

BINNY LIMITED

(CIN: L17111TN1969PLC005736)

Registered Office: No.1, Cooks Road, Perambur, Chennai 600 012

Email: binny@binnyltd.in, Website: www.binnyltd.in

Phone: 044 - 2662 1053, Fax: 044 - 2662 1056

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
THURSDAY, 15TH SEPTEMBER 2022, at 9 A.M (IST)	FRIDAY, 14 TH OCTOBER 2022 AT 5 P.M. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 17(1C), 25 and 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 2/2022 dated 5th May, 2022, (collectively referred to as "Applicable Circulars") allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means (e-voting) only, in view of the Covid-19 pandemic. Accordingly, approval of the shareholders shall be obtained to transact the special business as set out hereunder by passing Ordinary/ Special Resolution, as the case may be, by way of postal ballot.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than **5.00 p.m. (IST) on 14TH day, Of October, 2022**. The e-voting facility will be disabled by CDSL immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto.

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

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company, to sell / transfer / dispose off its Windmill lands to an extent of 250 acres situated at Panikarkulam and Ayyanaruthu Villages Kayathar Taluk, Tuticorin District, Tamilnadu or in any other manner on such terms and conditions as may be deemed fit by the Board."

“RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT Shri M. Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director of the Company be and are hereby authorized severally to finalise and execute Agreement to sale, sale deed , all such other agreements, Power of Attorney and other documents as the Board may deem necessary or required and to do all such other acts, deeds, matters and things which are incidental and consequential thereto or which may be considered necessary by the Board of Directors of the Company and to delegate all or any of the powers herein conferred, to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, the approval of the Company be and is hereby given for effecting the following amendments in the existing Clause (III) of the Main Objects Clause of the Memorandum of Association of the Company, dealing with the objects of the Company:

A) *Inserting the following new Clause (xvi) under Clause III (A) after existing Clause (xv) of the Memorandum of Association:*

“III. (A) (xvi). To establish, promote, set-up, run, maintain, assist, finance, support and/or aid in setting up and/or maintaining and/or running Senior Living homes to the Senior Adults and to undertake all kinds of medical and health care activities in India and/or abroad.”

By Order of the Board

For BINNY LIMITED

***Sd/-
(ARVIND NANDAGOPAL)
MANAGING DIRECTOR***

12.09.2022
Chennai

NOTES:

- 1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated, 8th December, 2021 and 2/2022 dated 5th May, 2022, allowed the companies to hold general meetings/conduct the Postal Ballot process through electronic means (e-voting) only, in view of the Covid19 pandemic, (collectively referred to as "Applicable Circulars"). Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the Postal Ballot is being conducted through E-Voting only.*
- 2. The CUT-OFF date for recognizing the eligibility of members to vote on Postal Ballot shall be **09th September, 2022**. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-Off date i.e **09th September, 2022** "End of Business Hours" only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purpose only.*
- 3. The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.*
- 4. The vote in this Postal Ballot cannot be exercised through proxy.*
- 5. In compliance with the Applicable Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depository Participants. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.binnyltd.in, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com/>*
- 6. The Board of Directors of the Company has appointed **Mr. V. Suresh, Practicing Company Secretary**, as Scrutiniser to conduct the postal ballot e-voting process in a fair and transparent manner.*
- 7. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vsureshpcs@gmail.com with a copy marked to <https://www.evotingindia.com>*
- 8. The e-voting period commences on **Thursday, 15th Day of September 2022 (9.A.M. IST)** and ends on **Friday, 14th October 2022 (5:00 P.M IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of **Friday, 09th September 2022 (end of business hours)**, may cast their vote by e-voting. The e-voting module will be disabled by CDSL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.*
- 9. The voting rights of the Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, 09th September 2022**.*

10. *The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e-voting, make a scrutinizer's report and submit the same to the Chairman or a person authorized by her in writing. The results declared along with the scrutinizer's report shall be placed on the website of the Company-www.binnyltd.in and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges.*
11. *Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the last date specified for E-Voting for the postal ballot voting process i.e **Friday, 14th October 2022**. The Ordinary Resolutions shall be declared as passed if the number of votes cast in favour exceeds the votes, if any, cast against the Resolution, by the members so entitled and voted. Special Resolutions shall be declared as passed when votes cast in favour are not less than three times the number of votes, if any, cast against the Resolution by members, so entitled and voted.*
12. *The Company has engaged the services of M/s. Central Depository Securities Limited (CDSL) as the Agency to provide e-voting facility.*

VOTING THROUGH ELECTRONIC MEANS

1. *In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Securities Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.*

The instructions for shareholders voting electronically are as under:

