



## **BINANI INDUSTRIES LIMITED**

**CIN:** L24117WB1962PLC025584

**Registered Office:** 37/2, Chinar Park, New Town, Rajarhat Main Road,  
P.O. Hatiara, Kolkata - 700 157 Tel. : 8100326795

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

**Website:** www.binaniindustries.com, E-mail Id.: mumbai@binani.net

### **POSTAL BALLOT NOTICE**

Dear Member,

#### **Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”), read together with the Companies (Management and Administration) Rules, 2014 (“**Rules**”), including any statutory modifications thereof for the time being in force, that Binani Industries Limited (BIL) (the “**Company**”) is seeking the approval of the Members by way of a Special Resolution, for the matter as considered in the resolution appended below, through postal ballot / e-voting.

The Explanatory Statement setting out the material facts concerning this resolution and the rationale thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership No. 11470) of M/s. MKB & Associates as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section ‘Voting through electronic means’ in this Notice.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on Saturday, 12<sup>th</sup> May, 2018. If any postal ballot is received after 5:00 p.m. on Saturday, 12<sup>th</sup> May, 2018, it will be considered that no reply from such Member has been received and such postal ballot would not be considered. In case any Member cast his/her votes through both the modes i.e. e-voting and Physical Postal Ballots, the vote cast through e-voting shall be treated as valid and the Postal Ballot Form shall be ignored.

The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman, on or before 5.00 p.m. on Monday, 14<sup>th</sup> May, 2018 and the result of the Postal Ballot will be announced thereafter at the Company’s Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company’s corporate website www.binaniindustries.com at the following url <http://binaniindustries.com/investor-relations/binani-industries-ltd/postal-ballot> / besides communicating to the Stock Exchanges viz. BSE Limited, National Stock Exchange of India Limited, Calcutta Stock Exchange Limited and the Depositories.

#### **SPECIAL BUSINESS:**

##### **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).**

To consider and, if thought fit, to pass the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110, 180(1)(a) and any other applicable provisions of the Companies Act, 2013, the Rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company and further subject to the necessary approvals, consents, permissions and sanctions,

if any, of any relevant statutory, regulatory or government authorities, Company's lenders (if required), and/or other institutions or bodies, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee of directors constituted by the Board) , the consent, approval and authority of the Company be and is hereby granted for disinvestment of 100% of the shares held by the Company in Binani Cement Limited, (185,649,464 equity shares of face value Rs.10 each and 6,002,000 preference shares of face value Rs.100 each) to Ultra Tech Cement Limited, by way of sale, transfer, assignment or disposal of, for an aggregate consideration to be decided by the Board and thereby ceasing to exercise any ownership or control over Binani Cement Limited on such sale, transfer, assignment or disposal, on such terms and conditions and with such modifications as may be required and as the Board, may, in its absolute discretion, deem fit and appropriate in the interests of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company; to negotiate and finalize the Share Purchase Agreement and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

**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.**

To consider and, if thought fit, to pass the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110, 180(1)(a) and any other applicable provisions of the Companies Act, 2013, the Rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company and further subject to the necessary approvals, consents, permissions and sanctions, if any, of any relevant statutory, regulatory or government authorities, Company's lenders (if any), and/or other institutions or bodies, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee of directors constituted by the Board) , the consent, approval and authority of the Company be and is hereby granted for sale of the assets held by the Company situated at 1<sup>st</sup> Floor, Feltham House, Ballard Estate, Mumbai 400001 (Office Premise), Land at Wada Village Khanivali and Ambiste, District Palghar, Plot at Lonavala, District Raigad and a Residential flat at Ahmedabad to any third party, by way of sale, transfer, assignment or disposal of, for an aggregate consideration to be decided by the Board, on such terms and conditions and with such modifications as may be required as the Board , may, in its absolute discretion, deem fit and appropriate in the interests of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company; to negotiate and finalize the Share Purchase Agreement and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

