

## BINANI INDUSTRIES LIMITED

CIN: L24117WB1962PLC025584

37/2, Chinar Park, New Town, Rajarhat, Main Road, P.O. Hatiara, West Bengal 700157

website: www.binaniindustries.com; Tel: 08100326795 Fax: 033 – 40088802;

Email – binanigroupcal@rediffmail.com

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 58th Annual General Meeting of the Members of **BINANI INDUSTRIES LIMITED** will be held on Thursday, December 30, 2021 at 2.00 p.m. IST through Video Conferencing/Other Audio- Visual Means organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2021 together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Kumar Bagri (DIN – 00191709), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **To Re-appoint Mrs. Visalakshi Sridhar (DIN 07325198) as Managing Director and payment of remuneration**

To consider and if thought fit, to pass, with or without modification(s), the following as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company in their respective meetings held on 13th August, 2021 and subject to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals as may be required, the Company hereby accords its approval to the re-appointment of Mrs. Visalakshi Sridhar (DIN 07325198) as a Managing Director of the Company for a period of two years effective from 13th August, 2021 to 31st July, 2023 at Remuneration and perquisites, the other terms and conditions as set out in the draft Agreement entered between the Company and Mrs. Visalakshi Sridhar (a copy of which is placed before the meeting) with liberty to the Board of Directors to alter and vary the terms and conditions of the said Agreement as the Board of Directors may consider necessary and as may be agreed to by Mrs. Sridhar within the overall limits as specified in Schedule V of the Companies Act, 2013 for the time being in force or any statutory modification or re-enactment thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Agreement between the Company and Mrs. Sridhar shall be suitably modified to give effect to such variation or increase as the case may be.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. **To Re-appoint Mr. Souren Kumar Chatterjee (DIN – 08438486) as Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following as a **Special Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules, as may be applicable including the applicable provisions of the SEBI (LODR) Regulations, 2015 and pursuant to the recommendation of Board of Directors on the basis of performance evaluation, Mr. Souren Kumar Chatterjee (DIN – 08438486) being eligible to be an Independent Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a term upto the conclusion of 63rd Annual General Meeting of the Company to be held in the year 2026 or 5 years from the date of AGM in 2021 whichever is earlier.

**RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

5. **To consider and Approve Related Party Transactions**

To consider and if thought fit, to pass, the following Resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI LODR Regulations, 2015 including any modification or amendments or clarifications thereon if any and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with the following related parties within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto the maximum amount as given in the table below from the Financial year 2021-22 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.”

(Rs. Lakhs)

Sr.	Name of Related Party	Maximum Amount of Transaction
1	Narsingh Management Services Private Limited	100

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an on-going basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

## NOTES:

- In view of the outbreak of COVID-19 pandemic and its continuation in the current year, the Ministry of Corporate Affairs ("MCA") vide its Circular dated January 13, 2021 read with Circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 have permitted convening of the Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 58TH AGM of the Company is being held through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.
- In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2021 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) is being sent only to those members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice will be sent by the Company to any member. The Notice has also been hosted on the website of the Company [www.binaniindustries.com](http://www.binaniindustries.com).
- Explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the AGM and the details as required under the Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith as an Annexure - A to this Notice.
- The Board of Directors have considered and decided to include the Item no. 3 to 5 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

