



# BINNY LIMITED

Estd 1799

CIN No. : L 17111TN1969PLC005736

SEC/2019-20/SE/0035

September 27, 2019

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 50<sup>th</sup> Annual General Meeting held on September 26, 2019**

**Scrip Code No. 514215**

With reference to the above captioned subject, we wish to inform you that the 50<sup>th</sup> Annual General Meeting of the Company (AGM) held on Thursday, 26<sup>th</sup> September, 2019 at Kasturi Srinivasan Hall (Mini Hall), Music Academy, New No.168, T T K Road, Royapettah, Chennai 600014 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 September 27, 2019, 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 31<sup>st</sup> March 2019;
2. Re-appointment of Shri S Natarajan (DIN: 00155988), Director, who retires by rotation;
3. Re-appointment of Justice Shri. S Jagadeesan (DIN: 01799607), as an Independent Director of the Company
4. Alteration of Articles of Association by adoption of new set of Articles
5. Charges fee for service of documents

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

Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Voting Results of 50<sup>th</sup> Annual General Meeting**

Date of AGM	September 26, 2019
Total Number of Shareholders on Record Date	10277
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	426
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	
Public:	



## Item No. 1

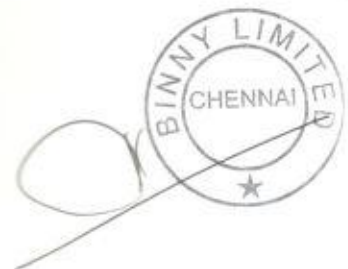
Resolution Required: *Ordinary Resolution*

Adoption of Financial Statements and Reports of Directors and Auditors thereon for the financial year ended 31<sup>st</sup> March 2019

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	74.55	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.96	12427127	4236440	74.58	25.42
Public – Institutional holders	E-voting	849103	0	0	0	0	0	0
	Poll	849103	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	849103	0	0	0	0	0	0
Public- Others	E-voting	4800990	5691	0.12	5691	0	100.00	0.00
	Poll	4800990	16611	0.34	16108	503	96.97	3.03
	Postal ballot	-	-	-	-	-	-	-
	Total	4800990	22302	0.46	21799	0	100.00	0.00
Total		22319410	16685869	74.76	12448926	4236440	74.61	25.39



Item No. 2

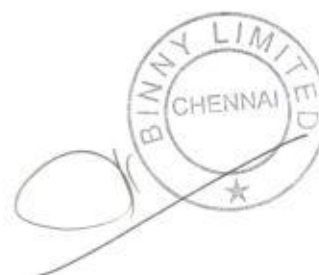
Resolution Required: *Ordinary Resolution*

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	12427127	74.55	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.96	16663567	0	100.00	0.00
Public – Institutional holders	E-voting	849103	0	0	0	0	0	0
	Poll	849103	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	849103	0	0	0	0	0	0
Public-Others	E-voting	4800990	5691	0.12	4991	700	87.70	12.30
	Poll	4800990	16611	0.34	15197	1414	91.49	8.51
	Postal ballot	-	-	-	-	-	-	-
	Total	4800990	22302	0.46	20188	2114	90.52	9.48
<b>Total</b>		22319410	16685869	74.76	16683755	2114	99.99	0.01





Item No. 3

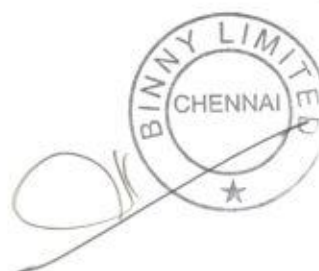
**Resolution Required: Special Resolution**

Re-appointment of Justice Shri. S Jagadeesan (DIN:01799607) 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	12427127	74.55	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.96	16663567	0	100.00	0.00
Public – Institutional holders	E-voting	849103	0	0	0	0	0	0
	Poll	849103	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	849103	0	0	0	0	0	0
Public- Others	E-voting	4800990	5691	0.12	4991	700	87.70	12.30
	Poll	4800990	16611	0.34	16108	503	96.97	3.03
	Postal ballot	-	-	-	-	-	-	-
	Total	4800990	22302	0.46	21099	1203	94.61	5.39
<b>Total</b>		22319410	16685869	74.76	16684666	1203	99.99	0.01



Item No. 4

Resolution Required: *Special Resolution*

Alteration of Articles of Association by adoption of new set of Articles

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	74.55	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.96	16663567	0	100.00	0.00
Public – Institutional holders	E-voting	849103	0	0	0	0	0	0
	Poll	849103	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	849103	0	0	0	0	0	0
Public- Others	E-voting	4800990	5691	0.12	4041	1650	71.01	28.99
	Poll	4800990	16611	0.34	16108	503	96.97	3.03
	Postal ballot	-	-	-	-	-	-	-
	Total	4800990	22302	0.46	20149	2153	90.35	9.65
Total		22319410	16685869	74.76	16683716	2153	99.99	0.01



