

# Binani

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BINANI INDUSTRIES LIMITED

**ANNUAL REPORT 2018-19**





## BOARD OF DIRECTORS

Mr. Braj Binani	:	Chairman
Mrs. Nidhi Binani Singhania	:	Director (upto April 26, 2018)
Ms. Shradha Binani	:	Director (upto April 26, 2018)
Mr. Nilesh R. Doshi	:	Director
Mr. Shardul Shah	:	Director
Mr. Rajesh Kumar Bagri	:	Director (w.e.f. April 26, 2018)
Mrs. Visalakshi Sridhar	:	Managing Director, CFO & Company Secretary (w.e.f. August 13, 2018)
Mr. Souren Kumar Chatterjee	:	Director (w.e.f. August 29, 2019)

## AUDITORS

M/s. MSKA & Associates, Chartered Accountants  
The Ruby, Level 9, North West Wing,  
Senapati Bapat Marg, Dadar (W), Mumbai – 400 028  
Tel: +91 22 24393600, Fax: +91 22 24393700

## SECRETARIAL AUDITORS

M/s. Uma Lodha & Co.  
Suite No. 507, 5th Floor,  
Highway Commercial Centre  
I.B Patel Road, Goregaon East,  
Mumbai - 400063  
Tel. : 91-22-40131002

## BANKERS

Punjab National Bank  
IDBI Bank  
Dena Bank  
Indian Bank

## REGISTERED OFFICE

37/2, Chinar Park, New Town, Rajarhat Main Road  
P.O. Hatihara, Kolkata- 700157  
Tel: +91 08100326795  
Fax: +91 033-4008 8802  
Email: [sauvik.nayak@binani.net](mailto:sauvik.nayak@binani.net)  
Website: [www.binaniindustries.com](http://www.binaniindustries.com)  
CIN: L24117WB1962PLC025584

## CORPORATE OFFICE

Mercantile Chambers  
12, J.N. Heredia Marg,  
Ballard Estate  
Mumbai – 400 001  
Tel: 022-30263000  
Fax: 022-22634960  
Email: [mumbai@binani.net](mailto:mumbai@binani.net)

## SUBSIDIARIES' PLANT LOCATIONS

- Edayar Zinc Limited (formerly known as Binani Zinc Limited)**  
Binanipuram, Ernakulam, Kerala – 683 502
- Goa Glass Fibre Limited**  
Colvale, Bardez, Goa – 403 513
- 3B Fibreglass SPRL**  
Route de Maestrich 67, 4651, Battice, Belgium
- 3B Fibreglass A/S**  
Tollenesveien 60, 4760, Birkeland, Norway

## REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg, Vikhroli (W),  
Mumbai – 400 083.  
Tel: 022 – 49186000  
Fax: 022 – 49186060  
Email: [mumbai@linkintime.co.in/](mailto:mumbai@linkintime.co.in/)  
[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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## BINANI INDUSTRIES LIMITED

CIN: L24117WB1962PLC025584

37/2, Chinar Park, New Town, Rajarhat, Main Road, P.O. Hatiara, West Bengal 700157

website: www.binaniindustries.com; Tel: 08100326795 Fax: 033 – 40088802; Email – binanigroupcal@rediffmail.com

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 56<sup>th</sup> Annual General Meeting of the Members of BINANI INDUSTRIES LIMITED will be held on Friday, 27<sup>th</sup> December, 2019 at 10.30 a.m. at 94/2, Rotary Sadan, Chowringhee Road, Kolkata – 700 020 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Kumar Bagri (DIN – 00191709), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To appoint M/s. V.P. Thacker & Co., Chartered Accountants, Mumbai as Statutory Auditor in casual vacancy and to fix their remuneration

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. V.P. Thacker & Co., Chartered Accountants (FRN.: 118696W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MSKA & Associates, Chartered Accountants (FRN.:105047W).

**RESOLVED FURTHER THAT** M/s. V. P. Thacker & Co., Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting in 2020 and that they shall conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them."

**RESOLVED FURTHER THAT** any of the Board of Directors or the Company Secretary, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

4. To appoint Mr. Souren Kumar Chatterjee (DIN – 08438486) as Independent Director

*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, 150, 152 and any other applicable, if any, provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (LODR) Regulations 2015, Mr. Souren Kumar Chatterjee (DIN - 08438486) who was appointed as an Additional Director of the Company and holds office upto the date of this AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of 58<sup>th</sup> AGM to be held in the year 2021."