For and on behalf of Board of Directors  
of **Binani Industries Limited**

**Visalakshi Sridhar**

Managing Director, CFO and Company Secretary

DIN: 07325198

Date : November 15, 2021

Membership No. ICSI A13849

Place: Mumbai

AICWA-M21132

- In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report
  - In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.binaniindustries.com](http://www.binaniindustries.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at ([www.bseindia.com](http://www.bseindia.com)) and ([www.nseindia.com](http://www.nseindia.com)) respectively, and on the website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).
  - The members who have not yet registered their e-mail ids with the Company may contact Ms. Surbahi Gangatirkar of Link Intime, Registrar and Transfer Agent on [surbahi.gangatirkar@linkintime.co.in](mailto:surbahi.gangatirkar@linkintime.co.in) or 022-49186270 for registering their e-mail ids or for change in e-mail ids. (DP must be notified for change of e-mail id where shares are held in electronic form) on or before Wednesday, December 22, 2021. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes. Shareholders holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants
- Manner of registering/updating their E-mail ID Shareholders who have still not registered their e-mail ID are requested to get their e-mail ID registered, as follows:
  - Shareholders holding Shares in Physical Mode: Shareholders holding shares in physical mode and who have not updated their email address are requested to update their email address by writing to the Registrar and Share Transfer Agent of the Company, viz., Link Intime India Pvt Ltd, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083 or by sending email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) along with the copy of

the signed request letter mentioning the name and address of the Shareholder, Folio Number, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card, and self attested copy of Aadhar Card and self-attested copy of any document (Driving License, Election Identity Card, Passport, Utility Bill) in support of the address of the Shareholder.

- b. Shareholders holding Shares in Dematerialized Mode: Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, Shareholders may write to Link Intime India Pvt. Ltd. at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
8. In terms of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with (Companies) Rules, 2012 ("IEPF Rules"), the Company has uploaded the information in respect of the unclaimed dividend on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" section on the website of the Company viz. [www.binaniindustries.com](http://www.binaniindustries.com). The concerned Members are requested to verify the details of their unclaimed dividends amounts, if any, from the said websites and write to the Company's Registrar and Share Transfer Agents before the same becomes due for transfer to the Investor Education and Protection Fund as per the details given below:

Sr. No.	Dividend for the year ended	Due date for Transfer of unclaimed dividend to IEPF
1	31 <sup>st</sup> March, 2014	3 <sup>rd</sup> November, 2021
2	31 <sup>st</sup> March, 2015*	25 <sup>th</sup> January, 2023
3	31 <sup>st</sup> March, 2016	No dividend was declared
4	31 <sup>st</sup> March 2017	No dividend was declared
5	31 <sup>st</sup> March 2018	No dividend was declared
6	31 <sup>st</sup> March 2019	No dividend was declared
7	31 <sup>st</sup> March 2020	No dividend was declared

\* Binani Metals Ltd. merged with Binani Industries Ltd. vide its order dated 21st January, 2016 passed by Hon'ble High Court, Kolkata.

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends up to the financial year 2013-14 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Those Members of the Company who are still holding Share Certificates of the Company with the old name "Binani Zinc Limited" (issued in the year 1994-95) should immediately write to the Registered Office of the Company asking for stickers for change of name, to be affixed on such Share Certificates. The Share Certificates need not be sent, only the details of the Certificates are to be furnished.

9. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.

10. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of NSDL to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
11. The remote e-voting period commences on Monday, December 27, 2021 (9:00 a.m. IST) and ends on Wednesday, December 29, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut off date i.e. Thursday, December 23, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. However members who have already cast their votes by remote e-voting may attend the Meeting through VC but will not be entitled to cast their votes once again at the AGM.
12. The Board of Directors has appointed Mr. Mohammad Aabid, Membership No.F6579 Certificate of Practice No. 6625 M/s. Aabid & Co., Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the remote e- voting and e- voting system provide in the Meeting in a fair and transparent manner.
13. The Company shall be providing the facility of voting through E-mail which shall be sent to the designated e- mail id of the Scrutinizer i.e. [aabid@aacs.in](mailto:aabid@aacs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), to those members who do not cast their vote through remote e- voting.
14. Voting rights of the members (for voting through remote e-voting or e-voting system provided in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. December 23, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e- voting system provide in the Meeting.
15. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
- Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 58th AGM without any restriction on account of first-come first- served principle.
  - The login-id and password for joining the meeting has been separately provided along with this Notice. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. 1.45 p.m. and 15 minutes after the expiry of the said scheduled time i.e. till 2.15 p.m.

