

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 53rd Annual General Meeting of the Members of BINANI INDUSTRIES LIMITED will be held on Thursday, 29th September, 2016 at 2.30 p.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020, West Bengal to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Nidhi Binani Singhania (DIN -00030435), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s MZSK & Associates, Chartered Accountants as Statutory Auditors of the Company in respect of financial year 2016-17. M/s MZSK & Associates were appointed as Statutory Auditors of the Company in the 52nd Annual General Meeting for a period of 5 years upto a maximum period up to the conclusion of Fifty- Seventh Annual General Meeting of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification (s) or re-enactment thereof for the time being in force), the appointment of M/s MZSK & Associates, Chartered Accountants, Mumbai (Firm Registration Number – 105047W) as Statutory Auditors of the Company who were appointed as Auditors of the Company by the Members at the Fifty Second Annual General Meeting to hold office till the conclusion of Fifty- Seventh Annual General Meeting of the Company be and is hereby ratified and the Board of Directors / Audit Committee of the Company be and is hereby authorized to fix the remuneration plus reimbursement of out of pocket expenses as may be incurred by them in connection with the audit of the accounts of the Company for the financial year ending March 31, 2017.”

SPECIAL BUSINESS:

4. To appoint Dr. (Mrs.) Sangeeta Pandit as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV of the Companies Act, 2013 and Regulations 17(1) and 25(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or applicable regulations

of SEBI (LODR) Regulations, 2015 , Dr. (Mrs.) Sangeeta Pandit (DIN -06748608), Additional Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of 55th Annual General Meeting to be held in the year 2018.”

5. To re-appoint Mr. Rahul Asthana as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV of the Companies Act, 2013 and Regulations 17(1) and 25(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or applicable regulations of SEBI (LODR) Regulations, 2015, Mr. Rahul Asthana (DIN -00234247), Independent Director of the Company who shall hold office up to the conclusion of this 53rd Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of 55th Annual General Meeting to be held in the year 2018.”

6. To re-appoint Mr. S. Sridhar as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV of the Companies Act, 2013 and Regulations 17(1) and 25(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or applicable regulations of SEBI (LODR) Regulations, 2015 , Mr. S. Sridhar (DIN 00004272), Independent Director of the Company who shall hold office up to the conclusion of this 53rd Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of 55th Annual General Meeting to be held in the year 2018.”

By Order of the Board of Directors
For BINANI INDUSTRIES LIMITED

Visalakshi Sridhar
CFO, Manager & Company Secretary
Membership No. ICSI-A13849
AICWA - M2113

Date: 29th July, 2016
Place: Mumbai

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015, of the person seeking appointment/re-appointment as Director under Item no. 2, 4 5 and 6 of the Notice are also annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY.

A person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other Member.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Annual General Meeting ('AGM'). Proxies submitted on behalf of the companies/ bodies corporate etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is appended with this Notice.

3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company at its Registered Office, provided that not less than three days of notice in writing is given to the Company.

4. The Register of Members and Share Transfer Books will be closed from Wednesday, 21st September, 2016 to Thursday, 29th September, 2016 (both days inclusive) in terms of SEBI (Listing Obligation Disclosure Requirement) Regulations, 2015 for the purpose of AGM.

5. Members/ Proxies are requested to bring their copy of Annual Report to the Meeting for their reference. Duly filled Attendance Slip should be handed over at the entrance of the meeting venue. Members are requested to quote their DP ID/Client ID or Folio in the Attendance Slip to enable the Company to record their attendance properly.

Members are requested to address their queries relating to Financial Statements of the Company, if any, to the Company Secretary at least seven days in advance of the AGM, to enable the Company to keep the information ready.

