



Binani

BRAJ BINANI GROUP

Binani

BINANI INDUSTRIES LIMITED

ANNUAL REPORT 2013-14

BOARD OF DIRECTORS

| | |
|---------------------------|---|
| Mr. Braj Binani | : Chairman |
| Mr. Sunil Sethy | : Executive Vice Chairman & Managing Director [upto 31st May, 2014] |
| Mr. N.C.Singhal | : Director |
| Mrs. Nidhi Singhania | : Director |
| Mr. Jitender Balakrishnan | : Director [upto 28th September, 2013] |
| Mr. V.Subramanian | : Director [upto 30th June, 2014] |
| Mr. Sudhakar Rao | : Director [upto 30th May, 2014] |
| Ms. Shradha Binani | : Director |
| Mr. Rahul Asthana | : Director |
| Mr. S.Sridhar | : Director [effective 30th May, 2014] |

CORE MANAGEMENT COMMITTEE

| | |
|------------------------|--|
| Mr. Braj Binani | : Chairman |
| Mrs. Nidhi Singhania | : Director |
| Ms. Shradha Binani | : Director |
| Mr. Sushil Bhatler | : Managing Director (Binani Zinc Ltd) |
| Mr. Marc Hubert | : CEO {3B Binani Glassfibre S.a.r.l} |
| Mr. Jotirmoy Ghose | : Managing Director [Binani Cement Ltd.] |
| Mr. M.K.Chattopadhyaya | : Advisor-Corporate (Secretary to the Committee) |

MANAGER

Mr. Sushil Bhatler

PRESIDENT & COMPANY SECRETARY

Mr. K.K.Saraf

AUDITORS

M/s. Kanu Doshi Associates, Chartered Accountants, Mumbai

TERM LENDERS

EXIM Bank

REGISTERED OFFICE

| Upto 31st August, 2014 | W.e.f. 1st September, 2014 |
|---|--|
| 601, Axis Mall, 6th Floor, Block – C, Action Area – I, New Town, Rajarhat, Kolkata- 700156. Tel.: 033-2324 0049/63/69 Website: www.binaniindustries.com CIN: L24117WB1962PLC025584 | 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatihara, Kolkata- 700157. Tel.: 033-3262 6795/96 |

CORPORATE OFFICE

Mercantile Chambers,
12, J N Heredia Marg, Ballard Estate,
Mumbai 400 001.
Tel.022-30263000/01/02

SUBSIDIARIES' / STEP DOWN SUBSIDIARIES' PLANT LOCATIONS

- Binani Cement Limited**
 - Village- Binanigram, Tehsil- Pindwara, District- Sirohi, Rajasthan – 307031.
 - Village-Sirohi, Taluka- Neem Ka Thana District- Sikar, Rajasthan – 332714.
- Binani Zinc Limited**
Binanipuram, Ernakulam, Kerala 683502
- Goa Glass Fibre Limited**
Colvale, Bardez, Goa – 403513
- 3B Fibreglass SPRL**
Route de Maestricht 67, 4651, Battice, Belgium
- 3B Fibreglass AS**
Tollenesveien 60, 4760, Birkeland, Norway
- CPI Binani Inc**
1700 Wilkie Drive Winona, MN 55987, USA
- Shandong Binani Rong'An Cement Co.Ltd.**
Fujiashuang Village, Dongguan Town, Ju County of Rizhao Municipality, Shandong Province, Peoples Republic of China.
- Binani Cement Factory LLC.**
Jebel Ali, Dubai.

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (W),
Mumbai - 400 078
Tel.: 022-2594 6970

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NOTICE

NOTICE is hereby given that the Fifty First Annual General Meeting of the Members of BINANI INDUSTRIES LIMITED will be held on Monday, 29th September, 2014 at 11.45 a.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss for the year ended on that date together with Reports of the Directors and the Auditors thereon.
2. To declare a dividend of ₹ 3/- (Rupees Three Only) per Equity Share of the Company.
3. To appoint a Director in place of Mr. Braj Binani (DIN 00009165), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and Rules made thereunder, M/s. Kanu Doshi Associates, Chartered Accountants (Firm Registration no. 104746W), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration, as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following, as an **Ordinary Resolution**:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N. C. Singhal (DIN 00004916), who was appointed as Director, liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. N. C. Singhal for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to the conclusion of the Fifty Third Annual General Meeting of the Company and that he shall not be liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following, as an **Ordinary Resolution**:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force),

