



## BINANI CEMENT LIMITED

Corporate Identity Number: U26941WB1996PLC076612

Regd. Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata - 700 157.

Tel.: +91 - 081003 26795, Fax: +91 33 4008 8802

Corp. Office: Mercantile Chambers, 12, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.

Tel.: +91 22 3026 3000, Fax : +91 22 2263 4960, Website: www.binanicement.in, E-mail Id.: mumbai@binani.net

### POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Amendment Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations to transact the following special business by the members of Binani Cement Limited by passing the following Resolutions through postal ballot/e-voting:

#### SPECIAL BUSINESS:

**1. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**Appointment of Mr. Darshan Lal as Director**

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force), Mr. Darshan Lal (DIN- 06811040) who was appointed as an Additional Director by the Board of Directors at its meeting held on 27th January, 2017 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Darshan Lal as a candidate for office of Director of the Company, be and is hereby appointed as a Director not liable to retire by rotation.”

**2. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**Appointment of Mr. Darshan Lal as Whole Time Director for 2 years and remuneration payable to him**

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company at its respective meetings held on 27th January, 2017 and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) read with Schedule V thereof and subject to approval of Central Government (if required) and subject to such other approvals as may be required in this regard, the consent of the members be and is hereby accorded to the appointment of Mr. Darshan Lal (DIN- 06811040) as Whole Time Director designated as “Executive Director - Technical” of the Company for a period of 2 (two) years with effect from 27th January, 2017 to 26th January, 2019 on such terms and conditions including remuneration as set out in the Statement annexed to the Notice which inter alia contains the following:

1.	Basic Salary	:	Rs. 5,00,000/- p. m.
2.	House Rent Allowance	:	Rs. 1,71,218/- p. m.
3.	Special Allowance	:	Rs. 3,02,687/- p. m.
4.	Other Allowance	:	Rs. 1,09,428/- p. m.
5.	Gratuity	:	Mr. Darshan Lal shall be entitled to Gratuity as per the Rules of the Company included in the remuneration above, which shall not be considered as perquisite.
6.	Provident Fund	:	Mr. Darshan Lal shall be entitled to Provident Fund as per the Rules of the Company included in the remuneration above, which shall not be considered as perquisite.
7.	Insurance	:	Mr. Darshan Lal shall be entitled to the coverage under the Personal Accident Insurance, Mediclaim and Group Term Life Insurance Policy as per the Rules applicable to 'MB' Grade of the Company.
8.	Leave	:	As per Company's policy, encashment of leave shall not be considered as perquisite if payable at the end of the tenure.

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be the minimum remuneration payable to Mr. Darshan Lal in the event of losses or inadequate profit.

**RESOLVED FURTHER THAT** if any remuneration paid/payable or benefits provided/to be provided to Mr. Darshan Lal, Whole Time Director of the Company is assessed to be excess in terms of Section 197 and Schedule V of the Companies Act, 2013 for any financial year comprised in the tenure of his appointment, the Company shall subject to the approval of the Government of India in terms of Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, not recover such excess remuneration/benefits from Mr. Darshan Lal and that excess remuneration paid, if any shall be held by him in trust for the Company until such time that the approval of the Central Government is received by the Company.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of the Board constituted / to be constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized and empowered to vary, alter, increase, enhance, widen or make improvements to the terms of remuneration as may become permissible under and by any amendments to Schedule V of the Companies Act, 2013 or the Act itself or by way of any Government approvals, guidelines, circulars, notifications or instructions so that no further approval of members of the Company is required so long as the remuneration of Mr. Darshan Lal is not in excess of statutory limits specified under section 197 read with Schedule V of the Companies Act 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps as may be necessary and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:  
37/2, Chinar Park, New Town,  
Rajarhat Main Road, P.O. Hatiara,  
Kolkata- 700157.  
CIN: U26941WB1996PLC076612

