

## **BINNY LIMITED**

Regd. Office: No.1 Cooks Road, Otteri, Perambur, Chennai- 600 012.

### **NOTICE OF POSTAL BALLOT**

(Pursuant to Section 192A of the Companies Act, 1956)

**Dear Members,**

#### **Sub: Passing of Resolution by Postal Ballot**

Notice is hereby given that the proposed Resolutions are circulated for approval of the Shareholders of the Company to be accorded by Postal Ballot in accordance with the provision of Section 192A of the Companies Act, 1956 (the Act) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

The Board of Directors of the Company, in its meeting held on February 14, 2014, have approved the following Special resolutions as set out at Item No. 1 & 2 below which is intended to be passed subject to the approval of the Shareholders of the Company:

1. To increase the borrowing limits by authorizing the Board of Directors to borrow monies in excess of paid-up share capital and free reserves to a maximum of Rs. 300 Crores.
2. To enable the Board of Directors to create charge/mortgage/hypothecate on the properties of the Company to secure the borrowings; and

The proposed Resolutions, Explanatory Statement and a Postal Ballot form are enclosed for your consideration. The Company has appointed Shri M. Rathinakumar, M. Rathinakumar & Co., a Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in accordance with law.

Please read carefully the instructions printed in the Postal Ballot form and return the form duly completed in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer before the close of working hours i.e. 17.30 hrs on or before Monday, 24th March, 2014.

The Scrutinizer will submit the report to the Executive Chairman or Company Secretary of the Company after completion of the scrutiny. The result of the voting by Postal Ballot will be declared by the Executive Chairman / Company Secretary on 25th March 2014 and the result of the Postal Ballot will be informed to the Stock Exchanges on the same day where the Shares of the Company are listed and the results will also be published in the Newspapers on 26th March 2014.

The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolution(s). The Resolution(s) along with Explanatory Statement setting out material facts are as follows:

**Special Business:**

**Item No. 1**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT in supersession of all other Resolutions passed earlier in respect of enhancing the Borrowing Powers of the Company, the consent of the Shareholders be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Companies Act, 1956 for borrowing, whether by way of Term Loan/Cash Credit facilities or the like, from time to time, any sum or sums of money at its discretion from Financial Institutions/ Banks or from Public/Bodies Corporate or from Government Body/Corporation or Govt. of India, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time Rs. 300 Crores (Rupees Three Hundred Crores Only) or any equivalent amount payable thereon over and above the paid-up capital and free reserves of the Company.”

FURTHER RESOLVED THAT Mr. M.Nandagopal, Executive Chairman and Mr. Arvind Nandagopal, Managing Director, be and is hereby severally authorised execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts deeds and things as may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**Item No. 2**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“ RESOLVED that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Companies Act, 1956, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or anyone or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Financial Institutions/Banks etc. hereinafter referred as “the lenders” to secure any Term Loans/Cash Credit Facilities or the like, obtained/to be obtained from any of

the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), cost(s) expenses and all other monies payable by the Company to such lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the parties concerned and as may be thought expedient by the Board.”

FURTHER RESOLVED that the Mr. M. Nandagopal, Executive Chairman and Mr. Arvind Nandagopal, Managing Director, be and is hereby severally authorised execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts deeds and things as may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By order of the Board  
For Binny Limited**

**Sd/-  
Executive Chairman**

**Date : 14 February 2014.**

**Place : Chennai**

**NOTES:**

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) of the Companies Act, 2013 read with Section 192A(2) of the Companies Act, 1956 are given hereunder.
2. The result of the Postal Ballot will be intimated to BSE Limited.
3. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11:00 hours and 13:00 hours on any working day except Sundays and public holidays.
4. The Notice is being sent to all the Members of the Company, whose names would appear in the Register of Members as on 14th February 2014.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE  
COMPANIES ACT, 2013**

**Item 1:**

The increasing business operations and future expansion plans of the company for investment in property development project and also for other allied purposes which would necessitate restructuring of borrowing limits by authorising the Board of Directors to borrow funds which exceeds the paid-up-capital and free reserves of the company but not exceeding Rs. 300 crores including its money already borrowed.

