



BINNY LIMITED

Estd 1799

BSE Limited
Corporate Relationship Department
P.J. Towers, Dalal Street
Mumbai – 400 001

March 25, 2014

Sub: Declaration of Results of Postal Ballot of Binny Limited-Script Code: 514215

Dear Sir/Madam,

This has further reference to our letter dated 21st February 2014.

In this regard, please note that Mr.M.Rathinakumar, M Rathinakumar & Co, Company Secretaries who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his report to the Executive Chairman today. In accordance with the said report, the shareholders have approved the Special Resolutions under Item no.1 & Item no. 2 in the Postal Ballot Notice dated 14th February 2014, with an overwhelming majority of 99.99 % each votes cast in favour of the resolutions.

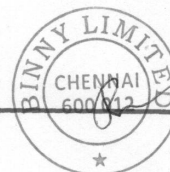
The summary of results (resolution wise) in the format as prescribed under Clause 35A of the Listing Agreement are as follows:

Special Resolution:

Item No. 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.

Promoter/ Public	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)	in favour on votes polled (6)=[(4)/ (2)]*100	%of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	16688770	16688770	100	16688770	0	100	0
Public - Institutional holders	1803617	0	0	0	0	0	0
Public - Others	3827023	213818	5.59	212048	1770	99.17	0.83
Total	22319410	16902588	75.73	16900818	1770	99.99	0.01

Regd. Office :
No.1, Cooks Road, Otteri, Perambur, Chennai - 600 012.
Tel No : 044-2662 1053, Fax : 044 - 2662 1056 E-mail : binny@binnyltd.in



Special Resolution

Item No. 2: To enable the Board of Directors to create charge/mortgage/hypothecate on the properties of the Company to secure the borrowings:

Promoter/ Public	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	16688770	16688770	100	16688770	0	100	0
Public - Institutional holders	1803617	0	0	0	0	0	0
Others	3827023	213818	5.59	211998	1820	99.15	0.85
Total	22319410	16902588	75.73	16900768	1820	99.99	0.01


The results of the Postal Ballot were accordingly announced today. The certified true copy of the special resolutions as approved by the Shareholders is enclosed for your ready reference.

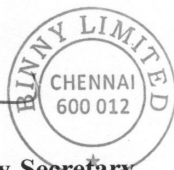
You are requested to take the above documents on your records.

Thanking you,

Yours faithfully

For Binny Limited


P.K.Sundaresan
CFO and Company Secretary



CC:

The Manager – Listing Compliance
Madras Stock Exchange Ltd.
No.30, Second Line Beach,
Chennai-600 001



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**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY
SHAREHOLDERS THROUGH POSTAL BALLOT ON 25th MARCH 2014**

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

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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."

CERTIFIED TRUE COPY

For BINNY LIMITED


P.K. SUNDARESAN
Chief Financial Officer & Company Secretary