5. To Re-appoint Mr. Nlesh R Doshi (DIN 00249715) as Independent Director

*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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules, as may be applicable including the applicable provisions of the SEBI (LODR) Regulations, 2015 and pursuant to the recommendation of Board of Directors on the basis of performance evaluation, Mr. Nilesh R. Doshi (DIN -00249715 ) being eligible to be an Independent Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a term upto the conclusion of 58th Annual General Meeting of the Company to be held in the year 2021.

**RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

6. To Re-appoint Mr. Shardul Shah (DIN No.02061996) as Independent Director

*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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules, as may be applicable including the applicable provisions of the SEBI (LODR) Regulations, 2015 and pursuant to the recommendation of Board of Directors on the basis of performance evaluation, Mr. Shardul Shah (DIN -02061996 ) being eligible to be an Independent Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a term upto the conclusion of 58th Annual General Meeting of the Company to be held in the year 2021.

**RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By Order of the Board of Directors  
For **BINANI INDUSTRIES LIMITED**

Date: November 29, 2019  
(Adjourned meeting of Nov. 26, 2019)  
Place: Mumbai

**Visalakshi Sridhar**  
Managing Director, CFO  
& Company Secretary  
DIN: 07325198  
Membership No. ICSI-A13849  
AICWA-M21132

## NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015, of the person seeking appointment/re-appointment as Director under Item no. 2, 4, 5 and 6 of the Notice are also annexed.
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.** A person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in 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 as proxy for any other Member.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Annual General Meeting ('AGM'). Proxies submitted on behalf of the companies/ bodies corporate etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is appended with this Notice.

3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company at its Registered Office, provided that not less than three days of notice in writing is given to the Company.
4. The Register of Members and Share Transfer Books will be closed from 20<sup>th</sup> December, 2019 to 27<sup>th</sup> December, 2019 (both days inclusive) in terms of SEBI (Listing Obligation Disclosure Requirement) Regulations, 2015 for the purpose of AGM.
5. Members/ Proxies are requested to bring their copy of Annual Report to the Meeting for their reference. Duly filled Attendance Slip should be handed over at the entrance of the meeting venue. Members are requested to quote their DP ID/Client ID or Folio in the Attendance Slip to enable the Company to record their attendance properly.

Members are requested to address their queries relating to Financial Statements of the Company, if any, to the Company Secretary at least seven days in advance of the AGM, to enable the Company to keep the information ready.

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](http://www.iepf.gov.in) and under "Investor Relations" section on the website of the Company viz. [www.binaniindustries.com](http://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:

Sr. No.	Dividend for the year ended	Due date for Transfer of unclaimed dividend to IEPF
1	31 <sup>st</sup> March, 2013	31 <sup>st</sup> October, 2020
2	31 <sup>st</sup> March, 2014	3rd November, 2021
3	31 <sup>st</sup> March, 2015	No dividend was declared
4	31 <sup>st</sup> March, 2016	No dividend was declared
5	31 <sup>st</sup> March 2017	No dividend was declared
6	31 <sup>st</sup> March 2018	No dividend was declared

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends up to the financial year 2011-12 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

6. Those Members of the Company who are still holding Share Certificates of the Company with the old name "Binani Zinc Limited" (issued in the year 1994/1995) 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.

7. 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.
8. SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares in physical form even after this date, will not be able to lodge the shares with Company / its RTA for further transfer. Shareholders would have to dematerialize their shares compulsorily before transfer. Only requests for transmission and transposition of securities in physical form will be accepted by the Company / RTA. Hence Members, who are holding shares in physical form, are advised to get their physical shares dematerialized in their own interest.
9. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. In case of Joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members holding shares in single and physical form are advised to make nomination in respect of their shareholding in the Company.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.
13. A brief profile of Directors proposed to be appointed / re-appointed is annexed hereto and is forming a part of this notice.
14. The Register of Directors and Key Managerial 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 AGM.
15. Members are requested to 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 Transfer Agents of the Company, viz. Link Intime India Private Limited, having address at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Shareholders, whose shareholding is in dematerialized form, are requested to direct their correspondence regarding change of address, registration of e-mail address and updation of bank account details to their respective Depository Participant.

16. Please quote Your DP ID No. /Client ID No. or Folio Number in all their correspondence.
17. The telephone numbers and email ID of concerned official/s of the Company responsible to address the grievances are as under :
  - (i) At Mumbai: Mrs. Vahini Kanojiya  
Tel. 022- 30263000/1/2  
Email: [vahini@binani.net](mailto:vahini@binani.net)
  - (ii) At Kolkata: Mr. Sauvik Nayak  
Tel-08100326795  
Email: [sauvik.nayak@binani.net](mailto:sauvik.nayak@binani.net)

The Annual Report for 2018 -19 with the Notice of the AGM, 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 copy 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 website of the Company, [www.binaniindustries.com](http://www.binaniindustries.com).

