

BRALBINANI GROUP

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

Date: 21/12/2017

Listing Department	Listing Department	The Listing Department
BSE Limited	National Stock Exchange of	The Calculita Stock Exchange
	India Limited	Limited
Phoroze Jeejeebhoy Towers		
Dalai Street, Fort,	Exchange Plaza	7, Lyons Range,
Mumbai 400 001	Bandra Kurla Complex,	Kolkata - 700 001
	Bandra (E)	
	Mumbai – 400 051	
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 54th 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, 20th December, 2017 at 2:30 P.M. at Rabindra Tirtha, Premises No 35-1111, Major Arterial Rod, 3rd 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.

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Thanking you,

Yours faithfully,

For Binani Industries Limited

Visalakshi Sridhar

CFO, Manager & Company Secretary

Encl: a/a



CIN: L24117WB1962PLC025584



DETAILS OF THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING

SI. No.	Particulars	Details
1.	Date of the Annual General Meeting	Wednesday, 20 th December, 2017
2.	Total Number of Shareholders as on Cut-off Date (12 th December, 2017)	43,981
3.	Number of Shareholders present in the meeting either in person or through proxy. Promoters & Promoters Group Public	8 618
4.	Number of Shareholders attending the Annual General Meeting through Video Conferencing. • Promoters & Promoters Group • Public	0

^{*}Shareholding under multiple member IDs of Promoter Group have been consolidated



CIN: L24117WB1962PLC025584



RESULTS OF THE 54TH ANNUAL GENERAL MEETING

SI. 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 2017 together with Reports of the Board of Directors and Auditors thereon		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



CIN: L24117WB1962PLC025584

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.

43981

618

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

Resolution Required: (Ordinary)

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

Promoter & Prornoter Group

No of Persons attended the meeting through video conferencing

Public

Promoter & Prornoter Group
Public
Whether promoter/ promoter group are interested in the

agenda/resolution?

Category	Mode of			% of Votes Polled	No. of	No. of	% of Votes in	% of Votes
	Voting		No. of votes	ono	Votes – in	Votes	favour on votes	against on votes
		No. of	polled	shares	favour	-Against	polled	polled
	uposcilla (pa	shares held	[2]	[3]=[[2]/[1]]*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
		[1]	0	0.0000	0	0	0.0000	1
	E-Voting		16503654	100.0000	16503654	0	100,0000	
	Pol		0	0.0000	0	0	0.0000	00000
Promoter and Promoter Group		16503654						
	Postal Ballot		16503654	100.0000	16503654	0	100.000	0.000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.000
	Pol		0	0.0000	0	0	0.0000	טטטטט
Public Institutions	aughter 1844	1109903					A fairne annual	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		365	0.0027	. 365	0	100.0000	00000
	E-Voting		2081	0.0151	2022	59	97.1648	And designations and designations of the second
	Pol		0	0.0000	0	0	0.0000	Principal description of the Principal descri
Public Non Institutions	matronia	1375261.8						
	Postal Ballot		2446	0.0178	2387	53	97.5879	2,4121
	Total		16506100	52.6239	16506041	59	966 66	0000
Total		31366175		Annual control of the second s				50000



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			% of Votes Polled			% of Votes in	-
- Additional	madeline in 1980, p	No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
	DANG-OPENINA.	shares held	polied	shares	- in favour	-Against	pollec	on votes notied
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	See
	E-Voting		0	0.0000	0	0	00000	-
Promoter and Promoter	Poll		16438029	99.6024	16438029	0	100.0000	
	And in processing	16503654						
	Postal Ballot		0	0.0000	0	0	0.0000	00000
	Total		16438029	99.6024	16438029	0	100.000	
	E-Voting		0	0.0000	0	0	00000	
	Poll		0	0.0000	0	0	00000	
Public Institutions	a la	1109903				And the second s		
	Postal Ballot	***************************************	0	0.0000	0	C	00000	
	Total		0	0.0000	0		0.000	
	E-Voting		365		365	0	100 000	00000
	Poll		2081	0.0151	2077	4	99.8078	
Public Non Institutions	ANNIA VYDŽIO	13752618						
	Postal Ballot		0	0.0000	0	0	0.0000	00000
	Total		2446	0.0178	2442	4	99.8365	
Total	altorionoscope.	31366175	16440475	52.4147	16440471	4	100.000	
		the same of the sa	describition regardent and section of the section o	Control of the Contro	Commission of the second second	Annual Company - Life to the Company of the Company		



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

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

Resolution Required: (Ordinary)

Category	Mode of							
	Voting			% of Votes Polled		- = .	% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	-Against	polled	on votes nolled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[3]1*100
	E-Voting		0	0.0000	0	0	0000	OOT ([+]) ([-])
Promoter and Promoter	Poll		16503654	100.0000	16503654	0	100 000	00000
		16503654						0.000
5	Postal Ballot		0	0.0000	0	0	0000	0000
	Total		16503654	100.000	16503654	0	100 000	00000
	E-Voting		0	0.0000	0	0	00000	0000
	Poll		0	0.0000	0		0000	0,000
Public Institutions		1109903					0.000	0.0000
	Postal Ballot		0	0.0000	0	C	0000	
	Total	-	0	0.000			00000	0.0000
	E-Voting		365	7,000	365		0.0000	0.0000
MARKET TO	Doll	-	7000		500	0	100.000	0.0000
	roil	1	7081	0.0151	2077	4	99.8078	0.1922
Public Non Institutions	direct configuration of the co	13752618						
	Postal Ballot		0	0.0000	0	0	0.0000	00000
	Total		2446	0.0178	2442	4	99,8365	0.0000
Total		31366175	16506100	E7 6720	16504000			CCOT'O
Security constants of the advantage of the forest from the part of	manufactures and a description of the second		200	6630.36		4	100.000	0.0000



