

14th May, 2018

Binani

BRAJ BINANI GROUP

The Secretary
Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata-700001.
Code No.12026

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

The Asst. Vice President
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Code : BINANIIND

Dear Sirs/Madams,

Sub: Disclosure under Regulation 30 and 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (“Listing Regulations”)- Brief proceedings and details of voting results of the Postal Ballot

Further to our letter dated 16th April 2018 and pursuant to Regulation 30 of the Listing Regulations, we wish to inform you that the Special Resolutions as given in the notice of the postal ballot dated 10th April 2018 have been passed with requisite majority. A Brief proceeding of the Postal Ballot conducted is attached herewith.

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are submitting herewith the details regarding the voting results of the Postal Ballot conducted along with the Report of the Scrutinizer.

The above information is also being uploaded on the Website of the Company.

You are requested to take the same on records.

Thanking you,

Yours faithfully,
For **Binani Industries Limited**



Visalakshi Sridhar
CFO, Manager & Company Secretary

CC to :

National Securities Depository Ltd.
Trade World, Kamala Mill Compound
2nd Floor, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013

Central Depository Services (India) Ltd.
Marathon Futurex,
25th floor, 'A' wing,,
N.M. Joshi Marg, Lower Parel(W), Mumbai-13

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: 08100326795 / 08100126796 | **Fax:** +91 33 4008 8802

DETAILS OF THE PROCEEDINGS OF THE POSTAL BALLOT

SI No	Particulars	Details
1.	Date of Notice of Postal Ballot	10 th April 2018
2.	Cut- off Date for voting	6 th April 2018
3.	E-Voting system provided by	Central Depository Services (India) Limited
4.	Total No. of Shareholders as on Cut-off Date	46526
5.	Total No. of Shareholders who voted by means of physical ballots for Resolution 1	
	a. Promoters & Promoters Group	16503654
	b. Public Institution	0
	c. Public Non Institutions	30427
6.	Total No. of shareholders who voted by means of e-voting for Resolution 1	
	a. Promoters & Promoters Group	0
	d. Public Institution	0
	e. Public Non Institutions	27796
7.	Total No. of Shareholders who voted by means of physical ballots for Resolution 2	
	f. Promoters & Promoters Group	16503654
	g. Public Institution	0
	h. Public Non Institutions	29827
8.	Total No. of shareholders who voted by means of e-voting for Resolution 2	
	b. Promoters & Promoters Group	0
	i. Public Institution	0
	j. Public Non Institutions	27696


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RESULT OF THE POSTAL BALLOT

Sl	Agenda	Resolution (Ordinary / Special)	Mode of Voting	Remarks
1.	Sale/Disposal of 98.43% of equity shares and 100% preference shares of subsidiary, Binani Cement Limited (BCL) to Ultra Tech Cement Limited (UTCL)	Special Resolution	E-voting / Physical Ballots	Passed with requisite majority
2.	To give power to the Board of Directors of the Company to sell the assets held by the Company under section 180(1)(a) of the Companies Act, 2013	Special Resolution	E-voting / Physical Ballots	Passed with requisite majority

Annexure:

1. Voting Results under Regulation 44(3) of LODR.
2. Scrutinizer's Report.


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Binani Industries Limited

1 - Sale/Disposal of 98.43% of equity shares and 100% of preference shares of the subsidiary, Binani Cement Limited (BCL) to UltraTech Cement Limited (UTCL)									
Resolution Required : (Special)									
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]=[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		0	0.0000	0	0	0.0000	0.0000	
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000	
	Postal Ballot	16503654	0	0.0000	0	0	0.0000	0.0000	
	Total		16503654	100.0000	16503654	0	100.0000	0.0000	
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	1151727	0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting		27796	0.2027	27786	10	99.9640	0.0360	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	13710794	30427	0.2219	29769	658	97.8374	2.1626	
	Total		58223	0.4246	57555	668	98.8527	1.1473	
Total		31366175	16561877	52.8017	16561209	668	99.9960	0.0040	

For BINANI INDUSTRIES LIMITED



VISALAKSHI SRIDHAR
MANAGER & CFO & COMPANY SECRETARY

Binani Industries Limited

2 - To give power to the Board of Directors of the Company to sell the assets held by the Company under section 180 (1) (a) of the Companies Act 2013

