



# BINNY LIMITED

Estd 1799

March 18, 2016

Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jee Jee Bhoy Towers  
Dalal Street  
Mumbai – 400 001

Dear Sir,

## Sub: Declaration of Results of Postal Ballot & E-Voting - Scrip Code No. 514215

With reference to the captioned subject, Mr. V. Suresh, Practicing Company Secretary who was appointed as the Scrutinizer for the Postal Ballot Process (including e-voting) for the Special and Ordinary Resolutions proposed in the Postal Ballot notice dated. February 10, 2016 has submitted his report to the Executive Chairman. In accordance with the said report, the Special Resolution proposed under Item No. 1 in the aforesaid notice was passed by the Shareholders by the requisite majority and the Ordinary Resolution proposed under Item No. 2 was not passed.

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

### Item.No: 1: Special Resolution

| Particulars   | 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 Approval of the Shareholders to the authorization given by the Board to Shri. M. Nadagopal, Executive Chairman and Shri. Arvind Nandagopal, Managing Director of the Company, jointly to sell or enter into a Joint Development Agreement (JDA) for development of Company's land to an extent of 3.2 acres situated at Stephenson Road, Vyasarpadi, Chennai. |                    |                                   |                    |                                       |                               |                  |                                       |                |                 |
| E-Voting  | 14,82,912          | 5                                 | 1,684              | 0.1                                   | 4                             | 14,81,228        | 99.99                                 | -              | -               |
| Postal Ballot   | 1,36,48,387        | 155                               | 1,33,38,134        | 97.73                                 | 15                            | 3,10,253         | 2.27                                  | 56,996         | -               |
| <b>TOTAL</b>  | <b>1,51,31,299</b> | <b>160</b>                        | <b>1,33,39,818</b> | <b>88.16</b>                          | <b>19</b>                     | <b>17,91,481</b> | <b>11.84</b>                          | <b>56,996</b>  |                 |



Regd. Office:

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

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

CIN:L17111TN1969PLC005736 Website: www.binnyltd.in

**Item.No: 2: Ordinary Resolution**

| Particulars   | 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 |                |                    |
| <b>Item No. 2:</b> Approval of the Shareholders authorizing the Board to enter into an agreement with M/s. Mohan Breweries and Distilleries Limited (MBDL), a Company under the same management, for purchase of 12.43 acres of land being owned by them. |                   |                                   |                 |                                       |                               |                  |                                       |                |                    |
| E-Voting  | 14,82,912         | 5                                 | 1,684           | 0.1                                   | 4                             | 14,81,228        | 99.9                                  | -              | -                  |
| Postal Ballot   | 12,03,890         | 108                               | 8,91,768        | 74.07                                 | 57                            | 3,12,122         | 25.93                                 | 56,996         | 1,24,44,497        |
| <b>TOTAL</b>  | <b>26,86,802</b>  | <b>113</b>                        | <b>8,93,452</b> | <b>33.25</b>                          | <b>61</b>                     | <b>17,93,350</b> | <b>66.75</b>                          | <b>56,996</b>  | <b>1,24,44,497</b> |

The Results of the Postal Ballot were accordingly announced today. The Certified true copy of the Resolutions as approved by the Shareholders is enclosed for your ready reference.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For, BINNY LIMITED



(T. Krishnamurthy)  
Chief Financial Officer and Company Secretary

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY SHAREHOLDERS THROUGH POSTAL BALLOT ON FRIDAY, MARCH 18, 2016.**

**Item No: 1**

**Special Resolution:**

**“RESOLVED THAT** pursuant to Section 180(1) (a) of the Companies Act, 2013, approval of the shareholders be and is hereby accorded to the proposal of the Company to sell 3.2 acres of land being owned by the Company situated at Stephenson Road, Vyasarpadi, Chennai, on such price to such party offering the highest price or to enter into a Joint Development Agreement (JDA) on such terms and conditions as it deem fit and proper.”

**“FURTHER RESOVLED THAT** Shri M.Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director of the Company be and are hereby jointly authorised to finalise the sale or enter into a Joint Development Agreement as above and execute the necessary Sale Agreement or Joint Development Agreement.”

