



BINNY LIMITED

Estd 1799

CIN No. : L 17111TN1969PLC005736

SEC/2024-25/SE/002

The Manager-Corporate Service Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

April 04 ,2024

Scrip Code: 514215

Dear Sir/Madam,

Subject: Submission of Postal Ballot Notice

In Compliance with regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. Please find enclosed herewith a copy of Notice of Postal Ballot dated 28th March,2024.

In Compliance with the circulars of the Ministry of Corporate Affairs, the said Postal Ballot Notice is being sent electronically only to those Members,whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") and who have registered their email addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agents as on **Friday, March 29,2024** ("Cut-off Date")

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its members.

The Remote e-voting shall commence on **Friday, April 05,2024 at 9:00 AM (IST)** and ends on **Saturday,May 04,2024 at 05:00 PM (IST)**.The results of Postal Ballot through remote e-voting will be declared on or before May 07,2024 by 05:00 PM.The Postal Ballot Notice along with Explanatory Statement is uploaded on the Website of the Company at <https://www.binnyltd.in/>

Kindly take the same on record.

Yours Faithfully,

For **BINNY LIMITED**

M.Nandagopal
Managing Director & Executive Chairman

Regd. Office :

No. 1, Cooks Road, Perambur, Chennai - 600 012.

Tel No. : 044-2662 1053, Fax : 044-2662 1056 e-mail : binnyho@binnyltd.in

GSTIN: 33AAACB2529G1Z6 Website: www.binnyltd.in

BINNY LIMITED

(CIN: L17111TN1969PLC005736)

Registered Office: No.1, Cooks Road, Perambur, Chennai 600 012

Email: binny@binnyltd.in, Website: www.binnyltd.in

Phone: 044 - 2662 1053, Fax: 044 - 2662 1056

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
FRIDAY, 05th APRIL, 2024 AT 9 A.M. (IST)	SATURDAY, 04th MAY, 2024 AT 5 P.M. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 17(1C), 25 and 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, 10/2022 & 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "Applicable Circulars") allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means (e-voting). Accordingly, approval of the shareholders shall be obtained to transact the special business as set out hereunder by passing Ordinary/ Special Resolution, as the case may be, by way of postal ballot.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than **5.00 p.m. (IST) on 04th May, 2024**. The e-voting facility will be disabled by CDSL immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto.

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

“RESOLVED THAT Mr. Rajeev Bakshi (DIN: 00032253) who was appointed as an Additional Director (Independent and Non-Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the with effect from 05th February, 2024, by the Board of Directors, based the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company (on in force).”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being read Directors) Rules, with 2014, and Schedule IV to the Act, the Companies (Appointment and Qualification of as amended from time to time, and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended, the appointment of Mr.Rajeev Bakshi, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from 05th February,2024,upto 04th February, 2029, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT Mrs.Jamuna (DIN: 10550658) who was appointed as an Additional Director (Independent and Non-Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the with effect from 05th February,2024, by the Board of Directors, based the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.(on in force).”

“ RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being read Directors) Rules, with 2014, and Schedule IV to the Act, the Companies (Appointment and Qualification of as amended from time to time, and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended, the appointment of Mrs.Jamuna, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from 05th February,2024,upto 04th February,, 2029, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

*By Order of the Board
For BINNY LIMITED
Sd/-*

**(MASILAMANI NANDAGOPAL)
MANAGING DIRECTOR & EXECUTIVE CHAIRMAN**

28-03-2024
Chennai

NOTES:

1. *In view of the Ministry of Corporate Affairs (MCA) has vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated, 8th December, 2021 and 2/2022 dated 5th May, 2022, allowed the companies to hold general meetings/conduct the Postal Ballot process through electronic means (e-voting) only, , (collectively referred to as "Applicable Circulars"). Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the Postal Ballot is being conducted through E-Voting only.*
2. *The CUT-OFF date for recognizing the eligibility of members to vote on Postal Ballot shall be **29th March,2024**. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-Off date i.e **29th March,2024**. "End of Business Hours" only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purpose only.*
3. *The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.*
4. *The vote in this Postal Ballot cannot be exercised through proxy.*
5. *In compliance with the Applicable Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depository Participants. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.binnyltd.in, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com/>*
6. *The Board of Directors of the Company has appointed **Mr. V. Suresh Senior Partner of Ms. V Suresh Associates Practicing Company Secretaries**, as Scrutiniser to conduct the postal ballot e-voting process in a fair and transparent manner.*
7. *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 vsassociates16@gmail.com with a copy marked to <https://www.evotingindia.com>*
8. *The e-voting period commences on **Friday, 05th Day of April,2024 (9.A.M. IST)** and ends on **Saturday,04th Day of May,2024 (5:00 P.M IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of **29th March,2024. (end of business hours)**, may cast their vote by e-voting. The e-voting module will be disabled by CDSL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.*
9. *The voting rights of the Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, 29th March,2024**.*

