



Scrutinizer's Report

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

Dated: 30th September 2016

To,
The Chairman,
M/s. Binny Limited,
Chennai.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue at the 47th Annual General Meeting of M/s. BINNY LIMITED, held on Friday, the 30th September 2016, at 10.00 A.M. at the 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 AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto in respect of the resolutions contained in the notice to the 47th Annual General Meeting (AGM) of the members of the Company, held on Friday, the 30th September 2016, at 10.00 A.M. at the Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New. No. 168, T.T.K Road, Royapettah, Chennai – 600014.

The Notice dated 10th August 2016 along with statement setting out material facts under Section 101 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" and in a vernacular newspaper "Makkal Kural" having wide circulation, in their respective editions dated 03rd September 2016.

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 47th 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 ("CDSL"), 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 47th 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 23, 2016 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 47th 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 Tuesday, September 27, 2016 (9.00 a.m.) to Thursday, September 29, 2016 (5.00 p.m.) (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 have provided scanned copy of the resolution passed at its Board of Directors Meeting for authorization to exercise its votes through e-voting.

Voting through Ballot Papers at the AGM venue:

- i. The Ballot 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.
- ii. The Ballot papers were collected and diligently scrutinized. They were also reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- iii. The Corporate member who had participated in the remote e-voting has provided scanned copy of the resolution passed at its Board of Directors Meeting for authorization to exercise its votes.

Thereafter, the consolidated 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 ('CDSL'), (i.e.) <https://www.evotingindia.com> and voting through Ballot Papers at the AGM venue was prepared.

The consolidated results are as follows:



Resolution No 1: Ordinary Resolution

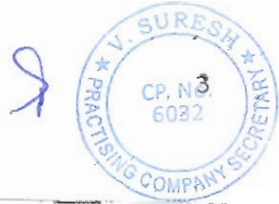
Ordinary Business: Adoption of audited financial statements of the Company for the financial year ended March 31, 2016 and Reports of the Board of Directors and the Auditors thereon.

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		
Remote E-Voting	42,55,057	11	42,55,057	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	1,09,46,726	19	1,09,46,726	100	-	-	-	-	-
Total	1,52,01,783	30	1,52,01,783	100	-	-	-	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Shri. M. Nandagopal (DIN: 00058710), Director of the Company

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		
Remote E-Voting	42,55,057	11	42,55,057	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	1,09,46,726	19	1,09,46,726	100	-	-	-	-	-
Total	1,52,01,783	30	1,52,01,783	100	-	-	-	-	-



Resolution No 3: Ordinary Resolution

**Ordinary Business: Re-appointment of Statutory Auditors, M/s.CNGSN & Associates LLP,
Chartered Accountants, Chennai (Registration No.004915S / S200036)**

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		
Remote E-Voting	42,55,057	11	42,55,057	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	1,09,46,726	19	1,09,46,726	100	-	-	-	-	-
Total	1,52,01,783	30	1,52,01,783	100	-	-	-	-	-

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Ballot Papers are in the safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032



Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations,
2015
Voting Results of 47th Annual General Meeting

Date of AGM	September 30, 2016
Total Number of Shareholders on Record Date	9312
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	215
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 thereon for the financial year ended 31st March 2016

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	10812110	64.86	10812110	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	15048550	90.27	15048550	0	100.00	0.00
Public – Institutional holders	E-voting	1803597	0	0	0	0	0	0
	Poll	1803597	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	1803597	0	0	0	0	0	0
Public- Others	E-voting	3846496	18617	0.48	18617	0	100.00	0.00
	Poll	3846496	134616	3.50	134616	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	3846496	153233	3.98	153233	0	100.00	0.00
Total		22319410	15201783	68.11	15201783	0	100.00	0.00



Item No. 2

Resolution Required: *Ordinary Resolution*

Re-appointment of Shri M.Nandagopal (DIN 00058710), 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	10812110	64.86	10812110	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	15048550	90.27	15048550	0	100.00	0.00
Public – Institutional holders	E-voting	1803597	0	0	0	0	0	0
	Poll	1803597	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	1803597	0	0	0	0	0	0
Public- Others	E-voting	3846496	18617	0.48	18617	0	100.00	0.00
	Poll	3846496	134616	3.50	134616	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	3846496	153233	3.98	153233	0	100.00	0.00
Total		22319410	15201783	68.11	15201783	0	100.00	0.00



Item No. 3

Resolution Required: *Ordinary Resolution*

Re-appointment of Statutory Auditors, M/s.CNGSN Associates LLP, Chartered Accountants,
Chennai (Registration No.004915S / S200036)

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	10812110	64.86	10812110	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	16669317	15048550	90.27	15048550	0	100.00	0.00
Public – Institutional holders	E-voting	1803597	0	0	0	0	0	0
	Poll	1803597	0	0	0	0	0	0
	Postal ballot	-	-	-	-	-	-	-
	Total	1803597	0	0	0	0	0	0
Public- Others	E-voting	3846496	18617	0.48	18617	0	100.00	0.00
	Poll	3846496	134616	3.50	134616	0	100.00	0.00
	Postal ballot	-	-	-	-	-	-	-
	Total	3846496	153233	3.98	153233	0	100.00	0.00
Total		22319410	15201783	68.11	15201783	0	100.00	0.00