Mr. Rahul Asthana, (DIN 00234247), who was appointed as Director, liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Rahul Asthana for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to the conclusion of the Fifty Third Annual General Meeting of the Company and that he shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following, as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. Sridhar (DIN 00004272), who was appointed as an Additional Director of the Company by the Board of Directors effective from 30th May 2014, and who holds the office upto the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. S. Sridhar for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to the conclusion of the Fifty Third Annual General Meeting of the Company and that he shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 of the Companies Act, 1956 read with Schedule XIII thereto and the corresponding provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) if applicable, and the approval of the Central Government, if deemed necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Sethy (DIN: 00244104) as Executive Vice Chairman & Managing Director of the Company, with effect from 10th November, 2013 to 31st May 2014 on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed hereto notwithstanding the same being in excess of the limits specified under Section 197 read with Schedule V of the Companies act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to provisions of Sections 196 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 121(b) of the Articles of Association of the Company, the approval of the Company be and is hereby accorded for the appointment of Mr. Sushil Bhatte, as a 'Manager' of the Company for a period of 3 (three) years, with effect from 1st June 2014, on the terms and conditions as specified in the explanatory statement pursuant to Section 102 (1) of the Act and that Mr. Bhatte, shall not be paid any remuneration during the tenure he occupies the position of the 'Manager' of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps, as may be necessary, proper or expedient to give effect to this Resolution."

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

"RESOLVED THAT in supersession of the Resolutions passed at the Annual General Meeting of the Company held on 28th September, 2013 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to borrow any sum or sums of money, from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) or its equivalent amount in any foreign currency.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted by the Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

11. To consider and, if thought fit, to pass with or without modification, the following as a **Special Resolution:**

"RESOLVED THAT in supersession of the Resolutions passed earlier and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, as may be necessary, consent of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to create such charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company, on any of the Undertakings including the movable and immovable properties, both present and future, and in such manner, as the Board may deem fit, in favour of Banks, Financial Institutions, any Lending Agencies, Person, Bodies, Security Trustees/ Agents, for the purpose of securing any borrowing, loans and/or advances already obtained or that may be obtained together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders, up to a sum of ₹ 2,500 Crores (Rupees Two Thousand Five hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings, as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors

Place : Mumbai
Dated : 7th August, 2014

K.K. Saraf
President & Company Secretary

NOTES:

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to Special Business, as set out in the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY.**
3. **A person can act as proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act proxy for any other Member.**
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies / bodies corporate etc. must be supported by an appropriate Resolution / Authority, as applicable. A Proxy Form is annexed to this Notice.
5. **Members are requested to note that the Registered Office of the Company shall be shifted effective 1st September, 2014 to the new address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata-700157.**
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company at its Registered Office at its new address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata-700157, provided that not less than three days of notice in writing is given to the Company.
7. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. Members/ Proxyholders should bring the dully filled Attendance Slip to attend the meeting.
9. The Register of Members and Share Transfer Books of the Company, will remain closed from Wednesday, the 24th September, 2014 to Monday, the 29th September, 2014 (both days inclusive). If the dividend is declared at the Annual General Meeting, such dividend will be credited/ despatched between 7th October, 2014 and 14th October, 2014 as under:
 - i. To all Beneficial Owners in respect of shares held in electronic form, as per the data as may be made available by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (both collectively referred to as "Depositories") as of the close of business hours on 23rd September, 2014.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer request lodged with the Company on or before the close of business hours on 23rd September 2014.
10. The Register of Directors and Key Management Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangement in which the Directors are interested, maintained under section 189 of the Companies Act, 2013, shall be available for inspection by the Members at the Annual General Meeting.
11. Members are requested to:
 - b. bring their copy of the Annual Report for the meeting.
 - c. send to their Depository Participant/ Registrar the ECS bank mandate form, to ensure safe and prompt receipt of dividend, if any. This is to avoid fraudulent encashment of dividend warrants.
 - d. address their queries relating to Accounts of the Company, if any, to the Company Secretary of the Company at least ten working days in advance of the Annual General Meeting, to enable the Company to keep the information ready at the Meeting.
 - e. note that in respect of the shares held in physical form, all correspondence relating to share transfers, transmissions, sub-division, consolidation of shares or any other related matters and/or change in address or updation thereof, should be addressed to Registrar and Share Transfer Agents of the Company, viz. Link Intime India Private Limited, at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078. Members, whose shareholding is in electronic form, are requested to intimate change of address notifications, registration of e-mail address and updation of bank account details to their respective Depository Participant.
 - f. quote their DP ID No. /Client ID No. or folio number, as the case may be in all their correspondence.
12. The Annual Report for 2013-14 along with the Notice of the Annual General Meeting, Attendance Slip and Proxy Form is being sent by electronic mode to all the Members who have registered their email IDs with the Depository Participants/ Registrar and Share Transfer Agents and the Company unless where any Member has requested for the physical copy. The physical copies of the aforesaid documents will be available for inspection at the Registered Office of the Company during business hours on working days. Members, who require physical copies of Annual Report, may write to the Company Secretary or Registrar and Share Transfer Agents. Members may further note that the said documents will also be available on the Company's website www.binaniindustries.com under "Investor Relations" section for a download.

