

**Date: 25<sup>th</sup> April, 2025**

The Secretary  
**The Calcutta Stock Exchange Limited,**  
7, Lyons Range,  
Kolkata- 700001  
Code: 12026

The Corporate Relationship Department  
**BSE Limited,**  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001.  
Scrip Code: 500059

Asst. Vice President  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai- 400051  
Code: BINANIIND

**Sub: Declaration of result of Resolution passed through Postal Ballot**

Dear Sir/ Madam,

Further to our letter dated March 25, 2025, we wish to submit that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the members of the Company have duly approved, through e-voting and voting through Postal Ballot the Special/ Ordinary Business as specified in the Postal Ballot Notice dated January 24, 2025.

The details of the voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report is enclosed.

We request you to kindly bring the aforesaid information to the notice of your members.

Kindly take the same on record.

Thanking You.

Yours Faithfully,

**For Binani Industries Limited**

**Santwana Todi**  
**Company Secretary Cum Compliance Officer**  
**Binani Industries Limited**

CIN: L24117WB1962PLCO25584

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

Tel: +91 22 4126 3000 1 01 | Fax: +91 22 2264 0044 | Email: [mumbai@binani.net](mailto:mumbai@binani.net) |

[www.binaniindustries.com](http://www.binaniindustries.com)

**Details of Postal Voting Result**

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding Postal Ballot are as follows

1.	Date of Annual General Meeting/Extra Ordinary General Meeting	Not Applicable
2.	Date of Postal Ballot Notice	24 <sup>th</sup> January, 2025
3.	Record Date	21 <sup>st</sup> March, 2025
4.	Total number of shareholders on record date	40,138
5.	Number of shareholder present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable
6.	Number of shareholders attended meeting	
	Through video conferencing:	
	Promoters and Promoter group:	Not Applicable
	Public:	Not Applicable

The following business items were set out in the Notice convening the Postal Ballot:

Sr No.	Particulars of resolutions	Type of Resolution
<b>Special Business</b>		
1	Change of Name of the Company from 'Binani Industries Limited' to 'BIL Vyapar Limited' and consequential amendment to the Memorandum of Association and Articles of Association of the Company	Special Resolution
<b>Ordinary Business</b>		
3	Approval of Related party Transactions.	Special Resolution

**Binani Industries Limited**

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**Resolution No.01: Special Business-Special Resolution**  
**Change of Name of the Company from 'Binani Industries Limited' to 'BIL Vyapar Limited'**  
**and consequential amendment to the Memorandum of Association and Articles of Association of the Company**

**Equity Shareholders:**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16503654	16503654	100.0000	16503654	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
	<b>Total</b>		16503654	100.0000	16503654	0	100.0000	0.0000
Public Institutions	E-Voting	555445	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
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	14307076	13680	0.0956	13487	193	98.5892	1.4108
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		13680	0.0956	13487	193	98.5892	1.4108
<b>Total</b>		<b>31366175</b>	16517334	52.6597	16517141	193	99.9988	0.0012

Pursuant to the provisions outlined in Section 47 (2) of the Companies Act, 2013, Triton Trading Company Private Limited (TTCPL), as the sole Preference Shareholder of the Company possessing 12298000- 0.01% Non-Cumulative Redeemable Preference Shares valued at Rs. 100 per share, each fully paid up, is entitled to exercise voting rights on all resolutions presented before the Company, stemming from the non-payment of Dividend.

Consequently, the Preference Shareholder was duly notified of the postal ballot and has participated by voting in favor of the Resolution. The specifics of their voting are detailed as follows:

## **Binani Industries Limited**

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**Preference Shareholder (Single Shareholder):**

Sr. No	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of votes-in against	%of votes in favour of votes polled	% of votes against on polled
1.	E-voting	12298000	12298000	100.00	12298000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12298000</b>	<b>12298000</b>	<b>100.00</b>	<b>12298000</b>	<b>0</b>	<b>100.00</b>

**Resolution No.02: Ordinary Business-Special Resolution**  
**Approval of Material Related Party Transactions of the Company:**

