

Ref No. : BIL/AGM/VR/15-16

Date : 30/09/2016

Listing Department BSE Limited	Listing Department National Stock Exchange of India Limited	The Listing Department The Calcutta Stock Exchange Limited
Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001	Exchange Plaza, Bandra Kurla Complex, Bandra (E) , Mumbai – 400 051	7, Lyons Range, Kolkata 700001.
BSE Scrip Code: 500059	NSE Scrip Code: BINANIIND	CSE Scrip Code: 12026

Dear Sirs,

Sub: Disclosure under Regulation 30 and 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulation") – Brief proceedings and details of the voting results of the 53rd Annual General Meeting of the Company.

Pursuant to Regulation 30 of the Listing Regulations, we enclose herewith the details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company held on Thursday, 29th September, 2016 at 2.30 pm at Rotary Sadan, 94/2 Chowranghee Road, Kolkata – 700020.

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the report of the scrutinizer on the e-Voting and through ballot paper at the AGM.

The above information is also uploaded on the website of the Company.

You are requested to take the same on records.

Thanking you,

Yours sincerely,

For Binani Industries Limited

Visalakshi Sridhar

CFO, Manager & Company Secretary



Encl :a.a

Binani Industries Limited

CIN: L24117WB1962PLC025584

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

Tel: +91 22 3026 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: +91 33 3262 6795 / 3262 6796 | **Fax:** +91 33 4008 8802

DETAILS OF THE PROCEEDING OF THE ANNUAL GENERAL MEETING

Sl.No.	Particulars	Details
1.	Date of Annual General Meeting.	Thursday, 29 th September, 2016
2.	Total Number of Shareholders as on Cut off Date (21 st September 2016)	48057*
3.	Number of shareholders present in the meeting either in person or through proxy. <ul style="list-style-type: none"> Promoters & Promoters Group Public 	8 711
4.	Number of shareholders attending the Annual General Meeting through Video Conferencing. <ul style="list-style-type: none"> Promoters & Promoters Group Public 	0 0

*shareholding under multiple member IDs of promoter group have been consolidated.



Binani Industries Limited

CIN: L24117WB1962PLC025584

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

Tel: +91 22 3026 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: +91 33 3262 6795 / 3262 6796 | **Fax:** +91 33 4008 8802

RESULTS OF THE 53rd ANNUAL GENERAL MEETING.

Sl.No.	Agenda	Resolution (Ordinary / Special)	Mode of Voting	Remarks
1.	Adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the year ended 31 st March, 2016 together with Reports of the Board of Directors and the Auditors thereon.	Ordinary	e-Voting & ballot paper at the AGM	Passed with requisite majority
2.	Re-appointment of Mrs. Nidhi Binani Singhania as Directors of the Company.	Ordinary	e-Voting & ballot paper at the AGM	Passed with requisite majority
3.	Ratification of appointment of M/s. MZSK& Associates, Chartered Accountants as Statutory Auditors of the Company.	Ordinary	e-Voting & ballot paper at the AGM	Passed with requisite majority
4.	Appointment of Dr.(Mrs) Sangeeta Pandit as Independent Director of the Company.	Ordinary	e-Voting & ballot paper at the AGM	Passed with requisite majority
5.	Re-appointment of Mr. Rahul Asthana as Independent Director of the Company.	Special	e-Voting & ballot paper at the AGM	Passed with requisite majority
6.	Re-appointment of Mr. S. Sridhar as Independent Director of the Company.	Special	e-Voting & ballot paper at the AGM	Passed with requisite majority



Binani Industries Limited

CIN: L24117WB1962PLC025584

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

Tel: +91 22 3026 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: +91 33 3262 6795 / 3262 6796 | **Fax:** +91 33 4008 8802

BINANI INDUSTRIES LIMITED
VOTING RESULTS OF THE 53rd ANNUAL GENERAL MEETING HELD ON THURSDAY, 29TH SEPTEMBER, 2016 AT 2.30 P.M. AT
ROTARY SADAN, KOLKATA

Total number of Shareholders as on cut off Date (21st september 2016)	48057*
No of persons present in the meeting either in person or through proxy	
Promoters and Promoter Group	8
Public	711
No of persons attended the meeting through video conferencing	
Promoters and Promoter Group	0
Public	0

*shareholding under multiple member IDs of promoter group have been consolidated.

