

Proceeding of the Annual General Meeting of Binani Industries Limited held on September 29, 2014.

Directors present:

- | | |
|-----------------------|------------|
| 1. Shri Braj Binani | - Chairman |
| 2. Shri N.C. Singhal | - Director |
| 3. Shri Rahul Asthana | - Director |
| 4. Ms Shradha Binani | - Director |
| 5. Shri. S.Sridhar | - Director |

Shri K.K.Saraf - President & Company Secretary

373 Members holding 1,51,82,228 Shares were present in person/proxy or through Authorised Representatives of the Companies.

Shri Braj Binani, Chairman of the Company occupied the chair and conducted the proceedings.

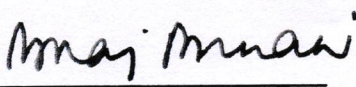
The Chairman declared that the Quorum was present.

Sr. No.	Heading	Minutes
1.	Notice of Meeting	The Notice of the Meeting was taken as read with the permission of the Members. Thereafter, the Chairman requested Shri K.K.Saraf, President & Company Secretary to read the Auditor's Report. The Auditors' Report was taken as read with the permission of the Members. The Chairman extended a very hearty and warm welcome to all the Members present at the 51st Annual General Meeting of the Company. The Chairman then delivered his speech.
2.	E-Voting and Ballot Paper Facility	The Chairman then informed that pursuant to the provisions of the new Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company has provided e-voting facility to the Shareholders in respect of all the Resolutions to

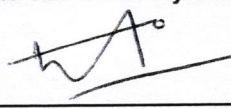
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		be passed at this meeting. This e-voting facility which began at 9 a.m. on 22nd September, 2014 has ended at 5.30 p.m. on 24th September, 2014. 35 Shareholders of the Company have availed E-Voting facility. The Company has also provided facility to the shareholders to vote physically by way of Ballot Papers so as to reach the Company latest by 5.30 p.m. on 24th September, 2014 and the Company received 53 valid Ballot Papers till the end of that period. Mr. Manoj Kumar Banthia, Practising Company Secretary, has been appointed by the Board as the Scrutinizer for the voting process. The Chairman informed that the report from the Scrutinizer had been received.																		
3.	Invitation to the Members	The Chairman then invited the Members, who have given their names, to please come forward with their comments. The queries/questions were replied by the Chairman to the satisfaction of shareholders.																		
4.	Declaration of Combined Voting Results	Based on the report of the Scrutinizer, the Chairman declared the combined voting results i.e. voting electronically as well as physically as follows: <table border="1"> <thead> <tr> <th data-bbox="711 1234 889 1297">Resolution No.</th><th data-bbox="889 1234 1300 1297">Matter</th><th data-bbox="1300 1234 1513 1297">Results</th></tr> </thead> <tbody> <tr> <td data-bbox="711 1297 889 1560">1</td><td data-bbox="889 1297 1300 1560">Adoption of the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date together with Reports of the Directors' and the Auditors' thereon.</td><td data-bbox="1300 1297 1513 1560">Passed with requisite majority.</td></tr> <tr> <td data-bbox="711 1560 889 1654">2</td><td data-bbox="889 1560 1300 1654">Declaration of Dividend on Equity Shares.</td><td data-bbox="1300 1560 1513 1654">Passed unanimously</td></tr> <tr> <td data-bbox="711 1654 889 1822">3</td><td data-bbox="889 1654 1300 1822">Re - appointment of Mr. Braj Binani who retires by rotation and being eligible offers himself for re-appointment.</td><td data-bbox="1300 1654 1513 1822">Passed with requisite majority.</td></tr> <tr> <td data-bbox="711 1822 889 1980">4</td><td data-bbox="889 1822 1300 1980">Appointment of M/s. Kanu Doshi Associates, Chartered Accountants as Auditors and fixing their remuneration.</td><td data-bbox="1300 1822 1513 1980">Passed with requisite majority.</td></tr> <tr> <td data-bbox="711 1980 889 2083">5</td><td data-bbox="889 1980 1300 2083">Appointment of Mr. N. C. Singhal as Independent Director.</td><td data-bbox="1300 1980 1513 2083">Passed with requisite majority.</td></tr> </tbody> </table>	Resolution No.	Matter	Results	1	Adoption of the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date together with Reports of the Directors' and the Auditors' thereon.	Passed with requisite majority.	2	Declaration of Dividend on Equity Shares.	Passed unanimously	3	Re - appointment of Mr. Braj Binani who retires by rotation and being eligible offers himself for re-appointment.	Passed with requisite majority.	4	Appointment of M/s. Kanu Doshi Associates, Chartered Accountants as Auditors and fixing their remuneration.	Passed with requisite majority.	5	Appointment of Mr. N. C. Singhal as Independent Director.	Passed with requisite majority.
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The Chairman thanked the Members for their active participation and patient hearing. The meeting concluded with a vote of thanks to the Chair by Shri Manoj Gupta.



Braj Binani
Chairman
DIN: 00009165



K K Saraf
President & Company Secretary
FCS No: 3046

Date: 22nd October, 2014

