

BINANI INDUSTRIES LIMITED

(CIN: L24117WB1962PLC025584)

Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata- 700157.

Tel.: 033-3262 6795/96, **Website:** www.binaniindustries.com

NOTICE OF POSTAL BALLOT

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), that Special Resolution as set out in the Notice of Postal Ballot dated May 11, 2015, is proposed to be passed by the Members of the Company by way of Postal Ballot.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide to its Members the facility to cast their votes by electronic means (e-voting) through Central Depository Services (India) Limited (CDSL) in respect of Special Resolution as set out in the Notice of Postal Ballot.

The Board of Directors has appointed Mr. Mohammed Aabid of M/s. Aabid & Co, Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are hereby informed that:

- a) the Company has completed the dispatch of Notices of Postal Ballot along with the Postal Ballot Forms and self addressed postage pre-paid business reply envelopes through permitted modes on May 22, 2015;
- b) the e-voting period shall commence at 10:00 Hours (IST) on May 23, 2015 (Saturday) and end at 17:00 Hours (IST) on June 22, 2015 (Monday) (both days inclusive) and the e-voting module shall be disabled by CDSL for voting thereafter;
- c) Members, who have not received the Postal Ballot Forms, may write to the Company Secretary or send an e- mail to mt.helpdesk@linkintime.co.in for duplicate Postal Ballot Forms;
- d) In case a Member, who has received Postal Ballot Form, wishes to avail e-voting facility, can do so by following the instructions for e-voting as given in the Postal Ballot Notice;
- e) the Postal Ballot Forms duly completed in all respect should reach the Scrutinizer not later than 17:00 Hours (IST) on June 22, 2015 (Monday) and any Postal Ballot Form received beyond this date will not be valid and voting whether by way of Postal Ballot Form or e-voting, shall not be allowed beyond this date.
- f) the voting rights of the Members shall be in proportion to their shareholding in the total paid-up equity share capital of the Company as on the cut off date i.e. May 15, 2015 (Friday).

In case Members have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under the "Help" section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Amit Kumar Gupta at Telephone Number 022-3026300/01/02 or at the below mentioned address of corporate office of the company or send an email at amit.gupta@binani.net.

The results of the voting by Postal Ballots will be declared by the Chairman or any other Director of the Company at 11:00 a.m. on June 23, 2015 (Tuesday) at the Corporate Office of the Company situated at Mercantile Chambers, 12, J.N. Heredia Marg, Ballard Estate, Mumbai - 400 001. The said results will also be intimated to the Stock Exchanges, published in the newspapers and uploaded on the Company's website viz., www.binaniindustries.com.

For Binani Industries Limited

K.K. Saraf

President & Company Secretary

Mumbai, May 22, 2015