

Date: 21/10/2014

To,
The Chairman
BINANI INDUSTRIES LIMITED
Mercantile Chambers, 12, J. N. Heredia Marg,
Ballard Estate, Mumbai - 400 001.

Dear Sir,

Sub: Scrutinizer's Report (Combined) on E-voting and Physical Ballot Forms.

I, Mohammed Aabid of M/s. Aabid & Co, Practicing Company Secretaries., had been appointed as the Scrutinizer by the Board of Directors of **BINANI INDUSTRIES LIMITED** vide resolution dated 09th September, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules, 2014 in respect of the below mentioned Special Resolution.

The Notice dated September, 9th 2014, for passing said Special Resolution under Section 186 of Companies Act, 2013, along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned Special Resolutions to be passed from the Members of the Company.

The Company has availed the e-voting facility offered by National Securities Depository limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by Postal Ballot papers to the Members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of September, 12th 2014, were entitled to vote on the proposed Special Resolution as set out in the Notice.

The voting period for e-voting commenced on Sunday, September 21, 2014 at 10.00 a.m. and ended on Monday, October, 20th 2014 at 05:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms received up to October 20, 2014 were considered.

I have scrutinized and reviewed the voting through electronic means and physical ballot mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

Proposed Resolution: -

To consider and if thought fit, to pass, the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions of Appropriate Authorities, Reserve Bank of India as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to Subsidiaries/Step-Down Subsidiaries/Fellow Subsidiaries and Associate Companies and/or acquire by way of subscription, purchase or otherwise the securities of Subsidiaries/Step-Down Subsidiaries/Fellow Subsidiaries and Associate Companies up to a limit not exceeding Rs 9000 Crores (Rupees Nine Thousand Crores only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to the above said Bodies Corporate and/or securities so far acquired or to be acquired in above said Bodies Corporate may exceed the limits prescribed under the said section.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, on behalf of the Company for the purpose of giving effect to the aforesaid Resolution.”

(i) Voted in favour of the resolution:

	Number of members voted through electronic system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	55	46361	0.30%
Physical	106	15215492	99.52%
Total	161	15261853	99.82%

(ii) Voted against the resolution:

	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	16	26499	0.17%
Physical	7	875	0.01%
Total	23	27374	0.18%

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	5	530
Total	5	530

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our' safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Special Resolution and the same are handed over to the Company Secretary for safe keeping.

Thanking You

Yours Faithfully
For Aabid & Co.



(Mohammed Aabid)
Membership No.: - 6579
CP No. : - 6625