

Ref No. : BIL/AGM/VR/21-22

Date . : 28.09.2022

Listing Department BSE Limited	Listing Department National Stock Exchange of India Limited	The Listing Department The Calcutta Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001	Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051	7, Lyons Range, Kolkata-700001
BSE Scrip Code: 500059	Code: BINANIIND	CSE Scrip Code: 12026

ISIN No.: INE071A01013

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 59th 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 Tuesday, 27th September, 2022 at 2.00 P.M. as Annexure A.

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.

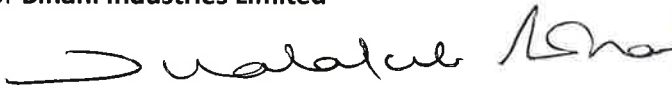
We are also enclosing the report of the scrutinizer on the e-Voting.

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
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: +91 33 3262 6795 / 3262 6796.

Proceedings of the AGM

The Fifty Ninth Annual General Meeting ('AGM') of Binani Industries Limited ('the Company'), was held on Tuesday, September 27, 2022 at 2:00 P.M. (IST) through Video Conference or Other Audio-Visual Means. Mr. Rajesh Kumar Bagri, Director of the Company, chaired the meeting and after ascertaining the quorum, called the meeting to order at 02:00 p.m. The Chairman welcomed the Members to the AGM. The Chairman informed the Members that In view of the continuing COVID-19 pandemic, and to ensure social distancing norms, the Fifty Ninth Annual General Meeting of the Company was convened through Video Conferencing or Other Audio-Visual Means, in accordance with various circulars issued by the Ministry of Corporate Affairs in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations 2015. The Chairman informed that Ms Nikita Waingankar, Representative of M/s. V.P. Thacker & Co. Statutory Auditors was present at the Meeting through Video Conference. The Chairman also informed the Members that there was no proxy facility available for this meeting, as it was dispensed by MCA while other statutory registers were available for inspection electronically. The Chairman informed that the Notice of the meeting was already sent to the members and therefore was taken as read. He mentioned that the Auditors Report as well as Secretarial Auditors Report was taken as read with the consent of the shareholders. The Chairman addressed the shareholders highlighting inter-alia the progress / performance for the financial year 2021-22.

Mr. Rajesh Kumar Bagri, Director of the Company informed the Members that the Company had provided the facility of "remote e-voting" for voting on the resolutions contained in the Notice calling the AGM. He also informed that the Company has provided the facility to vote at the meeting through e-voting platform of NSDL to those Members who did not exercise their vote through remote e-voting. He further informed that Mr. Mohammed Aabid of M/s. Aabid & Co. Practicing Company Secretaries were appointed as the Scrutinizer for remote e-voting as well as e-voting at the AGM and they would hand over the combined report on voting within forty eight hours of conclusion of the AGM. The Chairman then invited the Members who had registered themselves in advance by sending request from their registered email id to express their views/ask questions in the AGM. Mr. Manoj Kumar Gupta and Mr. Santosh Kumar Saraf spoke. After the shareholder spoke the Chairman thanked them.

The Chairman thanked the Members for attending the Meeting and declared the meeting as concluded and informed that those Members who have not voted through remote e-voting may cast their votes during next 15 minutes and authorised the Company Secretary of the Company to receive the voting results and intimate same to the stock exchanges.

**Binani Industries Limited**

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DETAILS OF THE PROCEEDING OF THE ANNUAL GENERAL MEETING

Sl.No.	Particulars	Details
1.	Date of Annual General Meeting.	27.09.2022
2.	Total Number of Shareholders as on Cut off Date (20 th September, 2022)	Equity - 43145 Preference - - ----- 43145
3.	Number of shareholders present in the meeting either in person or through proxy. <ul style="list-style-type: none"> • Promoters & Promoters Group • Public • Preference Shareholder 	Not Applicable
4.	Number of shareholders attending the Annual General Meeting through Video Conferencing. <ul style="list-style-type: none"> • Promoters & Promoters Group • Public 	3 30