10. *The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e-voting, make a scrutinizer's report and submit the same to the Chairman or a person authorized by her in writing. The results declared along with the scrutinizer's report shall be placed on the website of the Company-www.binnyltd.in and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges.*
11. *Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the last date specified for E-Voting for the postal ballot voting process i.e **Saturday, 04th May, 2024**. Special Resolutions shall be declared as passed when votes cast in favour are not less than three times the number of votes, if any, cast against the Resolution by members, so entitled and voted.*
12. *The Company has engaged the services of M/s. Central Depository Securities Limited (CDSL) as the Agency to provide e-voting facility.*

VOTING THROUGH ELECTRONIC MEANS

1. *In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Securities Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.*

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

*The voting period begins on **Friday, 05th Day of April, 2024 (9.A.M. IST)** and ends on **Saturday, 04th Day of May, 2024 (5:00 P.M IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 29th March, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.*

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be

able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p><i>Individual Shareholders holding securities in Demat mode with CDSL Depository</i></p>	<p><i>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</i></p> <p><i>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</i></p> <p><i>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</i></p> <p><i>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</i></p>
<p><i>Individual Shareholders holding securities in demat mode with NSDL Depository</i></p>	<p><i>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting.</i></p> <p><i>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</i></p>

	<p>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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<i>Login type</i>	<i>Helpdesk details</i>
<i>Individual Shareholders holding securities in Demat mode with CDSL</i>	<i>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</i>
<i>Individual Shareholders holding securities in Demat mode with NSDL</i>	<i>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</i>

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on "Shareholders" module.

Now enter your User ID

**For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.**

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" 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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, 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.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; binny@binnyltd.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id. binny@binnyltd.in/investor@cameoindia.com

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Explanatory Statement for resolutions mentioned under Item (Pursuant to Section 102 of the Companies Act, 2013)

Item No.1

The Board of Directors on the recommendation of Nomination and remuneration Committee, appointed Mr.Rajeev Bakshi (DIN : 00032253) as an Additional Director (Independent Director) of the Company, with effect from 05TH February,2024 under Section 149,150 and 152 of the Companies Act 2013.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Mr.Rajeev Bakshi shall hold office upto the date of next General meeting or for a period of 3 months from the date of appointment, whichever is earlier. Mr.Rajeev Bakshi is eligible to be appointed as an Additional and Independent Director for a term of upto 5 consecutive years. The Company has received notice under Section 160 of the Companies Act 2013 from Mr.Rajeev Bakshi signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from Mr.Rajeev Bakshi.

In the opinion of the Board, Mr.Rajeev Bakshi fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (Listing Regulations) for being eligible for his appointment. Mr.Rajeev Bakshi not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Board noted that Mr.Rajeev Bakshi's background and experience are aligned to the role and capabilities identified by the NRC (Nomination and Remuneration Committee)and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has vast experience more than 25 Years in Corporate, Investments, Audit Governance, Process, IT, Systems, Planning, BD, Strategy*
- .– He has deep knowledge and expertise in business operations, risk management, strategy, governance, marketing, environment, sustainability and human resource management.*
- .– He has experience of serving on the boards of various public companies across jurisdictions.*

Consent of the shareholders by passing a Special Resolution is required in this regard.

The resolution seeks the approval of members for the appointment of Mr.Rajeev Bakshi as an Independent Director of the Company from February 05,2024 to February 04,2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr.Rajeev Bakshi as an Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel (KMP) or their relatives except Mr.Rajeev Bakshi, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Item No.2

The Board of Directors on the recommendation of Nomination and remuneration Committee, appointed Mrs. Jamuna (DIN : 10550658) as an Additional Director (Independent Director) of the Company, with effect from 05TH February, 2024 under Section 149, 150 and 152 of the Companies Act 2013.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Mrs. Jamuna shall hold office upto the date of next General meeting or for a period of 3 months from the date of appointment, whichever is earlier. Mrs. Jamuna is eligible to be appointed as an Additional and Independent Director for a term of upto 5 consecutive years. The Company has received notice under Section 160 of the Companies Act 2013 from Mrs. Jamuna signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from Mrs. Jamuna.

