



BINNY LIMITED

Estd 1799

CIN No. : L 17111TN1969PLC005736

SEC/2017-18/SE/0037

November 30, 2017

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

Dear Sir,

Sub: Declaration of voting results of the 48th Annual General Meeting held on November 29, 2017

Scrip Code No. 514215

With reference to the above captioned subject, we wish to inform you that the 48th Annual General Meeting of the Company held on Wednesday, 29th November, 2017 at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai – 600 014 at 11:00 AM and based on the Consolidated Scrutinizer's Report for Voting at AGM Venue through Ballot process and remote e-Voting dated November 29, 2017, the following resolutions have been declared passed with requisite majority.

1. Adoption of Financial Statements and Reports of Directors and Auditors thereon for the financial year ended 31st March 2017;
2. Re-appointment of Shri S Natarajan (DIN 00155988), Director, who retires by rotation;
3. Appointment of Statutory Auditors, M/s. Sagar and Associates, Chartered Accountants, Hyderabad (Registration No.003510S) and
4. Appointment of Shri. R Arunkumar (DIN:00018588) as an Independent Director of the Company

Pursuant to the Provisions of Regulation 44 of the Listing Regulations, 2015, please find attached herewith the details of voting results in the prescribed format along with the Consolidated Scrutinizers Report.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For, BINNY LIMITED

(T. Krishnamurthy)
Chief Financial Officer and Company Secretary

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



#28, 1st Floor, Ganapathy Colony, 111rd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 29th November 2017

To,
The Chairman,
M/s. Binny Limited,
Chennai.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue at the 48th Annual General Meeting of M/s. BINNY LIMITED, held on Wednesday, the 29th November 2017, at 11.00 A.M. at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New. No.168, T.T.K Road, Royapettah, Chennai – 600014.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. BINNY LIMITED (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto in respect of the resolutions contained in the notice to the 48th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 29th November 2017, at 11.00 A.M. at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New. No. 168, T.T.K Road, Royapettah, Chennai – 600014.

The Notice dated 23rd October 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Business Standard" and in a vernacular newspaper "Makkal Kural" having wide circulation, in their respective editions dated November 07, 2017

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 48th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide e-voting facilities, engaged by the Company.



The Company had also provided for voting through Ballot Papers at the AGM venue at the 48th Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. November 17, 2017 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 48th AGM of the Company.)

Further to the above, I submit my report as under:-

Remote E-voting:

- i. The e-voting period remained open from Sunday, November 26, 2017 (9.00 a.m.) to Tuesday, November 28, 2017 (5.00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. The Corporate members who had participated in the remote e-voting have provided scanned copy of the resolution passed at its Board of Directors Meeting for authorization to exercise its votes through e-voting.

Voting through Ballot Papers at the AGM venue:

- i. The Ballot papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.
- ii. The Ballot papers were collected and diligently scrutinized. They were also reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- iii. The Corporate member who had participated in the remote e-voting has provided scanned copy of the resolution passed at its Board of Directors Meeting for authorization to exercise its votes.

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited ("CDSL"), (i.e.) <https://www.evotingindia.com> and voting through Ballot Papers at the AGM venue was prepared.

The consolidated results are as follows:



Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of audited financial statements of the Company for the financial year ended March 31, 2017 and Reports of the Board of Directors and the Auditors thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained 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	42,37,210	14	42,37,210	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	1,16,12,652	12	1,16,12,651	99.99	1	1	0.01	-	-
Total	1,58,49,862	26	1,58,49,861	99.99	1	1	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Shri. S.Natarajan (DIN: 00155988), Director of the Company

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained 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	42,37,210	13	42,36,510	99.99	1	700	0.01	-	-
Voting through Ballot Papers at the AGM Venue	1,16,12,652	10	1,14,06,902	98.22	3	2,05,750	1.78	-	-
Total	1,58,49,862	23	1,56,43,412	98.69	4	2,06,450	1.31	-	-

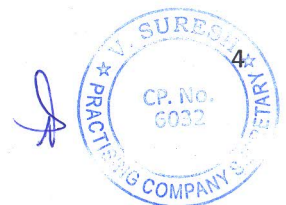


Resolution No 3: Ordinary Resolution**Ordinary Business: Appointment of Statutory Auditors, M/s.Sagar & Associates, Chartered Accountants, Hyderabad (Registration No.003510S)**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained 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	42,37,210	14	42,37,210	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	1,16,12,652	13	1,16,12,652	100	-	-	-	-	-
Total	1,58,49,862	27	1,58,49,862	100	-	-	-	-	-

Resolution No 4: Ordinary Resolution**Special Business: Appointment of Shri. Arunkumar Ranganathan (DIN.00018588) as an Independent Director of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained 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	42,37,210	13	42,36,510	99.99	1	700	0.01	-	-
Voting through Ballot Papers at the AGM Venue	1,16,12,652	13	1,16,12,652	100	-	-	-	-	-
Total	1,58,49,862	26	1,58,49,162	99.99	1	700	0.01	-	-



All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Ballot Papers have been handed over to the Company.