*//Certified True Copy//*

**For BINNY LIMITED**



**T. KRISHNAMURTHY**  
Chief Financial Officer & Company Secretary

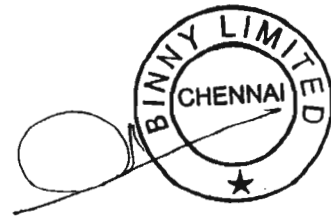
**PROPOSED RESOLUTIONS NOT PASSED BY THE SHAREHOLDERS THROUGH  
POSTAL BALLOT ON FRIDAY, MARCH 18, 2016.**

**Item No: 2**

**Ordinary Resolution:**

**“RESOVLED THAT** pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the consent, authority and approval of the shareholders be and is hereby accorded to the Board to purchase 12.43 acres of land at Valasaravakkam, Chennai from M/s.Mohan Breweries and Distilleries Limited (MBDL), a Company under the same Management, on such terms and conditions and with effect from such date, as may be decided by the Board and to finalise and execute all such documents including agreements, deeds of assignment /conveyance and other documents as the Board may deem necessary or 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.”

**“FURTHER RESOLVED THAT** Shri M.Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director of the Company be and are hereby severally authorized to execute the Agreement with Mohan Breweries and Distilleries Limited.”





Scrutinizer's Report

The Chairman  
Binny Limited  
No: 1, Cooks Road,  
Perambur,  
Chennai – 600012.

Dear Sir,

1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by
  - (i) The Board of Directors of the Company for the purpose of scrutinising the Postal Ballot voting process in compliance with the Companies Act, 2013; and
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting and Postal Ballot, on the resolutions contained in the Postal Ballot Notice pursuant to section 110 of the Companies Act, 2013. My responsibility as a scrutinizer for e-voting process and postal ballot process is restricted to presenting a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), India and M/s. Cameo Corporate Services Ltd, Chennai, the authorized agencies engaged by the Company.
3. I, submit herewith my combined report on the results of e-voting together with postal ballot as under:-
  1. The Company has completed the despatch of postal ballot forms on 17.02.2016, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on February 12, 2016.
  2. Postal Ballot has been conducted in compliance with the Companies Act, 2013.
  3. Particulars of all the postal ballot forms received from the Members in respect of physical voting have been entered in a register separately maintained for the purpose.
  4. All the postal ballot forms in respect of physical voting, received upto the close of working hours on Friday, March 18, 2016, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
  5. Postal ballot forms, received after the close of working hours of March 18, 2016 were not considered.





6. The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English newspaper "Business Standard" and vernacular newspaper "Makkal Kural" having a wide circulation, in their respective editions dated 18.02.2016.
7. Postal ballot forms returned undelivered aggregated to 160. These forms have been kept separately.
8. The e-voting period remained open from Thursday, 18<sup>th</sup> February 2016 (9:00 A.M.) to Friday, 18<sup>th</sup> March 2016 (5:00 PM).
9. The members of the Company as on the "cut-off" date i.e. February 12, 2016 were entitled to vote on the resolutions in the Postal Ballot Notice.
10. The Corporate members have provided the copy of the resolution passed at the Board of Directors for authorization to exercise their votes.
11. The votes cast were unblocked on March 18, 2016 in the presence of 2 witnesses who are not in the employment of the Company.

Thereafter, the details of the Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of <https://www.evotingindia.com/> and based on such reports the results of the e-voting is generated.



12. A summary of the e-voting and postal ballot forms received is given below:

| Particulars   | 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 |                |                    |
| <b>1. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for sale of land owned by the Company.</b>  |                    |                                   |                    |                                       |                               |                  |                                       |                |                    |
| E-Voting  | 14,82,912          | 5                                 | 1,684              | 0.1                                   | 4                             | 14,81,228        | 99.9                                  | -              | -                  |
| Postal Ballot   | 1,36,48,387        | 155                               | 1,33,38,134        | 97.73                                 | 15                            | 3,10,253         | 2.27                                  | 56,996         | -                  |
| <b>TOTAL</b>  | <b>1,51,31,299</b> | <b>160</b>                        | <b>1,33,39,818</b> | <b>88.16</b>                          | <b>19</b>                     | <b>17,91,481</b> | <b>11.84</b>                          | <b>56,996</b>  |                    |
| <b>2. Ordinary Resolution under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for purchase of land from a related party</b> |                    |                                   |                    |                                       |                               |                  |                                       |                |                    |
| E-Voting  | 14,82,912          | 5                                 | 1,684              | 0.1                                   | 4                             | 14,81,228        | 99.9                                  | -              | -                  |
| Postal Ballot   | 12,03,890          | 108                               | 8,91,768           | 74.07                                 | 57                            | 3,12,122         | 25.93                                 | 56,996         | 1,24,44,497        |
| <b>TOTAL</b>  | <b>26,86,802</b>   | <b>113</b>                        | <b>8,93,452</b>    | <b>33.25</b>                          | <b>61</b>                     | <b>17,93,350</b> | <b>66.75</b>                          | <b>56,996</b>  | <b>1,24,44,497</b> |