- c. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. and members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the Meeting;
- d. Participation of single member shall only be allowed at a time;
- e. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be mailed to the Company at e-mail id [pb@binani.net](mailto:pb@binani.net) at least seven days in advance of the meeting so that the answers may be made readily available at the meeting;
- f. Members are requested to e-mail at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in); [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or call at 1800-222-990 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;
- g. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- h. In view of the MCA Circulars, no proxy shall be appointed by the members. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
16. The Register of Members of the Company will remain closed from Thursday, December 23, 2021 to Thursday, December 30, 2021 (both days inclusive) for determining the name of members.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 together with all other relevant documents referred to in the accompanying notice/explanatory statement shall be made available only electronic form for inspection which can be accessed through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [pb@binani.net](mailto:pb@binani.net)
18. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2020-21 shall also be available on the Company's website [www.binaniindustries.com](http://www.binaniindustries.com) and also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
19. The results of remote e-voting and e-voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard.
20. The results declared along with the report of the scrutinizer shall be placed at the Company's website [www.binaniindustries.com](http://www.binaniindustries.com) and on the website of NSDL immediately after the result is declared by the Chairman.
21. Members are requested to contact the Company's Registrar & Share Transfer Agent, i.e. M/s Link In Time India Private Limited for reply to their queries / redressal of complaints, if any, or contact Ms. Vahini Kanojiya on e-mail [vahini@binani.net](mailto:vahini@binani.net) or Mr. Sauvik Nayak of the Company (Phone: 8100326795 ; Email: [sauvik.nayak@binani.net](mailto:sauvik.nayak@binani.net)).
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. M/s Link Intime India Private Limited or the Company.
23. Non-Resident Indian Members are requested to inform RTA, immediately on: (a) Change in their residential status on return to India for permanent settlement; (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
24. Members holding shares in single name and wishes to appoint nominee in respect of their shareholding may download the nomination form from the Company's website.
25. The equity shares of the Company are eligible for dematerialization with both depositories NSDL and CDSL. The ISIN of the Company is INE071A01013
26. Members are requested to note that in respect of the shares held in physical form, all correspondence relating to share transfers, transmissions, sub-division, consolidation of shares or any other related matters and/or change in address or updation thereof, should be addressed to Registrar and Transfer Agents of the Company, viz. Link Intime India Private Limited, having address at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Shareholders, whose shareholding is in dematerialized form, are requested to direct their correspondence regarding change of address, registration of e-mail address and updation of bank account details to their respective Depository Participant.
27. A brief profile of Directors proposed to be appointed / re-appointed is annexed hereto and is forming a part of this notice.
28. Instructions for voting through electronic means (e-voting) & other instructions relating thereto are as under:
- PROCEDURE FOR REMOTE E-VOTING
- THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**
- The remote e-voting period begins on Monday, December 27, 2021 at 9.00 A.M. and ends on Wednesday, December 29, 2021 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, December 23, 2021, may cast their vote electronically.**
- The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being December 23, 2021.**



## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeaDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeaDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein</li> </ol>

	<p>you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 2244 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client IDFor example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary IDFor example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the companyFor example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - a) How to retrieve your 'initial password'?
      - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aabid@acs.in](mailto:aabid@acs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [pb@binani.net](mailto:pb@binani.net)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [pb@binani.net](mailto:pb@binani.net) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [pb@binani.net](mailto:pb@binani.net). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

For and on behalf of Board of Directors  
of **Binani Industries Limited**

**Visalakshi Sridhar**  
Managing Director, CFO and Company Secretary  
DIN: 07325198

Date : November 15, 2021  
Place: Mumbai

Membership No. ICSI A13849  
AICWA-M21132

## ANNEXURE TO NOTICE

### Statement pursuant to Section 102 (1) of the Companies Act, 2013

#### Item No.3

Mrs. Visalakshi Sridhar (DIN-07325198) was appointed as a Managing Director of the Company in the meeting held on 13th August, 2021 for a period till 31st July, 2023 at Rs.6,24,435/- p.m. including perquisite (break-up of which is given below). Hence the approval of the members is sought for her appointment.

Except Mrs. Sridhar, none of the Directors of the Company is in anyway concerned or interested in this Special Resolution.