In the opinion of the Board, Mrs. Jamuna fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (Listing Regulations) for being eligible for her appointment. Mrs. Jamuna not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Board noted that Mrs. Jamuna's background and experience are aligned to the role and capabilities identified by the NRC (Nomination and Remuneration Committee) and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

– She has vast experience more than 30 Years in Administration, HR, Women Leadership, Empowerment, Knowledge Management, Systems and Processes

Consent of the shareholders by passing a Special Resolution is required in this regard.

The resolution seeks the approval of members for the appointment of Mrs. Jamuna as an Independent Director of the Company from February 05, 2024 to February 04, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mrs. Jamuna as an Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel (KMP) or their relatives except Mrs. Jamuna, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

***By Order of the Board
For BINNY LIMITED***

Sd/-

***(MASILAMANI NANDAGOPAL)
MANAGING DIRECTOR & EXECUTIVE CHAIRMAN***

28-03-2024
Chennai

Additional Information:**Item No.1 Details of Director Seeking Appointment**

{Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings}

<i>Name of the Director</i>	<i>Mr.Rajeev Bakshi</i>
<i>DIN</i>	<i>00032253</i>
<i>Date of Birth /Age</i>	<i>19th July,1963/ 60 Years</i>
<i>Date of First Appointment on the Board</i>	<i>05th February,2024</i>
<i>Qualifications:</i>	<i>Post Graduate in Engineering</i>
<i>Expertise in Specific Functional Areas</i>	<i>Corporate, Investments, Audit Governance, Process, IT, Systems, Planning, BD, Strategy</i>
<i>Skills and Capabilities required for the role and the manner in which the Directors meet the requirements</i>	<i>The NRC (Nomination and Remuneration Committee) has determined criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.</i>
<i>Terms and Conditions of appointment</i>	<i>Appointment as an Independent Director for a period of 5 consecutive years effective from 05th February,2024 to 04th February,2029 and shall not be liable to retire by rotation.</i>
<i>Details of remuneration last drawn</i>	<i>Not Applicable</i>
<i>Details of remuneration sought to be paid</i>	<i>He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.</i>
<i>Directorships in other listed companies</i>	<i>Nil</i>
<i>Membership/Chairpersonship of Committees in Other Listed Companies</i>	<i>Not Applicable</i>
<i>Listed entities from Which the Director has resigned from Directorship in last 3 (three years)</i>	<i>Not Applicable</i>
<i>No.of Board Meetings attended during FY 2023-24</i>	<i>Not Applicable</i>
<i>Inter-se relationship with other Directors/Key Managerial Personnel of the Company</i>	<i>None</i>
<i>No.of Shares held;</i>	
<i>(a) Own:</i>	<i>Nil</i>
<i>(b) For other persons on a beneficial basis</i>	<i>Nil</i>

Item No.2 Details of Director Seeking Appointment

{Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings}

<i>Name of the Director</i>	<i>Mrs.Jamuna</i>
<i>DIN</i>	<i>10550658</i>
<i>Date of Birth /Age</i>	<i>06th October,1954/ 69 Years</i>
<i>Date of First Appointment on the Board</i>	<i>05th February,2024</i>
<i>Qualifications:</i>	<i>Graduate in Economics</i>
<i>Expertise in Specific Functional Areas</i>	<i>Administration, HR, Women Leadership, Empowerment, Knowledge Management, Systems and Processes</i>
<i>Skills and Capabilities required for the role and the manner in which the Directors meet the requirements</i>	<i>The NRC (Nomination and Remuneration Committee) has determined criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.</i>
<i>Terms and Conditions of appointment</i>	<i>Appointment as an Independent Director for a period of 5 consecutive years effective from 05th February,2024 to 04th February,2029 and shall not be liable to retire by rotation.</i>
<i>Details of remuneration last drawn</i>	<i>Not Applicable</i>
<i>Details of remuneration sought to be paid</i>	<i>She shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective her date of appointment.</i>
<i>Directorships in other listed companies</i>	<i>Nil</i>
<i>Membership/Chairpersonship of Committees in Other Listed Companies</i>	<i>Not Applicable</i>
<i>Listed entities from Which the Director has resigned from Directorship in last 3 (three years)</i>	<i>Not Applicable</i>
<i>No.of Board Meetings attended during FY 2023-24</i>	<i>Not Applicable</i>
<i>Inter-se relationship with other Directors/Key Managerial Personnel of the Company</i>	<i>None</i>
<i>No.of Shares held;</i>	
<i>(a) Own:</i>	<i>Nil</i>
<i>(b) For other persons on a beneficial basis</i>	<i>Nil</i>