

Binani

BRAJ BINANI GROUP

BINANI INDUSTRIES LIMITED

Corporate Identity Number: L24117WB1962PLC025584

Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road,
P.O.:Hatiara, Kolkata- 700157 Tel: 8100326795

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

Tel: 022-30263000 Website: www.binaniindustries.com, E-mail Id.: pb@binani.net

NOTICE OF POSTAL BALLOT

Dear Shareholders,

Notice is hereby given, pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 & any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, if any, to get the consent of the shareholders ('Members') of Binani Industries Limited ('the Company'), for the Resolution appended herein below through Postal Ballot by way of Remote E-voting ('E-voting') only.

In view of the pandemic situation prevailing due to Covid-19 and in light of MCA Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September, 2020, No 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June 2021, the following Resolutions are proposed for obtaining Shareholders approval through Postal Ballot (Remote E-Voting only).

The explanatory statement setting out material facts pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is also annexed herewith.

The Postal Ballot Notice will be sent by E-mail to all the Members who's E-mail ID are registered with the Company/Depository Participant/Registrar and Share Transfer Agents. The Members assent/dissent will be received only through Remote E-voting System. This Postal Ballot is accordingly initiated in compliance of above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and prepaid business envelope will not be sent to the Members for this Postal Ballot.

In accordance with the provisions of the MCA Circulars the Company has made arrangements for the shareholders to register their e-mail address. Therefore those shareholders who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company at its meeting held on November 03, 2021 has appointed Mr. Mohammed Aabid (FCS No.- 6579 & CP No- 6625) Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the Section "General Information and instructions relating to e-voting" in this Postal Ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. on December 10, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by Remote E-voting. The Company has engaged services of M/s. National Securities Depository Limited (NSDL) for providing E-voting facility to shareholders of the Company. The Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through Remote E-voting only.

The Scrutinizer will submit his report to the Board of Directors of the Company, or any other person authorized by the Board in writing, after completion of scrutiny of postal ballot (by remote e-voting) process in a fair and transparent manner. The results of the postal ballot will be announced on or before December 12, 2021 and will be displayed on the website of the Company (i.e. www.binaniindustries.com)

SPECIAL BUSINESS :

A. Sale / transfer / Dispose of media business as a going concern / on a slump sale basis

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

"RESOLVED THAT pursuant to Regulation 23, 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110, 180(1)(a) and any other applicable provisions of the Companies Act, 2013, the Rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities, and subject to the Memorandum and Articles of

Association of the Company and further subject to the necessary approvals, consents, permissions and sanctions, if any, of any relevant statutory, regulatory or government authorities, Company's lenders (if any), and/or other institutions or bodies and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose of its media business (publishing of newspapers, journals and periodicals) (Undertaking"), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking including its brand name Mineral and Metals Review (MMR), as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to such Companies / persons that may be discussed, negotiated and finalised by the Board of Directors on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

B. Sale / Disposal of 100% shares held by the Company in subsidiaries and Fixed Assets

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Regulation 23, 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110, 180(1)(a) and any other applicable provisions of the Companies Act, 2013, the Rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars,

rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company and further subject to the necessary approvals, consents, permissions and sanctions, if any, of any relevant statutory, regulatory or government authorities, Company's lenders (if any), and/or other institutions or bodies and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee of directors constituted by the Board), the consent, approval and authority of the Company be and is hereby granted for sale or otherwise disposal in any manner of upto 100% of the shares held by the Company in its subsidiaries to any entity including, foreign investor or foreign financial institution or overseas corporate bodies, etc for an aggregate consideration not less than the fair market value as decided by the Board on such terms and conditions as the Board, may, in its absolute discretion, deem fit and appropriate in the interests of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company; to negotiate and finalize the Share Purchase Agreement and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.

