



BINNY LIMITED

Estd 1799

BSE Limited
Corporate Relationship Department
P.J. Towers, Dalal Street
Mumbai – 400 001

December 19, 2014

Sub: Declaration of Results of Postal Ballot of Binny Limited - Script Code: 514215

Dear Sir,

With reference to the captioned subject, Mr.V. Suresh, Practicing Company Secretary who was appointed as the Scrutinizer for the aforesaid Postal Ballot process (including e-voting) has submitted his report to the Executive Chairman today. In accordance with the said report, the shareholders have approved the following Special Resolutions under Item no.1 & Item no. 2 in the Postal Ballot Notice dated 14th November 2014, with an overwhelming majority of 99.9 % votes cast in favour of respective resolutions.

1. Approval of the shareholders for revising the consideration for sale of 14.06 acres of land to M/s. Landmark Housing Projects Chennai Pvt. Ltd.
2. Approval of the shareholders u/s.186 of the Companies Act, 2013

The summary of results (resolution wise) are as follows:

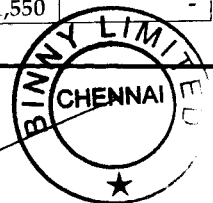
Special Resolutions:

| Item No in the Notice | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Rejected Votes | Votes Abstained |
|---|--------------------|-----------------------------------|--------------------|---------------------------------------|-------------------------------|---------------|---------------------------------------|----------------|-----------------|
| | | No. of Share Holders (Folios) | No. of Shares | % of total number of valid votes cast | No. of Share Holders (Folios) | No. of Shares | % of total number of valid votes cast | | |
| ITEM NO. 1: Special Resolution for Approval of the shareholders for revising the consideration for sale of 14.06 acres of land to M/s. Landmark Housing Projects Chennai Pvt. Ltd | | | | | | | | | |
| E-Voting | 1,28,81,459 | 12 | 1,28,81,457 | 99.99 | 1 | 2 | 0.01 | - | - |
| Postal Ballot | 42,90,355 | 196 | 42,87,432 | 99.93 | 23 | 2,923 | 0.07 | 1,550 | - |
| TOTAL | 1,71,71,814 | 208 | 1,71,68,889 | 99.98 | 24 | 2,925 | 0.02 | 1,550 | - |

Regd. Office :

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

Tel No : 044-2662 1053, Fax : 044 - 2662 1056 E-mail : binny@binnyltd.in



| Item No in the Notice | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Rejected Votes | Votes Abstained |
|--|--------------------|-----------------------------------|--------------------|---------------------------------------|-------------------------------|---------------|---------------------------------------|----------------|-----------------|
| | | No. of Share Holders (Folios) | No. of Shares | % of total number of valid votes cast | No. of Share Holders (Folios) | No. of Shares | % of total number of valid votes cast | | |
| ITEM NO. 2: | | | | | | | | | |
| Special Resolution for approval of the shareholders u/s. 186 of the Companies Act 2013: | | | | | | | | | |
| E-Voting | 1,28,81,459 | 10 | 1,28,80,747 | 99.99 | 3 | 712 | 0.01 | - | - |
| Postal Ballot | 42,90,255 | 197 | 42,88,582 | 99.96 | 21 | 1,673 | 0.04 | 1,650 | - |
| TOTAL | 1,71,71,714 | 207 | 1,71,69,329 | 99.99 | 24 | 2,385 | 0.01 | 1,650 | - |

The results of the Postal Ballot were accordingly announced today. The certified true copy of the special resolutions as approved by the Shareholders is enclosed for your ready reference.

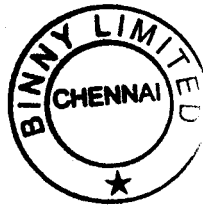
You are requested to take the above documents on your records.

Thanking you,

Yours faithfully

For Binny Limited


T. Krishnamurthy
Compliance Officer



CC:

The Manager – Listing Compliance
Madras Stock Exchange Ltd.
No.30, Second Line Beach,
Chennai-600 001



BINNY LIMITED

Estd 1799

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY SHAREHOLDERS THROUGH POSTAL BALLOT ON 19TH DECEMBER 2014

Special Business:

Item No. 1

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

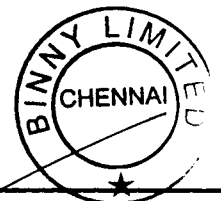
“RESOLVED that pursuant to Section 180(1)(a) of the Companies Act, 2013 approval of the shareholders be and is hereby given for revising the consideration for the sale of 14.06 acres of land situated in Purasawalkam Village, Purasawalkam-Perambur Taluk, Chennai District (“Property”) to Rs.371.20 crores on such terms and conditions as may be considered appropriate by the Board, and also transfer, sell or otherwise dispose of the said Property to Landmark Barracks Projects Private Limited, a wholly owned subsidiary of Landmark Housing Projects Chennai Private Limited, as approved by the Board of Directors of the Company.”

“FURTHER RESOLVED that Shri M. Nandagopal, Executive Chairman, Shri.Arvind Nandagopal, Managing Director and Shri T. Krishnamurthy, Chief FO & CS of the Company be and are hereby severally authorized to execute the revised Agreement of Sale, revised General Power of Attorney and any other document as may be required and to do all such other acts, deeds, matters and things which are incidental and consequential thereto or which may be considered necessary by the Board.”

Item No. 2

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

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the shareholders of the Company be accorded to the Board of Directors of the Company to provide security of the 14.06 acres of property at Perambur situated in Purasawalkam Village (Division), Purasawalkam-Perambur Taluk, Chennai District, being the subject property of Agreement of Sale, for Landmark Barracks Projects Private Limited, a wholly owned subsidiary of Landmark Housing Projects Chennai Private Limited in connection with the loan of Rs.220 cr. granted / to be granted by ECL Finance Limited to Landmark Barracks Projects Private Limited.”



Regd. Office :

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Tel No : 044-2662 1053, Fax : 044 - 2662 1056 E-mail : binny@binnyltd.in

CIN: L17111TN1980PL0005736

“FURTHER RESOLVED that Shri. M. Nandagopal, Executive Chairman, Shri. Arvind Nandagopal, Managing Director and Shri. T. Krishnamurthy, Chief Financial Officer & Company Secretary of the Company be and are hereby severally authorized to sign and execute the required documentation and file the required forms under the Act.

CERTIFIED TRUE COPY

For BINNY LIMITED



T. KRISHNAMURTHY

Chief Financial Officer & Company Secretary