13. In terms of the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with (Companies) Rules, 2012 ("IEPF Rules"), the Company has uploaded the information in respect of the unclaimed dividend on the website of the IEPF viz. www.iepf.gov.in and under "Investor Relations" section on the website of the Company viz. www.binaniindustries.com. The concerned Members are requested to verify the details of their unclaimed dividends amounts, if any, from the said websites and write to the Company's Registrar and Share Transfer Agents before the same becomes due for transfer to the Investor Education and Protection Fund as per the details given below:

| S.No. | Dividend for Year ended | Due date for Transfer of unclaimed dividends to IEPF |
|-------|-------------------------|--|
| 1 | 31.03.2008 | 04.08.2015 |
| 2 | 31.03.2009 | 26.07.2016 |
| 3 | 31.03.2010 | 26.07.2017 |
| 4 | 31.03.2011 | 30.07.2018 |
| 5 | 31.03.2012 | 05.09.2019 |
| 6 | 31.03.2013 | 31.10.2020 |

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends up to the financial year 2005-06, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The unclaimed dividends for the year 2006-07 shall be transferred to IEPF on due date.

14. Members holding shares in physical forms in identical names under different ledger folios are requested to apply for consolidation of such folios and send the relevant Equity Share Certificates to the Company's Registrars and Share Transfer Agents for necessary endorsements.
15. Members who are holding shares in single name are advised, in their own interest, to get the shares transferred in joint names. There is a facility available for nomination and Members are advised to nominate persons for transferring the interest in those shares. Nomination form is available on request.
16. Those Members of the Company who are still holding Share Certificates of the Company with the old name Binani Zinc Limited, should immediately write to the Registered Office of the Company asking for stickers for change of name, to be affixed on such Share Certificates. The Share Certificates need not be sent, only the details of the Certificates are to be furnished.
17. Members, who are holding shares in physical form, are advised to get their physical shares dematerialized in their own interest which will facilitate quick credit of the dividend into their Bank Account directly and also save them from unnecessary hardship that may be caused in case of the dividend warrants getting lost in postal transit.
- Members may note that the Company's shares are traded in the Stock Exchange(s) in dematerialized form only.
18. Pursuant to Section 101 of the Companies Act, 2013 and Rules made thereunder, the companies are allowed to send all communications and other documents to Members electronically. Members are therefore, requested to register/update their email IDs with their respective Depository Participants and in the case of physical shares, with the Company's Registrar and Share Transfer Agents or the Company and make this Green Initiative a success.
19. As required under Clause 49 of the Listing Agreement, brief profile of Directors proposed to be appointed/reappointed is annexed hereto and forms part of this Notice.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules framed thereunder and also the clause 35B of the Listing Agreement with the Stock Exchanges, the Members are provided with the facility to exercise their vote at this Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

- In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
 - Open the e-mail and also open PDF file namely "BIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - Click on Shareholder – Login.
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - Once the e-voting home page opens, click on e-voting→ Active e-Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of Binani Industries Limited Limited which is 100972 Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.