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

Date : 10<sup>th</sup> April, 2018  
Place : Mumbai

**Visalakshi Sridhar**  
CFO, Manager & Company Secretary

## Notes:

1. The Statement as required under Section 102 of the Companies Act is annexed to the Notice. A Postal Ballot Form is also enclosed. A copy of the Notice and the Postal Ballot Form is also available on the website of the Company –[www.binaniindustries.com](http://www.binaniindustries.com)
2. Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standards - SS-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”), the Company is offering ‘E-voting’ facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (“CDSL”) to facilitate E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.
3. The Company has appointed Mr. Manoj Kumar Banthia, (M.No 11470) of M/s. MKB & Associates, Practising Company Secretaries, to act as the Scrutinizer to scrutinize the entire E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.
4. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. 6<sup>th</sup> April, 2018 (“cut-off date”) only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
5. The Postal Ballot Form and the self –addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the Postal Ballot Form and Notice before exercising their vote. Members exercising their voting rights through Postal Ballot Form shall return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5.00 p.m. on Saturday, 12<sup>th</sup> May, 2018, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.
6. Members who have registered their email IDs for receipt of documents in electronic mode under the green initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by permitted mode along with Postal Ballot Form. Members have the option to vote either through e-voting or through Postal Ballot Form. Members who received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link provided in email or at the website of the Company or seek duplicate Postal Ballot Form from Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company at C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400083 (Tel Nos 022 49186000 Fax: 022 49186060. E-mail : [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in), [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)).
7. Relevant documents referred to in the Notice and the accompanying Statement are kept open for inspection by the members at the Registered Office and the Corporate Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the conclusion of voting.
8. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If Members are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Physical Postal Ballot will be treated as invalid.
9. The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or receipt of duly completed Postal Ballot Forms i.e., Saturday, 12<sup>th</sup> May, 2018.
10. Voting Through E-Voting  
The process and manner for remote e-voting are as under:
  - (a) The e-voting period begins on Friday, 13<sup>th</sup> April, 2018 (9:00 a.m.) and ends on Saturday, 12<sup>th</sup> May, 2018 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6<sup>th</sup> April, 2018, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (c) Click on ‘SHAREHOLDERS’.
  - (d) Now Enter your ‘USER ID’

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on 'LOGIN'.
- (f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Address Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d).

- (h) After entering these details appropriately, click on 'SUBMIT' tab.
- (i) Members holding shares in physical form will then directly reach the COMPANY SELECTION SCREEN. However, members holding shares in demat form will now reach 'PASSWORD CREATION' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company in which they are eligible to vote, provided that such other company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN of the Company 'Binani Industries Limited' to vote.
- (l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (s) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### 11. Voting through Postal Ballot Form

- Shareholders may also vote through Postal Ballot Form enclosed hereto.
- Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed on the reverse of Postal Ballot Form and return the Form duly completed and signed in the enclosed self- addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before 12<sup>th</sup> May, 2018 (5.00 pm). Please note that all postal ballot forms received after 12<sup>th</sup> May, 2018 (5.00 pm) will be strictly treated as if the reply from the member has not been received.
- In case, shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named member.
- In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
- A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
- The vote in this Postal Ballot cannot be exercised through proxy.

12. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot / e-voting will be final.

13. The Results of e-voting and Postal Ballot shall be aggregated and declared by the Chairman or by any other Director duly authorised in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.binaniindustries.com](http://www.binaniindustries.com) and on the website of CDSL within two (2) days of passing of the resolutions and will also be forwarded to the Stock Exchanges where the Company’s shares are listed.

14. Any queries/grievances in relation to the voting by postal ballot or e-voting may be addressed to Mrs. Visalakshi Sridhar, Company Secretary of the Company at its Corporate Office in Mumbai, or call at 022-30263000/01 or through email to [viji@binani.net](mailto:viji@binani.net). In case of any query/grievance related to the e-voting, the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under the help section may be referred or an e-mail can also be addressed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

15. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

The following Explanatory Statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the accompanying Notice dated 10<sup>th</sup> April, 2018.

#### **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).**

Bank of Baroda (BOB), one of the lenders to BCL has invoked the provisions of Insolvency and Bankruptcy Code (IBC) proceedings against BCL as it was unable to pay debts. The National Company Law Tribunal, Kolkata Bench thereafter appointed Mr. Vijay Kumar Iyer as the Resolution Professional (RP) in accordance with the provisions of IBC.

The Other lenders including IDBI Bank and EXIM Bank in whose favour corporate guarantees were furnished by BCL for the loans granted by them to Binani Industries Ltd including its subsidiaries have also joined insolvency proceeding as members of the CoC constituted by the RP.

As per Resolution Professional, the total admitted amount outstanding against BCL including amounts guaranteed by BCL comes to Rs. 7,289 crores. Accordingly, information memorandum was circulated by Resolution Professional for inviting bids for BCL.

It is understood that there were six bids with the highest bid being Rs.6590 crore (based on newspaper reports). Being the Promoter and Holding Company of BCL, the Board was of the view that the assets of BCL should fetch much more than the bids received by the Resolution Professional. Accordingly, BIL sent out a letter to the resolution professional expressing its concern about low valuation of BCL and requested for access to information relating to bids submitted by the Resolution Applicants, evaluation of bids and observations in the meeting of Committee of Creditors (CoC) formed under the IBC Rules. The Resolution Professional had failed to provide the information and/or allow the Company and BCL's Directors to participate in the relevant part of CoC proceedings. In order to protect valuation of BCL, BIL filed an application with NCLT Kolkata Bench challenging this and requested for access to information and the right to participate in the CoC proceedings. During the pendency of the Company's application, UTCL had revised their offer by about Rs. 700 crores (as per newspaper reports).