18. Pursuant to Section 101 of the Companies Act, 2013 and Rules made there under, the companies are allowed to send communication to Shareholders electronically. The Members are therefore requested to kindly register/update email IDs with their respective Depository Participant and in case of physical shares with the Company's Registrar and Share Transfer Agents or the Company and make Green Initiative a success.
19. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the Resolutions proposed to be passed at AGM by electronic means through NSDL e-voting platform. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on 20<sup>th</sup> December, 2019, i.e. the cut-off date for the purpose of voting at AGM, are entitled to vote on the Resolutions set forth in this Notice. The Members may cast their votes on electronic voting system from place other than the venue of the AGM ('remote e-voting'). The remote e-voting

period commences on 24<sup>th</sup> December, 2019 (9:00 AM) and ends on 26<sup>th</sup> December, 2019 (5:00 PM). The entire e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

- 20.** The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given herein below:

#### PROCEDURE FOR REMOTE E-VOTING

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 1.** Your User ID details are given below :

- For NSDL : 8 Character DP ID followed by 8 Digit Client ID;
- For CDSL: 16 digits beneficiary ID;
- For Members holding shares in Physical Form.

- 2.** Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- 3.** If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- Members can also use OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.
- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders.
- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rajbanthia@gmail.com](mailto:rajbanthia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
21. The voting right of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut off date.
22. In addition to remote e-voting, the facility for voting, either through electronic voting system or ballot/polling paper, shall also be made available at the venue of Annual General Meeting and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.
23. The route map to the venue of AGM is provided in this Annual Report for easy location.
24. The Company has appointed Mr. Raj Kumar Banthia (M.No.17190) of M/s MKB & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire voting process (including remote e-voting) in a fair and transparent manner.
25. At the Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutiniser, order voting through ballot paper / electronically at the venue of the Annual General Meeting. Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be entitled to exercise their voting rights at the meeting. Any Member, who has voted by remote e-voting on the Resolutions contained in this Notice prior to the AGM may also attend the meeting but shall not be entitled to vote at the AGM.
26. Any person who is not a Member as on the cut-off date i.e 20<sup>th</sup> December, 2019 shall treat this Notice for information purpose only  
  
Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Notice and holds the shares as of the cut-off date i.e. 20<sup>th</sup> December, 2019,, may obtain the Annual Report by sending a request at [yahini@binani.net](mailto:yahini@binani.net)  
  
The Scrutinizer shall, immediately after the conclusion of voting at the AGM, would count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director authorized by the Board who shall countersign the same. The Chairman or any other Director authorized by the Board will declare the result of the remote e-voting and voting at the AGM, forthwith.  
  
The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, [www.binaniindustries.com](http://www.binaniindustries.com) and that of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The same will also be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed at the Notice Board of the Company at the Registered Office and the Corporate Office of the Company.  
  
**The Company has obtained approval for extension of time from Government of India, Ministry of Corporate Affairs, Registrar of Companies, West Bengal for holding Annual General Meeting upto 31st December, 2019.**

By Order of the Board of Directors  
For **BINANI INDUSTRIES LIMITED**

Date: November 29, 2019  
(Adjourned meeting of Nov. 26, 2019)  
Place: Mumbai

**Visalakshi Sridhar**  
Managing Director, CFO  
& Company Secretary  
DIN: 07325198  
Membership No. ICSI-A13849  
AICWA-M21132



## ANNEXURE TO NOTICE

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

#### Item No.3

M/s. MSKA & Associates, Chartered Accountants, Mumbai (FRN No.105047W), were appointed as Statutory Auditors of the Company for a period of five years at the 52<sup>nd</sup> AGM held on 19/12/2015 up to the conclusion of the 57<sup>th</sup> AGM. However they have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

M/s. MSKA & Associates, the outgoing auditors, have expressed their inability to continue as Statutory Auditors due to various adverse observations as made by them in their audit report and other administrative and financial reasons.

Your Board proposes to appoint M/s. V.P. Thacker & Co., Chartered Accountants, Mumbai, (FRN:118696W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MSKA & Associates, Chartered Accountants, (FRN No.105047W) at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and to be approved by the Board of Directors of the Company.

M/s. V.P. Thacker & Co., Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board is of the opinion that the Firm has ability to service clients in multiple sectors and the have the expertise to cater to the audit requirements of your Company. Accordingly the Board recommends passing of the Ordinary Resolution as set out in item no 3 of this Notice for the approval of members.

None of the Directors, Key Managerial Persons or their relatives, is in any way, concerned or interested in the said resolution.

