



BINANI INDUSTRIES LIMITED

CIN: L24117WB1962PLC025584

Registered Office: 37/2, Chinar Park, New Town, Rajarhat, Main Road, P.O. Hatihara, 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 the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, and Securities and Exchange Board of India, from time to time]

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, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("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. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

| | |
|--------------------------|---|
| Commencement of e-voting | 10:00 A.M. IST; Wednesday, March 26, 2025 |
| End of e-voting | 05:00 P.M. IST; Thursday, April 24, 2025 |

The Company has engaged the services of MUFG Intime India Private Limited (Formerly known as 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 MUFG Intime India Private Limited (Formerly known as 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 05.00 P.M. IST on Friday, April 25, 2025 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 MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) <https://in.mpms.mufg.com/>

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. Thursday, April 24, 2025.

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. 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:

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 Section 4, 5, 13 and 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s), thereof for the time being in force), Regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to no objection in the availability of the proposed name, as approved by the Central Registration Centre, Ministry of Corporate Affairs and subject to the approval of the Central Government and / or any other authority as may be necessary, the consent of the members of the company be and is hereby accorded for change of name of the Company from **'Binani Industries Limited' to 'BIL Vyapar Limited'**.

RESOLVED THAT 1st Clause of the Memorandum of Association of the Company, relating to the Name of the Company, be and is hereby altered by deleting the same and substituting in its place and state, the following as new 1st clause:

"I. The Name of the Company is BIL Vyapar Limited".

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Kolkata, consequent upon change of name, the old name "Binani Industries Limited" wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name **"BIL Vyapar Limited"**;

RESOLVED FURTHER THAT any director of the company as delegated by the Board, be and are hereby severally authorized on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company in General Meeting;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary."

2. Approval of Material Related Party Transactions 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with Triton Trading Company Private Limited for the Financial Year 2025-2026 as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Sd/-

Santwana Todi

Company Secretary Cum Compliance Officer

Place: Mumbai

Date: January 24, 2025

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.
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 21, 2025.
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 MUFG Intime India Private Limited (Formerly known as 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. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
6. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 21, 2025, 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 05.00 P.M. of Thursday, April 24, 2025.
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 05.00 P.M. on Thursday, April 24, 2025 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 05.00 P.M. on Friday, April 25, 2025 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 Friday, April 25, 2025 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, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
13. The remote e-voting period will commence from 10.00 a.m. (IST) on Wednesday, March 26, 2025 and will end at 05:00 p.m. (IST) on Thursday, April 24, 2025. 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. Thursday, April 24, 2025.
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, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) or the scanned copies of the documents may alternatively be mailed to MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) on the email id https://web.in.mpms.mufg.com/EmailReg/Email_Register.html 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 MUFG Intime India Private Limited (Formerly known as 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:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility****Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab

- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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 **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - c. E-voting page will appear.
 - D. 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).
 - E. 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 (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- d) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) 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).
- f) 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘**Favour / Against**’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mvfg.com or contact on: - Tel: 022 – 4918 6000.

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 |

| Login type | Helpdesk details |
|--|--|
| 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 |

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- ◆ “Login” under ‘SHARE HOLDER’ tab.
- ◆ Click “forgot password?”
- ◆ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- ◆ Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- ◆ Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- ◆ Click “forgot password?”
- ◆ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- ◆ Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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: January 24, 2025

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

Regd. Office :
37/2, Chinar Park, New Town,
Rajarhat, Main Road, P.O. Hatihara,
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: TO APPROVE CHANGE IN NAME OF THE COMPANY FROM BINANI INDUSTRIES LIMITED TO BIL VYAPAR LIMITED

The Board of Directors, at its meeting held on January 24, 2025, approved change the name of the Company subject to necessary statutory approvals. The proposed change in name of the Company would not result in change of the legal status or constitution of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders.

The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company. The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, vide its letter dated March 13, 2025, has conveyed it's no objection to change the name of the Company from Binani Industries Limited to BIL Vyapar Limited.

Pursuant to Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Certificate from the Practicing Chartered Accountant stating compliance with conditions provided in Sub-regulation (1) has been attached as Annexure to the Notice for the reference to the members. Pursuant to the provisions of Section 13 and other applicable provisions of the Act, Change in Name of the Company and Alteration of Memorandum of Association of the Company requires approval of the Members by way of Special resolution.

The Board recommends resolution as set out in the Resolution No. 1 for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The Regulation 2(1) (zb) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions proposed to be entered for the Financial Year 2025-26, with the approval of Shareholders, in ordinary course of business shall be on arm's length basis. Pursuant to the provisions of Listing Regulations, the following transactions are material in nature and require the approval of the unrelated shareholders of the Company by a Special Resolution. The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments there to, and the Company's Related Party Transaction Policy are furnished hereunder:

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") are set forth below:

Transaction with Triton Trading Company Private Limited:

| Sr. No. | Particulars | Details |
|---------|---|---|
| 1 | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Name of the Related Party Triton Trading Company Private Limited Relationship Promoter group company of Binani Industries Limited |
| 2 | Name of Director(s) or Key Managerial Personnel who is related, if any and nature of relationship | Not Applicable |
| 3 | Nature or Type of Transaction | Providing Interest free Loan for day-to-day expenses |
| 4 | Tenure, material terms and particulars of proposed transaction | Tenure: from April 1, 2025 to March 31, 2026. The related party transactions are at arm's length and in the ordinary course of business |
| 5 | Value of the transaction | Rs. 3.50 Crore |
| 6 | The indicative base price / current contracted price and the formula for variation in the price if any; | Not Applicable. Proposed transactions are borrowing for the day-to-day expenses. |
| 7 | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Approximately 1236% of the annual turnover of the FY 2023-24. |
| 8 | Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | Nil |
| 9 | Justification as to why the RPT is in the interest of the listed entity | All the proposed transactions between Binani Industries Limited and Triton Trading Company Private Limited shall be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency. The proposed transactions are subject to appropriate internal controls, approval processes, including review and oversight by the Audit Committee, ensuring compliance with regulatory requirements and safeguarding the interests of the entities. |
| 10 | Any valuation or other external party report relied upon by the listed entity in relation to the transactions | Not Applicable |
| 11 | Any other information that may be relevant | All information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice. |

The Board recommends resolution as set out in the Resolution No. 2 for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any.