By Order of the Board of Directors  
**For Binani Cement Limited**

**Vaishali Vyas**  
**Company Secretary**  
Membership No. A22974

Date : 20th April, 2017

Place: Mumbai

**Notes:**

1. The Explanatory Statement for the proposed Resolutions under Item Nos. 1 and 2 pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act, setting out material facts is annexed herewith.
2. Mr. Mohammad Aabid, Practicing Company Secretary (CoP No. 6625) has been appointed by the Board of Directors of your Company as “the Scrutinizer” for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the close of 28th April, 2017. The notice will also be placed on the website of the Company and such notice will remain on the website until the last day of receipt of postal ballots from the Members.
4. The cut-off date for reckoning the voting rights for casting votes in the postal ballot process shall be Friday, 28th April 2017 i.e. voting rights of shareholders will be reckoned as per their respective shareholding in the Company as on the close of Friday, 28th April, 2017.
5. The Postal Ballot Form and the self –addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the Postal Ballot Form and Notice before exercising their vote. Members exercising their voting rights through Postal Ballot Form shall return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5.00 p.m. on Saturday, 3rd June, 2017, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.
6. Members who have registered their email IDs for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post/ courier service along with Postal Ballot Form. Members have the option to vote either through e-voting or through Postal Ballot Form. Members who received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link provided in email or at the website of the Company or seek duplicate Postal Ballot Form from Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company.

7. Relevant documents referred to in the Notice and the accompanying Statement are kept open for inspection by the members at the Registered Office and the Corporate Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the conclusion of voting.
8. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism on the platform being availed from CDSL for facilitating e-voting in order to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-voting is optional.
9. Kindly note that the shareholders can opt only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Physical Postal Ballot will be treated as invalid.

#### 10. VOTING THROUGH E-VOTING

The process and manner for e-voting are as under:

- (a) The e-voting period begins on Friday, 5th May, 2017 (9:00 a.m.) and ends on Saturday, 3rd June, 2017 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th April, 2017, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (b) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (c) Click on 'SHAREHOLDERS'.
- (d) Now Enter your 'USER ID'
  - i. For CDSL: 16 digits beneficiary ID;
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on 'LOGIN'.
- (f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Address Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d).

- (h) After entering these details appropriately, click on 'SUBMIT' tab.
- (i) Members holding shares in physical form will then directly reach the COMPANY SELECTION SCREEN. However, members holding shares in demat form will now reach 'PASSWORD CREATION' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such other company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN of 'Binani Cement Limited' to vote.

- (l) On the voting page, you will see “RESOLUTION DESCRIPTION” against which the option “YES/NO” will be available for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (q) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (s) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### 11. Voting through Postal Ballot Form

- (a) Shareholders may also vote through Postal Ballot Form enclosed hereto.
- (b) Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed on the reverse of Postal Ballot Form and return the Form duly completed and signed in the enclosed self - addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before 3rd June, 2017 (5.00 p.m.). Please note that all postal ballot forms received after 3rd June, 2017 (5.00 p.m.) will be strictly treated as if the reply from the member has not been received.
- (c) In case, shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named member.
- (d) In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
- (e) A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
- (f) The vote in this Postal Ballot cannot be exercised through proxy.

#### 12. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot / e-voting will be final.

13. The Results of e-voting and Postal Ballot shall be aggregated and declared by Chairman or by any other Director duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.binanicement.in and on the website of CDSL within two (2) days of passing of the resolution.
14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this Green Initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants.

Registered Office:  
37/2, Chinar Park, New Town,  
Rajarhat Main Road, P.O. Hatiara,  
Kolkata- 700157.  
CIN: U26941WB1996PLC076612

By Order of the Board of Directors  
**For Binani Cement Limited**

**Vaishali Vyas**  
**Company Secretary**  
Membership No. A22974

Date : 20th April, 2017

Place: Mumbai

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

**Item Nos. 1 and 2**

Mr. Darshan Lal was appointed as an Additional Director pursuant to Section 161 of the Act by the Board of Directors of the Company at its meeting held on 27th January 2017. The Company has received a notice pursuant to Section 160 of the Act along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Darshan Lal as a Director of the Company.

Accordingly, the Board of Directors recommends the passing of Resolution set out under item no. 1 as an Ordinary Resolution.

Further the Board of Directors of the Company at its meeting held on 27th January, 2017 has subject to approval of members and Central Government (if required), appointed Mr. Darshan Lal as Whole Time Director designated as Executive Director-Technical for a period of 2(two) years from 27th January, 2017 to 26th January, 2019 at the remuneration recommended by the Nomination and Remuneration Committee. Nomination and Remuneration Committee at its meeting held on 27th January, 2017 recommended the appointment of Mr. Darshan Lal as aforesaid as per Nomination and Remuneration Policy of the Company.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Darshan Lal as Whole Time Director in terms of the applicable provisions of the Act. The Broad particulars of remuneration payable to and the terms of appointment of Whole Time Director are as under:

**The material terms of appointment and remuneration are as follows:**

**Period of appointment:**

Two years with effect from 27th January, 2017 ending on 26th January, 2019.

