



BINNY LIMITED

Estd 1799

CIN No. : L 17111TN1969PLC005736

SEC/2018-19/SE/0014

September 29, 2018

Department of Corporate Services
BSE Limited
Phiroze Jee Jee Bhoy Towers
Dalal Street
Mumbai – 400 001

Dear Sir,

Sub: Declaration of voting results of the 49th Annual General Meeting held on September 28, 2018

Scrip Code No. 514215

With reference to the above captioned subject, we wish to inform you that the 49th Annual General Meeting of the Company held on Friday, 28th September, 2018 at Vani Mahal, (Obul Reddy Hall), 103, G.N. Chetty Road, T Nagar, Chennai – 600 017 at 10:00 AM and based on the Consolidated Scrutinizer's Report for Voting at AGM Venue through Ballot process and remote e-Voting dated September 28, 2018, the following resolutions have been passed with requisite majority.

1. Adoption of Financial Statements and Reports of Directors and Auditors thereon for the financial year ended 31st March 2018;
2. Re-appointment of Shri M Nandagopal (DIN: 00058710), Director, who retires by rotation;
3. Re-appointment of Shri. M Nandagopal (DIN: 00058710), as Whole-time Director, designated as an Executive Chairman of the Company
4. Re-Appointment of Shri. Arvind Nandagopal (DIN:00059009) as Managing Director of the Company
5. Appointment of Smt. Nilima Sathya (DIN:08066913) as an Independent Woman 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 :

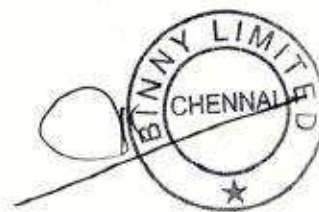
No. 1, Cooks Road, Perambur, Chennai - 600 012.

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

GSTIN: 33AAACBZ029G1Z0 Website: www.binnyltd.in

Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Voting Results of 49th Annual General Meeting

Date of AGM	September 28, 2018
Total Number of Shareholders on Record Date	10368
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	360
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	
Public:	



Item No. 1

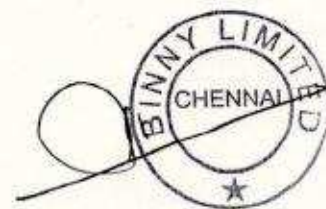
Resolution Required: *Ordinary Resolution*

Adoption of Financial Statements and Reports of Directors and Auditors thereon for the financial year ended 31st March 2018.

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	0	4236440	0.00	100
	Poll	16669317	12427127	74.56	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.97	12427127	4236440	74.58	25.42
Public – Institutional holders	E-voting	851884	0	0	0	0	0	0
	Poll	851884	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	851884	0	0	0	0	0	0
Public- Others	E-voting	4798209	458136	9.55	458136	0	100.00	0.00
	Poll	4798209	841816	17.54	841816	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	4798209	1299952	27.09	1299952	0	100.00	0.00
Total		22319410	17963519	80.48	13727079	4236440	76.42	23.58



Item No. 2

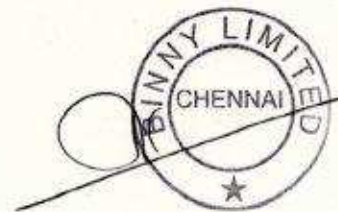
Resolution Required: *Ordinary Resolution*

Re-appointment of Shri. M Nandagopal (DIN:00058710), 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	12427127	74.56	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.97	16663567	0	100.00	0.00
Public - Institutional holders	E-voting	851884	0	0	0	0	0	0
	Poll	851884	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	851884	0	0	0	0	0	0
Public- Others	E-voting	4798209	458136	9.55	458136	0	100.00	0.00
	Poll	4798209	841816	17.54	841816	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	4798209	1299952	27.09	1299952	0	100.00	0.00
Total		22319410	17963519	80.48	17963519	0	100.00	0.00



Item No. 3

Resolution Required: Special Resolution

Re-appointment of Shri. M Nandagopal (DIN:00058710) as Whole-time Director, designated as an Executive Chairman 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	12427127	74.56	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	E-voting	851884	0	0	0	0	0	0
	Poll	851884	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	851884	0	0	0	0	0	0
Public- Others	E-voting	4798209	458136	9.55	458136	0	100.00	0.00
	Poll	4798209	841816	17.54	841816	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	4798209	1299952	27.09	1299952	0	100.00	0.00
Total		22319410	17963519	80.48	17963519	0	100.00	0.00



Item No. 4

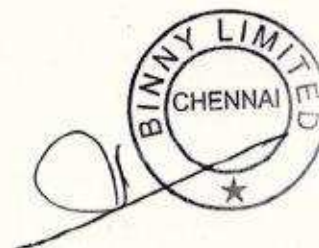
Resolution Required: *Ordinary Resolution*