Thanking you,

Yours Faithfully,



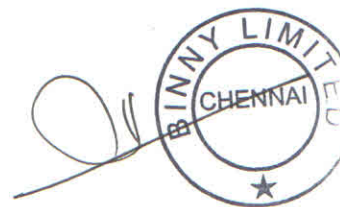
V Suresh
Practising Company Secretary
CP No. 6032



Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Voting Results of 48th Annual General Meeting

Date of AGM	November 29, 2017
Total Number of Shareholders on Record Date	10163
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	261
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	
Public:	



Item No. 1

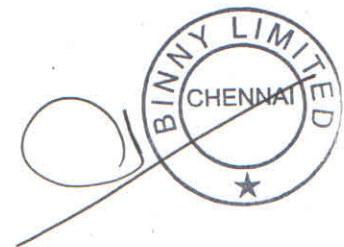
Resolution Required: *Ordinary Resolution*

Adoption of Financial Statements and Reports of Directors and Auditors thereon for the financial year ended 31st March 2017

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	4236440	25.41	4236440	0	100.00	0.00
	Poll	16669317	11395077	68.36	11395077	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	15631517	93.77	15631517	0	100.00	0.00
Public – Institutional holders	E-voting	832597	0	0	0	0	0	0
	Poll	832597	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	832597	0	0	0	0	0	0
Public- Others	E-voting	4817496	770	0.01	770	0	100.00	0.00
	Poll	4817496	217575	4.52	217574	1	99.99	0.01
	Postal ballot	-	-	-	-	-	-	-
	Total	4817496	218345	4.53	218344	1	99.99	0.01
Total		22319410	15849862	71.01	15849861	1	99.99	0.01



Item No. 2

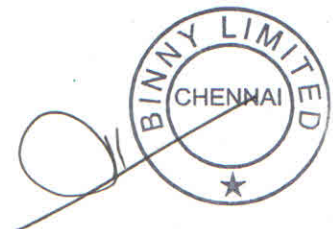
Resolution Required: *Ordinary Resolution*

Re-appointment of Shri. S Natarajan (DIN 00155988), Director, who retires by rotation

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	4236440	25.41	4236440	0	100.00	0.00
	Poll	16669317	11395077	68.36	11389327	5750	99.95	0.05
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	15631517	93.77	15625767	5750	99.96	0.04
Public - Institutional holders	E-voting	832597	0	0	0	0	0	0
	Poll	832597	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	832597	0	0	0	0	0	0
Public- Others	E-voting	4817496	770	0.01	70	700	9.09	90.91
	Poll	4817496	217575	4.52	17575	200000	8.08	91.92
	Postal ballot	-	-	-	-	-	-	-
	Total	4817496	218345	4.53	17645	200700	8.08	91.92
Total		22319410	15849862	71.01	15643412	206450	98.69	1.31



Item No. 3

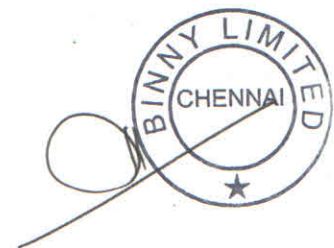
Resolution Required: *Ordinary Resolution*

Appointment of Statutory Auditors, M/s. Sagar and Associates, Chartered Accountants, Hyderabad (Registration No.003510S)

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	4236440	25.41	4236440	0	100.00	0.00
	Poll	16669317	11395077	68.36	11395077	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	15631517	93.77	15631517	0	100.00	0.00
Public – Institutional holders	E-voting	832597	0	0	0	0	0	0
	Poll	832597	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	832597	0	0	0	0	0	0
Public- Others	E-voting	4817496	770	0.01	770	0	100.00	0.00
	Poll	4817496	217575	4.52	217575	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	4817496	218345	4.53	218345	0	100.00	0.00
Total		22319410	15849862	71.01	15849862	0	100.00	0.00



Item No. 4

Resolution Required: *Ordinary Resolution*

Appointment of Mr. R Arunkumar (DIN: 00018588) as an Independent Director of the Company

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	4236440	25.41	4236440	0	100.00	0.00
	Poll	16669317	11395077	68.36	11395077	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	15631517	93.77	15631517	0	100.00	0.00
Public - Institutional holders	E-voting	832597	0	0	0	0	0	0
	Poll	832597	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	832597	0	0	0	0	0	0
Public- Others	E-voting	4817496	770	0.01	70	700	9.09	90.91
	Poll	4817496	217575	4.52	217575	0	100.00	0
	Postal ballot	-	-	-	-	-	-	-
	Total	4817496	218345	4.53	217645	700	99.68	0.32
Total		22319410	15849862	71.01	15849162	700	99.99	0.01