**Equity Shareholders:**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16503654	2244390	13.5994	2244390	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
	<b>Total</b>		<b>2244390</b>	<b>13.5994</b>	<b>2244390</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	555445	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non-Institutions	E-Voting	14307076	13680	0.0956	13516	164	98.8012	1.1988
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13680</b>	<b>0.0956</b>	<b>13516</b>	<b>164</b>	<b>98.8012</b>	<b>1.1988</b>
<b>Total</b>		<b>31366175</b>	<b>2258070</b>	<b>7.1991</b>	<b>2257906</b>	<b>164</b>	<b>99.9927</b>	<b>0.0073</b>

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Pursuant to the provisions outlined in Section 47 (2) of the Companies Act, 2013, Triton Trading Company Private Limited (TTCPL), as the sole Preference Shareholder of the Company possessing 12298000- 0.01% Non-Cumulative Redeemable Preference Shares valued at Rs. 100 per share, each fully paid up, is entitled to exercise voting rights on all resolutions presented before the Company, stemming from the non-payment of Dividend.

Consequently, the Preference Shareholders have casted their Vote however the said votes are not being counted in the Resolution as they are interested party to the said Resolution.

Accordingly, the notice was also sent to the Preference Shareholder and they have not voted for this Resolution. Their voting details are as under:

**Preference Shareholder (Single Shareholder):**

Sr. No	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of votes- in against	%of votes in favour of votes polled	% of votes against on polled
1.	E-voting	12298000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12298000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>

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# HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,  
Opera House, Mumbai-400004.

Email : Hardik@hdandassociates.com ; Tel: +91 22 316 30303

## REPORT OF SCRUTINIZER

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2015 as amended from time to time]

Date: 25<sup>th</sup> April, 2025

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

Dear Sir,

Sub: Scrutinizer Report on postal ballot conducted through Electronic Voting System as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

BINANI INDUSTRIES LIMITED ("the Company") vide, resolution passed by its Board of Directors at their meeting held on Friday, 24<sup>th</sup> January, 2025, appointed Mr. Hardik Darji, Proprietor of HD And Associates, Practicing Company Secretaries based in Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (as amended).

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, read with MCA General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13,2020, Circular No. 22/2020 dated June 15,2020 Circular No. 33/2020 dated September 28,2020, Circular No. 3/2020 dated December 31,2020, Circular No. 10/2021 dated June 23,2021, Circular No. 20/2021 dated December 8,2021 and Circular No. 03/2022 dated May 5,2022 11/2022 dated December 28,2022 and 09/2023 dated September 25,2023 respectively issued by the Ministry of Corporate Affairs ("MCA") (herein collectively referred to as MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof).

The Company had dispatched the Postal Ballot Notice on Tuesday, 25<sup>th</sup> March, 2025 along with the Explanatory Statement under Section 102 of the Companies Act,2013 by e-mail only to the members who have registered their e-mail addresses with the Company/Depositories.



# HD AND ASSOCIATES

As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.

The Company has availed services of MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) to provide remote e-voting facility to its members.

My responsibility as a scrutinizer for voting: process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect, of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Link Intime India Private Limited, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically till the time fixed for closing of the e-voting access till IST 05:00 P.M. on Thursday, 24<sup>th</sup> April, 2025.

The Members of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Friday, 21<sup>st</sup> March, 2025, were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice.

The voting period for e-voting commenced on Wednesday, 26<sup>th</sup> March, 2025 at IST 10:00 A.M., and ended on Thursday, 24<sup>th</sup> April, 2025 at IST 05:00 P.M. and remote e-voting system of MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) was blocked immediately thereafter. Votes cast through remote e-voting means votes received till Thursday, 24<sup>th</sup> April, 2025 up to IST 05:00 P.M. were considered.

