



Manoj Kumar Banthia
Company Secretary

MKB & Associates

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017
TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

September 27 2014

To

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

Sub: Scrutinizer's Report on E-voting conducted 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 and physical ballot forms received from the members who did not avail e-voting.

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **Binani Industries Limited** (the Company) to act as the Scrutinizer for the purpose of scrutinizing the electronic voting process 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 and to Scrutinize the physical ballot forms received from the members in respect of the Resolutions proposed at the 51th Annual General Meeting of the Company to be held on Monday, 29th September, 2014 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020, do hereby submit my report as follows:

- (a) The Notice dated 7th August 2014 convening the Fifty first 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 and Physical Ballots was sent on 4th September 2014 to the members of the company holding shares on the "Cut off" date of 22nd August 2014. The company has also provided an option to vote by physical ballot to the members who cannot avail of e-voting facility.
- (b) E-voting:
 - i. The e-voting services were provided by National Securities Depository Limited (NSDL).





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- ii. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 22nd August, 2014.
- iii. The period for e-voting had begun at 9.00 a.m. on Monday, 22nd September, 2014 and ended at 5.30 p.m. on Wednesday 24th September, 2014.
- iv. The votes cast were unblocked on Friday, 26th September, 2014 at 11:00 a.m. in the presence of 2 witnesses, Mr. Saheb Ali and Ms. Swetha Vijayakumar, who are not in the employment of the Company.
- v. The results of e-voting are based on the reports generated from NSDL's e-voting website <https://www.evoting.nsdl.com>.

(c) Physical Ballots:

- i. The Company had dispatched, along with the Notice convening the Annual General Meeting, the Physical ballot forms along with postage prepaid business reply envelope to its Members whose names appeared on the Register of Members as on 22nd August, 2014.
- ii. The Physical ballots were opened on 26th September, 2014 in my presence and scrutinized by me. The signature of shareholder, shareholding and other details was matched /confirmed with the Register of Members of the company as on 22nd August, 2014 with the assistance of Registrar and Transfer Agents of the Company.
- iii. All Physical ballot forms received up to 5.30 pm on September 24, 2014, being the last date and time fixed by the Company for receipt of the Ballot Forms, were considered for my scrutiny.
- iv. I did not find any defaced or mutilated ballot paper.
- v. The Company received 67 postal ballot forms, representing 15198919 shares in the Company, of which 14 ballots representing 1176 shares were found to be invalid.

I submit below my Report as under on the result of the voting through electronic means and physical ballots in respect of the said resolutions:-





	Number of Member s voting electroni cally	Number of e-votes cast	Number of Members Voting by Ballot	Number of votes cast by Phycial Ballot	Total No. of votes cast through e-voting and Physical Ballot	% of total number of valid votes cast
Item No.1 as an Ordinary Resolution: to receive, consider and adopt the audited Balance Sheet as at 31 st March, 2014, the statement of profit & loss for the year ended on the same date together with Director's Report & Auditor's Report						
(1) Voted in favour of the resolution	31	51899	53	15197728	15249627	99.99%
(2) Voted against the resolution	4	615	0	0	615	0.01%
Total	35	52514	53	15197728	15250242	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No. 2 as an Ordinary Resolution: for declaration of Dividend on Equity Shares of the Company.						
(1) Voted in favour of the resolution	34	52414	53	15197728	15250142	100%
(2) Voted against the resolution	0	0	0	0	0	0.00%
Total	34	52414	53	15197728	15250142	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.3 as an Ordinary Resolution: to appoint a director in place of Mr. Braj Binani (DIN-00009165) who retires by rotation and being eligible seeks re-appointment.						
(1) Voted in favour of the resolution	28	40340	53	15197728	15238068	99.92%
(2) Voted against the resolution	6	12124	0	0	12124	0.08%





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Total	34	52464	53	15197728	15250192	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.4 as an Ordinary Resolution: to appoint M/s Kanu Doshi Associates, Chartered Accountants (registration No.104746W) as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration						
(1) Voted in favour of the resolution	27	27985	53	15197728	15225713	99.84%
(2) Voted against the resolution	7	24429	0	0	24429	0.16%
Total	34	52414	53	15197728	15250142	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No. 5 as an Ordinary Resolution: to appoint Mr. N.C.Singhal (DIN 00004916) as Independent Director and to hold office upto the conclusion of the Fifty Third Annual General Meeting of the Company.						
(1) Voted in favour of the resolution	23	38999	53	15197728	15236727	99.91%
(2) Voted against the resolution	9	13240	0	0	13240	0.09%
Total	32	52239	53	15197728	15249967	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.6 as an Ordinary Resolution: to appoint Mr. Rahul Asthana (DIN 00234247) as an Independent Director, and to hold office upto the conclusion of the Fifty Third Annual General Meeting of the Company.						
(1) Voted in favour of the resolution	24	37664	53	15197728	15235392	99.91%





(2) Voted against the resolution	8	13215	0	0	13215	0.09%
Total	32	50879	53	15197728	15248607	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.7 as an Ordinary Resolution: to appoint Mr. S.Sridhar (DIN! 00004272) as an Independent Director and to hold office upto the conclusion of the Fifty Third Annual General Meeting of the Company.						
(1) Voted in favour of the resolution	27	51349	53	15197728	15249077	99.99%
(2) Voted against the resolution	6	940	0	0	940	0.01%
Total	33	52289	53	15197728	15250017	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.8 as an Special Resolution to re-appoint Mr. Sunil Sethy (DIN: 00244104) as an Executive Vice Chairman & Managing Director of the Company and hold office till 31st May, 2014.						
(1) Voted in favour of the resolution	29	51749	53	15197728	15249477	99.99%
(2) Voted against the resolution	4	615	0	0	615	0.01%
Total	33	52364	53	15197728	15250092	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.9 as an Ordinary Resolution: to appoint Mr. Sushil Bhattar as a Manager of the company for a period of 3 years without any remuneration, with effect from 1st June 2014.						
(1) Voted in favour of	27	51549	53	15197728	15249277	99.99%





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the resolution						
(2) Voted against the resolution	5	715	0	0	715	0.01%
Total	32	52264	53	15197728	15249992	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.10 as an Special Resolution: for seeking approval u/s 180(1)(c) of the Companies Act, 2013 to borrow an amount not exceeding Rs.2500 Crore.						
(1) Voted in favour of the resolution	25	51364	53	15197728	15249092	99.99%
(2) Voted against the resolution	6	1130	0	0	1130	0.01%
Total	31	52494	53	15197728	15250222	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.11 as a Special Resolution: for seeking approval u/s 180(1)(a) of the Companies Act,2013 ,to create any charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company, up to a sum not exceeding Rs.2500 Crore						
(1) Voted in favour of the resolution	29	51284	53	15197728	15249012	99.99%
(2) Voted against the resolution	6	1230	0	0	1230	0.01%
Total	35	52514	53	15197728	15250242	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil
Item No.12 as an Special Resolution: For Adoption of New Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013						





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(1) Voted in favour of the resolution	32	51909	53	15197728	15249637	99.99%
(2) Voted against the resolution	3	605	0	0	605	0.01%
Total	35	52514	53	15197728	15250242	100.00%
(3) Invalid votes:	0	Nil	14	1176	1176	Nil

Thanking You,

Yours Faithfully

Manoj Kumar Banthia
Company Secretary
Membership No.: 11470
COP No.: 7596

Date: September 26, 2014

Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on Friday, 26th September, 2014 and the Physical Ballots were opened in our presence by the Scrutinizer on Friday, 26th September, 2014.

Mr. Saheb Ali,
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