

Ref No. : BIL/AGM/VR/16-17

Date: 21/12/2017

Listing Department BSE Limited	Listing Department National Stock Exchange of India Limited	The Listing Department The Calcutta Stock Exchange Limited
Phoroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001	Exchange Plaza Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	7, Lyons Range, Kolkata – 700 001
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) Regulations 2015 ("Listing Regulations") – Brief proceedings and details of voting results of the 54<sup>th</sup> 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 Wednesday, 20<sup>th</sup> December, 2017 at 2:30 P.M. at Rabindra Tirtha, Premises No 35-1111, Major Arterial Rod, 3<sup>rd</sup> Rotary, New Town, Kolkata – 700156.

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 faithfully,

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, Chinari Park, New Town, Rajarhat Main Road, P.O. Hatihara, Kolkata - 700 157, India

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

**DETAILS OF THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING**

Sl. No.	Particulars	Details
1.	Date of the Annual General Meeting	Wednesday, 20 <sup>th</sup> December, 2017
2.	Total Number of Shareholders as on Cut-off Date (12 <sup>th</sup> December, 2017)	43,981
3.	Number of Shareholders present in the meeting either in person or through proxy. <ul style="list-style-type: none"> <li>Promoters &amp; Promoters Group</li> <li>Public</li> </ul>	8 618
4.	Number of Shareholders attending the Annual General Meeting through Video Conferencing. <ul style="list-style-type: none"> <li>Promoters &amp; Promoters Group</li> <li>Public</li> </ul>	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, Chinara Park, New Town, Rajarhat Main Road, P.O. Hattara, Kolkata - 700 157, India

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

**RESULTS OF THE 54<sup>TH</sup> 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 <sup>st</sup> March 2017 together with Reports of the Board of Directors and Auditors thereon	Ordinary	E-voting & ballot paper at the AGM	Passed with requisite majority
2.	Re-appointment of Mr. Braj Binani as a Director retiring by rotation	Ordinary	E-voting & ballot paper at the AGM	Passed with requisite majority
3.	Ratification of appointment of M/s MSKA & Associates, Chartered Accountants as Statutory Auditors of the Company	Ordinary	E-voting & ballot paper at the AGM	Passed with requisite majority
4.	Appointment of Mr. Nilesh R. Doshi as an Independent Director of the Company	Ordinary	E-voting & ballot paper at the AGM	Passed with requisite majority
5.	Appointment of Mr. Shardul Dilip Shah as an Independent Director of the Company	Ordinary	E-voting & ballot paper at the AGM	Passed with requisite majority

Please see Annexure:

A) Voting Result

B) Scrutinizer's Report- M/s MKB & Associates



**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](http://www.binaniindustries.com)

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

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



# Binani Industries Limited

17 AT 2.30 P.M. AT RABINDRA TIRTHA, PREMISES NO 35-1111, MAJOR ARTERIAL ROAD, 3RD ROTARY, NEW TOWN KOLKATA 7000156.  
1 - Adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 together with Reports of the Board of Directors and the Auditors thereon.

Resolution Required : (Ordinary)

Total number of shareholders as on cutoff Date (12th December, 2017)

43981

No of persons present in the meeting either in person or through proxy

Promoter & Promoter Group

8

Public

618

No of Persons attended the meeting through video conferencing

Promoter & Promoter Group

0

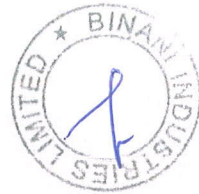
Public

0

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = ([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = ([4]/[2])*100	% of Votes against on votes polled [7] = ([5]/[2])*100
Promoter and Promoter Group	E-Voting	16503654	16503654	100.0000	16503654	0	0.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		16503654	100.0000	16503654	0	100.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	1109903	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		365	0.0027	365	0	100.0000	0.0000
Public Non Institutions	E-Voting	13752618	2081	0.0151	2022	59	97.1648	2.8352
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		2446	0.0178	2387	59	97.5879	2.4121
	Total		16506100	52.6239	16506041	59	99.9996	0.0004
Total		31366175						

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



# Binani Industries Limited

Resolution Required : (Ordinary)

2 - Re-appointment of Mr. Braj Binani as Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000
	Poll		16438029	99.6024	16438029	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16438029</b>	<b>99.6024</b>	<b>16438029</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1109903	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	13752618	365	0.0027	365	0	100.0000	0.0000
	Poll		2081	0.0151	2077	4	99.8078	0.1922
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2446</b>	<b>0.0178</b>	<b>2442</b>	<b>4</b>	<b>99.8365</b>	<b>0.1635</b>
<b>Total</b>		<b>31366175</b>	<b>16440475</b>	<b>52.4147</b>	<b>16440471</b>	<b>4</b>	<b>100.0000</b>	<b>0.0000</b>

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





## Binani Industries Limited

3 - Ratification of appointment of M/s MSKA & Associates, Chartered Accountants as Statutory Auditors of the Company

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000
	Postal Ballot	16503654	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16503654</b>	<b>100.0000</b>	<b>16503654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1109903	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		365	0.0027	365	0	100.0000	0.0000
	Poll		2081	0.0151	2077	4	99.8078	0.1922
	Postal Ballot	13752618	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2446</b>	<b>0.0178</b>	<b>2442</b>	<b>4</b>	<b>99.8365</b>	<b>0.1635</b>
<b>Total</b>		<b>31366175</b>	<b>16506100</b>	<b>52.6239</b>	<b>16506096</b>	<b>4</b>	<b>100.0000</b>	<b>0.0000</b>