**Remuneration:**

1.	Basic Salary	:	Rs. 5,00,000/- p.m.
2.	House Rent Allowance	:	Rs. 1,71,218/- p.m.
3.	Special Allowance	:	Rs. 3,02,687/- p.m.
4.	Other Allowance	:	Rs. 1,09,428/- p.m.
5.	Gratuity	:	Mr. Darshan Lal shall be entitled to Gratuity as per the Rules of the Company included in the remuneration above, which shall not be considered as perquisite.
6.	Provident Fund	:	Mr. Darshan Lal shall be entitled to Provident Fund as per the Rules of the Company included in the remuneration above, which shall not be considered as perquisite.
7.	Insurance	:	Mr. Darshan Lal shall be entitled to the coverage under the Personal Accident Insurance, Medclaim and Group Term Life Insurance Policy as per the Rules applicable to 'MB' Grade of the Company.
8.	Leave	:	As per Company's policy, encashment of leave shall not be considered as perquisite if payable at the end of the tenure.

**Minimum Remuneration:**

In the event of loss or inadequacy of profits in any year during the tenure of Mr. Darshan Lal as Whole Time Director of the Company, he shall be paid above remuneration as minimum remuneration.

**Sitting Fees:**

Mr. Darshan Lal shall not receive any sitting fees for attending meetings of Board or any Committee thereof.

**Retirement:**

Mr. Darshan Lal shall not be subject to retirement by rotation during his tenure as Whole Time Director of the Company.

**Others:**

- The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- The office of the Whole Time Director may be terminated by the Company or by Whole Time Director by giving the other party 3 (three) calendar months' notice in writing.
- Mr. Darshan Lal fulfils all the conditions set out in Part I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Darshan Lal under Section 190 of the Act. The draft agreement to be entered into with Mr. Darshan Lal in respect of his appointment as Whole Time Director will be available for inspection at Registered Office and the Corporate Office till the conclusion of the voting on all working days between 11.00 a.m. to 1.00 p.m.

Disclosure as required in accordance with Sub-clause (iv) of Second Proviso to Para (B) of Section II, Part II Schedule V of the Act is given at the end of this Statement. The disclosures as required under Standard 1.2.5 of SS-2 (Secretarial Standard on General Meetings) is also given at the end of this Statement.

Mr. Darshan Lal is not in receipt of any other remuneration in any other capacity from any other Company.

The Board of Directors recommends the passing of Resolution set out under item no. 2 as a Special Resolution.

Mr. Darshan Lal being appointed shall be deemed to be interested in the aforesaid Resolutions. No other directors or key managerial personnel or their relatives are interested in the Resolutions set out under item nos. 1 & 2.

Registered Office:  
37/2, Chinar Park, New Town,  
Rajarhat Main Road, P.O. Hatiara,  
Kolkata- 700157.  
CIN: U26941WB1996PLC076612

By Order of the Board of Directors  
**For Binani Cement Limited**

**Vaishali Vyas**  
**Company Secretary**  
Membership No. A22974

Date : 20th April, 2017

Place: Mumbai

**Disclosures required in accordance with Sub-Clause (iv) of Second Proviso to Para (B) of Section II, Part II of Schedule V of the Companies Act, 2013:**

<b>GENERAL INFORMATION</b>				
<b>Nature of Industry</b>	Cement			
<b>Date or expected date of commencement of commercial production</b>	The Cement plant of the Company was commissioned in the year 1997.			
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable			
<b>Financial Performance based on given indicators</b>	Financial Year	2015-16	2014-15	2013-14
	Income (Rs. in lakhs)	152,425	183,998	196,224
	Net Profit (Rs. in lakhs)	(28,897)	(10,488)	(19,712)

