

17th July, 2020

The Secretary
Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata-700001.

General Manager – DCS
Bombay Stock Exchange Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai-400001

The Asst. Vice President
National Stock Exchange of
India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai –
400051

Dear Sirs/Madam,

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 Postal Ballot

Further to our letter dated 17th April,, 2020 and pursuant to Regulation 30 of the Listing Regulations, we wish to inform you that the outcome of the Special Resolutions as given in the notice of the postal ballot dated 14th March, 2020, by way of a brief proceeding of the Postal Ballot conducted is attached herewith.

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are submitting herewith the details regarding the voting results of the Postal Ballot conducted along with the Report of the Scrutinizer.

The above information is also being uploaded on the Website of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Binani Industries Limited**



Visalakshi Sridhar
Managing Director, CFO & Company Secretary
DIN07325198



Encl: As above

Binani Industries Limited

CIN: L24117WB1962PLC025584

Corporate Office: Mercantile Chambers, Ground Floor, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai - 400 001, India.

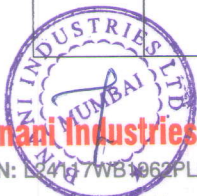
Tel: +91 22 3026 3000 / 01 / 02 | Fax: +91 22 2263 4960 | Email: mumbai@binani.net | www.binaniindustries.com

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 POSTAL BALLOT

SI No	Particulars	Details
1.	Date of Notice of Postal Ballot	14 th March, 2020
2.	Cut- off Date for voting	6 th March, 2020
3.	E-Voting system provided by	National Securities Depository Limited
4.	Total No. of Shareholders as on Cut-off Date	43313
5.	Total No. of Shareholders who voted by means of physical ballots for Resolution 1	
	a. Promoters & Promoters Group	0
	b. Public Institution	0
	c. Public Non Institutions	0
6.	Total No. of shareholders who voted by means of e-voting for Resolution 1	
	a. Promoters & Promoters Group	0
	b. Public Institution	0
	c. Public Non Institutions	45
7.	Total No. of Shareholders who voted by means of physical ballots for Resolution 2	
	a. Promoters & Promoters Group	0
	b. Public Institution	0
	c. Public Non Institutions	0
8.	Total No. of shareholders who voted by means of e-voting for Resolution 2	
	a. Promoters & Promoters Group	8
	b. Public Institution	0
	c. Public Non Institutions	45



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RESULT OF THE POSTAL BALLOT

Sl	Agenda	Resolution (Ordinary / Special)	Mode of Voting	Remarks
1.	Sale / Disposal of 100% shares held by the Company in subsidiaries	Special Resolution	E-voting / Physical Ballots	Not Passed with requisite majority
2.	Cancellation of Paid-up Share Capital of the Company u/s 66(1)(b)(i) of the Companies Act, 2013	Special Resolution	E-voting / Physical Ballots	Passed with requisite majority

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Binani Industries Limited

2 - Cancellation of Paid-up Share Capital of the Company u/s 66(1)(b)(i) of the Companies Act, 2013.

Resolution Required : (Special)		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	100.0000	16503654	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		16503654	100.0000	16503654	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	656380	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		13767	0.0969	7621	6146	55.3570	44.6430
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	14206141	0	0.0000	0	0	0.0000	0.0000
	Total		13767	0.0969	7621	6146	55.3570	44.6430
Total		31366175	16517421	52.6600	16511275	6146	99.9628	0.0372



Binani Industries Limited

1 - Sale / Disposal of 100% shares held by the Company in subsidiaries

Resolution Required : (Special)		1 - Sale / Disposal of 100% shares held by the Company in subsidiaries						
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						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	656380						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		13767	0.0969	7901	5866	57.3909	42.6091
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	14206141	0	0.0000	0	0	0.0000	0.0000
	Total		13767	0.0969	7901	5866	57.3909	42.6091
Total		31366175	13767	0.0439	7901	5866	57.3909	42.6091





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by the Companies (Management & Administration) Amendment Rules, 2015]

17th July, 2020

To
The Chairman
Binani Industries Limited

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Binani Industries Limited (the Company) by passing resolution on 14th March, , 2020 for the purpose of scrutinizing the postal ballot process through e-voting conducted for seeking approval of members of the Company on the items as mentioned in Postal Ballot Notice dated 14th March, 2020, do hereby submit my report as follows:

- (a) The notice dated 14th March, 2020 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National



- Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 6th March, 2020.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by permitted mode on 17th March, 2020. The Company also provided e-voting facility offered by National Securities Depository Limited ("NSDL") to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 6th March, 2020 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 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Wednesday, 18th March, 2020 at 10:00 AM and ended on Thursday, 16th April, 2020 at 5:00 PM.
- (e) In wake of the COVID19 Pandemic, complete lockdown was declared by the Central Government from 24th March, 2020. Due to complete lockdown the postal ballot forms could not be retrieved from the postal department. Lockdown is still continuing in many places in the country and the postal department has not resumed its services. Due to non-resumption of full services by the postal department only one postal ballot form was retrieved from the postal department on 15th July, 2020 and has been considered for scrutiny. The postal ballot form was duly scrutinized and found to be invalid.
- (f) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (g) The e-voting facility provided by NSDL was unlocked on 17th April, 2020. Due to COVID19 pandemic, no witness was present at the time of unlocking the e-voting facility.



- (h) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of NSDL www.evoting.nsdl.com in respect of voting through e-voting.
- (i) The Company in aggregate has received 1(one) Postal Ballot form representing 150 equity shares of the Company. The same was invalid as the form was dated after the closure of postal ballot.
- (j) Members representing 16,517,421 equity shares have cast their votes through e-voting for Resolution.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

Item No. 1 - Special Resolution for Sale/disposal of 100% shares held by the company in subsidiaries

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	37	7901	--	--	37	7901	57.3909



Voted against the resolution	8	5866	--	--	8	5866	42.6091
Total	45	13767	--	--	45	13767	100

Item No. 2 - Special Resolution for Cancellation of Paid-up Share Capital of the Company under section 66(1)(b)(i) of Companies Act, 2013

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	43	16511275	--	---	43	16511275	99.9628
Voted against the resolution	11	6146	--	--	11	6146	0.0372
Total	54	16517421	--	--	54	16517421	100

In view of the above scrutiny, I hereby certify that:

- (i) the special resolution as mentioned in Item No. 1 of notice dated 14th March, 2020 stands defeated, and
- (ii) the special resolution as mentioned in Item No. 2 of notice dated 14th March, 2020 is approved and passed by the requisite majority.



The Postal Ballot Forms and other related papers/ registers and records shall be handed over to the person authorized by the Board to supervise the Postal Ballot process after the lockdown due to COVID19 pandemic gets over.

Note: The scrutinizer report was supposed to be issued within 48 hours of conclusion of voting. Due to COVID19 pandemic, the physical postal ballot forms were received from postal authorities only on 15th July, 2020. The company has vide its letter dated 17th April, 2020 intimated the stock exchanges the delay in declaration of results of postal ballot.

For MKB & Associates
Company Secretaries

RAJ KUMAR Digitally signed by
BANTHIA RAJ KUMAR BANTHIA
Date: 2020.07.17
17:13:01 +05'30'

Raj Kumar Banthia
(Partner)

ACS no. 14170

COP no. 18428

FRN: P2010WB042700

Date: 17th July, 2020

Place: Kolkata

UDIN: A017190B000468168