

BINNY LIMITED

(CIN : L17111TN1969PLC005736)

Registered Office: No.1, Cooks Road, Otteri, 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

*To
The Members of
Binny Limited*

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolutions appended below are proposed to be passed by way of Postal Ballot. Members consent is requested for the proposal contained in the Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

As per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the consent of the shareholders for the above purposes is required to be obtained by means of postal ballot.

Accordingly, a postal ballot form along with proposed Resolutions and explanatory statements is appended herewith for your consideration. The Company has appointed Shri V.SURESH, Practising Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to read carefully the instructions appearing in the postal ballot form, record their assent or dissent to the above mentioned proposal(s) and return the duly completed form in original in the enclosed self addressed postage prepaid envelope, so as to reach the Scrutinizer on or before 30th March 2015. The Scrutinizer will submit his report to the Chairman of the Board after completion of scrutiny and the results of the postal ballot will be announced at the Registered Office of the Company.

By Order of the Board

For BINNY LIMITED

*Sd/-
(M.NANDAGOPAL)
EXECUTIVE CHAIRMAN*

11th February 2015

*RESOLUTIONS FOR POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)*

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

“RESOLVED that pursuant to Section 188 of the Companies Act, 2013 and the revised clause 49 of listing agreement entered into by the Company with M/S. BSE Limited and applicable circulars and regulations issued by the Securities And Exchange Board of India (SEBI), the consent, authority and approval of the shareholders be and is hereby accorded to the Board to purchase 7.07 acres of land at Valasaravakkam, Chennai from M/s. Mohan Breweries and Distilleries Limited (MBDL), a Company under the same management, on such terms and conditions and with effect from such date, as may be decided by the Board and to finalise and execute all such documents including agreements, deeds of assignment/conveyance 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.”

“FURTHER RESOLVED that Shri M. Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director of the Company be and are hereby severally authorised to execute the Agreement with Mohan Breweries and Distilleries Limited.”

NOTES:

- 1. The explanatory statement of material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.*
- 2. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, the 27th day of February 2015.*
- 3. As per Section 110 of the Act, read with Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier.*

4. *Postal Ballot Notice can be downloaded from the 'Investors' section on the Company's website www.binnyltd.in*

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 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, 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 instead of dispatching Form. E-voting is optional.*
2. *The voting period begins on 1st March 2015 at 9.30 A.M. and ends on 30th March 2015 at 6.30 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 27.2.2015 (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.*

Instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) *Log on to www.evotingindia.com*
- (ii) *Click on "Shareholders" tab.*
- (iii) *Now, select the "COMPANY NAME" "BINNY LIMITED" from the drop down menu and click on "SUBMIT"*
- (iv) *Now Enter your User ID (For CDSL : 16 digits beneficiary ID, For NSDL : 8 Character DPID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code (image verification) as displayed and Click on Login.*
- (v) *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. If you are a first time user follow the steps given below.*

(vi) Now, fillup the following details in the appropriate boxes:

	<i>For Members holding shares in Demat Form or in Physical Form</i>
<i>PAN*</i>	<p><i>PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i></p> <p><i>*Members who have not updated their PAN with the Company / RTA / DP are requested to use the first two letters of their name and the sequence number in the 'PAN field'.</i></p> <p><i>The S.L. No. printed on your address slip pasted on the envelope added with sufficient 0s in between the first two letters of your name and the S.L. No. to fill the ten digit PAN field for this purpose,</i></p> <p><i>Example: If your name is Ramesh with S.L. No. 00003615 then enter RA00003615 in the 'PAN field'.</i></p>
<i>Date of Birth (DOB)</i>	<i>Enter the Date of Birth (as recorded in your demat account or in the Company records for the said demat account or folio) in dd/mm/yyyy format.</i>
<i>Dividend Bank Details #</i>	<i>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</i>

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly 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.

(ix) Click on the EVSN for the relevant <Company Name> "BINNY LIMITED" on which you choose to vote.

(x) 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.

- (xi) *Click on the “Resolutions File Link” if you wish to view the entire Resolutions.*
- (xii) *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.*
- (xiii) *Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.*
- (xiv) *You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.*
- (xv) *If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.*
- (xvi) *Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.*
- (xvii) *For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.*

In case of members receiving the physical copy:

- (A) *Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.*
- (B) *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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com*

5. VOTING THROUGH POSTAL BALLOT

Members may send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form enclosed with the notice. For details of the scrutinizer and the steps followed for voting through postal ballot please refer instructions printed overleaf the postal ballot form.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The Board of Directors of the Company at their meeting held on 11.2.2015 approved the proposal of the Company to purchase 7.07 acres of land situated at Valasaravakkam, from M/s. Mohan Breweries and Distilleries Limited (MBDL), a Company under the same management, for a consideration of Rs.155.54 crores (Rs.22 crores per acre), subject to the approval of the shareholders by way of a special resolution u/s 188 of the companies act, 2013 and the revised clause 49 of listing agreement entered into by the Company with M/S. BSE Limited and applicable circulars and regulations issued by the Securities And Exchange Board of India (SEBI).

