



BINNY LIMITED

Estd 1799

PROCEEDINGS OF THE 46TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY THE 30TH SEPTEMBER 2015, AT 11:00 A.M, AT KASTURI SRINIVASAN HALL (MINI HALL), THE MUSIC ACADEMY, NEW NO.168, T.T.K. ROAD, ROYAPETTAH, CHENNAI – 600 014.

Time of Commencement: 11:01 AM

DIRECTORS PRESENT

Shri M. Nandagopal	-	Executive Chairman
Justice Shri S. Jagadeesan	-	Director
Shri S. Natarajan	-	Director
Shri T. Radhakrishnan	-	Director
Dr. D.V.R Prakash Rao	-	Director
Shri Arvind Nandagopal	-	Managing Director

IN ATTENDANCE

Shri T. Krishnamurthy – Chief Financial Officer & Company Secretary (CFO & CS)

Statutory Auditor - Mr. R. Thirumalmarugan, Partner, CNGSN & Associates LLP,
Secretarial Auditor - Mr. V. Suresh, Practising Company Secretary.

Total Number of Shareholders Present including representatives – 230
Total Number of proxies and the number of shares represented by them – Nil

PROCEEDINGS

Shri M. Nandagopal, Executive Chairman of the Board Chaired the Meeting and called the Meeting to order.

The Chairman then welcomed the Members of the Company to the 46th Annual General Meeting (AGM) and introduced the Directors and gave a brief introduction about the profile and achievements of the new directors of the Company (Shri T. Radhakrishnan and Dr. D.V.R Prakash Rao).

The Chairman requested the CFO & CS to proceed with the formalities.

The CFO & CS confirmed that the requisite quorum for convening the valid AGM under Section 103 of the Companies Act, 2013 was present.

The CFO & CS informed the Members that Smt. T. Mani Sriram, Director of the Company has requested Leave of absence and Dr. D.V.R Prakash Rao will join the Meeting in due course. He further informed that the Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were present in the Meeting.

The CFO & CS then informed the Members that necessary statutory registers as required under Companies Act, 2013 are kept open for inspection.



1 h

Regd. Office

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

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

CIN:L17111TN1969PLC005736 Website: www.binnyltd.in

The CFO & CS stated that the Notice calling the 46th AGM dated 12th August 2015 was circulated to all the Members along with the along Annual Report for the financial year 2014-15. With the consent of the Members present at the meeting, the notice of the 46th AGM was taken as read.

The CFO & CS further informed the Members that the Auditor's Report and its Annexures for the year ended 31st March 2015 does not contain any qualifications, observations or comments or other remarks on the financial transactions or matters, which have any adverse effect on the functioning of the company. Therefore, as per section 145 of the Companies Act, 2013, the Statutory Auditors Report, which is 'unqualified', was taken as read.

Then the Chairman delivered his speech giving an overview on the performance for the Financial Year ended 31st March 2015 and future plans of the Company.

The Members were informed that pursuant to Section 108 of the Companies Act, 2013, the Company has conducted the e-voting process from 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). The Members who have not already cast their vote by remote e-voting shall be eligible to participate in the Poll process being provided by the Company at the venue.

It was further informed that the Company engaged the service of Central Depository Services Limited (CDSL) to provide the facility of remote e-Voting to the Members and Mr. V Suresh, Practising Company Secretary was appointed as the Scrutinizer to Scrutinize the Remote e-Voting and Poll process in a fair and transparent manner.

It was also informed that the consolidated results will be announced within 48 hours to the Stock Exchanges and it will be uploaded in the web site of the Company and the Scrutinizer will distribute the Poll papers and poll will be open for 15 minutes after the conclusion of the meeting.

The Chairman invited queries from Members related to Annual Report and about the general functioning of the Company. All the queries were satisfactorily answered by the Chairman and CFO & CS.

Thereafter the Chairman requested all the Members present at the meeting, who have not casted their vote through remote e-Voting to participate in the Voting through Poll Process and he further requested the Scrutinizer to distribute the Poll Papers.

With that, the Chairman thanked all the Members for their participation and concluded the meeting with vote of Thanks.

Time of Conclusion: 11:32 AM

Based on the report of the Scrutinizer for e-Voting & Poll conducted at the AGM, the following resolutions are declared as passed with the requisite majority at the 46th AGM.