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 January 24, 2025 of Binani Industries Limited ("the Company") by sending my / our Assent (FOR) or Dissent (AGAINST) to the said Resolution by placing the tick mark 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) |
|---|-----------------------------|-------------------------------------|--|
| To approve Change in name of the Company from Binani Industries Limited to BIL Vyapar Limited | | | |
| To approve proposed Related Party Transactions | | | |

Signature of the Member

E-mail: _____

Tel. No./ Mobile No.: _____

The Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) 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 |
|------------------------------|---------|----------------|
| 250128 | | |

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 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. MUFG Link Intime India 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 Thursday, April 24, 2025.

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 Thursday, April 24, 2025 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 MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) 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 / MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited).
8. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 21, 2025 will be considered for the purpose of voting. A person who is not a member as on Friday, March 21, 2025 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 Wednesday, March 26, 2025 to Thursday, April 24, 2025. In terms of the requirements of SEBI Circular, the e-Voting period begins at 10.00 A.M. (IST) Wednesday, March 26, 2025 and ends at 05.00 P.M. (IST) on Thursday, April 24, 2025. Thereafter, the E-Voting module shall be disabled by MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)

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 MUFG 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: enotices@linkintime.co.in. Members may also write to the Company at secretarial@binani.net



MAY & ASSOCIATES

CHARTERED ACCOUNTANTS

Manikandan Perumal Yadawar (B.com., ACA)

Buidling No.17, Room No 202 A Wing, Tilaknagar, Chembur, Mumbai- 400089

Mobile Number: 8693075895

Email ID: yadawarm1@gmail.com

Certificate of compliance in terms of Regulations 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for change of name of Binani Industries Limited

I May and Associates, Chartered Accountants, have verified the relevant records and documents of M/s. Binani Industries Limited ("the Company") including the Annual Report for the financial year 2023-24, board resolutions, and business plans for the purpose of ascertaining its compliance with Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to its proposed change of name from "Binani Industries Limited" to "BIL Vyapar Limited".

In accordance with the information and explanations given to us and based on our examination of the records and documents of the Company, we hereby confirm and certify that the Company is in compliance with the conditions as specified in Regulation 45(1) of the Listing Regulations:

a) Time period of at least one year has elapsed from the last name change:

The Company has not changed its name since 1996, which is more than one year from the date of this application. Therefore, the Company complies with this condition.

b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:

Based on our review of the financial statements for the year ended March 31, 2024, as disclosed in the Company's Annual Report 2023-24, we note that:

- Total Revenue from Operations for FY 2023-24: Nil (Previous year: ₹149.72 lakhs)
- Total Other Income for FY 2023-24: ₹28.33 lakhs (Previous year: ₹86.32 lakhs)
- Total Revenue: ₹28.33 lakhs

We observe that the Company currently does not have any significant operational revenue. The proposed name "BIL Vyapar Limited" better reflects the Company's current status and future business direction as approved by its Management, focusing on trading activities permitted under 4G, 4H of its Objects Clause of the Memorandum of Association. The absence of operational revenue supports the Company's rationale for rebranding to better align with its future business focus.





MAY & ASSOCIATES

CHARTERED ACCOUNTANTS

Manikandan Perumal Yadawar (B.com., ACA)

Buidling No.17, Room No 202 A Wing, Tilaknagar, Chembur, Mumbai- 400089

Mobile Number: 8693075895

Email ID: yadawarm1@gmail.com

c) The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:

The Company's proposed name change is not due to any new activity but rather represents a strategic rebranding decision by the Management to better reflect its business focus going forward. As evidenced by the financial statements, the Company currently has minimal operational activities, with revenue primarily derived from other income sources including interest income (₹19.99 lakhs) and provisions/liabilities written back (₹8.32 lakhs).

Since the name change is not attributable to a new activity or project but rather is a strategic rebranding, this condition is not directly applicable. The Company intends to utilize its existing assets for the business activities suggested by the new name going forward.

Additionally, we confirm that:

1. The Company has obtained name availability confirmation from the Registrar of Companies vide letter dated 13/03/2025 with reference to application dated 24/02/2025 (AB2798709) confirming that there is no objection to the availability of the changed name BIL VYAPAR LIMITED.
2. The proposed name change has been duly approved by the Board of Directors vide resolution dated 24/01/2025 and approval of the shareholders being sought by special resolution through Postal Ballot process subsequent to availability of name confirmed by the Registrar of Companies as stated in Point Number 1 as above.
3. The Company confirms its understanding that the name change is subject to compliance with Section 4(2), 4(3) and other applicable provisions of the Companies Act, 2013.

This certificate is issued at the request of the Company for the purpose of submission to the Stock Exchanges and other regulatory authorities.

For M A Y & ASSOCIATES

Chartered Accountants

Firm Reg. No. - 152461W

A. Manikandan

**CA Manikandan Perumal
Yadawar**

Proprietor

UDIN: 25193803BMFZLP4982

Place: Mumbai

Date: 23th March 2025

