

HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email : Hardik@hdandassociates.com ; Mob.: +91-9699610825

REPORT OF SCRUTINIZER

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2015 as amended from time to time]

Date: 19th April 2024

To,
The Chairman,
Binani Industries Limited
37/2, Chinar Park, New Town,
Rajarhat Main Road P.O Hatihara
Kolkata 700157 West Bengal

Dear Sir,

Sub: Scrutinizer Report on postal ballot conducted through Electronic Voting System as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

BINANI INDUSTRIES LIMITED ("the Company") vide, resolution passed by its Board of Directors at their meeting held on Friday, 09th February, 2024, appointed Mr. Hardik Darji, Proprietor of HD And Associates, Practicing Company Secretaries based in Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (as amended).

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, read with MCA General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 Circular No. 33/2020 dated September 28, 2020, Circular No. 3/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 03/2022 dated May 5, 2022 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA")



HD AND ASSOCIATES

(‘herein collectively referred to as MCA Circulars’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof).

The Company had dispatched the Postal Ballot Notice on 18th March, 2024 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 by e-mail only to the members who have registered their e-mail addresses with the Company/Depositories.

As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.

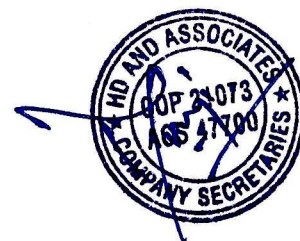
The Company has availed services of Link Intime India Private Limited (hereinafter called "the LI IPL") to provide remote e-voting facility to its members.

My responsibility as a scrutinizer for voting: process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect, of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Link Intime India Private Limited, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically till the time fixed for closing of the e-voting access till IST 05:00 P.M. on 19th April, 2024.

The Members of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Friday, 15th March, 2024, were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice.

The voting period for e-voting commenced on Thursday, 21st March, 2024 at IST 10:00 A.M., and ended on Friday, 19th April, 2024 at IST 05:00 P.M. and remote e-voting system of LI IPL was blocked immediately thereafter. Votes cast through remote e-voting means votes received till Friday, 19th April, 2024 up to IST 05:00 P.M. were considered.

I have scrutinized and reviewed the voting through remote e-voting means and votes tendered therein based on the data downloaded from the LI IPL e-voting system. In view of the same, the summary of Remote e-voting confirmation received is given below:



HD AND ASSOCIATES

RESOLUTION NO.01: SPECIAL BUSINESS-SPECIAL RESOLUTION

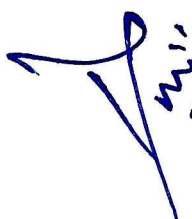

APPOINTMENT OF MRS. ARCHANA MANOJ SHROFF (DIN: 10479683) AS A MANAGING DIRECTOR CUM CHIEF FINANCIAL OFFICER OF THE COMPANY:

Equity Shareholders:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16503654	16503654	100.00	16503654	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		16503654	100.00	16503654	0	100.00	0.00
Public Institutions	E-Voting	652845	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	14209676	55216	0.39	16884	38332	30.58	69.42
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55216	0.39	16884	38332	30.58	69.42
Total		31366175	16558870	52.79	16520538	38332	99.77	0.23

Pursuant to the provisions outlined in Section 47 (2) of the Companies Act, 2013, Triton Trading Company Private Limited (TTCPL), as the sole Preference Shareholder of the Company possessing 12298000- 0.01% Non-Cumulative Redeemable Preference Shares valued at Rs. 100 per share, each fully paid up, is entitled to exercise voting rights on all resolutions presented before the Company, stemming from the non-payment of Dividend.

Consequently, the Preference Shareholder was duly notified of the postal ballot and has participated by voting in favor of the Resolution. The specifics of their voting are detailed as follows:

HD AND ASSOCIATES

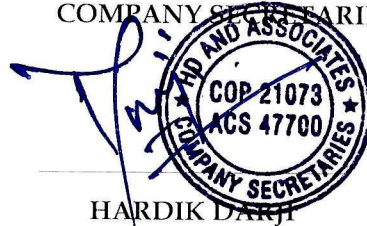
Preference Shareholder (Single Shareholder):

Sr. No	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of votes- in against	%of votes in favour of votes polled	% of votes against on polled
1.	E-voting	12298000	12298000	100.00	12298000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Total	12298000	12298000	100.00	12298000	0	100.00	0.00

The Register, all other papers and relevant records relating to electronic voting and physical mode of the aforesaid Postal Ballot were handed over to the Compliance Officer for safe keeping.

Thanking You
Yours Faithfully,

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 19TH APRIL 2024

UDIN: A047700F000193714

PEER REVIEW NO: 2208/2022

WITNESS:

ABHAY SHAH

411, PARIKH MARKET BUILDING,
OPERA HOUSE, MUMBAI-400004.

POOJA PARMAR

411, PARIKH MARKET BUILDING,
OPERA HOUSE, MUMBAI-400004.