Resolution Required : (Special)		NO									
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		0	0.0000	0	0	0.0000	0.0000			
	Poll	16503654	16503654	100.0000	16503654	0	100.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		16503654	100.0000	16503654	0	100.0000	0.0000			
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000			
	Poll	1151727	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		27696	0.2020	27490	206	99.2562	0.7438			
Public Non Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000			
	Poll	13710794	29827	0.2175	29144	683	97.7101	2.2899			
	Postal Ballot		57523	0.4195	56634	889	98.4545	1.5455			
	Total		16561177	52.7995	16560288	889	99.9946	0.0054			

FOR BINANI INDUSTRIES LIMITED


VISALAKSHI SRIDHAR
MANAGER & CFO & COMPANY SECRETARY



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

14th May, 2018

To
The Chairman
Binani Industries Limited
37/2, Chinar Park, New Town,
Rajarhat Main Road, P.O. Hatiaara
Kolkata-700157

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Binani Industries Limited (the Company) at its meeting held on 3rd April 2018 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company for the following:

- i) Sale/Disposal of 98.43% of equity shares and 100% of preference shares of the subsidiary, Binani Cement Limited (BCL) to Ultratech Cement Limited (UTCL).
- ii) To give power to the Board of Directors of the Company to sell the assets held by the Company under Section 180(1)(a) of the Companies Act, 2013





do hereby submit my report as follows:

- (a) The notice dated 10th April, 2018 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 6th April, 2018.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier and email on 12th April, 2018. The Company also provided e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 6th April, 2018 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 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Friday, 13th April, 2018 at 9:00 AM and ended on Saturday, 12th May, 2018 at 5:00 PM.
- (e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on 12th May, 2018 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 14th May, 2018 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Shalu Kathuria, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.





- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with Link Intime India Private Limited, Registrar & Share Transfer Agent as provided by the depositories;
- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (h) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of CDSL's e-voting website www.evotingindia.com in respect of voting through e-voting.
- (i) The Company in aggregate has received 108 (One Hundred Eight) Postal Ballot forms representing 16545281 equity shares of the Company out of which 16 (Sixteen) members representing 11,200 equity shares in respect of Resolution No. 1 and 23 (Twenty Three) members representing 11,800 shares in respect of Resolution No. 2 were invalid.
- (j) Members representing 27796 equity shares have cast their votes through e-voting for Resolution No. 1 and Members representing 27696 equity shares have cast their votes through e-voting for Resolution No. 2.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

Item No. 1 -Special Resolution-Sale/Disposal of 98.43% of equity shares and 100% of preference shares of the subsidiary, Binani Cement Limited (BCL) to Ultratech Cement Limited (UTCL).

Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
No. of Members	No. of	No. of	No. of	No. of Mem	No. of	% of total





	who voted	votes cast	Ballots	votes cast	bers who voted	votes cast	number of valid votes cast
Voted in favour of the resolution	31	27786	87	16533423	118	16561209	99.996
Voted against the resolution	1	10	5	658	6	668	0.004
Total	32	27796	92	16534081	124	16561877	100

The invalid votes for Resolution No.1 is as follows:-

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results	
	No. of Members	No. of votes	No. of Ballots	No. of votes	No. of Members	No. of votes
Invalid votes	0	0	16	11200	16	11200

Item No. 2 -Special Resolution-To give power to the Board of Directors of the Company to sell the assets held by the Company under Section 180(1)(a) of the Companies Act, 2013.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Mem bers who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	24	27490	79	16532798	103	16560288	99.995





Voted against the resolution	7	206	6	683	13	889	0.005
Total	31	27696	85	16533481	116	16561177	100

The invalid votes for Resolution No. 2 is as follows:-

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results	
	No. of Members	No. of votes	No. of Ballots	No. of votes	No. of Members	No. of votes
Invalid votes	0	0	23	11800	23	11800

In view of the above scrutiny, I hereby certify that the Special resolutions as aforesaid, as set out in notice dated 10th April, 2018 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process.

Thanking you,
Yours faithfully
For MKB & Associates


Manoj Kumar Santra

Partner

[Practicing Company Secretary]

Membership No.: 11470

COP No.: 7596

FRN: P2010WB042700

Date: 14th May, 2018

Place: Kolkata