Item No.1 : Adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the year ended 31st March, 2016 together with Reports of the Board of Directors and the Auditors thereon.								
Resolution Required						Ordinary		
Whether Promoter/Promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16503654	100.0000	16503654	0	100.0000	0.0000
Public Institutions	E-Voting	724023	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	14138408	27143	0.1920	26033	1110	95.9105	4.0895
	Poll		1053	0.0074	1053	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		28196	0.1994	27086	1110	96.0633	4.0895
Total		31366085	16531850	52.7061	16530740	1110	99.9933	0.0067

Note: The Resolution no.1 is passed with requisite majority



Item No.2 : Re-appointment of Mrs.Nidhi Binani Singhania as Directors of the Company.								
Resolution Required						Ordinary		
Whether Promoter/Promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16503654	100.0000	16503654	0	100.0000	0.0000
Public Institutions	E-Voting	724023	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	14138408	27143	0.1920	26893	250	99.0790	0.9210
	Poll		1053	0.0074	1053	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		28196	0.1994	27946	250	99.1133	0.9210
Total		31366085	16531850	52.7061	16531600	250	99.9984	0.0015

Note: Resolution No.2 is passed with required majority
Mr. Braj Binani belongs to the promoter group



Item No.3 - Ratification of appointment of M/s.MZSK & Associates, Chartered Accountants as Statutory Auditors of the Company.								
Resolution Required						Ordinary		
Whether Promoter/Promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16503654	100.0000	16503654	0	100.0000	0.0000
Public Institutions	E-Voting	724023	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	14138408	27143	0.1920	27033	110	99.5947	0.4053
	Poll		1053	0.0074	1053	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		28196	0.1994	28086	110	99.6099	0.3901
Total		31366085	16531850	52.7061	16531740	110	99.9993	0.0007

Notes: 1. Resolution No.3 was passed with requisite majority



Item No.4 - Appointment of Dr.(Mrs) Sangeeta Pandit as Independent Director of the Company.								
Resolution Required						Ordinary		
Whether Promoter/Promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16503654	100.0000	16503654	0	100.0000	0.0000
Public Institutions	E-Voting	724023	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	14138408	27043	0.1913	26883	160	99.4083	0.5917
	Poll		1053	0.0074	1053	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		28096	0.1987	27936	160	99.4305	0.5695
Total		31366085	16531750	52.7058	16531590	160	99.9990	0.0010

Notes: Resolution No.4 was passed with requisite majority



Item No.5 - Re-appointment of Mr.Rahul Asthana as Independent Director of the Company								
Resolution Required						Special		
Whether Promoter/Promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16503654	100.0000	16503654	0	100.0000	0.0000
Public Institutions	E-Voting	724023	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	14138408	27143	0.1920	26883	260	99.0421	0.9579
	Poll		1053	0.0074	1053	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		28196	0.1994	27936	260	99.0779	0.9221
Total		31366085	16531850	52.7061	16531590	260	99.9984	0.0016

Note: Resolution No.5 is passed with requisite majority



Item No.6 - Re-appointment of Mr.S.Sridhar as Independent Director of the Company.								
Resolution Required						Special		
Whether Promoter/Promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16503654	100.0000	16503654	0	100.0000	0.0000
Public Institutions	E-Voting	724023	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	14138408	27143	0.1920	26883	260	99.0421	0.9579
	Poll		1053	0.0074	1053	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		28196	0.1994	27936	260	99.0779	0.9221
Total		31366085	16531850	52.7061	16531590	260	99.9984	0.0016

Note: Resolution No.6 is passed with requisite majority





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

September 30, 2016

To

The Chairman of the 53rd (Fifty Third) Annual General Meeting (AGM) of Members of Binani Industries Limited (CIN: L24117WB1962PLC025584), held on Thursday, 29th day of September, 2016 at Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020, West Bengal, India at 2:30 p.m.