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

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RESULTS OF THE 59th 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, 2022 together with Reports of the Board of Directors and the Auditors thereon.	Ordinary	e-Voting	Passed with requisite majority
2.	To appoint a Director in place of Mr. Rajesh Kumar Bagri (DIN – 00191709), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	e-Voting	Passed with requisite majority
3.	To approve non filling of vacancy of Director retiring by rotation	Ordinary	e-voting	Passed with requisite majority
4.	To consider and Approve Related Party Transactions.	Ordinary	e-Voting	Not passed



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Binani Industries Limited

1 - To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2022 together with Reports of the Board of Directors and the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Resolution Required : (Ordinary)	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	
Promoter and Promoter Group	E-Voting	16503654	16397329	99.3557	16397329	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		16397329	99.3557	16397329	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	653895	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	0.0000
Public Non Institutions	E-Voting	14208626	145303	1.0226	80924	64379	55.6933	44.3067	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		145303	1.0226	80924	64379	55.6933	44.3067	0.0000
Total		31366175	16542632	52.7404	16478253	64379	99.6108	0.3892	



Binani Industries Limited

2 - To appoint a Director in place of Mr. Rajesh Kumar Bagri (DIN - 00191709), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required : (Ordinary)		No									
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			
Promoter and Promoter Group	E-Voting		16397329	99.3557	16397329	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	16503654		0.0000	0	0	0.0000	0.0000			
	Total		16397329	99.3557	16397329	0	100.0000	0.0000			
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	653895		0.0000	0	0	0.0000	0.0000			
	Total		0	0.0000	0	0	0.0000	0.0000			
Public Non Institutions	E-Voting		145303	1.0226	80725	64578	55.5563	44.4437			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	14208626		0.0000	0	0	0.0000	0.0000			
	Total		145303	1.0226	80725	64578	55.5563	44.4437			
Total		31366175	16542632	52.7404	16478054	64578	99.6096	0.3904			



Binani Industries Limited

3 - To approve non filling of vacancy of Director retiring by rotation										
No										
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]= $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$		
Promoter and Promoter Group	E-Voting		16397329	99.3557	16397329	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	16503654	0	0.0000	0	0	0.0000	0.0000		
	Total		16397329	99.3557	16397329	0	100.0000	0.0000		
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	653895	0	0.0000	0	0	0.0000	0.0000		
	Total		0	0.0000	0	0	0.0000	0.0000		
Public Non Institutions	E-Voting		145303	1.0226	80874	64429	55.6589	44.3411		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	14208626	0	0.0000	0	0	0.0000	0.0000		
	Total		145303	1.0226	80874	64429	55.6589	44.3411		
Total		31366175	16542632	52.7404	16478203	64429	99.6105	0.3895		



Binani Industries Limited

4 - To consider and approve Related Party Transaction										
Resolution Required : (Ordinary)										
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		
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	16503654								
	Total			0.0000	0	0	0.0000	0.0000		
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	653895								
	Total			0.0000	0	0	0.0000	0.0000		
Public Non Institutions	E-Voting		145453	1.0237	20644	124809	14.1929	85.8071		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	14208626								
	Total		145453	1.0237	20644	124809	14.1929	85.8071		
Total		31366175	145453	0.4637	20644	124809	14.1929	85.8071		



REPORT OF SCRUTINIZER

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

Date: 28th September, 2022

To,
The Chairman,
Binani Industries Limited
37/2, Chinar Park, New Town, Rajarhat, Main Road,
P.O. Hatiara, Kolkata –700157, West Bengal

Sub: Scrutinizer Report of E-Voting/ Remote E-Voting at 59th Annual General Meeting (AGM) of the Company.