The information and disclosures, as required under Section –II of Part II of Schedule V of the Companies Act, 2013 are given herein below:-

#### I. General Information

##### (1) Nature of Industry:

The Company is providing Logistic Management Services

##### (2) Date or expected date of commencement of commercial production:

2nd August, 1962

##### (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

##### (4) Financial Performance based on given indicators:

Financial Parameters	2020-21*	2019-20*	2018-19*	2017-18*	2016-17*
Net Sales & Other Income	236.03	1681.38	1802.90	4305.24	18387.81
Interest & Financial Charges	311.30	289.67	268.68	5073.03	5248.82
Depreciation & Amortisation	35.82	42.11	74.05	84.82	169.76
Profit/Loss before tax	(316.96)	186.60	(161498.11)	(479.16)	1429.85
Other Comprehensive Income	(316.96)	(10282.58)	(177378.50)	(504.69)	1067.33
Profit/(Loss) and other Comprehensive Income	(4.65)	6.50	(15.95)	5.45	(18.68)

\* the Figures are as per Indian Accounting Standards (Ind AS).

##### (5) Foreign Investments or collaborations, if any

The Company has not made any foreign investment during the period under review.

#### II. Information about the appointee:

##### (1) Background details:

Mrs. Visalakshi Sridhar aged about 55 years is B.com, AICWA and

ACS; She has experience of over 31 years in diversified business in the domain of Finance, Strategy Accounts and Company Secretary. She has been associated with the Group for over 23 years in various capacities. During her association with the Group, the Group has completed organic and inorganic expansion in Cement and Glass Fibre and has also resolved issues post CIRP process of Binani Cement Limited.

In addition to the above she is also a Chief Financial Officer and Company Secretary of the Company and holds position of MD CFO and CS of Edayar Zinc Limited (Wholly Owned Subsidiary of the Company)

##### (2) Past remuneration:

Details of remuneration received from the Company in the last three years

Particulars	2020-21	2019-20	2018-19
Cost to the Company	74.93	74.93	74.93

##### (3) Recognition or awards: NIL

##### (4) Job profile and her suitability:

Mrs. Sridhar, as Managing Director is responsible for the day to day affairs of the Company and control of the Board of Directors of the Company.

She possess expertise in Accounting, Secretarial, Finance, strategy etc.

##### (5) Remuneration Proposed:

	Remuneration as per Schedule V		
	Included	Excluded	Total
Basic	4,90,000		4,90,000
Children Education Allowance	200		200
Uniform Reimbursement	1,250		1,250
Uniform Maintenance Reimbursement	500		500
PF	58,800	58,800	
Gratuity	23,569	23,569	
NPS	47,500	47500	
Food Coupons	2,200		2,200
LTA			
Gift Coupons	416		416
Total CTC pm	4,94,566	1,29869	6,24,435
Total CTC pa	59,34,792	15,28,176	74,93,220

Note: The perquisites, allowances and entitlements which are linked to Basic Salary shall be subject to change depending on the changes in the basic salary.

In the absence of or inadequacy of profits in any financial year, subject to the approvals as may be required, Mrs. Sridhar shall be paid remuneration by way of salary, allowances, perquisites, incentives and other entitlements which shall not exceed limits prescribed under Schedule V of the Companies Act 2013 or any statutory modification and/or re-enactment thereof.



The remuneration payable, including the perquisites and the monetary value hereof, is subject to revision from time to time within the overall limits in Schedule V to the Companies Act, 2013 for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations framed thereunder.

- (1) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Being a holding Company comparative remuneration profile with respect to industry not applicable. However, on a consolidated basis the Company would fall within the category of a diversified Company. As on 31st March, 2021 the consolidated Total Income was Rs. 913.03 Lakhs. Considering the fact that the incumbent is a Senior Cost Accountant and Company Secretary and has exposure to all the areas of finance, accounts, legal and Company Secretarial activities, the salary proposed is comparable with the existing compensation packages of identifiably placed Companies.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel [or other director], if any:
8. Shareholding in the Company as on March 31, 2021
9. Disclosure of relationships between Directors inter-se

### III. Other Information

- (1) Reasons for loss or inadequate profits:

The Company being a Holding Company, its main source of income is dividend from its subsidiaries. The Group is going through a process of restructuring.