Item No. 5

Resolution Required: *Ordinary Resolution*

Charges fee for service of documents

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	74.55	12427127	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	16663567	99.96	12427127	4236440	74.58	25.42
Public – Institutional holders	E-voting	849103	0	0	0	0	0	0
	Poll	849103	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	849103	0	0	0	0	0	0
Public- Others	E-voting	4800990	5691	0.12	863	4828	15.16	84.84
	Poll	4800990	16611	0.34	16103	508	96.94	3.06
	Postal ballot	-	-	-	-	-	-	-
	Total	4800990	22302	0.46	16966	5336	76.07	23.93
Total		22319410	16685869	74.76	12444093	4241776	74.58	25.42







No. 28, I st Floor, Ganapathy Colony, III<sup>rd</sup> Street, Teynampet, Chennai - 600 018.

**Scrutinizer's Report**

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

**Dated: 27.09.2019**

To  
The Chairman  
M/s. Binny Limited  
Kasturi Srinivasan Hall (Mini Hall),  
The Music Academy, New No.168,  
T.T.K Road, Royapettah,  
Chennai-600014

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 50<sup>th</sup> Annual General Meeting of M/s. Binny Limited held on Thursday, September 26<sup>th</sup>, 2019 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 Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 50<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday, September 26, 2019 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 10<sup>th</sup> August 2019 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" all editions and in a vernacular newspaper "Makkal Kural" edition on 29<sup>th</sup> August, 2019.





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 50<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, 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 50<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. September 18, 2019 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 50<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 Monday, September 23, 2019 (9.00 a.m. IST) to Wednesday, September 25, 2019 (5.00 p.m. IST) (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 Papers 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 polling 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.



Thereafter, the 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, (i.e.) [www.evotingindia.com](http://www.evotingindia.com) and voting through Ballot Papers at the AGM venue, was prepared.

The 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<sup>st</sup> March 2019.**

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		
Voting through Ballot Papers at the AGM Venue	1,24,43,738	11	1,24,43,235	99.99	3	503	0.01	-	-
Remote E-Voting	42,42,131	13	5,691	0.14	6	42,36,440	99.86	-	-
<b>Total</b>	<b>1,66,85,869</b>	<b>24</b>	<b>1,24,48,926</b>	<b>74.61</b>	<b>9</b>	<b>42,36,943</b>	<b>25.39</b>	<b>-</b>	<b>-</b>

**Resolution No 2: Ordinary Resolution**

**Ordinary Business: Re-appointment of Shri. S. Natarajan (DIN: 00155988), Director, 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		
Voting through Ballot at the AGM Venue	1,24,43,738	10	1,24,42,324	99.98	4	1,414	0.02	-	-
Remote E-Voting	42,42,131	18	42,41,431	99.98	1	700	0.02	-	-
<b>Total</b>	<b>1,66,85,869</b>	<b>28</b>	<b>1,66,83,755</b>	<b>99.98</b>	<b>5</b>	<b>2114</b>	<b>0.02</b>	<b>-</b>	<b>-</b>





**Resolution No 3: Special Resolution**

**Special Business: Re-appointment of Justice Shri. S Jagadeesan (DIN: 01799607) Non Executive Independent Director, who is eligible for re-appointment, not liable to retire by rotation, for another term of five consecutive years from 29<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2024.**

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		
Voting through Ballot at the AGM Venue	1,24,43,738	11	1,24,43,235	99.99	3	503	0.01	-	-
Remote E-Voting	42,42,131	18	42,41,431	99.98	1	700	0.02	-	-
<b>Total</b>	<b>1,66,85,869</b>	<b>29</b>	<b>1,66,84,666</b>	<b>99.99</b>	<b>4</b>	<b>1,203</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

**Resolution No 4: Special Resolution**

**Special Business: Alteration of Articles of Association by adoption of a new set of Articles.**

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		
Voting through Ballot at the AGM Venue	1,24,43,738	11	1,24,43,235	99.99	3	503	0.01	-	-
Remote E-Voting	42,42,131	18	42,40,481	99.96	1	1,650	0.04	-	-
<b>Total</b>	<b>1,66,85,869</b>	<b>29</b>	<b>1,66,83,716</b>	<b>99.98</b>	<b>4</b>	<b>2,153</b>	<b>0.02</b>	<b>-</b>	<b>-</b>

4



**Resolution No 5: Ordinary Resolution**

**Special Business: Charging fee from members for the Service of document.**

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		
Voting through Ballot at the AGM Venue	1,24,43,738	10	1,24,43,230	99.99	4	508	0.01	-	-
Remote E-Voting	42,42,131	11	863	0.02	8	42,41,268	99.98	-	-
<b>Total</b>	<b>1,66,85,869</b>	<b>21</b>	<b>1,24,44,093</b>	<b>74.58</b>	<b>12</b>	<b>42,41,776</b>	<b>25.42</b>	<b>-</b>	<b>-</b>

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

