

Date: March 18, 2024

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

General Manager- DCS
BSE Limited,
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai- 400001
Code: 500059

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

Sub: Notice of Postal Ballot of Binani Industries Limited ('the Company')

Dear Sir/ Madam,

This is with reference to our letter dated February 09, 2024, wherein it was informed that the Board of Directors of the Company had, inter alia, approved the appointment of Mrs. Archana Manoj Shroff (DIN: 10479683) as Managing Director Cum Chief Financial Officer for the period of 5 years subject to approval of the shareholders of the Company.

In this regard, please find enclosed the Notice of Postal Ballot ('Notice') together with the Explanatory Statement being sent to the members of the Company.

In compliance with the provisions of the General Circular No. 09/2023 dated September 25, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail ids are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, March 15, 2024 ('Cut-off date').

The Company has engaged the services of the Link Intime India Private Limited to provide a remote e-voting facility to its members. The remote e-voting period will commence on Thursday, March 21, 2024 from 10.00 A.M. IST and ends on Friday, April 19, 2024 at 5.00 P.M. IST. The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter. The instructions for remote e-voting form part of the 'Notes' section in the enclosed Notice.

The results of the Postal Ballot will be announced on or before 05.00 P.M. IST on Monday, April 22, 2024.

Kindly take the above on record.

Thanking You.

Yours Faithfully,

For Binani Industries Limited

Santwana Todi
Company Secretary Cum Compliance Officer



BINANI INDUSTRIES LIMITED

CIN: L24117WB1962PLC025584

Registered Office: 37/2, Chinar Park, New Town, Rajarhat, Main Road, P.O. Hatiara, West Bengal 700157
Corporate Office: Mercantile Chambers 12, J.N. Heredia Marg, Ballard Estate Mumbai, Maharashtra 400001
Website: www.binaniindustries.com; Tel: 8100326795 Fax: 033 - 40088802; Email – mumbai@binani.net

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given to the Members of Binani Industries Limited ('the Company') for seeking consent of Members of the Company for transacting the following special business set out herein, proposed to be passed through postal ballot including electronic e-voting pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') made thereunder and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re- enactment(s) thereof, for time being in force) and General Circular Nos. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars")

The proposed resolutions and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed HD and Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5:00 P.M. (IST) on Friday, April 19, 2024 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Link Intime India Private Limited for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman, after completion or the scrutiny, of the e-voting, and the results will be announced on or before 5.00 P.M. IST on Monday, April 21, 2024 on the Stock Exchange where the Company's shares are listed. The result will also be available on the website of the Company <https://www.binaniindustries.com/>, on the website of Link Intime India Private Limited <https://www.linkintime.co.in/>.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Friday, April 19, 2024.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Special Business:

1. Appointment of Mrs. Archana Manoj Shroff (DIN: 10479683) as a Managing Director cum Chief Financial Officer of the Company:

To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Archana Manoj Shroff (holding DIN 10479683), as Managing Director cum Chief Financial Officer for a period of Five years with effect from 09th February, 2024 on such terms and conditions as set out in the Explanatory Statement and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT any one Director of the company be and is hereby authorized to do all such deeds, acts and things as may be necessary for giving effect to the above resolution including communication with Stock Exchanges and other statutory bodies."

**By order of the Board of Directors
For Binani Industries Limited**

Sd/-

Santwana Todi

Company Secretary Cum Compliance Officer

Place: Mumbai

Date: February 09, 2024

Regd. Office:

37/2, Chinar Park, New Town,
Rajarhat, Main Road, P. O. Hatiara,
West Bengal Kolkata 700157.
Email: mumbai@binani.net.
Website: www.binaniindustries.com

Notes:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the Act") setting out material facts concerning each item of business to be transacted is annexed hereto with this Postal Ballot Notice. Details of Director whose appointment is proposed pursuant to Regulation 36(3) of Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is also appended hereto as Annexure.
2. The Company has appointed HD and Associates, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on the cut-off date i.e. Friday, March 15, 2024.
4. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has availed the services of Link Intime India Private Limited, for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot.
6. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 15, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up share capital of the Company as on the said cut-off date. **Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.**
7. Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or can be downloaded from the Company's website and send the duly completed and signed Postal Ballot Form to the Scrutinizer by post or courier to M/s HD and Associates, at Office No. 411, Parikh Market, Opp. Shetty Motors, Charni Road, Mumbai- 400004, so as to reach on or before 5.00 P.M. of Friday, April 19, 2024.
8. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-Voting. If you are opting for e-Voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-Voting, it may be noted that vote cast by them by e-Voting shall prevail and votes cast through physical postal ballot will be treated as invalid.
9. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST) and signed should be sent directly to the Scrutiniser as per the address mentioned in the Postal Ballot Notice, so as to reach the Scrutiniser not later than 5.00 P.M. on Friday, April 19, 2024 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutiniser will submit his report to the Board of Directors of the Company or to any other person authorized by the Board of Directors after completion of the scrutiny on or before 5.00 P.M. on Monday, April 22, 2024 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Monday, April 22, 2024 by placing it along with the Scrutiniser's report on the Company's website, www.binaniindustries.com and shall also be communicated to the Stock Exchanges.
10. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the board resolution / power of attorney / authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
11. This Notice is also available on the Company's website i.e. www.binaniindustries.com and also on the website of stock exchanges of BSE Limited i.e. National Stock Exchange Limited www.nseindia.com and Calcutta Stock Exchange i.e. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.

12. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html.
13. The remote e-voting period will commence from 10.00 a.m. (IST) on Thursday, March 21, 2024 and will end at 05:00 p.m. (IST) on Friday, April 19, 2024. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e- voting, i.e. Friday, April 19, 2024.
14. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the mail along with relevant proof to the Company's RTA, Link Intime India Private Limited or the scanned copies of the documents may alternatively be mailed to Link Intime India Private Limited on the email id rnt.helpdesk@linkintime.co.in with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
15. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.
16. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Board of Directors of the Company or any other person authorized by them within the prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited (www.bseindia.com), The National Stock Exchange of India Limited (www.nseindia.com) and Calcutta Stock Exchange (www.cse-india.com) where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website www.binaniindustries.com and on the website Link Intime India Private Limited instavote.linkintime.co.in. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
17. The instructions for Members for remote e-voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

I. Individual Shareholders holding securities in demat mode with NSDL

- i. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e- Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following
URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

II. Individual Shareholders holding securities in demat mode with CDSL

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

III. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non- Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHAREHOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8

Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHAREHOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as

‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified

true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e- Voting website of Link Intime: <https://instavote.linkintime.co.in>

- ◆ Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- ◆ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event"

18. Process for those shareholders whose email/mobile no. are not registered with the company/depositories.

- I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- III. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**By order of the Board of Directors
For Binani Industries Limited**

**Place: Mumbai
Date: February 09, 2024**

**Sd/-
Santwana Todi
Company Secretary Cum Compliance Officer**

Regd. Office:
37/2, Chinar Park, New Town,
Rajarhat, Main Road, P.O. Hatiara,
West Bengal Kolkata 700157.
Email: mumbai@binani.net.
Website: www.binaniindustries.com

Explanatory Statement

(Pursuant to Sections 102 of the Companies Act, 2013)

Item No. 1: Appointment of Mrs. Archana Manoj Shroff (DIN: 10479683) as a Managing Director Cum Chief Financial Officer of the Company.

The Nomination and Remuneration Committee of the Board pursuant to the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and the applicable Regulation(s) of the Listing Regulations, have recommended appointment of Mrs. Archana Manoj Shroff as the Managing Director cum Chief Financial Officer of the Company, for a period of five consecutive years with effect from 09th February 2024, subject to approval of the Members of the Company.

Mrs. Archana Manoj Shroff is not disqualified from being appointed as a Director or Managing Director cum Chief Financial Officer in terms of Section 164 of the Companies Act, 2013. Under the provisions of Section 196 (3) (a) of the Companies Act, 2013, the Company seeks consent of the members by way of special resolution for appointment of Mrs. Archana Manoj Shroff as Managing Director cum Chief Financial Officer. The details required under 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed as Annexure to the Notice.

It is proposed to seek member's approval for the appointment and remuneration payable to Mrs. Archana Manoj Shroff as Managing Director cum Chief Financial Officer, in terms of said act, and the rules made thereunder.

Broad Particulars of the terms of re-appointment and remuneration payable to Mrs. Archana Manoj Shroff are as under:

- 1) Term of appointment: - Five years with effect from 09th February, 2024.
- 2) Salary: 50,000/- (Rupees Fifty thousand only) per month payable monthly. The annual increment will be decided by the Board of Directors of the Company.
- 3) Perquisites:
 - a. Contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - c. Encashment of Leave at the end of the tenure.
- 4) General:
 - a. The perquisites shall be valued in terms of the actual expenditure. However, where such actual expenditure cannot be ascertained, such perquisites shall be valued as per the Income Tax Rules.
 - b. Mrs. Archana Shroff shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
 - c. MD shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

Mrs. Archana Manoj Shroff, do not hold Equity Shares of the company.

Save and except Mrs. Archana Manoj Shroff, Mr. Manoj Thakorlal Shroff and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Special Resolution set out at Item No. 01 for the approval of Members.