Dear Sir,

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **BINANI INDUSTRIES LIMITED** ("the Company") for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 53rd Annual General Meeting of the Company held on Thursday, September 29, 2016, at Rotary Sadan, 94/2 Chowringhee Road, Kolkata- 700020, West Bengal, India at 2:30 p.m., do hereby submit my report as follows:





- (a) The Notice dated 29th July, 2016 convening the 53rd Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 3rd September 2016 to the members of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting facility.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 21st September, 2016 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules, 2015, the voting period for remote e-voting commenced on Monday, September 26, 2016 at 9:00 AM (IST) and ended on Wednesday, September 28, 2016 at 5:00 PM (IST).
- (e) The member and/or their proxy at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 53rd Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Miss. Neha Somani and Miss. Pritha Bose, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015.





(g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CSDL, <http://www.evotingindia.com> in respect of remote e-voting.

(h) 18 Members have cast their votes through remote e-voting and all such votes are valid. 35 Members and/or their proxy have cast their votes through poll at the AGM venue and 1 of the ballot is invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No.1 as an Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements for the financial year ended 31 st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.				
(1) Voted in favour of the resolution	26033	16504707	16530740	99.99%
(2) Voted against the resolution	1110	0	1110	00.01%
Total	27143	16504707	16531850	100%
(3) Invalid votes:	0	2	2	-





Item No. 2 as an Ordinary Resolution: 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.

(1) Voted in favour of the resolution	26893	16504707	16531600	99.9984%
(2) Voted against the resolution	250	0	250	Negligible
Total	27143	16504707	16531850	100%
(3) Invalid votes:	0	2	2	-

Item No. 3 as an Ordinary Resolution: To ratify the appointment of M/s MZSK & Associates, Chartered Accountants (Firm Registration- 105047W) as Statutory Auditors of the Company in respect of the Financial Year 2016-17.

(1) Voted in favour of the resolution	27033	16504707	16531740	99.9993%
(2) Voted against the resolution	110	0	110	Negligible
Total	27143	16504707	16531850	100%
(3) Invalid votes:	0	2	2	-





SPECIAL BUSINESS

Item No.4 as an Ordinary Resolution: To appoint Dr (Mrs.) Sangeeta Pandit (DIN: 06748608) as Independent Director of the company, not liable to retire by rotation and to hold office upto the conclusion of 55th AGM to be held in the year, 2018.

(1) Voted in favour of the resolution	26883	16504707	16531590	99.99 99 %
(2) Voted against the resolution	160	0	160	Negligible
Total	27043	16504707	16531750	100%
(3) Invalid votes:	0	2	2	-

Item No.5 as a Special Resolution: To appoint Mr. Rahul Asthana (DIN: 00234247) as Independent Director of the company, not liable to retire by rotation and to hold office upto the conclusion of 55th AGM to be held in the year, 2018.

(1) Voted in favour of the resolution	26883	16504707	16531590	99.99 99 %
(2) Voted against the resolution	260	0	260	Negligible
Total	27143	16504707	16531850	100%
(3) Invalid Votes :	0	2	2	-





Item No.6 as a Special Resolution: To appoint Mr. S Sridhar (DIN: 00004272) as Independent Director of the company, not liable to retire by rotation and to hold office upto the conclusion of 55th AGM to be held in the year, 2018.

(1) Voted in favour of the resolution	26883	16504707	16531590	99.9990%
(2) Voted against the resolution	260	0	260	Negligible
Total	27143	16504707	16531850	100%
(3) Invalid Votes :	0	2	2	-



Thanking You,
Yours Faithfully

Manoj Kumar Banthia
Partner
MKB & Associates
Membership No.: 11470
COP No.: 7596

Date: 30th September, 2016
Place: Kolkata