The company is authorised to borrow the said amount on approval of shareholders by way of special resolution as required under Section 180 (1)(c) of the Companies Act, 2013.

The approval of shareholders to be sought through postal ballot in terms of provisions of Section 192A of the Companies Act 1956 read with provisions of Companies (Passing of Resolutions by Postal Ballot) Rules 2011 and applicable provisions of the Companies Act, 2013.

Therefore it is necessary for the Company to take your approval for passing resolutions through Postal Ballot to enable the Board of Directors to take and implement appropriate decision at opportune occasion and in the best interest of the Company.

Your directors commend the resolution for your approval. None of the Directors are concerned or interested in the resolution except to the extent of their respective interest as shareholders of the Company.

#### **Item No.2**

The Company is required to create security for the said facilities as mentioned under Item No. 1 above in favour of the Lenders and loans/ financial assistance availed/to be availed by the Company, by way of creation of mortgage and/ or charge on the assets of the Company, as stated in the resolution.

As per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and the Board of Directors shall not create any charge/mortgage/hypothecate the properties of the Company unless the same is approved by shareholder by a special resolution.

The approval of shareholders to be sought through postal ballot in terms of provisions of section 192A of the Companies Act 1956 read with provisions of Companies (Passing of Resolutions by Postal Ballot) Rules 2011 and applicable provisions of Companies Act, 2013.

Therefore it is necessary for the company to take your approval for passing resolutions through Postal ballot to enable the Board of Directors to take and implement appropriate decision at opportune occasion and in the best interest of the Company.

Your directors commend the resolution for your approval. None of the Directors are concerned or interested in the resolution except to the extent of their respective interest as shareholders of the Company.

**By order of the Board  
For Binny Limited**

**Sd/-  
Executive Chairman**

**Date : 14 February 2014.**

**Place : Chennai**

# BINNY LIMITED

Regd. Office: No.1 Cooks Road, Otteri, Perambur, Chennai- 600 012.

## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

1. Name(s) of member(s)  
(including Joint-holders, if any)  
(in block Letters)
2. Registered Address of  
the Sole/ First Named Shareholder  
/ Beneficial Owner
3. Registered Folio No.\*  
(\*Applicable to member(s)  
holding shares in physical form)  
DP ID No. & Client ID No\*\*  
(\*\*Applicable to member(s)  
holding shares in dematerialized form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 14th February 2014 of the Company by sending my/our assent or dissent to the said Resolution by placing the Tick (✓) mark at the appropriate box below:

Resolution No. and Description	No. of Shares for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution No.1 as Special Resolution for enhancing the borrowing limits of the company.			
Resolution No.2 as Special Resolution to create charge/mortgage /hypothecate on assets of the company			

Place:

(Signature of the member)

Date:

Note: 1. Please read carefully the instructions printed overleaf before filling the Postal Ballot Form

2. Last date for receipt of Postal Ballot Form by the Scrutinizer, Monday, the 24th March 2014

## INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted. Voting through any other form or photocopy of this Postal Ballot Form will not be considered valid.
2. The self-addressed envelope bears the name and address of the scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be rejected.
4. In respect of shares held by companies, trusts, societies etc. the completed postal ballot form should be accompanied by certified copy of Board Resolution/ appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly attested.
5. In case this postal ballot form is signed by a member through an Attorney, an attested copy of the Power of Attorney should be attached to the postal ballot form.
6. Duly, completed Postal Ballot Form(s) should reach the Scrutiniser not later than the close of working hours i.e. 17.30 hrs on Monday, the 24th March 2014. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.
7. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutiniser not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the date of dispatch of the notice.
9. Postal ballot form which is incomplete or unsigned or defective in any other manner is liable to be rejected. The Scrutiniser's decision in this regard shall be final and binding.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser.
11. The date of declaration of the results of postal ballot by the Chairman & Managing Director or any other Director of the Company as indicated in the Notice i.e. Tuesday, the 25th March 2014 at 4.00 P.M. will be the date of passing of the resolutions. The results will be declared at the Registered Office of the company and will also be published in Newspapers.