6. 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 and under "Investor Relations" section on the website of the Company viz. 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	31st March, 2010	26th July, 2017
2	31st March, 2011	30th July, 2018
3	31st March, 2012	5th September, 2019
4	31st March, 2013	31st October, 2020
5	31st March, 2014	3rd November, 2021
6	31st March, 2015	No dividend was declared

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends up to the financial year 2008-09 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", 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.
- Members holding shares in physical forms in identical names under different ledger folios are requested to apply for consolidation of such folios and send the relevant Equity Share Certificates to the Company's Registrars and Share Transfer Agents for necessary endorsements.
- Members, who are holding shares in physical form, are advised to get their physical shares dematerialized in their own interest, since the same will enable the Company to provide investor related services in faster, more efficient and cost effective manner Members may note that the Company's shares are traded in the Stock Exchange(s) in dematerialized form only.
- Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- In case of Joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members holding shares in single and physical form are advised to make nomination in respect of their shareholding in the Company.
- Members, holding shares in more than one folio in the same name(s) are requested to send share certificates so as to enable the Company to consolidate all their holding into one folio.
- 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

15. A brief profile of Directors proposed to be appointed / re-appointed is annexed hereto and is forming a part of this notice.
16. 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 Arrangement in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, shall be available for inspection by the Members at the AGM.
17. 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078. 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.
18. Please quote Your DP ID No. /Client ID No. or Folio Number in all their correspondence.
19. The telephone numbers and email ID of concerned official/s of the Company responsible to address the grievances are as under :
 - (i) At Mumbai: Mr. Nagesh Naik & Mr. Sushil Nair
Tel. 022- 30263000/1/2 (Extn. 3039, 3031)
Email: nagesh@binani.net, sushil.nair@binani.net
 - (ii) At Kolkata: Mr. Sauvik Nayak
Tel-08100326795
Email: sauvik.nayak@binani.net
20. The Annual Report for 2015-16 along with the Notice of the AGM, Attendance Slip and Proxy Form is being sent by electronic mode to all the Members who have registered their email IDs with the Depository Participants, Registrar and Share Transfer Agents and the Company unless where any Member has requested for the physical copy. The physical copies of the aforesaid documents will be available for inspection at the Registered Office of the Company during business hours on working days. Members, who require physical copy of Annual Report may write to the Company Secretary or Registrar and Share Transfer Agents. Members may further note that the said documents will also be available on the website of the Company, www.binaniindustries.com.
21. Pursuant to Section 101 of the Companies Act, 2013 and Rules made there under, the companies are allowed to send communication to Shareholders electronically. The Members are therefore requested to kindly register/update email IDs with their respective Depository Participant and in case of physical shares with the Company's Registrar and Share Transfer Agents or the Company and make Green Initiative a success.
22. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the Listing Regulations, the Company is pleased to provide the facility

to Members to exercise their right to vote on the Resolutions proposed to be passed at AGM by electronic means through CDSL e-voting platform. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on 21st day, of September, 2016, i.e. the cut-off date for the purpose of voting at AGM, are entitled to vote on the Resolutions set forth in this Notice. The Members may cast their votes on electronic voting system from place other than the venue of the AGM ('remote e-voting').

23. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given herein below:

PROCEDURE FOR REMOTE E-VOTING

- i. The remote e-voting period begins on Monday, 26th September, 2016 at 09.00 a.m. and ends on Wednesday, 28th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 28th September, 2016.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders
- v. Now Enter your UserID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on LOGIN.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN:	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). *Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the address slip/provided in the email sent to you.

Dividend Details OR Date of Birth (DOB)	Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for **Binani Industries Limited** on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else to change your vote, click "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking "Click here to print" option on the voting page.
- xviii. If Demat account holder has forgotten the same pass word then Enter the User ID and the image verification code and click 'FORGOT PASSWORD' & enter the details as prompted by the system.
- xix. Note for Non-Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
24. The voting right of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut off date.
25. In addition to remote e-voting, the facility for voting, either through electronic voting system or ballot/polling paper, shall also be made available at the venue of Annual General Meeting and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.
26. The route map to the venue of AGM is provided in this Annual Report for easy location.
27. The Company has appointed Mr. Manoj Kumar Banthia (M.No.11470) of M/s MKB & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire voting process (including remote e-voting) in a fair and transparent manner.
28. At the Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutiniser, order voting through ballot paper / electronically at the venue of the Annual General Meeting. Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be entitled to exercise their voting rights at the meeting. Any Member, who has voted by remote e-voting on the Resolutions contained in this Notice prior to the AGM may also attend the meeting but shall not be entitled to vote at the AGM.
29. Any person who is not a Member as on the cut-off date i.e. 21st September, 2016, shall treat this Notice for information purpose only.
30. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Notice and holds the shares as of the cut-off date i.e. 21st September, 2016, may obtain the Annual Report by sending a request at nagesh@binani.net or sushil.nair@binani.net
31. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, would count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence

of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or any other Director authorized by the Board who shall countersign the same. The Chairman or any other Director authorized by the Board will declare the result of the remote e-voting and voting at the AGM, forthwith.

32. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, www.binaniindustries.com and that of CDSL viz. www.evotingindia.com immediately after the result is declared. The same will also be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed at the Notice Board of the Company at the Registered Office and the Corporate Office of the Company.

ANNEXURE TO NOTICE

Statement pursuant to Section 102 (1) of the Companies Act, 2013. Item No. 4

Dr. (Mrs.) Sangeeta Pandit (DIN-06748608) was appointed as an Additional Director of the Company on 21st April, 2016 in term of Section 161 of the Companies Act, 2013 ("the Act"). Dr. (Mrs.) Sangeeta Pandit holds office upto the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Sangeeta Pandit, being eligible, is proposed to be appointed as an Independent Director to hold office until the conclusion of the Fifty Fifth Annual General Meeting of the Company and shall not be liable to retire by rotation.

Brief Profile: Dr. Sangeeta Pandit, aged about 58 years, is a Chartered Accountant. She was a partner in P.D. Kunte & Co. and her work included audit, consultancy and representing clients at the Income Tax office and as counsel before the Commissioner of Income Tax and Income Tax Tribunal.

She is now in academics and obtained her PhD in Management. She is Head of Finance at Sydenham Institute of Management. She is visiting faculty in management institutes of repute in Mumbai like Jamnalal Bajaj Institute of Management Studies and Xavier's Institute of Management Research and in US like University of Wisconsin and California State University. She was part of the start-up team of United World School of Management and BSE Management program. She does consultancy in business strategy and is involved in corporate training.

She is actively involved with BSE Brokers' Forum, Confederation of Indian Industries-IWN and Bombay Chartered Accountants' Society; written articles in various academic journals and authored 2 books published by BCAS.

She is also actively engaged in cancer patient counseling and financial inclusion activities.

The Board recommends her appointment as an Independent Director, who shall not be liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Dr. (Mrs.) Sangeeta Pandit for the office of Independent Director.

Except Dr. (Mrs.) Sangeeta Pandit, none of the Directors and Key Managerial Personnel, or their relatives, is interested or concerned in the Resolution.

The Board recommends the Resolution set forth in item no. 4 for the approval of the Members.

A draft of the letter of appointment of Dr. (Mrs.) Sangeeta Pandit as Independent Director, setting out the terms and conditions, is available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the Meeting at the Registered Office and Corporate Office of the Company.

The Board recommends passing of the aforesaid resolution as Special Resolution.

None of the Directors, Key Managerial Personnel or any of their relatives, is concerned or interested in this Resolution.

Item No.5

Mr. Rahul Asthana (DIN-00234247) was appointed as an Independent Director of the Company at the Fifty First Annual General Meeting in term of Sections 149 and 152 of the Companies Act, 2013 ("the Act"). Mr. Rahul Asthana holds office upto the conclusion of this Annual

General Meeting. In terms of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rahul Asthana, being eligible, is proposed to be re-appointed as an Independent Director to hold office until the conclusion of the Fifty Fifth Annual General Meeting of the Company and shall not be liable to retire by rotation.

Brief Profile: Mr. Rahul Asthana aged 63 years, a B. Tech from IIT, Kanpur and Masters in Business Administration from University of Ljubljana, Slovenia. Mr. Asthana brings with him rich experience of over 35 years in administration of public enterprises and worked in various departments of the Government of Maharashtra and had been Chairman of Mumbai Port Trust. He had been involved in the implementation of large infrastructural projects. He retired as the Metropolitan Commissioner, MMRDA before joining the Board of the Company.

The Board recommends his appointment as an Independent Director, who shall not be liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Mr. Rahul Asthana for the office of Independent Director.

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

The Board recommends the Resolution set forth in item no. 5 for the approval of the Members.

A draft of the letter of appointment of Mr. Rahul Asthana as Independent Director, setting out the terms and conditions, is available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the Meeting at the Registered Office and Corporate Office of the Company.