- xi. Once the vote on the Resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to mbanthia2010@gmail.com, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual – Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
 - i. Initial password is provided in the enclosed Ballot Paper: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. In case a Member wish to vote using Ballot Paper:
 - i. Members may send duly completed Ballot Paper (enclosed with the Annual Report) to the Scrutinizer: Manoj Kumar Banthia C/o. Mercantile Chambers, 12. J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001, in the enclosed postage pre-paid business reply envelope, so as to reach by Wednesday, 24th September, 2014 (5.30 p.m. IST). Ballot Papers deposited in person or sent by post or courier at the expense of the Member will also be accepted. Unsigned, incomplete or incorrectly tickled forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
 - ii. Ballot Papers received after Wednesday, 24th September, 2014(5.30 p.m. IST) will be strictly treated as if the reply from the Members have not been received.
 - iii. Members have the option to request for physical copy of the Ballot Paper by sending an e-mail to santosh.jaiswal@linkintime.co.in by mentioning their Folio/DP ID and Client ID No.
- D. General Instructions:
 - iv. The e-voting period commences on Monday, 22nd September, 2014 (9.00 a.m. IST) and ends on Wednesday, 24th September, 2014 (5.30 p.m. IST).

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, he shall not be allowed to change it subsequently.

- v. The voting rights of Members shall be in proportion of the shares held by them, to the paid up equity share capital of the Company, as per the Register of Members of the Company as on Friday, 22nd August, 2014.
- vi. Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership No. 11470), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Paper received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- vii. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- viii. A Member can opt for only one mode of voting i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- ix. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.binaniindustries.com and on the website of NSDL www.evoting.nsdl.com within two working days of the passing of the Resolutions at the Fifty First Annual General Meeting of the Company on Monday, 29th September, 2014 and communicated to BSE Limited and National Stock Exchange of India Limited and Calcutta Stock Exchange, where the Shares of the Company are listed.

By Order of the Board of Directors

K.K. Saraf
President & Company Secretary

Place : Mumbai
Dated : 7th August, 2014

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

| Name of Director | Mr. Braj Binani | Mr. N. C Singhal | Mr. Rahul Asthana | Mr. S. Sridhar |
|--|---|---|---|--|
| Date of Birth | 14.12.1959 | 10.08.1936 | 18.02.1953 | 09.05.1951 |
| Date of initial Appointment | 05.07.1988 | 19.01.2008 | 06.04.2013 | 30.05.2014 |
| Expertise in specific functional areas | Entrepreneurship and Management | Consultants and Management Specialist | Expert in handling and implementing of large infrastructure projects. | Banking & Finance |
| Qualifications | B.Com (Honours) | Post Graduate in Economics, Statistics and Administration | B. Tech, MBA | B.Tech, IIT Delhi & Masters from Jamnalal Bajaj Institute of Management Studies, Mumbai. |
| Number of Equity shares held in the Company | 53,125 | Nil | Nil | Nil |
| Directorships held in other Public Companies (excluding Foreign Companies) | Binani Cement Limited Binani Zinc Limited Binani Metals Limited | Deepak Fertilisers and Petrochemicals Corpn. Limited Max India Limited Birla Sun Life Asset Management Co. Limited Tolani Shipping Co.Limited SCI Forbes Limited Capital First Limited Amal Limited Essar Bulk Terminal Limited Essar Ports Limited Essar Shipping Limited | Binani Zinc Limited Aegis Logistics Limited | Strides Arcolab Limited . Development Credit Bank Limited. Jubilant Life Sciences Limited. India Infoline Housing Finance Limited Binani Cement Limited. Tourism Finance Corporation Limited. |
| Chairman / Member of Committees of other Companies (includes only Audit Committee and Shareholders/ Investors' grievance Committee). | NIL | Audit Committee <u>Chairman</u> Max India Limited Deepak Fertilizers & Petrochemicals Corporation Limited Tolani Shipping Co.Limited Amal Limited <u>Member</u> Capital First Limited Shareholders/ Investors' Grievance Committee <u>Chairman</u> Amal Limited <u>Member</u> Max India Limited | Audit Committee <u>Chairman</u> Binani Zinc Limited Shareholders/ Investors' Grievance Committee <u>Member</u> Binani Zinc Limited | Audit Committee <u>Chairman</u> Jubilant Life Sciences Limited Binani Cement Limited Strides Arcolab Ltd. <u>Member</u> India Infoline Housing Finance Shareholders/ Investors' Grievance Committee <u>Member</u> Strides Arcolab Limited |

ANNEXURE TO NOTICE

Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act").

