577	-	-	-	-	-	-	
	Total		7,796	0.06	4,423	3,373	56.73	43.27	
Total		29,596,425	13,993,379	47.28	15,817	13,977,562	0.11	99.89	

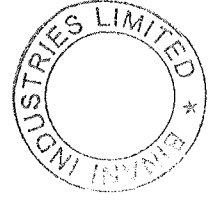
Note:Resolution No.2 is not passed with required majority.

Item No.3 - Re-appointment of Ms. Shradha Binani, as a Director of the Company

Resolution Required		Whether Promoter/Promoter group are interested in the agenda/resolution					Ordinary		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding g shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Yes#
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-	-
	Poll		13,974,189	92.08	13,974,189	-	100.00	-	-
	Postal Ballot	15,175,804	-	-	-	-	-	-	-
	Total		13,974,189	92.08	13,974,189	11,394	100.00	100.00	
Public Institutions	E-Voting		11,394	1.40	-	11,394	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot	811,044	-	-	-	-	-	-	-
	Total		11,394	1.40	-	11,394	-	100.00	
Public Non Institutions	E-Voting		1,150	0.01	1,150	-	100.00	-	-
	Poll		6,696	0.05	6,561	135	97.98	2.02	-
	Postal Ballot	13,609,577	-	-	-	-	-	-	-
	Total		7,846	0.06	7,711	135	98.28	1.72	
Total		29,596,425	13,993,429	47.28	13,981,900	11,529	99.92	0.08	

Notes: 1. # Ms. Shradha Binani belongs to Promoter Group

2. Resolution No.3 is passed with requisite majority





Item No.4 - Appointment of M/s MZSK & Associates, Chartered Accountants as Statutory Auditors of the Company

Resolution Required		Whether Promoter/Promoter group are interested in the agenda/resolution					Ordinary		
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding g shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$	
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-	
	Poll		13,974,189	92.08	13,974,189	-	100.00	-	
	Postal Ballot	15,175,804	-	-	-	-	-	-	
	Total		13,974,189	92.08	13,974,189	-	100.00	-	
Public Institutions	E-Voting		11,394	1.40	11,394	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot	811,044	-	-	-	-	-	-	
	Total		11,394	1.40	11,394	-	100.00	-	
Public Non Institutions	E-Voting		1,150	0.01	1,150	-	100.00	-	
	Poll		6,696	0.05	6,586	110	98.36	1.64	
	Postal Ballot	13,609,577	-	-	-	-	-	-	
	Total		7,846	0.06	7,736	110	98.60	1.40	
Total		29,596,425	13,993,429	47.28	13,993,319	110	100.00	0.00	

Note: Resolution No.4 is passed with requisite majority



Item No.5 - Appointment of Mrs. Jayantika Dave Burman as an Independent Director									
Resolution Required					Ordinary				
Whether Promoter/Promoter group are interested in the agenda/resolution									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled 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	No
		[1]	[2]	[3] = $\frac{[2]}{[1]} * 100$	[4]	[5]	[6] = $\frac{[4]}{[2]} * 100$	[7] = $\frac{[5]}{[2]} * 100$	
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-	-
	Poll		13,974,189	92.08	13,974,189	-	100.00	-	-
	Postal Ballot	15,175,804	-	-	-	-	-	-	-
	Total		13,974,189	92.08	13,974,189	-	100.00	-	-
Public Institutions	E-Voting		11,394	1.40	11,394	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot	811,044	-	-	-	-	-	-	-
	Total		11,394	1.40	11,394	-	100.00	-	-
Public Non Institutions	E-Voting		1,150	0.01	1,150	-	100.00	-	-
	Poll		6,696	0.05	6,586	110	98.36	1.64	-
	Postal Ballot	13,609,577	-	-	-	-	-	-	-
	Total		7,846	0.06	7,736	110	98.60	1.40	-
Total		29,596,425	13,993,429	47.28	13,993,319	110	100.00	0.00	0.00

Note: Resolution No.5 is passed with requisite majority



Item No.6 - Appointment of Mrs. Visalakshi Sridhar as Manager of the Company

Resolution Required		Ordinary						
Whether Promoter/Promoter group are interested in the agenda/ resolution		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-
	Poll		13,974,189	92.08	13,974,189	-	100.00	-
	Postal Ballot	15,175,804	-	-	-	-	-	-
	Total		13,974,189	92.08	13,974,189	-	100.00	-
Public Institutions	E-Voting		11,394	1.40	11,394	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot	811,044	-	-	-	-	-	-
	Total		11,394	1.40	11,394	-	100.00	-
Public Non Institutions	E-Voting		1,150	0.01	1,150	-	100.00	-
	Poll		6,696	0.05	6,586	110	98.36	1.64
	Postal Ballot	13,609,577	-	-	-	-	-	-
	Total		7,846	0.06	7,736	110	98.60	1.40
Total		29,596,425	13,993,429	47.28	13,993,319	110	100.00	0.00

Note: Resolution No.6 is passed with requisite majority



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

21st December, 2015

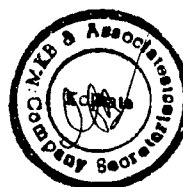
To

The Chairman of the 52nd (Fifty Second) Annual General Meeting (AGM) of Members of BINANI INDUSTRIES LIMITED (CIN: L24117WB1962PLC025584), held on Saturday, 19th day of December, 2015 at 3.30 p.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020, West Bengal.