By Order of the Board of Directors
For **Binani Industries Limited**


Sd/-
Visalakshi Sridhar
Managing Director, CFO &
Company Secretary
DIN: 07325198

Date: November 03, 2021
Place: Mumbai

Notes:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. Mohammad Aabid, Practising Company Secretary (Membership No. 6579) as the Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, October 29, 2021, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions, of Act read with the Management rules, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited ("NSDL") to facilitate E-voting. The detailed procedure with respect to E-voting is mentioned later in the Notice.
6. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from CDSL as on Friday, October 29, 2021. The Members whose name appear in the Register of Members / List of Beneficial Owners as on Friday October 29, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only
7. The voting period will commence from Thursday, November 11, 2021 at 9.00 a.m. and end on Friday, December 10, 2021 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.
8. Members who have registered their email IDs for receipt of documents in electronic mode under the green initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post/courier service along with Postal Ballot Form. Members have the option to vote either through e-voting or through Postal Ballot Form. Members who received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link provided in email or at the website of the Company or seek duplicate Postal Ballot Form from Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company.
9. Relevant documents if any, referred to in this Notice and the accompanying Statement shall be available for inspection through electronic mode on request received at pb@binani.net.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before December 12, 2021 at the Registered Office of the Company at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata – 700157. The Resolutions, if passed by requisite majority shall be deemed to have been passed on or before December 12, 2021.
11. Voting Through E-Voting
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 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL : https://www.evoting.nsd.com/ 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 hold 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 you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <u>e-Voting service provider i.e. NSDL</u>. Click on <u>NSDL</u> to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 & 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 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 helpdesk.evoting@cdslindia.com 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 ID For 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 ID For 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 company For 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.
- c) 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.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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@aacs.in with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at 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
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 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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to 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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the 'Act')

Resolution A. Sale / transfer / Dispose of media business as a going concern / on a slump sale basis

The media business was earlier part of Binani Metals Limited which got merged with the Company effective April 01, 2015. The media business comes out with periodicals in the name of Minerals and Metals Review (MMR) and holds ferrous / non-ferrous conferences. There has been no growth / expansion in the business and it has been decided to look out for buyers to sell / transfer / dispose of its media business (publishing of newspapers, journals and periodicals) (Undertaking"), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking including its brand name, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company.

In the light of the changing economic scenario and due to increasing competitive environment the Unit is considered no longer viable in the present levels. After considering various options the Board decided to sell the same in the overall best interest of all the stakeholders.

The Board of Directors of the Company, at its meeting held on November 03, 2021 approved the Company to sell / transfer / dispose of its media business (publishing of newspapers, journals and periodicals) (Undertaking"), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking including its brand name, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company. The net proceeds from the sale of the Undertaking will be utilized to repay the existing loans and reduce burden, or enhancement of working capital of the Company or general business purpose. The Board of Directors of the Company has approved the proposal to sell /transfer the Undertaking as above, on a going concern basis.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution

Resolution B. Sale / Disposal of 100% shares held by the Company in subsidiaries and Fixed Assets

A. BACKGROUND

Binani Industries Limited ('BIL') is a holding company which presently holds investments in the below mentioned subsidiaries:

A. Investments in Equity Shares

Name of the Subsidiary	Paid up Share Capital of the Subsidiary	% held by the Company
Edayar Zinc Limited	Rs. 6761.81 lakhs	89.90%
Royal Vision Projects Private Limited	Rs. 6 lakhs	100%
Nirbhay Management Services Private Limited	Rs. 5 lakhs	100%
Global Composites Holdings Inc	USD 2.7 million	100%

B. Investment in Preference Shares

Name of the Subsidiary		% held by the Company
Goa Glass Fibre Limited (Step down Subsidiary)	50 Crores – Preference Share Capital	100

A. Sale of Assets : Property located at 705 & 706, at Sakar-II, House, Ahmedabad

The business of the Company is carried out through its subsidiaries. Primarily, prior to the sanction and implementation of the resolution plan for Binani Cement Limited, the flagship business of the Company was in cement industry through its erstwhile subsidiary, namely Binani Cement Limited.

Post the sanction and implementation of the resolution plan for Binani Cement Limited, erstwhile subsidiary, the Company has negative net-worth and also creditors are required to be paid-off which were related to its erstwhile cement subsidiary. On account of this, the Company may have to face severe consequences.

In order to avoid facing the severe consequences and to secure the best interests of the Company and its stakeholders, the directors of the Company are exploring the option to divest the investments in the subsidiaries wherein the inflow of the funds may help to pay-off the creditors and improve the net-worth situation of the Company. Also, the divestment would be in the best interest of the subsidiaries since the subsidiaries on its own are facing financial stress.