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			% of Votes Polled			% of Votes in	
	A lance of the lan	No. of	No. of votes	on outstanding	No. of Votes	No. of Votes No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	-Against	polled	on votes notice
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]-/[E]/[7]1*400
	E-Voting		0	0.0000	0	C	00000	OOT // I'zl // Cll-//1
September 2	Poli		16503654	100.000	16503654		0.0000	0.0000
Group		16503654					TOO:000	0.0000
	Postal Ballot		0	0.0000	0	0	0000	0000
	Total		16503654	100.0000	16503654	0	100 000	0.000
	F-Vorting		0	0000			200	0.000
	0			0.0000	O	0	0.0000	0.0000
8	Poll		0	0.0000	0	0	0.000	0000
Public Institutions		1109903						
	Postal Ballot		0	0.0000	0	C	00000	000
	Total		0	0.0000	0		00000	0.0000
	E-Voting		365	0.0027	365		00000	0.0000
	Poll		2081	0.0151	20.00		700.000	0.0000
Public Non Institutions	and the state of t	13752618		10100	7/07	4	99.8078	0.1922
	Postal Ballot		0	0.000	0	0	0.0000	0.000
emini pengelian kelindania salahanday ras ina gana/mammayan pengenana-manyan pengenana	Total		2446	0.0178	2442	4	99.8365	0.1635
Total ,		31366175	16506100	52.6239	16506096	4	100.0000	00000
					Services - research representative representative research services of the research services of	the season of th		20000



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			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes No. of Votes	favour on votes	% of Votes against
	100 m 2 m 100 m 2 m 100 m 2 m 100 m	shares held	polled	shares	- in favour	-Against	polled	on votes nolled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	20	[6]={[4]/[2]}*100	- Comment
	E-Voting		0	0.0000	0	0	00000	- real charges
Promoter and Promoter	Poll		16503654	100.0000	16503654	0	1,00,0000	
Group		16503654						
3	Postal Ballot	.,1	0	0.0000	0	0	0.0000	0000
	Total		16503654	100.0000	16503654	0	100.0000	
	E-Voting		0	0.0000	0	0	0.0000	
	Poll	7	0	0.0000	0	0	0.0000	
Public Institutions		1109903						
	Postal Ballot		0	0.0000	0	C	00000	
	Total		0	0.0000	0		00000	
	E-Voting		365		365	ded materials and a few particular and a second	100 000	0.0000
	Poll		2081	0.0151	2077		99 8078	
Public Non Institutions		13752618						
	Postal Ballot	4.1	0	0.0000	0	0	0.0000	00000
	Total		2446	0.0178	2442	4	99.8365	
Total		31366175	16506100	52.6239	16506096	4	1.00.0000	The second secon
				Control of the Contro	Controversion of the control of the	And the second contract of the second contrac		



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 54th (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



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the below mentioned Resolutions proposed at the 54th Annual General Meeting of the Company 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, do hereby submit my report as follows:

- (a) The Notice dated 16th October, 2017 convening the 54th 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 23rd 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. 12th 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 54th 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. Prema 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 evoting and poll conducted at the meeting.



Number of votes	Number of Votes	Total	% of total
(shares) cast	(shares) cast on	The second secon	number of
through Remote	Poll at the meeting.		valid votes
E-voting.	(2)	(1)+(2)=(3)	cast
(1)			

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.

(1) Voted in favour of the resolution	365	16505676	16506041	100%
(2) Voted against the resolution		59	59	90 Mc
Total	365	16505735	16506100	100%
(3) Invalid votes:		111	111	



Item No. 2 as an Ordinary Resolution:

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

(3) Invalid		111	111	Mb Md
Total	365	16440110	16440475*	100%
(2) Voted against the resolution	for the	4	4	***
(1) Voted in favour of the resolution	365	16440106	16440471	100%

*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	,90 - 09	4	4	



Total

(3) Invalid

votes:

365

Constitution of the consti				
Total	365	16505735	16506100	100%
(3) Invalid votes:	No. 4g	111	111	
	n Ordinary Resolution Mr. Nilesh R. Doshi as		or of the Company	
(1) Voted in favour of the resolution	365	16505731	16506096	100%
2) Voted ugainst the esolution	page sets	4	4	

16505735

111



100%

16506100

111

Item No.5 as an Ordinary Resolution:

Date: 21st December, 2017

Place: Kolkata

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

	The state of the s	A contract of the contract of	think grant contraction requirements and probability contraction to the second contraction of th	
(1) Voted in favour of the resolution	365	16505731	16506096	100%
(2) Voted against the resolution	salan muu	4	4	
Total	365	16505735	16506100	100%
(3) Invalid votes:		111	111	**************************************

Thanking you, Yours faithfully,

For MKB &

Manoj Kum

Membership No.: 11470

COP No.: 7596

FRN: P2010WB042700