The Board recommends passing of the aforesaid resolution as Special Resolution.

None of the Directors, Key Managerial Personnel or any of their relatives, is concerned or interested in this Resolution.

Item No. 6

Mr. S. Sridhar (DIN- 00234247) was appointed as an Independent Director of the Company at the Fifty First Annual General Meeting in term of Sections 149 and 152 of the Companies Act, 2013 ("the Act"). Mr. S. Sridhar holds office upto the conclusion of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. S. Sridhar, being eligible, is proposed to be re-appointed as an Independent Director to hold office until the conclusion of the Fifty Fifth Annual General Meeting of the Company and shall not be liable to retire by rotation.

Brief Profile: Mr. S. Sridhar aged about 65 years is a B. Tech from Indian Institute of Technology, Delhi and MBA from Jamnalal Bajaj Institute of Management Studies, Mumbai. He possesses rich experience of over 40 years in Banking Industry particularly in the area of commercial and development banking of which 10 years has been at CEO /Board level. He had been the Chairman and Managing

Director of Central Bank of India until may 2011 and also of National Housing Bank. He is widely acknowledged to be an innovative, market oriented banker and strategic thinker providing transformational leadership to the organizations he has worked with. Mr. Sridhar has been a pioneer in championing the concept of affordable housing in India and contributed significantly to public policy formulation. Mr. Sridhar has served in various national level Committees and Task Forces for framing financial sector policies.

The Board recommends his appointment as an Independent Director, who shall not be liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Mr. S. Sridhar for the office of Independent Director.

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

The Board recommends the Resolution set forth in item no. 6 for the approval of the Members.

A draft of the letter of appointment of Mr. S. Sridhar as Independent Director, setting out the terms and conditions, is available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the Meeting at the Registered Office and Corporate Office of the Company.

The Board recommends passing of the aforesaid resolution as Special Resolution.

None of the Directors, Key Managerial Personnel or any of their relatives, is concerned or interested in this Resolution.

By Order of the Board of Directors
For **BINANI INDUSTRIES LIMITED**

Visalakshi Sridhar
CFO, Manager & Company Secretary
Membership No. ICSI-A13849
AICWA - M2113

Date: 29th July, 2016
Place: Mumbai

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

A brief profile of Directors proposed to be appointed

Name of the Director	Mrs. Nidhi Binani Singhania	Dr. (Mrs.) Sangeeta Pandit	Mr. Rahul Asthana	Mr. S. Sridhar
Date of Birth	26.03.1984	29.10.1958	18.02.1953	09.05.1951
Qualifications	B.A. with specialisation in Economics	CA, PhD in Management	B. Tech, MBA	B. Tech, IIT Delhi & Masters from Jamnalal Bajaj Institute of Management Studies, Mumbai
Experience in Specific Functional Areas	Coordination in International Operations of Group	Audit and consultancy	Expert in handling and implementing of large infrastructure projects	Banking & Finance
Date of first appointment on the Board	23.04.2009	21.04.2016	06.04.2013	30.05.2014
Shareholding in the Company	25650 Equity Shares	Nil	Nil	Nil
Relationship with other Directors or with KMP	Mrs. Nidhi Binani Singhania is daughter of Mr. Braj Binani and sister of Ms. Shradha Binani. Except the above, Mrs. Nidhi Binani Singhania is not related to any Director/ Key Managerial Personnel of the Company	None	None	None
Number of meetings attended during 2015-16	2	Not Applicable	6	5
Other Directorships in listed companies (Excluding foreign companies)	Binani Metals Limited (amalgamated into Binani Industries Limited)	Zee Learn Limited The Indian Card Clothing Company Limited	Aegis Logistics Limited	Strides Shasun Limited D.C.B. Bank Limited Jubilant Life Sciences Limited Tourism Finance Corporation of India Limited Shriram Transport Finance Co. Limited.
Membership/ Chairmanship of Committees of other Boards of listed companies	Nil	Zee Learn Limited Audit Committee-Member CSR Committee-Member	Nil	Strides Shashun Limited Audit Committee-Chairman Stakeholders' Relationship Committee-Member Jubilant Life Sciences Limited Audit Committee-Chairman Shriram Transport Finance Co. Limited. Audit Committee-Chairman