<b>Foreign Investments or Collaborations, if any</b>	The Company has foreign subsidiaries in Singapore, China and U.A.E.			
<b>INFORMATION ABOUT MR. DARSHAN LAL</b>				
<b>Background Details</b>	<p>Mr. Darshan Lal has done his graduation in Chemical Engineering from IIT Roorkee in the year 1981. He had been national scholarship holder. He started his career in Paper and Alumina plant and then joined JK Cement - Nimbahera in the year 1983. Since then he has been working in cement industry at various positions. He has wide experience in Operation, Optimization, Quality Control, Mining Operation and Maintenance of the cement plants. He has experience in Equipment Design, Raw Mix Design for various plants i.e. Binani Cement, Reliance and Emami. Mr. Darshan Lal has wide exposure to Erection and Commissioning of the cement plant. He has the credit to commission of the plant smoothly and made operation of the plant successful within a short span.</p> <p>He had been with Binani Group from the year 1996 up to July 2013. He had been associated with the Design, Sizing of equipment, Erection and Commissioning of the Binani Indian, Dubai and China plants. He joined Binani as Sr. Manager - Production and when left he was President- Cement (Corporate) responsible for operation of India / overseas plants and upcoming projects. He had been Whole Time Director in Reliance Cement Company Pvt. Ltd. Before re-joining Binani, he had been Sr. Executive President (Operations) in Emami Cement Limited.</p>			
<b>Past Remuneration</b>	Financial Year	2015-16	2014-15	2013-14
	Total Remuneration	Rs. 61,14,383/-	Rs. 1,68,02,806/-	Rs. 84,38,981/-
<b>Recognition or Awards</b>	Appreciation Letter for services from JK Cement - Nimbahera.			
<b>Job profile and his suitability</b>	<p>Mr. Darshan Lal will be responsible, accountable and lead the function for operation and maintenance of all cement plants for the Company and its subsidiaries. His responsibilities include overall supervision of quality, environment, health and safety, mining and allied activities, technical audits, international collaborations/joint ventures, selection, design, quality and operations. Administratively he has handled industrial relations and liason with Government and other statutory bodies. He had been the Unit Head at Emami Cement Limited and the Operations Head and Whole Time Director at Reliance Cement Company Pvt. Ltd. Prior to that he had a long stint with Binani Cement Limited and is thus familiar with plant and the technology therein in great detail. Thus given his vast breadth of experience covering all aspects of cement industry he would be the right person to lead the Company at this juncture. Mr. Darshan Lal has 36 years of rich experience of which 35 years was in the cement industry. During his tenure in cement industry he has performed various roles that includes sizing of the equipment, design, technology selection, erection, commissioning and board representation on technical matters.</p>			
<b>Remuneration proposed</b>	The details of remuneration to be paid are contained elsewhere in the Explanatory Statement annexed to this Notice.			
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	Taking into consideration the size of the Company, the profile of Mr. Darshan Lal, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.			
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.</b>	Mr. Darshan Lal is not related to any directors or key managerial personnel of the Company.			
<b>OTHER INFORMATION</b>				
<b>Reasons of loss or inadequate profits</b>	The company was saddled with unexpected tax liabilities in 2014 which resulted in plant closure. Consequently, payment of aforesaid liabilities disturbed the normal operations of company as the working capital that was used to run the operations was used to pay the tax liability.			

<b>Steps taken or proposed to be taken for improvement</b>	The company is in active talks with its bankers and Asset Reconstruction Company to remedy the situation.
<b>Expected increase in productivity and profits in measurable terms</b>	In the second half of year 2017-18 the plant capacity utilization is expected to increase to 86% and thereafter to 90% generating positive EBIDTA. An EBIDTA of Rs. 400 crores in 2017-18 and Rs. 571 crores in 2018-19 is expected.

**Additional Disclosures required under Standard 1.2.5 of SS-2 (Secretarial Standard on General Meetings) are given hereunder:**

<b>Name of the Director</b>	<b>Mr. Darshan Lal</b>
DIN	06811040
Age	58 years
Qualification(s)	Bachelor of Chemical Engineering (with Honours) I I T- Roorkee (India)  Got National Scholarship From 1976 - 1981
Expertise in specific functional areas	Operations
Terms and conditions of appointment	The details are indicated in Explanatory Statement to Resolution
Details of remuneration sought to be paid	The details are indicated in Explanatory Statement to Resolution
Date of first appointment on the Board	27/01/2017
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	None
The number of Meetings of the Board attended during the Financial Year 2016-2017	None
Other Directorships	1. Merit Plaza Limited 2. Swiss Merchandise Infrastructure Limited 3. Binani Ready Mix Concrete Limited 4. Binani Energy Private Limited
Membership/ Chairmanship of Committees of other Boards	None