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



# Binani Industries Limited

Resolution Required : (Ordinary)

4 - Appointment of Mr. Nilesh R. Doshi as Independent Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting	16503654	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
	<b>Total</b>		<b>16503654</b>	<b>100.0000</b>	<b>16503654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1109903	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	13752618	365	0.0027	365	0	100.0000	0.0000
	Poll		2081	0.0151	2077	4	99.8078	0.1922
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2446</b>	<b>0.0178</b>	<b>2442</b>	<b>4</b>	<b>99.8365</b>	<b>0.1635</b>
<b>Total</b>		<b>31366175</b>	<b>16506100</b>	<b>52.6239</b>	<b>16506096</b>	<b>4</b>	<b>100.0000</b>	<b>0.0000</b>

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





## Binani Industries Limited

Resolution Required : (Ordinary)

5 - Appointment of Mr. Shardul Dilip Shah as Independent Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		16503654	100.0000	16503654	0	100.0000	0.0000
	Postal Ballot	16503654	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16503654</b>	<b>100.0000</b>	<b>16503654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1109903	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		365	0.0027	365	0	100.0000	0.0000
	Poll		2081	0.0151	2077	4	99.8078	0.1922
	Postal Ballot	13752618	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2446</b>	<b>0.0178</b>	<b>2442</b>	<b>4</b>	<b>99.8365</b>	<b>0.1635</b>
<b>Total</b>		<b>31366175</b>	<b>16506100</b>	<b>52.6239</b>	<b>16506096</b>	<b>4</b>	<b>100.0000</b>	<b>0.0000</b>

Note: The resolution no.1 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]**

To

The Chairman of the 54<sup>th</sup> (Fifty Fourth) Annual General Meeting (AGM) of  
Members of **BINANI INDUSTRIES LIMITED** (CIN:  
L24117WB1962PLC025584), held on Wednesday, 20th December, 2017 at  
Rabindra Tirtha, Premises No. 35-1111, Major Arterial Road, 3rd Rotary,  
New Town, Kolkata - 700156, West Bengal at 02:30 pm.

**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 electronic means or ballot forms 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of





the below mentioned Resolutions proposed at the 54<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 20<sup>th</sup> December, 2017 at Rabindra Tirtha, Premises No. 35-1111, Major Arterial Road, 3<sup>rd</sup> Rotary, New Town, Kolkata - 700156, West Bengal at 02:30 pm, do hereby submit my report as follows:

- (a) The Notice dated 16<sup>th</sup> October, 2017 convening the 54<sup>th</sup> 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 23<sup>rd</sup> November, 2017 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.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 12<sup>th</sup> December, 2017 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, the voting period for remote e-voting commenced on Sunday, December 17, 2017 at 9:00 AM (IST) and ended on Tuesday, December 19, 2017 at 5:00 PM (IST).







- (e) The member and/or their proxies at the meeting exercised their voting rights through electronic means and ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 54<sup>th</sup> 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 Mr. Raj Kumar Banthia and Ms. Prerna Das, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014.
- (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) 6 (Six) Members have cast their votes through remote e-voting and all such votes are valid. 92 (Ninety Two) Members and/or their proxy have cast their votes through poll at the AGM venue out of which votes of 8 (Eight) members were invalid.

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





## ORDINARY BUSINESS

**Item No.1 as an Ordinary Resolution:**

**Adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 together with Reports of the Board of Directors and the Auditors thereon.**







**Item No. 2 as an Ordinary Resolution:**

**Re-appointment of Mr. Braj Binani as Director of the Company**

(1) Voted in favour of the resolution	365	16440106	16440471	100%
(2) Voted against the resolution	--	4	4	--
<b>Total</b>	<b>365</b>	<b>16440110</b>	<b>16440475*</b>	<b>100%</b>
(3) Invalid votes:	--	111	111	--

\*Mr. Braj Binani being interested abstained from voting on this resolution

**Item No.3 as an Ordinary Resolution:**

**Ratification of appointment of M/s MSKA & Associates, Chartered Accountants as Statutory Auditors of the Company**

(1) Voted in favour of the resolution	365	16505731	16506096	100%
(2) Voted against the resolution	--	4	4	--





<b>Total</b>	<b>365</b>	<b>16505735</b>	<b>16506100</b>	<b>100%</b>
(3) Invalid votes:	--	111	111	--

**SPECIAL BUSINESS**

**Item No.4 as an Ordinary Resolution:**

Appointment of Mr. Nilesh R. Doshi as Independent Director of the Company

(1) Voted in favour of the resolution	365	16505731	16506096	100%
(2) Voted against the resolution	--	4	4	--
<b>Total</b>	<b>365</b>	<b>16505735</b>	<b>16506100</b>	<b>100%</b>
(3) Invalid votes:	--	111	111	--







**Item No.5 as an Ordinary Resolution:**

**Appointment of Mr. Shardul Dilip Shah as Independent Director of the Company**

(1) Voted in favour of the resolution	365	16505731	16506096	100%
(2) Voted against the resolution	--	4	4	--
<b>Total</b>	<b>365</b>	<b>16505735</b>	<b>16506100</b>	<b>100%</b>
(3) Invalid votes:	--	111	111	--

Thanking you,  
Yours faithfully,  
For **MKB & Associates**



Manoj Kumar Bhowmik  
Partner

Membership No.: 11470  
COP No.: 7596  
FRN: P2010WB042700

Date: 21<sup>st</sup> December, 2017  
Place: Kolkata