13. Based on the above, it is declared that

- (i) The First Resolution approved by the majority, has been passed as a Special Resolution.
- (ii) The Second resolution, an Ordinary Resolution, has not been passed

14. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai  
Date: 18.03.2016



  
V Suresh  
Practising Company Secretary  
C.P.No: 6032

Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations,  
2015  
Voting Results of Postal Ballot March 18, 2016

|  |                |
|--|----------------|
| Date of AGM / EGM –<br>Date of the Declaration of Results of Postal<br>Ballot  | March 18, 2016 |
| Total Number of Shareholders on Record<br>Date   | 9370           |
| No. of shareholders present in the meeting<br>either in person or through proxy:<br>Promoters and Promoter Group:<br>Public: | N/A            |
| No. of Shareholders attended the meeting<br>through Video Conferencing<br>Promoters and Promoter Group:<br>Public:           | N/A            |





Item No. 1

**Resolution Required: Special Resolution**

Approval of the Shareholders to the authorization given by the Board to Shri. M. Nadagopal, Executive Chairman and Shri. Arvind Nandagopal, Managing Director of the Company, jointly to sell or enter into a Joint Development Agreement (JDA) for development of Company's land to an extent of 3.2 acres situated at Stephenson Road, Vyasarpadi, Chennai.

**Whether promoter/ promoter group are interested in the agenda/resolution?**

No.

| Category                       | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group    | E-voting       | 16669317               | 0                       | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
|                                | Poll           |                        |                         |   |                              |                            |  |  |
|                                | Postal ballot  | 16669317               | 12427127                | 74.55   | 12427127                     | 0                          | 100.00   | 100.00   |
|                                | Total          | 16669317               | 12427127                | 74.55   | 12427127                     | 0                          | 100.00   | 100.00   |
| Public – Institutional holders | E-voting       | 1803597                | 1423347                 | 78.92   | 0                            | 1423347                    | 0.00   | 100.00   |
|                                | Poll           |                        |                         |   |                              |                            |  |  |
|                                | Postal ballot  | 1803597                | 0                       | 0   | 0                            | 0                          | 0.00   | 0.00   |
|                                | Total          | 1803597                | 1423347                 | 78.92   | 0                            | 1423347                    | 0.00   | 100.00   |
| Public- Others                 | E-voting       | 3846496                | 59565                   | 1.55  | 1684                         | 57881                      | 2.8272   | 97.1728  |
|                                | Poll           |                        |                         |   |                              |                            |  |  |
|                                | Postal ballot  | 3846496                | 1221260                 | 31.75   | 911007                       | 310253                     | 74.5957  | 25.4043  |
|                                | Total          | 3846496                | 1280825                 | 33.30   | 912691                       | 368134                     | 71.2581  | 28.7419  |
| <b>Total</b>                   |                | 22319410               | 15131299                | 67.79   | 13339818                     | 1791481                    | 88.1604  | 11.8396  |



Item No. 2

Resolution Required: *Ordinary Resolution*

Approval of the Shareholders authorizing the Board to enter into an agreement with M/s. Mohan Breweries and Distilleries Limited (MBDL), a Company under the same management, for purchase of 12.43 acres of land being owned by them.

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes.

| Category                       | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group    | E-voting       | 16669317               | 0                       | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
|                                | Poll           |                        |                         |   |                              |                            |  |  |
|                                | Postal ballot  | 16669317               | 0                       | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
|                                | Total          | 16669317               | 0                       | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
| Public – Institutional holders | E-voting       | 1803597                | 1423347                 | 78.92   | 0                            | 1423347                    | 0.00   | 100.0000   |
|                                | Poll           |                        | 0                       | 0.00  | 0                            | 0                          |  | 0  |
|                                | Postal ballot  | 1803597                | 0                       | 0.00  | 0                            | 0                          | 0.00   | 0.0000   |
|                                | Total          | 1803597                | 1423347                 | 78.92   | 0                            | 1423347                    | 0.00   | 100.0000   |
| Public- Others                 | E-voting       | 3846496                | 59565                   | 1.55  | 1684                         | 57881                      | 2.8272   | 97.1728  |
|                                | Poll           |                        |                         |   |                              |                            |  |  |
|                                | Postal ballot  | 3846496                | 1203890                 | 31.30   | 891768                       | 312122                     | 74.0739  | 25.9261  |
|                                | Total          | 3846496                | 1263455                 | 32.85   | 893452                       | 370003                     | 70.7150  | 29.2850  |
| <b>Total</b>                   |                | 22319410               | 2686802                 | 12.04   | 893452                       | 1793350                    | 33.2534  | 66.7466  |

