

Ref No. : BIL/AGM/VR/17-18

Date: 25/12/2018

Listing Department BSE Limited  Phoroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001  BSE Scrip Code : 500059	Listing Department National Stock Exchange of India Limited  Exchange Plaza Bandra Kurla Complex, Bandra (E) Mumbai – 400 051  NSE Scrip Code : BINANIIND	The Listing Department The Calcutta Stock Exchange Limited  7, Lyons Range, Kolkata – 700 001  CSE Scrip Code : 12026
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**ISIN No. INE071A01013**

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 55<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 Monday, 24<sup>th</sup> December, 2018 at 11:00 A.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

Managing Director, CFO & Company Secretary

DIN:07325198



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: 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	Monday, 24 <sup>th</sup> December, 2018
2.	Total Number of Shareholders as on Cut-off Date (17 <sup>th</sup> December, 2018)	Equity - 43598 Preference - 1 ----- Total - 43599
3.	Number of Shareholders present in the meeting either in person or through proxy.  • Promoters & Promoters Group*  • Public  • Preference Shareholder	  8  603  1 ----- Total 612 -----
4.	Number of Shareholders attending the Annual General Meeting through Video Conferencing.  • Promoters & Promoters Group  • Public	  0  0

\*Shareholding under multiple member IDs of Promoter Group have been consolidated



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**RESULTS OF THE 55<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 2018 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. Rajesh Kumar Bagri as Director of the Company	Ordinary	E-voting & ballot paper at the AGM	Passed with requisite majority
5.	Appointment of Mrs. Visalakshi sridhar as Managing Director of the Company and payment of remuneration	Special	E-voting & ballot paper at the AGM	Passed with requisite majority

**Note:** In terms of Section 47(2) of the Companies Act 2013, Triton Trading Company Private Limited, the preference shareholder of the Company have exercised their voting rights. They have voted in favour of all resolutions.

**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. Hatiara, Kolkata - 700 157. India**Tel:** 08100326795 / 08100126796 | **Fax:** +91 33 4008 8802



## Binani Industries Limited

Resolution Required : (Ordinary)		1 - Adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2018 together with Reports of the Board of Directors and the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
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	No. of votes Invalid [8]		
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000	0		
	Poll		16445154	99.6455	16445154	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		16445154	99.6455	16445154	0	100.0000	0.0000	0		
Public Institutions	E-Voting	774412	0	0.0000	0	0	0.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		0	0.0000	0	0	0.0000	0.0000	0		
Public Non Institutions	E-Voting	14088109	2758	0.0196	2733	25	99.0935	0.9065	0		
	Poll		2242	0.0159	2242	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		5000	0.0355	4975	25	99.5000	0.5000	0		
Total		31366175	16450154	52.4455	16450129	25	99.9998	0.0002	0		



## 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?		Yes							
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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000	0
	Poll		16445154	99.6455	16445154	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>16445154</b>	<b>99.6455</b>	<b>16445154</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	774412	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	14088109	2758	0.0196	2733	25	99.0935	0.9065	0
	Poll		2242	0.0159	2242	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5000</b>	<b>0.0355</b>	<b>4975</b>	<b>25</b>	<b>99.5000</b>	<b>0.5000</b>	<b>0</b>
<b>Total</b>		<b>31366175</b>	<b>16450154</b>	<b>52.4455</b>	<b>16450129</b>	<b>25</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>



## Binani Industries Limited

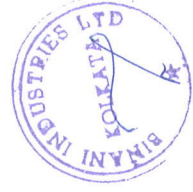
Resolution Required : (Ordinary)		3 - Ratification of appointment of M/s MSKA & Associates, Chartered Accountants as Statutory Auditors of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held [1]	No. of votes 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	No. of votes Invalid [8]	
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000	0	
	Poll		16445154	99.6455	16445154	0	100.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		16445154	99.6455	16445154	0	100.0000	0.0000	0	
Public Institutions	E-Voting	774412	0	0.0000	0	0	0.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		0	0.0000	0	0	0.0000	0.0000	0	
Public Non Institutions	E-Voting	14088109	2758	0.0196	2733	25	99.0935	0.9065	0	
	Poll		2242	0.0159	2242	0	100.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		5000	0.0355	4975	25	99.5000	0.5000	0	
Total		31366175	16450154	52.4455	16450129	25	99.9998	0.0002	0	





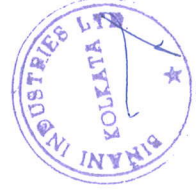
## Binani Industries Limited

Resolution Required : (Ordinary)		4 - Appointment of Mr. Rajesh Bagri as Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	16503654	0	0.0000	0	0	0.0000	0.0000	0
	Poll		16445154	99.6455	16445154	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>16445154</b>	<b>99.6455</b>	<b>16445154</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	774412	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	14088109	2758	0.0196	2758	0	100.0000	0.0000	0
	Poll		2242	0.0159	2242	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5000</b>	<b>0.0355</b>	<b>5000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>31366175</b>	<b>16450154</b>	<b>52.4455</b>	<b>16450154</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>



## Binani Industries Limited

Resolution Required : (Special)		5 - Appointment of Mrs. Visalakshi Sridhar as Managing Director and payment of remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll		16445154	99.6455	16445154	0	100.0000	0.0000	0
	Postal Ballot	16503654	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>16445154</b>	<b>99.6455</b>	<b>16445154</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	774412	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting		2758	0.0196	2732	26	99.0573	0.9427	0
	Poll		2242	0.0159	2242	0	100.0000	0.0000	0
	Postal Ballot	14088109	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5000</b>	<b>0.0355</b>	<b>4974</b>	<b>26</b>	<b>99.4800</b>	<b>0.5200</b>	<b>0</b>
<b>Total</b>		<b>31366175</b>	<b>16450154</b>	<b>52.4455</b>	<b>16450128</b>	<b>26</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>







### 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 55<sup>th</sup> (Fifty Fifth) Annual General Meeting (AGM) of the Members of **BINANI INDUSTRIES LIMITED** (CIN: L24117WB1962PLC025584), held on Monday, 24<sup>th</sup> day of December, 2018 at Rabindra Tirtha, Premises No. 35-1111, Major Arterial Road, 3<sup>rd</sup> Rotary, New Town, Kolkata - 700156, West Bengal at 11.00 A.M.