#### Item No.4

Mr. Souren Kumar Chatterjee (DIN - 00191709) was appointed as an Additional Director by the Board of Directors on 29<sup>th</sup> August, 2019 and he will hold his office as Director of the Company upto the ensuing Annual General Meeting of the Company.

**Brief Profile:** Mr. Souren Kumar Chatterjee, aged about 61 years, is a B.com LLB, Lawyer by profession and has more than 30 years of Experience as an Practising Advocate. His areas of expertise includes Taxation and Civil Matters.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Souren Kumar Chatterjee for the office of Director. The Nomination and

Remuneration Committee has also proposed the appointment of Mr Souren Kumar Chatterjee as an Independent Director of the Company for a period upto the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company.

Except Mr. Souren Kumar Chatterjee, 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. 4 for the approval of the Members.

#### Item No.5

Mr. Nilesh R. Doshi (DIN-00249715) was appointed as an Independent Director of the Company at 54<sup>th</sup> Annual General Meeting held in the year 2017 for a term up to the conclusion of ensuing 56<sup>th</sup> Annual General Meeting. Accordingly, his first term as Independent Director will come to an end upon conclusion of ensuing 56<sup>th</sup> Annual General Meeting.

In view of the above and on the basis of performance evaluation and recommendation of Nomination and Remuneration Committee, it is proposed to re-appoint him for a second term. The Board of Directors had also evaluated the performance of Mr. Nilesh R. Doshi during his first term as Independent Director and unanimously recommended his re-appointment for a second term for a period up to the conclusion of 58<sup>th</sup> AGM to be held in the year 2021.

**Brief Profile:** Mr. Nilesh R. Doshi, aged about 65 years, is a practising Chartered Accountant. His areas of expertise include Income Tax Representations before Income Tax Officers, Commissioner of Income Tax (Appeals) & before Income Tax Appellate Tribunal.

The Company has also received a declaration from Mr. Nilesh R. Doshi confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (LODR) 2015. Mr. Nilesh R. Doshi is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given his consent to act as Director of the Company.

The brief profile of Mr. Nilesh R. Doshi is enclosed to this notice for perusal of members. In the opinion of Board, Mr. Nilesh R. Doshi, fulfills the conditions specified in the Act and the rules made thereunder and he is independent of the management.

In view of the above, in terms of Section 149 of the Act read with Schedule IV thereto, the Board recommends for the passing of resolution set-out under Item no.5 of this notice as Special Resolution.

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

#### Item No.6

Mr. Shardul Dilip Shah (DIN-02061996) was appointed as an Independent Director the Company at 54<sup>th</sup> Annual General Meeting held on the year 2017 for a term up to the conclusion of ensuing 56<sup>th</sup> Annual General Meeting. Accordingly, his first term as Independent Director will come to an end upon conclusion of ensuing 56<sup>th</sup> Annual General Meeting.

In view of the above, on the basis of performance evaluation and recommendation of Nomination and Remuneration Committee, it is proposed to re-appoint him for a second term. The Board of Directors had also evaluated the performance of Mr. Shardul D. Shah during his first term as Independent Director and unanimously recommended his re-appointment for a second term up to the conclusion of 58<sup>th</sup> AGM to be held in the year 2021.

**Brief Profile:** Mr. Shardul Dilip Shah, aged about 41 years, is a practising Chartered Accountant. He is Practitioner of Taxation Laws with expertise in Taxation, International and Securities Laws.

He has been a Regional Council Member and Secretary of WIRC of ICAI in various tenures. He has also been part of Core Group member of Bombay Chartered Accountants Society (BCAS) and various other allied forums and also is an Author of Professional Referencer and Manuals.

The Company has also received a declaration from Mr. Shardul D. Shah confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (LODR) 2015. Mr. Shardul D. Shah is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given his consent to act as Director of the Company.

The brief profile of Mr. Shardul D. Shah is enclosed to this notice for perusal of members. In the opinion of Board, Mr. Shardul D. Shah fulfills the conditions specified in the Act and the rules made thereunder and he is independent of the management.

In view of the above, in terms of Section 149 of the Act read with Schedule IV thereto, the Board recommends for the passing of resolution set-out under Item no.6 of this notice as Special Resolution.

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

By Order of the Board of Directors  
For **BINANI INDUSTRIES LIMITED**

Date: November 29, 2019  
(Adjourned meeting of Nov. 26, 2019)  
Place: Mumbai

**Visalakshi Sridhar**  
Managing Director, CFO  
& Company Secretary  
DIN: 07325198  
Membership No. ICSI-A13849  
AICWA-M21132