

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

Date: 17th September, 2025

To,
The Chairman,
BIL Vyapar Limited,
(Formerly known as Binani Industries Limited)
37/2, Chinar Park, New Town,
Rajarhat Main Road P.O. Hatiara,
Kolkata - 700157, West Bengal, India.

Re: Consolidated Scrutinizer's Report on voting through remote E-voting during the course of Annual General Meeting held on Tuesday, 16th September, 2025 in terms of provisions of the Companies Act 2013 read with the Rules and Circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued thereunder.

Dear Sir,

I, Hardik Darji, Proprietor, Practicing Company Secretaries, Mumbai was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') in a fair and transparent manner, for passing of the resolutions as mentioned under item number 1 to 5 as set out in the Notice of AGM dated 08th August, 2025 ("Notice") issued by the Company in accordance with General Circulars dated General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Circular dated May 12, 2020, January 05, 2023, October 07, 2023, October 03, 2024 issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars"), and in compliance with the provisions of the Act and the SEBI Listing Regulation for convening the AGM of its Members through VC/OAVM on Tuesday, 16th September, 2025 at 11:30 A.M. (IST).



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1. The e-Voting conducted in terms of MCA Circulars, has been completed and now I submit my report as under:
 - 1.1 The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the abovementioned MCA Circulars and the regulations. Our responsibility as the Scrutinizer is restricted to make a Scrutinizers Report of the votes cast "in favor" and "against" the resolutions stated in the Notice.
2. As per the confirmation received from the Company:
 - 2.1 The Company had availed the e-voting platform/ facility offered by the MUFG Intime India Private Limited for conducting e-voting facility prior and during the AGM.
 - 2.2 As per MCA General Circular No. 20/2020 dated May 05, 2020, the Company has published advertisements in the English Newspaper "Financial Express" and Bengali Newspaper "Aajkal" on Tuesday, 26th August, 2025, regarding the compliance with the said circular in relation to the AGM of the Company.
 - 2.3 The Company on Saturday, 23rd August, 2025, completed the dispatch of the Notice through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on Friday, 08th August, 2025.
 - 2.4 The remote e-voting period commenced on Saturday, 13th September, 2025 (from 09:00 A.M. IST) and ended on Monday, 15th September, 2025 (till 05:00 P.M. IST).
 - 2.5 Votes casted through remote e-voting till 5:00 PM. on Monday, 15th September, 2025 being the last date and time fixed by the Company for remote e-voting and e-voting during the AGM, are considered for my scrutiny.
 - 2.6 The remote e-voting module was disabled by MUFG Intime India Private Limited on Monday, 15th September, 2025 after 05:00 P.M. as required under the rules the votes cast under the e-voting facility during the remote e-Voting period and e-voting during the AGM, were unblocked in the presence of Mr. Shubh Patel and Mrs. Pooja Parmar who are not in employment with the Company; thereafter the data of e-voting was downloaded and the shareholding was matched confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Company/ its Registrar and Share Transfer Agents/Depositories as on the cut- off date for remote e-Voting and Voting during AGM i.e. Tuesday, 09th September, 2025.



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2.7 The data of remote e-voting and e-voting during the AGM was scrutinized for verification of Votes Cast "in favour" and "against" the resolutions.

3. The summary of the voting through remote e-voting and e-voting during the AGM is as follows:

Resolution No. 01: Ordinary Business- Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the Year Ended 31st March, 2025 along with notes thereon as on that date and the Reports of Board of Directors and Auditors thereon.

Equity Shareholders:

Resolution Required: Ordinary			To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2025 along with notes thereon as on that date and the Reports of Board of Directors and 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	
Promoter and Promoter Group	E-Voting		16084089	100.0000	16084089	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	16084089	0	0.0000	0	0	0.0000	0.0000	
	Total		16084089	100.0000	16084089	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	542815	0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting		39735	0.2696	10421	29314	26.2262	73.7738	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	14739241	0	0.0000	0	0	0.0000	0.0000	
	Total		39735	0.2696	10421	29314	26.2262	73.7738	
Total		31366175	16123824	51.4051	16094510	29314	99.8182	0.1818	

Pursuant to the provisions outlined in Section 47 (2) of the Companies Act, 2013, Triton Trading Company Private Limited (TTCP), 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 62nd Annual General Meeting and has participated by voting in favor of the Resolution. The specifics of their voting are detailed as follows:

 

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Preference Shareholders:

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
	Total		12298000	100.00	12298000	0	100.00	0.00

Thus, based on the results, the Ordinary Resolution as contained in Item No.01 is passed with the requisite majority.

Resolution No. 02: Ordinary Business- 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 reappointment.