Dear Sir,

I, Bidisha Achari, Partner of M/s 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 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, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 55<sup>th</sup> Annual General Meeting of the Company held on Monday, 24<sup>th</sup> day of December, 2018 at Rabindra Tirtha, Premises No. 35-1111, Major Arterial Road, 3<sup>rd</sup> Rotary, New Town, Kolkata - 700156, West Bengal at 11.00 A.M., do hereby submit my report as follows:

- (a) The Notice dated 23<sup>rd</sup> November, 2018 convening the 55<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 28<sup>th</sup> November, 2018 to the members of the company.

- (b) The company provided remote e-voting facility offered by National Securities Depository Limited (NSDL) 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. Monday, 17<sup>th</sup> December, 2018 were entitled to vote on the proposed resolutions.
- (d) In terms of section 47(2) of the Act, Triton Trading Company Private Limited, the preference shareholder of the Company, have a right to vote on all resolutions placed before the Company on account of non-payment of dividend on 1,22,98,000, 0.01% Unlisted Non-Cumulative Redeemable Preference Shares of Rs. 100/- each.
- (e) 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 Friday, 21<sup>st</sup> December, 2018 at 9:00 AM (IST) and ended on Sunday, 23<sup>rd</sup> December, 2018 at 5:00 PM (IST).
- (f) The members and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (g) After conclusion of voting at the 55<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 Ms. Mudra Khetan and Ms.





Smriti Agarwal, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014, as amended.

(h) 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 NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in respect of remote e-voting.

(i) 14(Fourteen) Members have cast their votes through remote e-voting and all such votes are valid. 72(Seventy Two) Members and/or their proxy have cast their votes through poll at the AGM venue and all such votes are valid. 1 (One) Preference Shareholder has cast its votes through poll at the AGM venue.

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
<b>ORDINARY BUSINESS</b>				
<b>Item No.1 as an Ordinary Resolution: Adoption of the Audited Financial Statements</b>				







including Audited Consolidated Financial Statements for the financial year ended March 31, 2018 together with Reports of the Board of Directors and the Auditors thereon.

(1) Voted in favour of the resolution	2733	16447396	16450129	99.9998
(2) Voted against the resolution	25	0	25	0.0002
<b>Total</b>	<b>2758</b>	<b>16447396</b>	<b>16450154</b>	<b>100</b>
(3) Invalid votes:	0	0	0	0

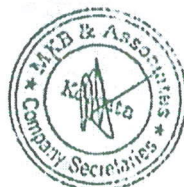
**Item No. 2 as an Ordinary Resolution:** Re-appointment of Mr. Braj Binani as Director of the Company.

(1) Voted in favour of the resolution	2733	16447396	16450129	99.9998
(2) Voted against the resolution	25	0	25	0.0002
<b>Total</b>	<b>2758</b>	<b>16447396</b>	<b>16450154</b>	<b>100</b>





(3) Invalid votes:	0	0	0	0
<b>Item No.3 as an Ordinary Resolution:</b> Ratification of appointment of M/s MSKA & Associates, Chartered Accountants as Statutory Auditors of the Company.				
(1) Voted in favour of the resolution	2733	16447396	16450129	99.9998
(2) Voted against the resolution	25	0	25	0.0002
<b>Total</b>	<b>2758</b>	<b>16447396</b>	<b>16450154</b>	<b>100</b>
(3) Invalid votes	0	0	0	0
<b>SPECIAL BUSINESS</b>				
<b>Item No.4 as an Ordinary Resolution:</b> Appointment of Mr. Rajesh Kumar Bagri as Director of the Company.				
(1) Voted in favour of the resolution	2758	16447396	16450154	100







(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>2758</b>	<b>16447396</b>	<b>16450154</b>	<b>100</b>
(2) Invalid votes	0	0	0	0
<b>Item No.5 as a Special Resolution: Appointment of Mrs. Visalakshi Sridhar as Managing Director and payment of remuneration.</b>				
(1) Voted in favour of the resolution	2732	16447396	16450128	99.9998
(2) Voted against the resolution	26	0	26	0.0002
<b>Total</b>	<b>2758</b>	<b>16447396</b>	<b>16450154</b>	<b>100</b>
(3) Invalid votes	0	0	0	0

Based on the aforesaid results, the resolution Nos. 1 to 5 as contained in the Notice have been passed with the requisite majority. The Preference Shareholder (122,98,000 shares) has voted in favour of all the resolutions, which if included in the votes casted (equity and





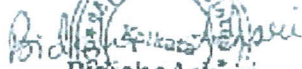


preference) would result in 99.9998% votes in favor of resolution nos.1, 2, 3 & 5 and 100% votes in favour of resolution no.4.

The physical ballot forms, remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,

Yours faithfully

  
Bidisha Achary  
Partner

MKB & Associates

Membership No.: 48482

COP No.: 18198

FRN: P2010WB042700

Date: 24.12.2018

Place: Kolkata



Braj Binani

Chairman

DIN:00009165