- (i) *The voting period begins on **Thursday, 15th Day of September 2022 (9.A.M. IST)** and ends on **Friday, 14th October 2022 (5:00 P.M IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, 09th September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.*
- (ii) *Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.*
- (iii) *The shareholders should log on to the e-voting website www.evotingindia.com.*
- (iv) *Click on Shareholders.*
- (v) *Now Enter your User ID*
 - a. *For CDSL: 16 digits beneficiary ID,*
 - b. *For NSDL: 8 Character DP ID followed by 8 Digits Client ID,*
 - c. *Members holding shares in Physical Form should enter Folio Number registered with the Company.*
- (vi) *Next enter the Image Verification as displayed and Click on Login.*
- (vii) *If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.*

(viii) *If you are a first-time user follow the steps given below:*

<i>For Members holding shares in Demat Form and Physical Form</i>	
<i>PAN</i>	<i>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i> <ul style="list-style-type: none"><i>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</i><i>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</i>
<i>Dividend Bank Details OR Date of Birth (DOB)</i>	<i>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</i> <ul style="list-style-type: none"><i>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</i>

(ix) *After entering these details appropriately, click on “SUBMIT” tab.*

(x) *Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.*

(xi) *For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.*

(xii) *Click on the EVSN for the relevant <Company Name> on which you choose to vote.*

(xiii) *On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.*

(xiv) *Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.*

(xv) *After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.*

(xvi) *Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.*

(xvii) *You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.*

- (xviii) *If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.*
- (xix) **Note for Non – Individual Shareholders and Custodians**
- *Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.*
 - *A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.*
 - *After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.*
 - *The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.*
 - *A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.*
- (xx) *In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.*

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. *For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **Company (binny@binnyltd.in) / RTA email id (investor@cameoindia.com)***
2. *For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)*
3. *For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.*

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Explanatory Statement

Explanatory Statement for resolutions mentioned under Item (Pursuant to Section 102 of the Companies Act, 2013)

Item No.1

The Board of Directors of the Company has entered into a scheme for transferring land from the Mohan Breweries and Distilleries Limited (MBDL) in order to recover money owed by them.

As part of that scheme, which was approved by the Board of Directors on 30.8.2021 and by the shareholders in their meeting on 09.10.2021, 850 acres of Wind Farm land have been taken over from Mohan Breweries and Distilleries Limited (MBDL) situated at Kayathar, Tuticorin District and Perungudi Village & Vadakkankulam Village, Radhapuram Taluk, Tirunelveli District, Tamilnadu for a price of Rs.52 cores.

MBDL had taken out a loan from M/s.India Bulls Housing Finance Private Limited and the balance amount remaining in this account was around Rs.25 crores and this loan was secured by these Wind Mill Lands. The lands were transferred to Binny along with the liability under the terms of the scheme. Net settlement of dues with MBDL was Rs.27 crores.

At their meeting on 23rd June,2022, the Board of Directors approved the sale of the 600 acres of land situated at Vadakkankulam Village, Radhapuram Taluk, Tirunelveli District, Tamilnadu and got the shareholders' approval through postal ballot conducted during 18th July 2022 to 16th August 2022.

A meeting of the Board of directors of the company was held on 13th August 2022, at which they approved a proposal for the sale of the balance 250 acres of Wind farm land also situated at Panikarkulam and Ayyanaruthu villages in Kayathar Taluk, Tuticorin District.

Under Section 180(1)(a) of the Companies Act,2013, for the sale of windmill lands, the shareholders' approval is sought via special resolution.

The Board recommends the resolutions for approval of the shareholders, as it is in the best interest of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolutions.

Item No.2

Though the Memorandum and Articles of Association of the Company covers and authorizes the Company to construct, execute, carryout, equip, support, maintain. Operate, improve, work, develop, administer, manage, control and superintend within or outside the Country anywhere in the world all kinds of buildings, houses and other constructions or conveniences of all kinds, it is suggested to consider and approve alteration of main object clause in the Memorandum and Association of the company to include more specifically and exhaustively for the setting up of Senior Living Homes to provide assisted living facilities/solutions for senior adults within and outside the country and to include such in the Memorandum of Association by inserting the Clause (xvi) after the existing Clause (xv).

Section 13 of the Companies Act, 2013 reads with relevant rules and all other applicable provisions if any, of the Act and SEBI Regulations, requiring shareholders' approval of any changes/amendments to the Object Clause in the Memorandum of Association by way of Special Resolution.

The Board recommends the resolution for approval of the shareholders, as it is in the best interest of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

***By Order of the Board
For BINNY LIMITED***

Sd/-

***(ARVIND NANDAGOPAL)
MANAGING DIRECTOR***

***12.09.2022
CHENNAI***