The sale of investments in subsidiaries would be conducted in any of the following manner:

- The investments in subsidiaries could be sold to an Unrelated Party. The Unrelated party would ideally be the one who is engaged in similar line of business as that of the subsidiary whose shares are sold;
- The investments in subsidiaries could also be sold to an Investor who has an active interest in investing in the business in which the subsidiary is involved.

Approval of members is sought for: - to sell, transfer, convey, assign or otherwise dispose of the Company's movable properties viz investments in its subsidiaries. The consideration to be received on said sale, transfer, conveyance, assignment or sale of above assets shall be utilized in paying off the Company's liabilities. Further, the Company is in the process of negotiating and finalizing the consideration and other terms & conditions with the potential purchaser(s) of the said assets.

In view of the same, the Board of Directors at its meeting held on 4th September, 2021, has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell, transfer, convey, assign to any

Company, foreign financial investor or overseas corporate bodies as may be determined by the Board including finalization of the suitable /purchaser(s)/ assignee(s)/ counterparty(ies) as the case may be, of the said assets, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, deeds, sale deed, agreement for sale and such other deeds documents and writings, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the investments as specified above.

The resolution provides for potential sale to unrelated parties.

None of the Promoters, Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have interest in the passing of the said resolution.

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

A. Investments in Equity Shares

S.No	Name	No. of shares held in the Company
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

The details of the shareholding of the Promoters Directors, Key Managerial Personnel and their relatives, in Edayar Zinc Limited, are as follows:

S.No	Name	No. of shares in Edayar Zinc Limited
1	Triton Trading Company Pvt. Ltd.	3028223
2	Mrs. Kalpana Brajbhushan Binani	275646
3	Miracle Securities Private Limited	102000
4	Athithi Tie-up Private Limited	NIL
5	Mr. Braj Binani	12259
6	Mrs. Shradha Binani	NIL
7	Mrs. Nidhi Binani Singhania	1442
8	Ms. Vidhushi Binani	NIL
9	Mrs. Visalakshi Sridhar	NIL

The other subsidiaries are wholly owned subsidiaries of the Company.

B. SALE OF SHARES OF A MATERIAL SUBSIDIARY

Regulation 24 of the Listing Regulations, inter alia, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal.

As the Company's net worth is negative as of the last audited Balance sheet, the individual net worth of all its subsidiaries except Edayar Zinc Limited will be considered as material subsidiary as their net worth exceeds 20% (twenty percent) of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year. Pursuant to aforementioned Regulation, the majority of the Company's subsidiaries will be classified as a material subsidiary of the Company and accordingly, the sale of the

shares of the afore-said subsidiaries by the Company, would require approval of the shareholders of the Company through a special resolution.

C. BOARD APPROVAL

The Board on November 03, 2021 has approved the above.

The Board is of the opinion that the proposed divestment is in the overall best interest of the Company and its stakeholders and recommends the passing of the resolution as set out in the accompanying notice as a special resolution. The proposed special resolution provides adequate flexibility and discretion to the Board to structure and finalize the terms of the sale in consultation with advisors, experts or other authorities as may be required.

None of the Promoters, the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have interest in the passing of the said resolution to the extent of equity shares held by them in the Company. The shareholding of the Promoters, the Directors, the Key Managerial Personnel of the Company in BIL and Edayar Zinc Limited is disclosed above.

The Company has Equity shares and Preference Shares. In terms of Section 47(2) of the Companies Act, 2013 Triton Trading Company Private Limited (TTCPL) the preference shareholder of the Company shall have a right to vote on all resolution placed before the Company on account of non-payment of dividend on 12,298,000 – 0.01% Non-cumulative Redeemable Preference Shares of Rs.100 shares each fully paid-up held by TTCPL in the Company. These shares were allotted on March 31, 2015. Hence the shareholding pattern for the purpose of voting shall be as below:-

#	Particulars	No of shares	% holding	% holding for the purpose of the voting
A	Equity Shares			
-	-Promoter holding	16503654	52.62	39.19
-	-Public	13307464	47.38	31.60
B	Preference shares			
-	-TTCPL (Promoter)	12298000	100	30%
C	Total (A+B)	42109118		100%

By Order of the Board of Directors
For **Binani Industries Limited**

Sd/-

Visalakshi Sridhar

Managing Director, CFO & Company Secretary

DIN: 07325198

Date: November 03, 2021

Place: Mumbai