This transaction is a Related Party Transaction (RPT) coming under the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the REVISED Clause 49 of the Listing Agreement issued by SEBI.

The Board also has approved an advance payment of 75% of the sale consideration pending the approval of the shareholders.

<i>A</i>	<i>Name of the Related Party</i>	<i>Mohan Breweries and Distilleries Limited</i>
<i>B</i>	<i>Relationship</i>	<i>Associate Company</i>
<i>C</i>	<i>Name of the Director, Key Managerial Personnel who is related</i>	<ol style="list-style-type: none"> <i>1. Shri M. Nandagopal, Executive Chairman</i> <i>2. Shri Arvind Nandagopal, Managing Director</i> <i>3. Shri Nate Nandha, Director</i>
<i>D</i>	<i>Nature and material terms, monetary value, particulars of the contract or arrangement</i>	<ol style="list-style-type: none"> <i>i. Purchase of 7.07 acres of land situated at Valasaravakkam from M/s. Mohan Breweries and Distilleries Limited for a consideration of Rs.155.54 crores (Rs.22 crores per acre)</i> <i>ii. Advance payment up to 75% of the Sale Consideration</i>
<i>E</i>	<i>Any other information relevant or important for the members to take a decision on the proposed transaction</i>	<p><i>M/s.Jones Lang Lasalle Consultants Pvt. Ltd. (JLL) has been retained by the Company to make an independent valuation of the property and based on the report submitted by them, price of Rs.155.54 crores (Rs.22 crores per acre) has been finalized</i></p> <p><i>(The said property has been valued by M/s. JLL at Rs.163.11 crores (Rs.23.07 crores per acre))</i></p>

Shri M. Nandagopal, Executive Chairman, Shri Arvind Nandagopal, Managing Director and Shri Nate Nandha, Director are Related Parties and are also interested in the transaction (Shri M.Nandagopal, Shri Arvind Nandagopal and Shri Nate Nandha jointly hold 95.26% of equity in Mohan Breweries and Distilleries Limited).

Shri S. Natarajan, being a Promoter Director and Mr. T. Krishnamurthy, CFO & Company Secretary, KMP are Related Parties, but they are not interested in the transaction.

Under the provisions of revised Clause 49 of the Listing Agreement issued by SEBI, which is made applicable to listed companies with effect from 1st October 2014, all Related Parties are not entitled to vote in the Shareholder's resolutions. In the instant case, all the Promoter Directors are not entitled to vote. In other words, only the public shareholders are entitled to vote in the above resolutions.

Accordingly, the Scrutinizer, Mr.V.Suresh, Practising Company Secretary who has been appointed by the Company for conducting the Postal Ballot process, will disapprove the IDs of the members, who are not entitled to vote in the E-voting portal.

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

*By Order of the Board
For BINNY LIMITED*

*Sd/-
(M.NANDAGOPAL)
EXECUTIVE CHAIRMAN*

11th February 2015

Encl.:

- 1. Postal Ballot form*
- 2. Self Addressed and pre-paid Postage Envelope*

BINNY LIMITED

(CIN : L17111TN1969PLC005736)

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

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

Serial No:

POSTAL BALLOT FORM

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 business stated in the Notice dated 11th February 2015 of the Company by sending my/our assent or dissent to the said Resolution by placing the Tick (./) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Approval of the shareholders authorizing the Board to purchase 7.07 acres of land situated at Valasaravakkam from M/s.Mohan Breweries and Distilleries Limited (MBDL), a Company under the same management, on such terms and conditions, as may be decided by the Board and to finalise and execute all such documents including agreements, deeds of assignment/conveyance 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			

Note: 1) Please read the instructions printed overleaf (next page) before filling the Postal Ballot Form.

2) Last date for receipt of this Form by the Scrutinizer is 30th March 2015.

Place:

Date:

(Signature of Member)

POSTAL BALLOT FORM INSTRUCTIONS

1. *This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.*
2. *A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.*
3. *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.*
4. *The self-addressed envelope bears the name and address of the scrutinizer appointed by the Board of Directors of the Company.*
5. *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.*
6. *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.*
7. *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.*
8. *Duly, completed Postal Ballot Form(s) should reach the Scrutiniser not later than the close of working hours on Monday, the 30th day of March 2015. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.*
9. *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 8 above.*
10. *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.*
11. *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.*
12. *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.*
13. *The date of declaration of the results of postal ballot by the Chairman or Managing Director of the company as indicated in the Notice i.e. Tuesday, the 31st day of March 2015 at 5.00 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.*