Item no. 5 & 6

Mr. N. C. Singhal, (DIN 00004916) and Mr. Rahul Asthana (DIN 00234247) were appointed as Non-Executive Directors of the Company, liable to retire by rotation, on 27th June, 2011 and 28th September, 2013 respectively in terms of erstwhile applicable provisions of Section 255 and 256 the Companies Act, 1956. They were also designated as Independent Directors pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges. In terms of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. N. C. Singhal and Mr. Rahul Asthana, being eligible, are proposed to be appointed as Independent Directors of the Company to hold office until the conclusion of the Fifty Third Annual General Meeting of the Company and they shall not be liable to retire by rotation.

The Securities and Exchange Board of India (SEBI) has also proposed amendment of the existing 49 of the Listing Agreement, inter alia, stipulating eligibility conditions for the appointment of Independent Directors by a listed company.

Mr. N. C. Singhal and Mr. Rahul Asthana are eligible to be appointed as Independent Directors in terms of Section 164 of the Act as well as the existing and the proposed new Clause 49 of the Listing Agreement. The Company has also received declarations from Mr. Singhal and Mr. Asthana that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and clause 49 of the Listing Agreements and consented to be appointed as Independent Directors of the Company.

In the opinion of the Board, Mr. N. C. Singhal and Mr. Rahul Asthana, fulfill the conditions for appointment as Independent Directors.

The Company has received notices in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Mr. N. C. Singhal and Mr. Rahul Asthana for the office of Independent Directors.

The Board considers that with their very vast and rich experience and expertise, association of Mr. Singhal and Mr. Asthana, would be of immense benefit to the Company and as such recommends their appointments as Independent Directors.

Except Mr. N. C. Singhal and Mr. Rahul Asthana, none of the Directors and Key Managerial Personnel nor their relatives is interested or concerned in the Resolutions.

The Board recommends the Resolutions set forth in item no. 5 and 6 for the approval of the Members.

A draft of the letters of appointment of Mr. N. C. Singhal and Mr. Rahul Asthana as Independent Directors, setting out the terms and conditions, are available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the Meeting at the Registered Office of the Company at the current address upto 31st August, 2014 and thereafter at the new

address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata- 700157.

Item no. 7

Mr. S. Sridhar (DIN 00004272) was appointed as an Additional Director of the Company on 30th May 2014 in term of Section 161 of the Companies Act, 2013 ("the Act"). Mr. Sridhar holds office upto the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. S. Sridhar, being eligible, is proposed to be appointed as an Independent Director to hold office until the conclusion of the Fifty Third Annual General Meeting of the Company and shall not be liable to retire by rotation.

Mr. Sridhar, aged about 63 years, is a B.Tech. from Indian Institute of Technology, Delhi and MBA from Jamnalal Bajaj Institute of Management Studies, Mumbai. He possesses rich experience of over 38 years in Banking Industry particularly in the area of commercial and development banking. He held Board level positions in different Banks/Financial Institutions namely, National Housing Bank, Export Import Bank of India, the last one being Central Bank of India where he occupied the position of the Chairman & Managing Director. Mr. Sridhar has served/serves in various national level Committees and Task Forces for framing financial sector policies.

Mr. S. Sridhar, is eligible to be appointed as Director in terms of both Section 164 of the Act and existing as well as proposed new Clause 49 of the Listing Agreements. The Company has also received declarations from Mr. S. Sridhar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and consented to be appointed as an Independent Director of the Company.

In the opinion of the Board, Mr. S. Sridhar fulfills the conditions for appointment as Independent Director.

The Board considers that with the expertise and vast experience, Mr. Sridhar possesses, his association would be beneficial to the Company and as such recommends the appointment of Mr. S. Sridhar as an Independent Director, who shall not be liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Mr. S. Sridhar for the office of Independent Director.

Except Mr. S. Sridhar, none of the Directors and Key Managerial Personnel, or their relatives, is interested or concerned in the Resolution.

The Board recommends the Resolution set forth in item no. 7 for the approval of the Members.

A draft of the letter of appointment of Mr. S. Sridhar as Independent Director, setting out the terms and conditions, is available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the Meeting at the Registered Office of the Company at the current address upto 31st August, 2014 and thereafter at the new address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata- 700157.

Item No. 8

The Members may note that Mr. Sunil Sethy was appointed as the Managing Director of the Company for a period of five years from 10th November, 2008 to 9th November, 2013. Later, he was designated as the Executive Vice-Chairman & Managing Director effective 1st January, 2011.

