



BINNY LIMITED

Estd 1799

January 12, 2016

**Bombay Stock Exchange Ltd.
Department of Corporate Services
Phiroze Jee Jee Bhoy Towers,
Dalal Street,
Mumbai – 400 001**

Dear Sir,

**Sub: Report on Corporate Governance for the quarter ended on December 31, 2015
Scrip Code No. 514215**

With reference to the subject, we are enclosing herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended on December 31, 2015 pursuant to Regulation 27 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours faithfully,

For, BINNY LIMITED



**(T. Krishnamurthy)
Chief Financial Officer and Company Secretary**



BINNY LIMITED

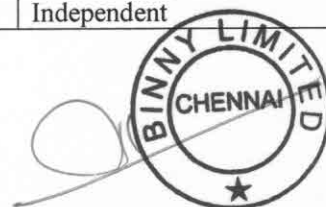
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Compliance Report on Corporate Governance on Quarterly basis

1. Name of Listed Entity - Binny Limited
2. Quarter Ending - December 31, 2015

I. Composition of Board of Directors								
Title	Name of the Director	PAN & DIN	Category	Date of Appointment in the Current term/cessation	Tenure	No of Directorship in listed entities including this listed entity	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of chairperson in Audit/Stakeholder Committee held in listed entries including this listed entity
Mr.	M. Nandagopal	AADPN2678L / 00058710	Executive-Chairperson	29/09/2014	NA	1(One)	1 (One)	NIL
Mr.	Justice S. Jagadeesan	AAAPJ7386G / 01799607	Non-executive-Independent	29/09/2014	1 Year and 3 Months	1(One)	1 (One)	2 (Two)
Mr.	S. Natarajan	AADPN2679M / 00155988	Non-Executive	11/1/1988	NA	3(Three)	2 (Two)	1 (One)
Mrs.	T. Manisriram	AANPS3888D / 06966170	Non-executive-Independent	30/09/2015	From 14.11.2014 - 1 Year and 1 month	1(One)	1 (One)	NIL
Mr.	T. Radhakrihsnan	AAAPR3503M / 06702023	Non-executive-Independent	30/09/2015	From 27.03.2015 - 9 months	1(One)	1 (One)	NIL
Dr.	D.V.R Prakash Rao	AHWPP0117E / 01099479	Non-executive-Independent	30/09/2015	From 27.03.2015 - 9 months	1(One)	1 (One)	1(One)
Mr.	Arvind Nandagopal	AAFPA6259G / 00059009	Executive	3/10/2013	NA	2(Two)	2(Two)	NIL

I. Composition of Committees		
Name of Committee	Name of Committee Members	Category
1. Audit Committee	1. Justice S. Jagadeesan 2. S. Natarajan 3. T. Manisriram 4. D.V.R Prakash Rao 5. Arvind Nandagopal	Chairperson-Independent Non-Executive Independent Independent Executive
2. Nomination & Remuneration Committee	1. D.V.R Prakash Rao 2. Justice S. Jagadeesan 3. T. Manisriram	Chairperson-Independent Independent Independent
3. Risk Management Committee(Not Applicable)	-	-
4. Stakeholders Relationship Committee	1. Justice S. Jagadeesan 2. M. Nandagopal 3. Arvind Nandagopal 4. T. Radhakrihsnan	Chairperson-Independent Executive-Chairman Executive Independent



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Regd.Office :

No.1, Cooks Road, Perambur, Chennai - 600 012.

Tel No : 044-2662 1053, Fax : 044 - 2662 1056 E-mail : binny@binnyltd.in

CIN:L17111TN1969PLC005736 Website: www.binnyltd.in



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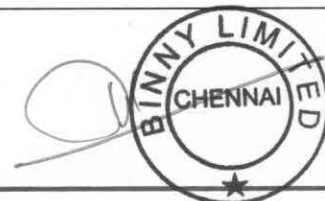
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I. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
12 th August 2015.	04 th November 2015, 20 th November 2015.	84 days

I. Meeting of Committees			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of the meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days
Audit Committee			
04 th November 2015.	Yes, Members Present 4. LOA is granted to Mrs. T. Mani Sriram.	12 th August 2015.	84 days
Stakeholder Relationship Committee			
5 th October 2015, 12 th October 2015, 19 th October 2015, 26 th October 2015, 2 nd November 2015, 11 th November 2015, 18 th November 2015, 30 th November 2015, 9 th December 2015, 18 th December 2015 28 th December 2015.	Yes. LOA is granted to Mr. Arvind Nandagopal for the meeting held on 28 th December 2015.	3 rd July 2015, 13 th July 2015, 20 th July 2015, 27 th July 2015, 03 rd August 2015, 12 th August 2015, 19 th August 2015, 28 th August 2015, 7 th September 2015.	

I. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholders' approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

II. Affirmations
1. The Composition of the Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee



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- b. Nomination & remuneration committee
- c. Stakeholders relationship committee
- d. Risk Management Committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation

For, Binny Limited

T Krishnamurthy
Chief Financial Officer & Company Secretary

