



Scrutinizer's Report

To

The Chairman of 45th Annual General Meeting of the members of

M/s. BINNY LIMITED (the Company) to be held at 10:00A.M on Monday, the 29th September, 2014 at No. 1, Cooks Road, Otteri, Perambur, Chennai - 600 012.

Dear Sir,

1 I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by

The Board of Directors of M/s. Binny Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules); and the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 45th Annual General Meeting (AGM) of the members of the Company, held on the 29th day of September, 2014 at No. 1, Cooks Road, Otteri, Perambur, Chennai - 600 012.

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 poll on the resolutions contained in the Notice of 45th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process, and poll at the AGM is restricted to presenting a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services India Limited (CDSL), and Cameo Corporate Services Ltd, Chennai, the authorized agencies engaged by the Company.

3 I have issued separate Scrutinizer's Report dated 25th September 2014 on the e-voting and separate Scrutinizer's Report dated 29th September 2014 on the poll, on the resolutions contained in the notice to the AGM. As requested by management, I, submit herewith my combined report on the results of e-voting and poll as under:-

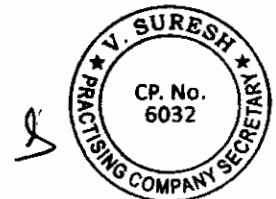


Item No in the Notice	Total Valid Votes	Votes in favour of the			Votes against the			Invalid Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast	

ITEM NO 1								
ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31.03.2014								
E-Voting	1,66,81,037	14	1,66,81,037	100	-	-	-	-
Poll	4,38,150	5	4,38,150	100	-	-	-	-
Total	1,71,19,187	19	1,71,19,187	100	-	-	-	-

ITEM NO 2								
ORDINARY RESOLUTION FOR REAPPOINTMENT OF MR S. NATARAJAN AS DIRECTOR OF THE COMPANY								
E-Voting	1,66,81,037	14	1,66,81,037	100	-	-	-	-
Poll	4,38,150	5	4,38,150	100	-	-	-	-
Total	1,71,19,187	19	1,71,19,187	100	-	-	-	-

ITEM NO 3								
ORDINARY RESOLUTION FOR REAPPOINTMENT OF AUDITORS M/S CNGSN & ASSOCIATES.								
E-Voting	1,66,81,037	14	1,66,81,037	100	-	-	-	-
Poll	4,38,150	5	4,38,150	100	-	-	-	-
Total	1,71,19,187	19	1,71,19,187	100	-	-	-	-




Item No in the Notice	Total Valid Votes	Votes in favour of the			Votes against the			Invalid Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast	

ITEM NO 4								
SPECIAL RESOLUTION FOR CONTINUATION OF MR. M. NANDAGOPAL AS A WHOLE TIME DIRECTOR OF THE COMPANY								
E-Voting	1,66,81,037	14	1,66,81,037	100	-	-	-	-
Poll	4,38,150	5	4,38,150	100	-	-	-	-
Total	1,71,19,187	19	1,71,19,187	100	-	-	-	-

ITEM NO 5								
ORDINARY RESOLUTION FOR APPOINTMENT OF JUSTICE S JAGADEESAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY								
E-Voting	1,66,81,037	14	1,66,81,037	100	-	-	-	-
Poll	4,38,150	5	4,38,150	100	-	-	-	-
Total	1,71,19,187	19	1,71,19,187	100	-	-	-	-

Thanking You,

Yours faithfully,


V Suresh
Practising Company Secretary
C.P No 6032
Place: Chennai
Date: 29.09.2014

