

31<sup>st</sup> March, 2022

The Secretary  
Calcutta Stock Exchange Ltd.  
7, Lyons Range,  
Kolkata-700001.

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

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

Dear Sirs/Madam,

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

Further to our letter dated 28<sup>th</sup> February, 2022 and pursuant to Regulation 30 of the Listing Regulations, we wish to inform you that the outcome of the Special Resolutions as given in the notice of the postal ballot dated 14<sup>th</sup> February, 2022, by way of a brief proceeding of the Postal Ballot conducted is attached herewith.

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

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

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Binani Industries Limited**



**Visalakshi Sridhar**  
**Managing Director, CFO & Company Secretary**  
DIN07325198



Encl: As above

## **Binani Industries Limited**

CIN: L24117WB1962PLC025584

**Corporate Office:** Mercantile Chambers, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai - 400 001, India.

**Tel:** +91 22 4126 3000 / 01 / 02 | **Fax:** +91 22 2263 4960 | **Email:** mumbai@binani.net | www.binaniindustries.com

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

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

## DETAILS OF THE PROCEEDINGS OF THE POSTAL BALLOT

SI No	Particulars	Details
1.	Date of Notice of Postal Ballot	14 <sup>th</sup> February, 2022
2.	Cut- off Date for voting	11 <sup>th</sup> February, 2022
3.	E-Voting system provided by	National Securities Depository Limited
4.	Total No. of Shareholders as on Cut-off Date	43201
5.	Total No. of shareholders who voted by means of e-voting for Resolution 1	
	a. Promoters & Promoters Group	8
	b. Public Institution	0
	c. Public Non Institutions	238
6.	Total No. of shareholders who voted by means of e-voting for Resolution 2	
	d. Promoters & Promoters Group	8
	e. Public Institution	0
	f. Public Non Institutions	237
7.	Total No. of shareholders who voted by means of e-voting for Resolution 3	
	a. Promoters & Promoters Group	8
	b. Public Institution	0
	c. Public Non Institutions	238

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## RESULT OF THE POSTAL BALLOT

Sl	Agenda	Resolution (Ordinary / Special)	Mode of Voting	Remarks
1.	To appoint Mr. Manoj Thakorlal Shroff (DIN-00330560)	Special	E-voting	Passed with requisite majority
2.	To appoint Mr. Pradyut Meyur (DIN 09488311)	Special	E-voting	Passed with requisite majority
3	To appoint Mr. Sanjib Ranjan Maity (DIN 09488244)	Special	E-voting	Passed with requisite majority

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## Binani Industries Limited

1 - To appoint Mr. Manoj Thakorlal Shroff (DIN - 00330560) as Independent Director

Resolution Required : (Special)		1 - To appoint Mr. Manoj Thakorlal Shroff (DIN - 00330560) as Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		16503654	100.0000	16503654	0	100.0000	0.0000
	Poll	16503654	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16503654</b>	<b>100.0000</b>	<b>16503654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	653895	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		77502	0.5455	45221	32282	58.3482	41.6518
	Poll	14208626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>77502</b>	<b>0.5455</b>	<b>45221</b>	<b>32282</b>	<b>58.3482</b>	<b>41.6518</b>
<b>Total</b>		<b>31366175</b>	<b>16581157</b>	<b>52.8632</b>	<b>16548875</b>	<b>32282</b>	<b>99.8053</b>	<b>0.1947</b>



## Binani Industries Limited

Resolution Required : (Special)

2 - To appoint Mr. Pradyut Meyur (DIN - 09488311) as Independent Director

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		16503654	100.0000	16503654	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	16503654	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16503654</b>	<b>100.0000</b>	<b>16503654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	653895	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		77378	0.5446	44911	32467	58.0410	41.9590
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	14208626	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>77378</b>	<b>0.5446</b>	<b>44911</b>	<b>32467</b>	<b>58.0410</b>	<b>41.9590</b>
<b>Total</b>		<b>31366175</b>	<b>16581032</b>	<b>52.8628</b>	<b>16548565</b>	<b>32467</b>	<b>99.8042</b>	<b>0.1958</b>





## Binani Industries Limited

Resolution Required : (Special)

