

**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	<p>The Notice of the Meeting was taken as read with the permission of the Members. Thereafter, the Chairman requested Shri K.K.Saraf, President &amp; Company Secretary to read the Auditor's' Report. The Auditors' Report was taken as read with the permission of the Members.</p> <p>The Chairman extended a very hearty and warm welcome to all the Members present at the 51<sup>st</sup> Annual General Meeting of the Company.</p> <p>The Chairman then delivered his speech.</p>
2.	E-Voting and Ballot Paper Facility	<p>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</p>



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		<p>be passed at this meeting. This e-voting facility which began at 9 a.m. on 22<sup>nd</sup> September, 2014 has ended at 5.30 p.m. on 24<sup>th</sup> 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 24<sup>th</sup> September, 2014 and the Company received 53 valid Ballot Papers till the end of that period.</p> <p>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.</p>																		
3.	<b>Invitation to the Members</b>	<p>The Chairman then invited the Members, who have given their names, to please come forward with their comments.</p> <p>The queries/questions were replied by the Chairman to the satisfaction of shareholders.</p>																		
4.	<b>Declaration of Combined Voting Results</b>	<p>Based on the report of the Scrutinizer, the Chairman declared the combined voting results i.e. voting electronically as well as physically as follows:</p> <table border="1" data-bbox="626 1213 1351 1995"> <thead> <tr> <th data-bbox="626 1213 786 1276">Resolution No.</th> <th data-bbox="786 1213 1159 1276">Matter</th> <th data-bbox="1159 1213 1351 1276">Results</th> </tr> </thead> <tbody> <tr> <td data-bbox="626 1276 786 1520">1</td> <td data-bbox="786 1276 1159 1520">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="1159 1276 1351 1520">Passed with requisite majority.</td> </tr> <tr> <td data-bbox="626 1520 786 1608">2</td> <td data-bbox="786 1520 1159 1608">Declaration of Dividend on Equity Shares.</td> <td data-bbox="1159 1520 1351 1608">Passed unanimously</td> </tr> <tr> <td data-bbox="626 1608 786 1759">3</td> <td data-bbox="786 1608 1159 1759">Re - appointment of Mr. Braj Binani who retires by rotation and being eligible offers himself for re-appointment.</td> <td data-bbox="1159 1608 1351 1759">Passed with requisite majority.</td> </tr> <tr> <td data-bbox="626 1759 786 1906">4</td> <td data-bbox="786 1759 1159 1906">Appointment of M/s. Kanu Doshi Associates, Chartered Accountants as Auditors and fixing their remuneration.</td> <td data-bbox="1159 1759 1351 1906">Passed with requisite majority.</td> </tr> <tr> <td data-bbox="626 1906 786 1995">5</td> <td data-bbox="786 1906 1159 1995">Appointment of Mr. N. C. Singhal as Independent Director.</td> <td data-bbox="1159 1906 1351 1995">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.

*Manoj Binani*

**Braj Binani**  
Chairman  
DIN: 00009165

*K K Saraf*

**K K Saraf**  
President & Company Secretary  
FCS No: 3046

Date: 22<sup>nd</sup> October, 2014