Re-Appointment of Shri. Arvind Nandagopal (DIN: 00059009) as a Managing 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	12427127	74.56	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.97	16663567	0	100.00	0.00
Public - Institutional holders	E-voting	851884	0	0	0	0	0	0
	Poll	851884	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	851884	0	0	0	0	0	0
Public- Others	E-voting	4798209	458136	9.55	457436	700	99.85	0.15
	Poll	4798209	841816	17.54	841816	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	4798209	1299952	27.09	1299252	700	99.95	0.05
Total		22319410	17963519	80.48	17962819	700	99.99	0.01



Item No. 5

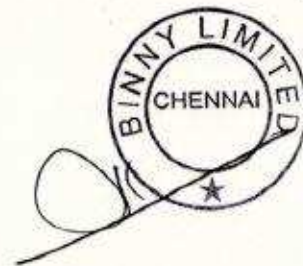
Resolution Required: *Ordinary Resolution*

Appointment of Smt. Nilima Sathya (DIN: 08066913) as an Independent Woman 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	12427127	74.56	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.97	16663567	0	100.00	0.00
Public - Institutional holders	E-voting	851884	0	0	0	0	0	0
	Poll	851884	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	851884	0	0	0	0	0	0
Public- Others	E-voting	4798209	458136	9.55	457436	700	99.85	0.15
	Poll	4798209	841816	17.54	841816	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	4798209	1299952	27.09	1299252	700	99.95	0.05
Total		22319410	17963519	80.48	17962819	700	99.99	0.01



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

Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013, as amended and read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

Dated: 29.09.2018

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 in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting through Ballot Papers pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM venue at the 49th Annual General Meeting of M/s. Binny Limited, held at 10.00 A.M. on Friday, the 28th September 2018 at Vani Mahal (Obul Reddy Hall), 103, G.N. Chetty Road, T Nagar, Chennai 600017.

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, on the resolutions contained in the notice to the 49th Annual General Meeting (AGM) of the members of the Company, held at 10.00 A.M. on Friday, the 28th September 2018 at Vani Mahal (Obul Reddy Hall), 103, G.N. Chetty Road, T Nagar, Chennai 600017.

The Notice dated 13th August 2018 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 04th September 2018.

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 49th 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 49th 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. September 21, 2018 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 49th 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 Tuesday, September 25, 2018 (9.00 a.m.) to Thursday, September 27, 2018 (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 had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

Voting through Ballot Papers at the AGM venue:

- i. The Company had provided the facility for voting through ballot paper at the AGM and members, who have not cast their vote by remote e-voting were allowed to exercise their right to vote at the meeting.
- ii. 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.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- iv. The ballot paper of 2 shareholder (1160 share) marked as invalid.

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 were prepared.



A handwritten signature in blue ink, appearing to be a stylized letter 'S' or similar.

The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of financial statements and Reports of Board of Directors and Auditors thereon for the Financial Year ended 31.03.2018.

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	46,94,576	13	4,58,136	9.76	6	42,36,440	90.24	-	-
Voting through Ballot Papers at the AGM Venue	1,32,68,943	23	1,32,68,943	100	-	-	-	-	-
Total	1,79,63,519	36	1,37,27,079	76.42	6	42,36,440	23.58	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-Appointment of Mr. M. Nandagopal (DIN: 00058710), who retires by rotation.

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	46,94,576	19	46,94,576	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	1,32,68,943	23	1,32,68,943	100	-	-	-	-	-
Total	1,79,63,519	42	1,79,63,519	100	-	-	-	-	-



(Handwritten signature)

Resolution No 3: Special Resolution**Special Business: Re-appointment of Mr. M Nandagopal (DIN: 00058710) as a whole time director, designated an Executive Chairman.**

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	46,94,576	19	46,94,576	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	1,32,68,943	23	1,32,68,943	100	-	-	-	-	-
Total	1,79,63,519	42	1,79,63,519	100		-	-	-	-

Resolution No 4: Ordinary Resolution**Special Business: Re-appointment of Mr. Arvind Nandagopal (DIN: 00059009) as Managing Director.**

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	46,94,576	18	46,93,876	99.99	1	700	0.01	-	-
Voting through Ballot Papers at the AGM Venue	1,32,68,943	23	1,32,68,943	100	-	-	-	-	-
Total	1,79,63,519	41	1,79,62,819	99.99	1	700	0.01	-	-



(Handwritten signature)

Resolution No 5: Ordinary Resolution

Special Business: Appointment of Smt. Nilima Sathya (DIN: 08066913) as an Independent women 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	46,94,576	18	46,93,876	99.99	1	700	0.01	-	-
Voting through Ballot Papers at the AGM Venue	1,32,68,943	23	1,32,68,943	100	-	-	-	-	-
Total	1,79,63,519	41	1,79,62,819	99.99	1	700	0.01	-	-

All the resolutions have been passed with requisite majority.

The Ballot Papers collected at the AGM Venue have been handed over to the Company.

Thanking you,
Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032