Dear Sir,

I, Manoj Kumar Banthia, Practicing Company Secretary, appointed by the Board of Directors of BINANI INDUSTRIES LIMITED (the Company) for the purpose of scrutinizing the process of voting through Remote E-voting and by use of ballot at the 52nd Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 [as amended by Companies (Management & Administration) Amendment Rules, 2015] in respect of the below mentioned Resolutions proposed at the 52nd Annual General Meeting of the Company held on Saturday, 19th December, 2015 at 3.30 p.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020, West Bengal do hereby submit my report as follows:

- (a) The Notice dated 24th October, 2015 convening the 52nd Annual General Meeting of the Company along with the Statement under section 102 of the Act setting out





- all material facts in respect of Resolutions mentioned therein was sent on 23rd November, 2015 to the shareholders of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services Limited (CDSL) to its Shareholders. At 52nd Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting facility.
 - (c) The members holding shares either in physical or dematerialized form, as on the "Cut off date" i.e. 11th December, 2015 were entitled to vote on the proposed resolutions.
 - (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Wednesday, 16th December, 2015 at 9:00 a.m. and ended on Friday, 18th December, 2015 at 5:00 p.m.
 - (e) The member and/or their proxy at the meeting exercised their voting rights at the poll conducted at the Annual General Meeting as stated above.
 - (f) After conclusion of voting at the 52nd Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Mrs. Sonam Lakhota and Mr. Saheb Ali who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
 - (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting as well as the





report generated from the e-voting website of CDSL,
<https://www.evotingindia.com> in respect of remote e-voting.

- (h) 3 members have cast their votes through remote e-voting and all such votes are valid. 130 members and/or their proxy have cast their votes through poll at the AGM venue, out of which 22 ballots are invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

Item no. 1 - Ordinary Resolution - To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2015 together with Reports of the Directors and the Auditors thereon.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	3	12544	106	13980775	109	13993319	99.99%
Voted against the resolution	0	0	2	110	2	110	Negligible
Invalid votes	0	0	22	894	22	894	-





Item no. 2 - Ordinary Resolution - To declare dividend of Rs. 3/- (Rupees Three only) per Equity Share of the Company subject to receipt of necessary Lenders' approvals.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	3	12544	85	3273	88	15817	00.11%
Voted against the resolution	0	0	22	13977562	22	13977562	99.89%
Invalid votes	0	0	22	894	22	894	-

Item no. 3 - Ordinary Resolution - To appoint a Director in place of Ms. Shradha Binani (DIN -00427919), who retires by rotation and being eligible, offers herself for re-appointment.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	2	1150	105	13980750	107	13981900	99.92%
Voted against the resolution	1	11394	3	135	4	11529	00.08%
Invalid votes	0	0	22	894	22	894	-





Item no. 4 - Ordinary Resolution - To appoint M/s MZSK & Associates, Chartered Accountants, Mumbai (Firm Registration Number-105047W), as Statutory Auditors of the Company to hold office from conclusion of this Fifty-Second Annual General Meeting upto the conclusion of Fifty -Seventh Annual General Meeting, subject to annual ratification by the members at every intervening Annual General Meeting, at a remuneration decided by the Board of Directors/ Audit Committee.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	3	12544	106	13980775	109	13993319	99.99%
Voted against the resolution	0	0	2	110	2	110	Negligible
Invalid votes	0	0	22	894	22	894	-

Item no. 5 - Ordinary Resolution - To appoint Mrs. Jayantika Dave Burman (DIN - 01585850) as an Independent Director of the company to hold office for a period of 2 years, upto the conclusion of 54th Annual General Meeting and whose office shall not be liable to determination by retirement of directors by rotation.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	3	12544	106	13980775	109	13993319	99.99%
Voted against the resolution	0	0	2	110	2	110	Negligible
Invalid votes	0	0	22	894	22	894	-





Item no. 6 - Ordinary Resolution - To appoint Mrs. Visalakshi Sridhar, as 'Manager' of the Company for a period of 3 (three) years, with effect from 28th July, 2015, on the terms and conditions as specified in the Explanatory Statement of the notice.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	3	12544	106	13980775	109	13993319	99.99%
Voted against the resolution	0	0	2	110	2	110	Negligible
Invalid votes	0	0	22	894	22	894	-

Thanking You,
Yours Faithfully

For MKB & Associates
Practicing Company Secretary
Manoj Kumar Banthia



Membership No.: 11470

COP No.: 7596

Date: 21st December, 2015

Place: Kolkata