Ordinary Business

Item No: 1: Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2015

Resolved That the Audited Financial Statements of the Company for the financial year ended 31st March 2015, together with the Reports of the Board of Directors and the Auditors thereon be and are hereby approved and adopted.

This resolution has been passed with requisite majority as follows.



2
h

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	58,55,763	20	58,54,728	99.98	1	1,035	0.02	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1
Total	1,66,88,893	38	1,66,87,858	99.99	1	1,035	0.01	1

Item No: 2: Re-appointment of Shri S.Natarajan (DIN 00155988), Director, who retires by rotation

Resolved That Shri. S. Natarajan (DIN 00155988), who retires by rotation, be and is hereby re-appointed as Director of the Company.

This resolution has been passed with requisite majority as follows.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1

Item No: 3: Re-appointment of Statutory Auditors, M/s. CNGSN Associates LLP, Chartered Accountants, Chennai (Registration No.004915S)

Resolved That pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the retiring Auditors M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai (Firm Registration No: 004915S) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

This resolution has been passed with requisite majority as follows.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1



Special Business

Item No: 4: (Special Resolution) Re-appointment of Shri M. Nandagopal (DIN 00058710) as whole-time director, designated as Executive Chairman, liable to retire by rotation, on the same terms and conditions

Resolved That pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, Shri. M. Nandagopal (DIN 00058710), Executive Chairman be and is hereby re-appointed as a Whole-time Director, designated as Executive Chairman, liable to retire by rotation with effect from 3rd October 2013, on the same terms and conditions.

This resolution has been passed with requisite majority as follows.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1

Item No: 5: (Ordinary Resolution) Payment of remuneration to Shri Arvind Nandagopal (DIN 00059009), whole-time director, designated as Managing Director of the Company

Resolved That pursuant to applicable provisions read with Schedule V of the Companies Act 2013, consent of the members be and is hereby accorded for payment of remuneration of Rs.5 lakhs per month (Annual Remuneration - Rs.60 lakhs) to Shri. Arvind Nandagopal (DIN 00059009), w.e.f. 1.10.2015, who was appointed as a Managing Director of the Company for a period of 5 years with effect from 3rd October 2013.

Resolved Further That the directors or the Secretary of the Company be and are hereby authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

This resolution has been passed with requisite majority as follows.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-
Poll at the AGM Venue	1,08,33,130	17	1,08,33,110	100.00	1	20	0.00	1
Total	1,66,88,893	36	1,66,84,948	99.98	3	3,945	0.02	1



Item No: 6: (Ordinary Resolution) Appointment of Smt. T. Manisriram (DIN 06966170) as Independent Director of the Company

Resolved That subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt.T.Manisriram (DIN 06966170), who was appointed by the Board of Directors as an Additional Director of the company with effect from 14th November 2014 and who holds Office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 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 Smt. T. Manisriram as a candidate for the office of director of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, to hold office for a term of 5(five) years, up to 13th November 2019, not liable to retire by rotation.

Resolved Further That the directors or the Secretary of the Company be and are hereby authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

This resolution has been passed with requisite majority as follows.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1

Item No: 7: (Ordinary Resolution) Appointment of Shri T. Radhakrishnan (DIN 06702023) as Independent Director of the Company

Resolved That subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. T. Radhakrishnan (DIN 06702023), who was appointed by the Board of Directors as an Additional Director of the company with effect from 27th March 2015 and who holds Office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 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 Shri T. Radhakrishnan as a candidate for the office of director of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, to hold office for a term of 5(five) years up to 26th March 2020, not liable to retire by rotation.

Resolved Further That the directors or the Secretary of the Company be and are hereby authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

This resolution has been passed with requisite majority as follows.



Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1

Item No: 8: (Ordinary Resolution) Appointment of Dr. D.V.R.Prakash Rao (DIN 01099479) as Independent Director of the Company

Resolved That, subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr.D.V.R. Prakash Rao (DIN 01099479) who was appointed by the Board of Directors as an Additional Director of the company with effect from 27th March 2015 and who holds Office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 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 Dr. D.V.R.Prakash Rao as a candidate for the office of director of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, to hold office for a term of 5(five) years, up to 26th March 2020, not liable to retire by rotation.

Resolved Further That the directors or the Secretary of the Company be and are hereby authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

This resolution has been passed with requisite majority as follows.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1

Place: Chennai
Date:

M. Nandagopal.
8/10/15
M. Nandagopal
Chairman

