

Agenda-wise combined results of Remote e-voting and Ballot voting conducted at the 19th Annual General Meeting (AGM) of the Company held on Friday, 25th September, 2015 at 2.45 pm. at the Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020

Item No.	Details of Agenda	Required (Ordinary/Special)	Number of Votes cast		Invalid Votes	Result
			For	Against		
1	Adoption of the Audited Standalone and Consolidated Financial Statement for the Year ended 31 st March, 2015 together with Reports of the Directors' and the Auditors' thereon.	Ordinary	185652178	50	160	The Resolution was passed with requisite majority.
2	Re-appointment of Mr. V. Subramanian, as a Director of the Company.	Ordinary	185652178	50	160	The Resolution was passed with requisite majority.
3	Appointment of M/s. MZSK & Associates, Chartered Accountants as Statutory Auditors of the Company.	Ordinary	185652178	50	160	The Resolution was passed with requisite majority.
4	Appointment of Mrs. Jayantika Dave, as an Independent Director.	Ordinary	185652178	50	160	The Resolution was passed with requisite majority.

V. Subramanian

Binani Cement Limited

CIN: U26941WB1996PLC076612

Corporate Office: Mercantile Chambers, Ground Floor, 12, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001, India.

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

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5	Approval for variation in terms of appointment of Mr. Jotirmoy Ghose, Managing Director.	Special	185652178	50	160	The Resolution was passed with requisite majority.
6	Ratification of Cost Auditors' remuneration for the Financial Year 2015-16.	Ordinary	185651978	250	160	The Resolution was passed with requisite majority.

Report of Mr. Manoj Kumar Banthia of M/s MKB & Associates, Scrutinizer is enclosed.

Yours faithfully

For **Binani Cement Limited**

V. Subramanian

V. Subramanian

Director

DIN: 00010994

Place: Mumbai

Date: 26.09.2015



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

25th September, 2015

To

The Chairman of the 19th (Nineteenth) Annual General Meeting (AGM) of Members of **Binani Cement Limited** (CIN: U26941WB1996PLC076612), held on Friday, 25th day of September, 2015 at 2.45 pm. at the Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020, West Bengal.

Dear Sir,

I, Manoj Kumar Banthia, Practicing Company Secretary, appointed by the Board of Directors of **Binani Cement Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote E-Voting, and by use of ballot at the 19th Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015] in respect of the below mentioned Resolutions proposed at the 19th (Nineteenth) Annual General Meeting of the Company held on Friday, 25th day of September, 2015 at Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020 at 2.45 pm, do hereby submit my report as follows:

- (a) The Notice dated 27th July, 2015 convening the 19th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent on 28th August, 2015 to the members of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its Shareholders. At the 19th Annual General Meeting, the





Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.

- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. Friday, 18th September, 2015 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Tuesday, 22nd September, 2015 at 9:00 AM and ended on Thursday, 24th September, 2015 at 5:00 PM .
- (e) The member and/or their proxy at the meeting exercised their voting rights at the poll conducted at the venue as stated above.
- (f) After conclusion of voting at the 19th Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Mrs. Swetha Mukherjee and Ms. Komal Joshi who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generation from the e-voting website of CSDL, <http://www.evotingindia.com> in respect of remote e-voting.
- (h) 7 members have casted their votes through remote e-voting and all such votes were valid. 55 members and/or their proxy have casted their votes through poll at the AGM venue, out of which 10 ballots were invalid.





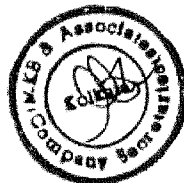
I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
	Item No.1 as an Ordinary Resolution: To receive, consider and adopt the Standalone and Consolidated Audited Financial statements of the Company for the year ended 31 st March, 2015, including the Audited Balance Sheet as at 31 st March, 2015, the Statement of Profit and Loss for the year ended on that date together with Reports of the Directors' and the Auditors' thereon.			
(1) Voted in favour of the resolution	1610	185650568	185652178	99.99
(2) Voted against the resolution	50	0	50	Negligible
Total	1660	185650568	185652228	100
(3) Invalid votes:	0	160	160	Negligible
	Item No. 2 as an Ordinary Resolution: : To appoint a Director in place of Mr. V.Subramanian (DIN 00010994), who retires by rotation and being eligible, offers himself for re-appointment.			
(1) Voted in favour of the resolution	1610	185650568	185652178	99.99
(2) Voted against the resolution	50	0	50	Negligible
Total	1660	185650568	185652228	100
(3) Invalid votes:	0	160	160	Negligible





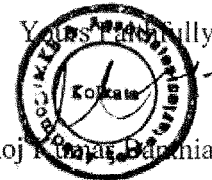
	Item No.3 as an Ordinary Resolution: To appoint M/s MZSK & Associates, Chartered Accountants (Firm Registration No.105047W) as the Statutory Auditors of the 19 th Annual General Meeting up to a maximum period until the conclusion of the 24 th Annual General Meeting at such remuneration as may be determined by Board/Audit committee.			
(1) Voted in favour of the resolution	1610	185650568	185652178	99.99
(2) Voted against the resolution	50	0	50	Negligible
Total	1660	185650568	185652228	100
(3) Invalid votes:	0	160	160	Negligible
	Special Business			
	Item No.4 as an Ordinary Resolution: To appoint Mrs. Jayantika Dave (DIN: 01585850) as an Independent Director of the Company w.e.f. 27 th July, 2015, to hold office up to the conclusion of the 21 st Annual General Meeting of the Company and shall not be liable to retire by rotation.			
(1) Voted in favour of the resolution	1610	185650568	185652178	99.99
(2) Voted against the resolution	50	0	50	Negligible
Total	1660	185650568	185652228	100
(3) Invalid votes:	0	160	160	Negligible
	Special Business			
	Item No. 5 as a Special Resolution: To approve variation in terms of appointment of Mr. Jotirmoy Ghose, Managing Director, effective from 1 st August, 2015.			
(1) Voted in favour of the	1610	185650568	185652178	99.99





resolution				
(2) Voted against the resolution	50	0	50	Negligible
Total	1660	185650568	185652228	100
(3) Invalid votes:	0	160	160	Negligible
Special Business Item No.6 as an Ordinary Resolution: To ratify the remuneration of M/s K.G.Goyal & Co, cost Accountants for carrying out Audit of the Cost records of the Company for the Financial Year ending on 31 st March, 2016.				
(1) Voted in favour of the resolution	1410	185650568	185651978	99.99
(2) Voted against the resolution	250	0	250	Negligible
Total	1660	185650568	185652228	100
(3) Invalid votes:	0	160	160	Negligible

Thanking You,



Manoj K. Goyal, Dhanima
Company Secretary
Membership No.: 11470
COP No.: 7596

Date: 25th September, 2015
Place: Kolkata

For Binani Cement Limited

V. L. S. S.
Director