- (2) Steps taken or proposed to be taken for improvement & Expected increase in productivity and profits in measurable terms:

The Company being a holding Company, its main source of income is dividend from its Subsidiaries. All the subsidiaries are affected by a host of factors over which the respective Companies have little control.

All round efforts are being made to cut-down cost and to increase efficiencies which is likely to enhance profitability. The Company is also in the process of looking out for New Business.

Your Directors recommend the Resolution for your approval as an Special Resolution. None of the Directors is concerned or interested in this resolution.

A copy of the Agreement referred to in the Resolution as Item No.3 will be open for inspection by the Members of the Company only in electronic form. Members seeking to inspect the same may send their request to the Company at e-mail id pb@binani.net.

#### Item No. 4:

Mr. Souren Kumar Chatterjee (DIN – 08438486) was appointed as an Independent Director of the Company at the 56th Annual General Meeting held in the year 2019 for a term up to the conclusion of ensuing 58th Annual General Meeting. Accordingly, his first term as Independent Director will come to an end upon conclusion of ensuing 58th Annual General Meeting.

The Board of Directors of the Company has evaluated the performance of the Mr. Souren Kumar Chatterjee and on the basis of the said evaluation has concluded that he fulfil his responsibilities towards the Company in a professional and ethical manner, actively participate in discussions during the Board and Committee meetings and act objectively and constructively while bringing an independent opinion during deliberations at the said meeting.

In view of the above and on the basis of performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of Directors unanimously recommends his re-appointment for a second term for a period up to the conclusion of 63rd AGM to be held in the year 2026.

Brief Profile: Mr. Souren Kumar Chatterjee, aged about 63 years, is a B.com LLB, Lawyer by profession and has more than 32 years of Experience as an Practicing Advocate. His areas of expertise includes Taxation and Civil Matters.

The Company has also received a declaration from Mr. Souren Kumar Chatterjee confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (LODR) 2015. Mr. Souren Kumar Chatterjee is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given his consent to act as Director of the Company.

The brief profile of Mr. Souren Kumar Chatterjee is enclosed to this notice for perusal of members. In the opinion of Board, Mr. Souren Kumar Chatterjee, fulfills the conditions specified in the Act and the rules made thereunder and he is independent of the management. In view of the above, in terms of Section 149 of the Act read with Schedule IV thereto, the Board recommends for the passing of resolution set-out under Item no.4 of this notice as Special Resolution.

Except Mr. Souren Kumar Chatterjee, none of the Directors and Key Managerial Personnel, or their relatives, is interested or concerned in the Resolution.

#### Item No. 5:

The Company has also entered into agreements with Narsingh Management Services Private Limited an Associate of the Company and also with Nirbhay Management Services Private Limited, a subsidiary of the Company for manpower support services to various offices and factories of the group throughout India. Effective October 2021 all the employees of Nirbhay Management Services Private Limited have been transferred to Narsingh Management Services Private Limited and hence the total transaction with Narsingh Management Services Private Limited shall increase. The shareholders had earlier approved the transaction limit at Rs.50 lakhs each for both the Companies. It is now proposed to increase the total transaction value to Rs. 100 lakhs for Narsingh Management Services Limited.

Narsingh Management Services Pvt Limited and Nirbhay Management Services Private Limited are related parties as per the provisions of the Companies Act read with SEBI LODR Regulations 2015, the Company envisages that the transaction(s) entered into / to be entered into with these related parties whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through an Ordinary resolution for entering into contract(s)/ arrangement (s)/ transaction(s)

with these related parties upto a maximum amount as mentioned in the respective resolution from the financial year 2021-22 onwards.