I have scrutinized and reviewed the voting through remote e-voting means and votes tendered therein based on the data downloaded from the MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) e-voting system. In view of the same, the summary of Remote e-voting confirmation received is given below:

## Resolution No.01: Special Business-Special Resolution

Change of Name of the Company from 'Binani Industries Limited' to 'BIL Vyapar Limited' and consequential amendment to the Memorandum of Association and Articles of Association of the Company

### Equity Shareholders:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and	E-Voting	16503654	16503654	100.0000	16503654	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000



# HD AND ASSOCIATES

Promoter Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		16503654	100.0000	16503654	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	555445	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting		13680	0.0956	13487	193	98.5892	1.4108
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	14307076	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		13680	0.0956	13487	193	98.5892	1.4108
<b>Total</b>		<b>31366175</b>	<b>16517334</b>	<b>52.6597</b>	<b>16517141</b>	<b>193</b>	<b>99.9988</b>	<b>0.0012</b>

Pursuant to the provisions outlined in Section 47 (2) of the Companies Act, 2013, Triton Trading Company Private Limited (TTCPL), as the sole Preference Shareholder of the Company possessing 12298000- 0.01% Non-Cumulative Redeemable Preference Shares valued at Rs. 100 per share, each fully paid up, is entitled to exercise voting rights on all resolutions presented before the Company, stemming from the non-payment of Dividend.

Consequently, the Preference Shareholder was duly notified of the postal ballot and has participated by voting in favor of the Resolution. The specifics of their voting are detailed as follows:

### Preference Shareholder (Single Shareholder):

Sr. No	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of votes-in against	%of votes in favour of votes polled	% of votes against on polled
1.	E-voting	12298000	12298000	100.00	12298000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>12298000</b>	<b>12298000</b>	<b>100.00</b>	<b>12298000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>


# HD AND ASSOCIATES

**Resolution No.02: Ordinary Business-Special Resolution  
Approval of Material Related Party Transactions of the Company:**

**Equity Shareholders:**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16503654	2244390	13.5994	2244390	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
	<b>Total</b>		<b>2244390</b>	<b>13.5994</b>	<b>2244390</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	555445	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non-Institutions	E-Voting	14307076	13680	0.0956	13516	164	98.8012	1.1988
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13680</b>	<b>0.0956</b>	<b>13516</b>	<b>164</b>	<b>98.8012</b>	<b>1.1988</b>
<b>Total</b>		<b>31366175</b>	<b>2258070</b>	<b>7.1991</b>	<b>2257906</b>	<b>164</b>	<b>99.9927</b>	<b>0.0073</b>

Pursuant to the provisions outlined in Section 47 (2) of the Companies Act, 2013, Triton Trading Company Private Limited (TTCPL), as the sole Preference Shareholder of the Company possessing 12298000- 0.01% Non-Cumulative Redeemable Preference Shares valued at Rs. 100 per share, each fully paid up, is entitled to exercise voting rights on all resolutions presented before the Company, stemming from the non-payment of Dividend.

Consequently, the Preference Shareholders have casted their Vote however the said votes are not being counted in the Resolution as they are interested party to the said Resolution.

Accordingly, the notice was also sent to the Preference Shareholder and they have not voted for this Resolution. Their voting details are as under:



# HD AND ASSOCIATES

## Preference Shareholder (Single Shareholder):

Sr. No	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of votes- in against	% of votes in favour of votes polled	% of votes against on polled
1.	E-voting		0	0.0000	0	0	0.0000	0.0000
	Poll	12298000	0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Total	12298000	0	0.0000	0	0	0.0000	0.0000

The Register, all other papers and relevant records relating to electronic voting and physical mode of the aforesaid Postal Ballot were handed over to the Compliance Officer for safe keeping.

Thanking You  
Yours Faithfully,

FOR HD AND ASSOCIATES  
COMPANY SECRETARIES


HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200


PLACE: MUMBAI


DATE: 25<sup>TH</sup> APRIL, 2025

UDIN: A047700G000198576

PFR REVIEW NO: 2208/2022

WITNESS:

  
ABHAY SHAH  
411, PARIKH MARKET BUILDING,  
OPERA HOUSE, MUMBAI-400004

  
POOJA PARMAR  
411, PARIKH MARKET BUILDING,  
OPERA HOUSE, MUMBAI-400004