ANNEXURE-A

Brief Profile / Disclosure Relating to Directors Re-appointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

Sr. No.	Particulars	Details
1	Name	Mrs. Archana Manoj Shroff
2	Date of Birth	07-01-1971
3	Qualifications	B. Com
4	Occupation	Service
5	Experience in Specific Functional Areas	1) Having more than 5 years' Experience in activities on non-banking financial company. 2) Having more than 15 years' experience in Investment and capital market related activities.
6	Date of first appointment on the Board	09 th February, 2024
7	Shareholding in the Company	NIL
8	Relationship with other Directors or with KMP	Mrs. Archana Manoj Shroff is wife of Mr. Manoj Shroff, Director of the Company.
9	Terms of Appointment	As per Item 1 of this notice read with the explanatory statement
10	Sitting fees/ Remuneration proposed to be paid	Rs. 50,000/- per month plus Perquisites as mentioned in the Explanatory Statement.
11	Last drawn remuneration	NIL
12	Other Directorships (Excluding foreign companies)	NIL

POSTAL BALLOT FORM

Despatch Ref. No.:		Postal Ballot No. :
1	Name and registered address of the sole / first named Member (IN BLOCK LETTERS)	:
2	Name(s) of the joint Member(s), if any, (IN BLOCK LETTERS)	:
3	Registered Folio Number /DP ID No. / Client ID No. *	:
4	Number of Share(s) held	:

(Applicable to members holding share(s) in dematerialized form*)

I/We, hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated Friday, February 09, 2024 of Binani Industries Limited ("the Company") by sending my / our Assent (FOR) or Dissent (AGAINST) to the said Resolution by placing the tick mark (P) at the appropriate column below:

Description of Business Item	No. of Equity Share(s) Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Appointment of Mrs. Archana Manoj Shroff (DIN: 10479683) as Managing Director Cum Chief Financial Officer of the Company.			

Signature of the Member

E-mail: -----

Tel. No./ Mobile No.: -----

The Company has engaged the services of Link Intime India Pvt Ltd as the authorised agency for E-Voting Service Provider (ESP). The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / PIN
240103		

NOTE: Please read the printed instructions carefully before exercising your vote.

Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or from the link rnt.helpdesk@linkintime.co.in and send the duly completed and signed Postal Ballot Form to the Scrutinizer by post or courier to HD and Associates, Scrutinizer for Postal Ballot, Binani Industries Limited, C/o. Link Intime Pvt Ltd, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083,

1. Please convey your Assent / Dissent in this Postal Ballot Form. The Assent or Dissent received in any other physical form shall not be considered valid.
2. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member.
In case of Joint-holding, this Form must be completed and signed by the first named Member and in her/his absence, by the next named Member.
3. Postal Ballot Form with following deficiencies will be rejected:
 - a) A form other than this form issued by the Company has been used;
 - b) It has not been signed by or on behalf of the Member;
 - c) Signature on the Postal Ballot Form does not match the specimen signatures with the Company;
 - d) It is not possible to determine without any doubt the Assent or Dissent of the Member;
 - e) Neither Assent nor Dissent is mentioned;
 - f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - g) The envelope containing the Postal Ballot Form is received after the last date prescribed;
 - h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - j) Member has made any amendment to the Resolution or imposed any condition while exercising her/his vote.
4. The Scrutinizer's decision on the validity of the postal ballot / e-voting will be final.
5. The Postal Ballot / E-voting shall not be exercised by a proxy.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 05.00 P.M. on Friday, April 19, 2024.
All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Board of Directors of the Company or to any person authorized by the Board of Directors after completion of the scrutiny and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before 05.00 P.M. on Monday, April 22, 2024 at the Corporate Office of the Company at Mercantile Chambers 12, J.N. Heredia Marg, Ballard Estate Mumbai- 400001, by placing it along with the Scrutinizer's report on its notice board, Company's website, <https://www.binaniindustries.com/> and on the website of the agency Link Intime India Pvt Ltd at <https://www.linkintime.co.in/> and shall also be communicated to the Stock Exchanges. where the equity shares of the Company are listed.
7. In case of Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / Link Intime India Pvt Ltd).
8. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 15, 2024 will be considered for the purpose of voting. A person who is not a member as on Friday, March 15, 2024 i.e. the "Cut-off date" for reckoning voting rights should treat this Notice for information purpose only.
9. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.

11. The Members can opt for only one mode of voting. In case, Member(s) cast vote by sending physical form as well as vote through e-voting, then voting done through E-voting shall prevail and voting done by physical form shall be treated as invalid.
12. Members may vote on the postal ballot from Thursday, March 21, 2024 to Friday, April 19, 2024. In terms of the requirements of SEBI Circular, the e-Voting period begins at 10.00 A.M. (IST) Thursday, March 21, 2024 and ends at 05.00 P.M. (IST) on Friday, April 19, 2024. Thereafter, the E-Voting module shall be disabled by Link Intime India Pvt Ltd.
13. The detailed instructions for e-voting are included in the Postal Ballot notice. Any queries pertaining to voting by postal ballot including the remote e-voting process can be addressed to Link Intime India Pvt. Ltd, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, Toll Free No. 1800 309 4001, E-mail: rnt.helpdesk@linkintime.co.in. Members may also write to the Company at mumbai@binaniindustries.com.