Information required as per the provisions of Rule 15 of the Companies (Meeting of Board and Power) Rules 2014 as amended is given below:

Name of the related party	Narsingh Management Services Pvt Ltd
Name of Director or KMP who is related, if any	Mr. Rajesh Kumar Bagri Mr. Souren Kumar Chatterjee
Nature of relationship	Associate Company Shareholders 1. Triton Trading Company Private Limited (50%) 2. Sharvah Multitrade Company Private Limited (50%)
Nature, material terms, and particulars of the contract or arrangements	On a continuous basis
Monetary value p.a.	Rs. 100 lakhs
any other information relevant or important for the members to take a decision on the proposed resolution	For manpower support services

The details of the shareholding of the Promoters Directors, Key Managerial Personnel and their relatives in the Company as on 31st March, 2021 is as follows:

S. No	Name	No. of shares in Edayar Zinc Limited
1	Triton Trading Company Private Limited	14259264
2	Mrs. Kalpana Brajbhushan Binani	1373065
3	Miracle Securities Private Limited	440000
4	Athithi Tie-up Private Limited	325000
5	Mr. Braj Binani	65625
6	Mrs. Shradha Binani	8650
7	Mrs. Nidhi Binani Singhania	31900
8	Ms. Vidhushi Binani	150
9	Mrs. Visalakshi Sridhar	NIL

All related parties shall abstain from voting on this resolution.

None of the Directors, Key Managerial Persons or their relatives, is in any way, concerned or interested in the said resolution except to the extent as given.

Your Board recommends passing of this resolution

For and on behalf of Board of Directors  
of **Binani Industries Limited**

**Visalakshi Sridhar**  
Managing Director, CFO and Company Secretary  
DIN: 07325198

Date : November 15,2021  
Place: Mumbai

Membership No. ICSI A13849  
AICWA-M21132

## A brief profile of Directors proposed to be appointed / re – appointed

Name of the Director	Mr. Rajesh Kumar Bagri	Mrs. Visalakshi Sridhar	Mr. Souren Kumar Chatterjee
Din No.	00191709	07325198	08438486
Age	63	55	63
Date of Birth	16.04.1958	12.04.1966	27.12.1958
Qualifications	B.Com (Honours)	B.Com, ACS & AICWA	B.com, LLB
Experience in Specific Functional Areas	Consultant and Advisor	Finance, Accounts, Taxation & Secretarial, Compliance	Taxation and Civil matters
Date of first appointment on the Board	26.04.2018	13.08.2018	29.08.2019
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors or with KMP	N.A.	N.A.	N.A.
Number of meetings attended during 2020-21	5	5	5
Terms and Conditions for appointment	As per their Appointment Letter	As per Explanatory Statement	As per their Appointment Letter
Remuneration proposed to be paid	Sitting Fees		Sitting Fees
Last drawn remuneration	N.A.		N.A.
Other Directorships (Excluding foreign companies)	Raj Computer and Management Private Limited* BM Retailers Private Limited Megha Mercantile Private Limited Narsingh Management Services Limited Jattipura Hospitality Private Limited Plover Developers Private Limited Everest Goods Private Limited. Everest Goods Private Limited. Yogmaya Dairy Products Private Limited Manmohan Bullions Private Limited Miracle Securities Private Limited Atithi tie-up private limited Narmada Traders and Commercial Private Limited Devesh Trading Private Limited BIL Infratech Limited	Royalvision Projects Private Limited Nirbhay Management Services Private Limited Remsons Industries Limited (Listed) Edayar Zinc Limited R.B.G. Minerals Industries Limited	Total Composites Private Limited Atithi Tie-Up Private Limited Atithi Tie-Up Private Limited Kasturi Dealcomm Private Limited Lotus Commodeal Private Limited Shivganga Agency Private Limited BIL Infratech Limited Nirbhay Management Services Private Limited Narsingh Management Services Private Limited Narmada Traders and Commercial Private Limited Devesh Trading Private Limited
Membership/Chairmanship of Committees of other Boards of listed companies	NIL	Remsons Industries Limited (Listed) Audit Committee - Chairman Stakeholders Relationship Committee - Member	

\*Under process of striking off