



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. : 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](http://www.binaniindustries.com)

**Postal Ballot Form**

[To be returned to Scrutinizer appointed by the Company]

Ballot Serial No. :

- 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 cast 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 April 10, 2018 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No	Description	No. of shares held by me	I / We assent to the Resolution (For )	I / We dissent to the Resolution (Against )
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)			
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.			

Place:

Date :

\_\_\_\_\_  
(Signature of the Shareholder)

**Electronic Voting Particulars**

Electronic Voting Sequence Number (EVSN)	USER ID	PASSWORD

**Note: Kindly read the instructions printed over leaf before filling the form.**

## Instructions

1. There will be one e-voting/Ballot Form for every Client ID No./Folio No., irrespective of the number of joint holders.
2. Members can opt for only one mode of voting i.e. either by e-voting or through Postal Ballot. In case you are opting for voting by e-voting, then please do not cast your vote by Postal Ballot and vice versa. In case Members cast their votes both by e-voting and Postal Ballot, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
3. Voting rights in e-voting /Postal Ballot cannot be exercised by a proxy. However, corporate, trusts, societies and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.
4. Mr. Manoj Kumar Banthia (M.No.11470), of M/s. MKB & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
5. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
6. Members are requested to fill Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
7. In case of joint holdings, this Postal Ballot Form should be completed and signed by the First named Member and in his/her absence by the next named Member. A Member may sign the Postal Ballot Form through an attorney, in which case the copy of the Power of Attorney should be enclosed with the Postal Ballot Form.
8. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested.
9. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
10. Duly completed Postal Ballot Forms should reach the Scrutinizer no later than 5:00 pm on Saturday, 12th May, 2018. Postal Ballot Forms received after this time and date will be considered invalid.
11. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
12. Votes will be considered invalid on inter alia the following grounds:
  - if the member's signature does not tally
  - if the member has marked all his shares both in favour and also against the resolution
  - if neither the assent nor dissent is mentioned
  - if the Postal Ballot Form is unsigned or has not been signed by or on behalf of the Member
  - the Postal Ballot Form not being accompanied by a certified copy of the relevant specific authority, if the Postal Ballot Form is signed in a representative capacity
  - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds
  - if the information filled in the Postal Ballot Form is incomplete
  - any direction given by competent authority in writing to the Company to freeze the voting rights of the member
  - if the Member has made any amendment to the resolution or imposed any condition while exercising his vote
  - if the envelope containing the Postal Ballot Form is received after the last date prescribed.
13. The votes should be cast either in favour or against by putting tick mark in the column provided for assent or dissent. Postal Ballot bearing tick mark in both the columns will render the form invalid.
14. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Ballot process can write to the Company at email id : [viji@binani.net](mailto:viji@binani.net), [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 5:00 pm on Thursday, 12th May, 2018.
15. Members are requested not to send any paper (other than the Resolution/authority as specified in instruction) alongwith the Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder (s)/beneficial owners on 6th April 2018.
17. The Scrutinizer will submit his report to the Chairman or any other person duly authorised by the Chairman, on or before 5:00 pm on Monday, 14th 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](http://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 The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, 12th May, 2018, i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
18. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.