Dear Madam/Sir,

I, Mohammed Aabid, Partner at Aabid & Co., Practicing Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of Binani Industries Limited (hereinafter referred as 'the Company') for the purpose of scrutinizing the process of voting through remote e-voting and e-voting at the 59th Annual General Meeting of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended by the Companies (Management & Administration) Rules 2015 in respect of the below mentioned resolutions proposed through notice dated 11th August,2022 at the 59th Annual General Meeting of the Company held on 27th September, 2022 at 2 P.M.through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Pursuant to General Circular(s) no. 02/2022 dated May 5, 2022 read with General Circular no. 02/2021 dated January 13, 2021, General Circular no. 20/2020 dated May 5, 2020, General Circular no. 14/2020 dated April 8, 2020 and General Circular no. 17/2020 dated April 13, 2020, as issued by Ministry of Corporate Affairs and in accordance with Circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars"), an advertisement was published in Financial Express (English) and Aajkal, Kolkata (Bengali) in the publication dated 3rd September, 2022, specifying the date and time of the AGM, availability of the notice on Company's website at www.binaniindustries.com.and on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.



The Company has availed services of National Securities Depository Limited ("NSDL") (herein after called "the NSDL") to provide e-voting facility to its Members.

The Notice for 59th AGM of the company for passing the ordinary and special businesses along with statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of resolutions to be passed by the shareholders of the Company voting by electronic means was sent to Stock Exchanges i.e. CSE, NSE and BSE on the 2nd September, 2022 and to the shareholders on 2nd September, 2022 during the day.

The Shareholders of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Tuesday, September 20, 2022, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 4 in the Notice of 59th AGM of the Company.

The voting period for e-voting commenced on Saturday, September 24, 2022 at 9.00 a.m. and ended on Monday, September 26, 2022 at 5:00 p.m. and e-voting system of NSDL was blocked immediately and the votes cast under e-voting facility were then unblocked.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the NSDL e-voting system.

I now submit my report on the results of e-voting conducted in relation to the Resolutions as under.

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2022 together with Reports of the Board of Directors and the Auditors thereon.

I. Voted in favour of the resolution:

	Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Remote E-voting	133	16478253	99.61
Total	133	16478253	99.61



II. Voted against the resolution:

	Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Remote E-voting	33	64379	0.39
Total	33	64379	0.39

III. Invalid votes: NIL

The above resolution has been passed with requisite majority of votes.

ORDINARY BUSINESS**Item No. 2: Ordinary Resolution**

To appoint a Director in place of Mr. Rajesh Kumar Bagri (DIN -00191709), who retires by rotation and being eligible, offers himself for re-appointment.

I. Voted in favour of the resolution:

	Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Remote E-voting	132	16478054	99.61
Total	132	16478054	99.61

II. Voted against the resolution:

	Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Remote E-voting	34	64578	0.39
Total	34	64578	0.39



III. Invalid votes – NIL

The above resolution has been passed with requisite majority of votes.

SPECIAL BUSINESS

Item No. 3: Ordinary Resolution:

To approve non filling of vacancy of Director retiring by rotation

I. Voted in favour of the resolution:

	Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Remote E-voting	132	16478203	99.61
Total	132	16478203	99.61

II. Voted against the resolution:

	Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Remote E-voting	34	64429	0.39
Total	34	64429	0.39

III. Invalid votes - NIL

The above resolution has been passed with requisite majority of votes.

SPECIAL BUSINESS

Item No. 4: Ordinary Resolution:

To consider and Approve Related Party Transactions

I. Voted in favour of the resolution:

	Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast



Remote E-voting	126	20644	14.19
Total	126	20644	14.19

II. Voted against the resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	36	124809	85.81
Total	36	124809	85.81

III. Invalid votes - NIL

The above resolution has 'Failed' and declared as not been passed with the requisite majority of votes.

The Register, all other papers and relevant records relating to electronic voting shall remain in our' safe custody until the Chairman considers, approves and signs the Minutes of the 59th Annual General Meeting and the same are handed over to the Compliance Officer for safe keeping.

Conclusion:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The chairman of the said AGM may be accordingly declare the result of voting pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours Faithfully,
For Aabid & Co.
Company Secretaries



Mohammed Aabid
FCS : F6579;
C.O.P No.: 6625;
UDIN: F006579D001067474
Date: 28th September, 2022
Place: Mumbai

Countersigned
For Binani Industries Limited



Chairman

