



#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: 29<sup>th</sup> 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 48<sup>th</sup> Annual General Meeting of M/s. BINNY LIMITED, held on Wednesday, the 29<sup>th</sup> 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 48<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 29<sup>th</sup> 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 23<sup>rd</sup> 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 48<sup>th</sup> 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 48<sup>th</sup> 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 48<sup>th</sup> 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	-	-
<b>Total</b>	<b>1,58,49,862</b>	<b>26</b>	<b>1,58,49,861</b>	<b>99.99</b>	<b>1</b>	<b>1</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

**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	-	-
<b>Total</b>	<b>1,58,49,862</b>	<b>23</b>	<b>1,56,43,412</b>	<b>98.69</b>	<b>4</b>	<b>2,06,450</b>	<b>1.31</b>	<b>-</b>	<b>-</b>

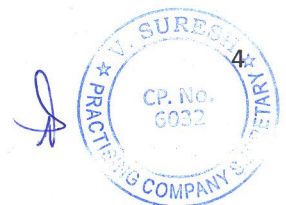


**Resolution No 3: Ordinary Resolution****Ordinary Business: Appointment of Statutory Auditors, M/s.Sagar & Associates, Chartered Accountants, Hyderabad (Registration No.003510S)**

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	-	-	-	-	-
<b>Total</b>	<b>1,58,49,862</b>	<b>27</b>	<b>1,58,49,862</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**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	-	-	-	-	-
<b>Total</b>	<b>1,58,49,862</b>	<b>26</b>	<b>1,58,49,162</b>	<b>99.99</b>	<b>1</b>	<b>700</b>	<b>0.01</b>	<b>-</b>	<b>-</b>



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