The Board of Directors at its meeting held on 30th October, 2013, based upon the recommendation of Remuneration Committee, reappointed Mr. Sunil Sethy, as Executive Vice Chairman & Managing Director of the Company for a period of 3 (three) years with effect from 10th November 2013 under the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the erstwhile Companies Act, 1956, read with Circular no. 46/2011 dated 14th July 2011 issued by the Ministry of Corporate Affairs, New Delhi (since Mr. Sethy was a Professional and he did not hold any shares of the Company).

In the circumstances, at the time of his re-appointment, only approval of the Members was required pursuant to Sections 198 and 269 of the erstwhile Companies Act, 1956 and for the remuneration to be paid to him under Schedule XIII (now corresponding Schedule V of the Act.). The remuneration for the period from 10th November, 2013 to 31st March, 2014 did not require approval of the Central Government pursuant to the aforesaid Circular. For the period 1st April, 2014 to 31st May, 2014, presently no approval of the Central Government is required under section 197 of the Companies Act, 2013 read with Schedule V, since the Company does not anticipate to have inadequacy of Profit. However, in the eventuality of the Company not having profit or inadequate profit for the financial year 2014-15, the Company will approach the Central Government, if required, for obtaining necessary waiver. As such, no change had been made in the terms and conditions of appointment and remuneration paid to Mr. Sunil Sethy.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sunil Sethy are as under:

REMUNERATION:

| | | |
|----|---------------|---|
| 1 | Basic Salary: | ₹14,00,000/- (Rupees Fourteen Lakhs only) per month |
| 2. | Incentive : | Mr. Sunil Sethy shall be entitled to an Incentive under the Corporate Incentive Plan of the Company on the basis of Individual as well as Company's Performance, as may be determined by Remuneration Committee / Board, of a sum not exceeding ₹ 70 Lakhs per annum. |

PERQUISITES:

| | | |
|----|----------|---|
| 1. | Housing: | Fully furnished residential accommodation will be provided by the Company subject to a maximum rent of ₹5,00,000/- (Rupees Five Lakhs only) per month including society outgoings, electricity and water charges. |
|----|----------|---|

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|----|-----------------|---|
| 2. | Provident Fund: | Nil |
| 3 | Superannuation: | Nil |
| 4 | Gratuity: | Nil |
| 5 | Insurance: | Mr. Sunil Sethy shall be entitled to the coverage under the personal accident Insurance, Mediclaim and Group Term Life Insurance Policy, as per the Rules applicable to 'UC' Grade of the Company. |
| 6. | Leave: | Leave with full Salary as per the Rules of the Company but not exceeding 30 days Privilege Leave and 11 days Casual Leave for every completed year of service. Leave accumulated but not availed of, may be encashed, as per Rules of the Company. Encashment of Leave at the end of tenure will not be treated as perquisites. |
| 7. | Car: | Two (2 Nos) Company maintained cars without driver will be provided. All expenses of cars for private purposes to be reimbursed to the Company, at actuals. |
| 8 | Telephone: | Reimbursement of expenses at actuals. |

In the event of loss or inadequacy of profits in any Financial Year, the Company shall pay to Mr. Sunil Sethy by way of salary and perquisites as aforesaid as minimum remuneration.

The Members may note that Mr. Sunil Sethy, had opted for premature retirement w.e.f 1st June 2014. Consequently, even though Mr. Sethy was reappointed for a term of three years from 10th November, 2013, he occupied the office of the Executive Vice-Chairman & Managing Director only for the period 10th November 2013 to 31st May 2014.

It is therefore, proposed to seek the Members' approval to the Special Resolution at item no. 8 for the re-appointment of and remuneration paid to Mr. Sunil Sethy as Executive Vice Chairman & Managing Director only for the period from 10th November 2013 to 31st May 2014, in terms of provisions of the erstwhile provisions of the Companies Act, 1956 since the reappointment of Mr. Sethy was made in accordance with provisions applicable then and also the corresponding provisions of the Companies Act, 2013, as may be applicable.

Except Mr. Sunil Sethy, none of the Directors or Key Managerial Personnel or their relatives is interested in the Resolution.

A copy of the Agreement entered into between Mr. Sethy and the Company is available for inspection by the Members of the Company on any working day between 11.00 a.m. and 1.00 p.m. up to the meeting at the Registered Office of Company at the current address upto 31st August, 2014 and thereafter at the new address at 37/2, Chinara Park, New Town, Rajarhat Main Road, P.O. Hatia, Kolkata- 700157.