3 - To appoint Mr. Sanjib Ranjan Maity (DIN – 09488244) as Independent Director

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	16503654	16503654	100.0000	16503654	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	16503654	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16503654</b>	<b>100.0000</b>	<b>16503654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	653895	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	0	73053	0.5141	39387	33667	53.9157	46.0843
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	14208626	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>73053</b>	<b>0.5141</b>	<b>39387</b>	<b>33667</b>	<b>53.9157</b>	<b>46.0843</b>
<b>Total</b>		<b>31366175</b>	<b>16576708</b>	<b>52.8490</b>	<b>16543041</b>	<b>33667</b>	<b>99.7969</b>	<b>0.2031</b>



**REPORT OF SCRUTINIZER**

(Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2015 as amended from time to time)

**Date: 31st March 2022**

To,  
The Chairman,  
**Binani Industries Limited**  
Mercantile Chambers, 12, J.N. Heredia Marg, Ballard Estate,  
Mumbai 400001 Maharashtra

**Sub: Scrutinizer Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 14<sup>th</sup> February, 2022 through Postal Ballot**

**Dear Madam/Sir,**

I, Mohammed Aabid, Practicing Company Secretary has been appointed as the Scrutinizer by the Board of Directors of Binani Industries Limited hereinafter referred as the Company, for the purpose of scrutinizing the process of Postal Ballot including voting through electronic means pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed through Postal Ballot Notice dated 14<sup>th</sup> February, 2022

The Postal Ballot Notice for passing the special businesses along with statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of resolutions proposed as special business to be passed by the shareholders of the Company through Postal ballot process including voting by electronic means was sent to the shareholders on 14th February, 2022. The Company has availed services of National Securities Depository Limited ("NSDL") (herein after called "the NSDL") to provide e-voting facility to its Members.

The Shareholders of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Friday, 11<sup>th</sup> February, 2022 were entitled to vote on the proposed resolutions as set out at item nos. 12 & 3 in the Postal Ballot Notice.



The voting period for e-voting commenced on Tuesday, 1<sup>st</sup> March, 2022 at 9.00 a.m. and ended on Wednesday, 30<sup>th</sup> March, 2022 at 5:00 p.m. and e-voting system of NSDL was blocked immediately thereafter. Votes cast by means of e-voting till Wednesday, 30<sup>th</sup> March, 2022 upto 5:00 p.m., were considered.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the NSDL e-voting system and now submit report as given below:

### SPECIAL BUSINESS

#### Item No. 1: Special Resolution:

##### I. To appoint Mr. Manoj Thakorlal Shroff (DIN – 00330560) as Independent Director

##### I. Voted in favour of the resolution:

	Number of members who Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	198	16548875	99.80
Physical	-	-	-
<b>Total</b>	<b>198</b>	<b>16548875</b>	<b>99.80</b>

##### II. Voted against the resolution:

	Number of members who Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	48	32282	0.19
Physical	-	-	-
<b>Total</b>	<b>48</b>	<b>32282</b>	<b>0.19</b>

##### III. Invalid Votes: NIL

#### Item No. 2: Special Resolution:

##### I. To appoint Mr. Pradyut Meyur (DIN – 09488311) as Independent Director





## I. Voted in favour of the resolution:

	Number of members who Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	16548565	99.80
Physical	-	-	-
<b>Total</b>	<b>196</b>	<b>16548565</b>	<b>99.80</b>

## II. Voted against the resolution:

	Number of members who Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	49	32467	0.19
Physical	-	-	-
<b>Total</b>	<b>49</b>	<b>32467</b>	<b>0.19</b>

## III. Invalid Votes: NIL

Item No. 3: Special Resolution:**III. To appoint Mr. Sanjib Ranjan Maity (DIN – 09488244) as Independent Director**

## i. Voted in favour of the resolution:

	Number of members who Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	197	16543041	99.79
Physical	-	-	-
<b>Total</b>	<b>197</b>	<b>16543041</b>	<b>99.79</b>

## II. Voted against the resolution:

	Number of members who Voted	Number of votes cast by them	% of total number of valid votes cast



E-voting	49	33667	0.20
Physical	-	-	-
<b>Total</b>	<b>49</b>	<b>33667</b>	<b>0.20</b>

III. Invalid Votes: NIL

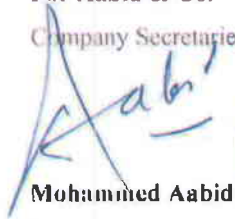
The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot and the same shall be handed over to the Compliance Officer for safe keeping.

Thanking You

Yours Faithfully,

For Aabid & Co.

Company Secretaries



**Mohammed Aabid**

Partner

Membership No.: F6579

C. P. No.: 6625

UDIN: F006579C003442211



Place: Mumbai

Date: 31<sup>st</sup> March 2022

Countersigned



Chairman