Equity Shareholders:

Resolution Required: Ordinary		To appoint a Director in place of Mr. Rajesh Kumar Bagri (DIN – 00191709), who retires by rotation and being eligible, offers himself for reappointment.							
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	16084089	16084089	100.0000	16084089	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		16084089	100.0000	16084089	0	100.0000	0.0000	
Public Institutions	E-Voting	542845	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	
Public Non Institutions	E-Voting	14739241	39735	0.2696	10421	29314	26.2262	73.7738	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		39735	0.2696	10421	29314	26.2262	73.7738	



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Total 31366175 16123824 514051 16994510 29314 99.8182 0.1818

Pursuant to the provisions outlined in Section 47 (2) of the Companies Act, 2013, Triton Trading Company Private Limited (TTCP), 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 62nd Annual General Meeting and has participated by voting in favor of the Resolution. The specifics of their voting are detailed as follows:

Preference Shareholders:

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	100.00	12298000	0	100.00	0.00
	Poll	12298000	0	0.00	0	0	0.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Total	12298000	12298000	100.00	12298000	0	100.00	0.00

Thus, based on the results, the Ordinary Resolution as contained in Item No.02 is passed with the requisite majority.

Resolution No. 03: Ordinary Business- Ordinary Resolution

To re-appoint the Statutory Auditors of the Company, and to fix their remuneration. Equity Shareholders:

Resolution Required: Ordinary			To re-appoint the Statutory Auditors of the Company, and to fix their 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
Promoter and Promoter Group	E-Voting		16084089	100.0000	16084089	0	100.0000	0.0000
	Poll	16084089	0	0.0000	0	0	0.0000	0.0000
	Postal							
	Ballot		0	0.0000	0	0	0.0000	0.0000



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	Total		16084089	100.0000	16084089	0	100.0000	0.0000
	E-							
	Voting		0	0.0000	0	0	0.0000	0.0000
Public	Poll	542845	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal							
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-							
	Voting		39735	0.2696	10421	29314	26.2262	73.7738
Public Non	Poll	14739241	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal							
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39735	0.2696	10421	29314	26.2262	73.7738
Total		31366175	16123824	51.4051	16094510	29314	99.8182	0.1818

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 62nd Annual General Meeting and has participated by voting in favor of the Resolution. The specifics of their voting are detailed as follows:

Preference Shareholders:

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
	E-voting		12298000	100.00	12298000	0	100.00	0.00
1.	Poll	12298000	0	0.00	0	0	0.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Total	12298000	12298000	100.00	12298000	0	100.00	0.00

Thus, based on the results, the Ordinary Resolution as contained in Item No.03 is passed with the requisite majority.



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Resolution No. 04: Special Business- Ordinary Resolution
Appointment of HD & Associates as Secretarial Auditor of the Company.
Equity Shareholders:

Resolution Required: Ordinary			Appointment of HD & Associates as Secretarial Auditor 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
Promoter and Promoter Group	E-Voting	16084089	16084089	100.0000	16084089	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		16084089	100.0000	16084089	0	100.0000	0.0000
Public Institutions	E-Voting	542845	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
Public Non Institutions	E-Voting	14739241	39735	0.2696	10421	29314	26.2262	73.7738
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39735	0.2696	10421	29314	26.2262	73.7738
Total		31366175	16123824	51.4051	16094510	29314	99.8182	0.1818

Thus, based on the results, the Ordinary Resolution as contained in Item No.04 is passed with the requisite majority.

Resolution No. 05: Special Business- Special Resolution
Approval of Material Related Party Transactions of the Company.
Equity Shareholders:

Resolution Required: Special			Approval of Material Related Party Transactions of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category								



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	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	16084089	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	542845	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		39735	0.2696	10421	29314	26.2262	73.7738
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot	14739241	0	0.0000	0	0	0.0000	0.0000
	Total		39735	0.2696	10421	29314	26.2262	73.7738
	E-Voting		39735	0.2696	10421	29314	26.2262	73.7738
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Total		31366175	39735	0.2696	10421	29314	26.2262	73.7738

* Since the Promoter and Promoter Group are interested parties in this Resolution, their votes have not been considered. Accordingly, the same has been shown as zero.

Pursuant to 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, has a right to Vote on all resolutions presented before the Company.

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. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company secretary for preserving safely after the chairman considers, approves and signs the minutes of the AGM.

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 Shareholders:

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	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00



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In view of the above scrutiny as the number of votes cast in favour of the resolution was not more than three times of the number of votes cast against, I hereby certify that the Special Resolution with regard to resolution no. 05 has not been passed with requisite majority.

All the relevant records relating to remote e-voting and voting during the AGM will remain in our safe custody until the Chairman approves and signs the minutes of the Annual General Meeting and the same shall thereafter be handed over to the Company Secretary.

Thanking You
Yours Faithfully,

PLACE: MUMBAI
DATE: 17TH SEPTEMBER, 2025
UDIN: A047700G001265983
PEER REVIEW NO: 2208/2022

WITNESS:



Shubh Patel
411, Parikh Market Building,
Opera House, Mumbai-400004.

FOR HD AND ASSOCIATES
COMPANY SECRETARIES

HARDIK DOSHI
PRACTISING COMPANY SECRETARY
PROPRIETOR
ACS NO. 47700 C.P.NO.: 21073
FRN: S2018MII634200



Pooja Parmar
411, Parikh Market Building,
Opera House, Mumbai-400004.