V Suresh, FCS PGDFM
Practising Company Secretary

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Scrutinizer's Report

Dated: September 30, 2015

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 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, and voting on Poll at the 46th Annual General Meeting of M/s. Binny Limited held on Wednesday, the 30th September, 2015 at 11.00 AM at Kasturi Srinivasan Hall, (Mini Hall), The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai 600014.

I, V Suresh, a Company Secretary in practice, 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 / poll at the AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 46th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 30th September,2015 at 11.00 AM at Kasturi Srinivasan Hall, (Mini Hall), The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai - 600014.

The Notice dated 12th August 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the resolutions mentioned herein below, passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English newspaper "Business Standard" and vernacular newspaper "Makkal Kural" having a wide circulation, in their respective editions dated 07th September 2015.

V. SURESH
C.P. No. 6032
PRACTISING COMPANY SECRETARY

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 on the resolutions contained in the Notice of 46th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer is restricted to presenting a Scrutinizer's Report of 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, and also at the time of poll at AGM.

The Company had also provided facility for voting through polling paper at the meeting for the members who have not cast their vote by remote e-voting.

Further to the above, I submit my report as under:-

E-VOTING:

i. The members of the Company as on the "cut-off" date i.e. 23rd September 2015 were entitled to vote on the resolutions (items no. 1 to 8 as set out in the notice of the 46th AGM of the Company.)

ii. The e-voting period remained open from Sunday, the 27th September, 2015 (9:00 A.M.) to Tuesday, 29th September, 2015 (5.00 P.M.)

iii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

iv. The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

POLL

i. The Company had provided the facility for voting through polling paper at the AGM and members, who have not cast their vote by remote e-voting was allowed to exercise their right to vote at the meeting.

ii. The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at a convenient place in the venue.

iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

iv. As one of the shareholders present, who voted on the poll, had already voted in the remote e-voting facility offered by the Company, his vote was treated as invalid.

I, submit herewith my combined report on the results of e-voting and poll as under:

V. SURESH PRACTISING COMPANY SECRETARY C.P. No. 6032

Resolution No 1: ***Ordinary Resolution***

Ordinary Business: Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2015.

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	58,55,763	20	58,54,728	99.98	1	1,035	0.02	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	**1,66,88,893**	**38**	1,66,87,858	**99.99**	**1**	**1,035**	**0.01**	**1**	-

Resolution No 2: ***Ordinary Resolution***

Ordinary Business: Re-appointment of Shri. S. Natarajan (DIN 00155988), Director, who retires by rotation.

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	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	**1,66,88,893**	**37**	**1,66,84,968**	**99.98**	**2**	**3,925**	**0.02**	**1**	-

V. SURESH PRACTISING COMPANY SECRETARY

Resolution No 3: *Ordinary Resolution*

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

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	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	**1,66,88,893**	**37**	**1,66,84,968**	**99.98**	**2**	**3,925**	**0.02**	**1**	**-**

Resolution No 4: Special *Resolution*

Special Business: Re-appointment of Shri M.Nandagopal (DIN 00058710) as whole-time director, designated as Executive Chairman, liable to retire by rotation, on the same terms and conditions.

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	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	**1,66,88,893**	**37**	**1,66,84,968**	**99.98**	**2**	**3,925**	**0.02**	**1**	**-**

V. SURESH ★ PRACTISING COMPANY SECRETARY ★ C.P. No. 6032

Resolution No 5: Ordinary *Resolution*

Special Business: Payment of remuneration to Shri Arvind Nandagopal (DIN 00059009), whole-time director, designated as Managing 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	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	17	1,08,33,110	100.00	1	20	0.00	1	-
Total	**1,66,88,893**	**36**	**1,66,84,948**	**99.98**	**3**	**3,945**	**0.02**	**1**	-

Resolution No 6: Ordinary *Resolution*

Special Business: Appointment of Smt. T.Manisriram (DIN 06966170) as Independent 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	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	**1,66,88,893**	**37**	**1,66,84,968**	**99.98**	**2**	**3,925**	**0.02**	**1**	-

Resolution No 7: Ordinary *Resolution*

Special Business: Appointment of Shri T.Radhakrishnan (DIN 06702023) as Independent 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	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	**1,66,88,893**	**37**	**1,66,84,968**	**99.98**	**2**	**3,925**	**0.02**	**1**	-

Resolution No 8: Ordinary *Resolution*

Special Business: Appointment of Dr.D.V.R.Prakash Rao (DIN 01099479) as Independent 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	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	**1,66,88,893**	**37**	**1,66,84,968**	**99.98**	**2**	**3,925**	**0.02**	**1**	-

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records, have been handed over to the Chairman of the Meeting.

Thanking you,

Yours Faithfully,

V Suresh
Practising Company Secretary
C.P.No 6032

V. SURESH ★ PRACTISING COMPANY SECRETARY ★ CP. No. 6032