With this revised offer, the Company's contention that the bids received by the Resolution Professional did not reflect true value of BCL assets has been proven right. However, the CoC and the Resolution Professional, short-listed Dalmia Bharat's bid for final negotiations but even after negotiation, Dalmia Bharat's bid remains lower than UTCL's bid (as per newspaper reports).

The Company decided that as the asset value of BCL was in excess of its liabilities BCL was not insolvent and its admission to the insolvency process was unjustified. The Company approached UTCL who agreed to the offer of the Company to purchase 98.43% equity shares and 100% preference shares of BCL if BCL was taken out of insolvency and also provide the finances required to discharge in full all the liabilities of BCL as determined by Resolution Professional.

Accordingly, an application was filed by the Company before NCLT Kolkata for seeking termination of pending IBC proceedings against BCL.

The purported transaction enhances the value of the shareholders, in as much as the value realized through this transaction is more than the offer made by Dalmia Bharat (as per the Company's understanding)

The Company's application is pending before NCLT, Kolkata. In the meantime the Company was advised to and the Company has filed before the Supreme Court an appeal against an order of the NCLAT in an appeal filed by Rajputana Properties Private Limited, the lead member of the Dalmia Bharat, Bain, Piramal combine. Pending Company's applications and appeal and in order to expedite closure of the transaction with UTCL, the Board of Directors of the Company, in accordance with the provisions of section 180 (1) (a) of the Companies Act, 2013 read with Rules thereto and Regulation 24(5) of the SEBI (Listing and Disclosure Requirement) Regulation, 2015, recommends the resolution to the shareholders for approval of sale and disposal of company's investment in BCL by selling off 98.43% equity shares (185,649,464 equity shares of face value Rs.10 each) and 100% of preference shares (6,002,000 preference shares of face value Rs.100 each) to UTCL.

None of the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company. The shareholding of the said Directors and Key Managerial Personnel and their relatives, is less than 2% of the paid-up share capital of the Company. The effect of the said resolution on the interests of the Directors and Key Managerial Personnel and their relatives, is not any different from the effect of the said resolution on other shareholders of the Company. The details of the shareholding of the Directors, Key Managerial Personnel and their relatives as on March 31, 2018 is as follows:

S.No	Name	No. of shares held in the Company	No. of shares held in BCL
1	Mr. Braj Binani	65625	NIL
2	Mrs. Shradha Binani	8650	NIL
3	Mrs. Nidhi Binani Singhania	31900	NIL
4	Ms. Vidhushi Binani	150	NIL
5	Mrs. Visalakshi Sridhar	NIL	NIL

The resolution as set out in item number 1 of this Notice is accordingly recommended for your approval.

**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.**

The Company intends to reduce its liabilities by disposing some of its non-core assets. The Company has identified properties which may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for disposal by way of Special Resolution. Approval of members is sought for: - to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable properties situated at 1<sup>st</sup> Floor, Feltham House, Ballard Estate, Mumbai 400001 (Office Premise), Land at Wada Village Khanivali and Ambiste, District Palghar, Plot at Lonavala, District Raigad and a Residential flat at Ahmedabad with a clear and marketable title free from all encumbrances and claims. The consideration to be received on said lease and/or sale, transfer, conveyance, assignment or sale of above property shall be utilized in paying off the Company's liabilities. Further, the Company is in the process of negotiating and finalizing the consideration and other terms & conditions with the potential purchaser(s) of the said properties. In view of the same, the Board of Directors at its meeting held on January 29, 2018 and March 19, 2018, has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies with a clear and marketable title free from all encumbrances and claims to any person(s) and/or entity(ies) as may be determined by the Board including finalization of the suitable lessee(s) /purchaser(s)/ assignee(s)/ counterparty(ies) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale and such other deeds documents and writings, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a Special Resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets including land Building Plants & Machinery & other assets at specified above.

None of the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company. The shareholding of the said Directors and Key Managerial Personnel and their relatives, is less than 2% of the paid-up share capital of the Company. The effect of the said resolution on the interests of the Directors and Key Managerial Personnel and their relatives, is not any different from the effect of the said resolution on other shareholders of the Company. The details of the shareholding of the Directors, Key Managerial Personnel and their relatives as on March 31, 2018 is as follows:

<b>S.No</b>	<b>Name</b>	<b>No. of shares held in the Company</b>	<b>No. of shares held in BCL</b>
1	Mr. Braj Binani	<b>65625</b>	<b>NIL</b>
2	Mrs. Shradha Binani	<b>8650</b>	<b>NIL</b>
3	Mrs. Nidhi Binani Singhania	<b>31900</b>	<b>NIL</b>
4	Ms. Vidhushi Binani	<b>150</b>	<b>NIL</b>
5	Mrs. Visalakshi Sridhar	<b>NIL</b>	<b>NIL</b>

The resolution as set out in item number 2 of this Notice is accordingly recommended for your approval.

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

Date : 10<sup>th</sup> April, 2018  
Place : Mumbai

**Visalakshi Sridhar**  
CFO, Manager & Company Secretary