



BINNY LIMITED

Estd 1799

CIN No. : L 17111TN1969PLC005736

June 25, 2024

The Manager – Corporate Services Department
BSE Ltd, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Dear Sir,

Sub: EGM alert for all Binny Ltd shareholders
Scrip code: 514215

In respect of the Extra Ordinary General Meeting that is proposed to be held for Binny Ltd on 5Jul24 at 11 am, I state the following for your records and reference:

1. I, M Nandagopal am the Chairman and Managing Director appointed by the shareholders through a Special Resolution in their meeting held on 29Sep23. I was appointed for 5 years from 3Oct23 to 2Oct28.
2. My term has not ended, and the false allegations and propaganda being made by Mr Arvind Nandagopal is fake, fabricated and baseless which had been already intimated as misleading and shareholders and stakeholders are requested to ignore them. I have already proceeded against him legally.
3. Mr Arvind Nandagopal calling himself as Managing Director is incorrect as he holds no position in the company and this matter also is in the court of law and I expect truth will prevail and justice would be done to all the Binny large shareholders base and their interest.
4. I have not personally moved against this calling of EGM to appoint himself as Managing Director because I believe the prolonged battle with Mr Arvind Nandagopal where he tries to usurp the company for his personal benefits and planning this conspiracy along with colluding directors on the Board would come to an end automatically after this EGM. **I am the biggest shareholder in the company holding 44.86% in my name, and I will vote against him in the resolution moved.**
5. In page number 15 of the EGM notice uploaded in BSE, Mr Arvind Nandagopal has mentioned:

Shri M Nandagopal and Shri Arvind Nandagopal and their relatives who are interested or concerned in the said resolution , have no voting rights and shall not participate in this General Meeting.

This is to ensure that my voting is excluded while counting the votes against him and thereby the votes which I am casting against him is not considered.

6. But this is against the law and in complete violation of the applicable provisions of the Act and Rules. In a shareholder's resolution, there is no concept of no voting for related parties and this blatant stand by him is again evident to the fact that he is trying to swindle the company assets for his personal interest.

7. I thus inform this to BSE Ltd and SEBI and all appropriate authorities through this letter that any such action taken by the company will be invalid and the voting results to be clearly audited to ascertain the truth.

8. I am also marking copy to Mr V Suresh, Practicing Company Secretary who is appointed as Scrutinizer for this meeting to kindly follow the professional ethics, code of conduct and Secretarial Standards, Companies Acts and Rules and Regulations while submitting his report as this matter would be taken up legally if there are any errors found in the reporting of the results

9. I also pledge before all the shareholders that:

a. I am the founder and promoter of Binny Ltd and took it out of BIFR and running it for over 3 decades now.

b. I am here to create wealth for the shareholders and that was the reason the joint development at our Perambur land was initiated with SPR Constructions P Ltd which would fetch company several crores of income in 8 years

c. By appointing Mr Arvind Nandagopal as Managing Director in 2013 where he had seen money and benefits indirectly through SPR and in collusion with Mr T Krishnamurthy, Director – Finance had done so many manipulations and killed the company. We are getting justice eventually through legal forum and arbitration awards are in our favor. Nevertheless, SPR and Mr Arvind Nandagopal and Mr T Krishnamurthy want to do injustice to Binny Ltd and take over the company and gain on their personal front which I will not allow as it is my responsibility to protect the interest of all the shareholders of Binny Ltd. So, as I am also voting against electing Mr Arvind Nandagopal as Managing Director in this EGM, all the shareholders of the company could vote against him, thus we evict him and re-build the company for long term growth and certainty.

Thanking you

Yours sincerely

M. Nandagopal

M Nandagopal

Chairman and Managing Director

Cc; Mr V Suresh, PCS
SEBI
ROC, Chennai