

# **BINNY**



## **ANNUAL REPORT AND ACCOUNTS**

**MARCH 2017**

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## **BINNY LIMITED**

ANNUAL REPORT

MARCH 2017

<b>DIRECTORS</b>	M. Nandagopal – Executive Chairman Justice S.Jagadeesan S. Natarajan Arvind Nandagopal – Managing Director R. Arunkumar
<b>CFO &amp; COMPANY SECRETARY</b>	T.Krishnamurthy
<b>BANKERS</b>	Axis Bank State Bank of India HDFC Bank
<b>AUDITORS</b>	Sagar & Associates, H.No. 6-3-244/5, Sarada Devi Street, Prem Nagar, Hyderabad - 500004
<b>REGISTERED OFFICE</b>	No: 1, Cooks Road Perambur Chennai 600 012 Tamilnadu

# BINNY LIMITED

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## NOTICE

Notice is hereby given that the Forty Eighth Annual General Meeting of Binny Limited will be held on Wednesday, November 29, 2017, at 11.00 A.M. at Kasturi Srinivasan Hall (Mini Hall), the Music Academy, New No.168, T.T.K Road, Royapettah, Chennai 600014, to transact the following businesses:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. S. Natarajan (DIN: 00155988), who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139, 142 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and based on the recommendation of Audit Committee the appointment of M/s.Sagar & Associates, Chartered Accountants, Hyderabad (Firm Registration No: 003510S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 51<sup>st</sup> Annual General Meeting of the Company, subject to the ratification at every Annual General Meeting, be and is hereby approved on such a remuneration as may be decided by the Board in consultation with the Auditors of the Company.

### Special Business

4. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

**RESOLVED THAT** subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Arunkumar Ranganathan (DIN: 00018588), who was appointed by the Board of Directors as an Additional Director of the company with effect from 06<sup>th</sup> September 2017 and who holds Office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Arunkumar Ranganathan as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5(five) consecutive years, up to 05<sup>th</sup> September 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors and the Secretary of the Company be and are hereby severally authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

### Registered Office:

No: 1, Cooks Road  
Perambur,  
Chennai 600 012  
Date: October 23, 2017

**ON BEHALF OF THE BOARD**

**M. Nandagopal**  
Executive Chairman  
DIN: 00058710

## BINNY LIMITED

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### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The instrument appointing the Proxy, in order to be effective, should be deposited, duly complete and signed, at the Registered Office of the Company not less than (48) Forty-Eight hours before the scheduled start of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

3. In terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief particulars of the Directors who are proposed to be appointed/re-appointed at this meeting forms part of the notice.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, November 22, 2017 to Wednesday, November 29, 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Registrar and Share Transfer Agent/Depository Participants(s). For members who have not registered their email address, physical copies of the above documents are being sent in permitted mode. Annual Report 2017 shall be available on the website of the Company [www.binnyltd.in](http://www.binnyltd.in).
6. The Registrar and Transfer Agent ('RTA') of the Company is M/s. Cameo Corporate Services Limited, No. 1, Subramanian Building, Club House Road, Anna Salai, Chennai-600002, Tamil Nadu. Please send all correspondence including requests for transfer / transmission of shares, change of address etc. to RTA of the Company.
7. Members are requested to intimate changes, if any, in their registered address to the RTA. Members holding shares in dematerialized form are requested to intimate/update their e-mail address with their respective Depository Participants.
8. Members are requested to furnish a copy of the PAN Card to the RTA for registration of transfer / transmission of shares.
9. Members, who are individuals may avail the facility of nomination as provided in Section 72 of the Companies Act, 2013 wherein a member may nominate in the prescribed manner with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/DEMAT form, the nomination form may be filed with the respective Depository Participant.

## BINNY LIMITED

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10. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report / notice for attending the meeting.
11. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, November 17, 2017 have the option to request for a copy of the Annual Report by sending an e-mail to [binny@binnyltd.in](mailto:binny@binnyltd.in) or [investor@cameoindia.com](mailto:investor@cameoindia.com).
12. In terms of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and amendments made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide the facility of remote electronic voting ('Remote E-Voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr. V. Suresh, Practicing Company Secretary, as the Scrutinizer for this purpose.
13. The Scrutinizer will, scrutinize the votes cast at the Meeting (Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: [www.binnyltd.in](http://www.binnyltd.in) and on the website of cameo at: <https://evotingindia.com>. The result will simultaneously be communicated to the stock exchange.

### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Sunday, November 26, 2017 at 9:00 AM and ends on Tuesday, November 28, 2017 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, November 17, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The members who have cast their vote through Remote e-voting, will not be allowed to vote again at venue of the Annual General Meeting. If they vote, their vote will be considered as invalid
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders / Members
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
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(viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### ANNEXURE TO THE NOTICE:

#### **(A) Statement pursuant to section 102 of Companies Act, 2013, in respect of Item No.4 of the Notice**

##### **ITEM NO: 4**

In accordance with the requirements of Section 149 of the Companies Act, 2013 and the Listing Regulations, 2015, the Company should have 50% of the total number of directors as Independent Directors and to fill the causal Vacancy caused by the resigned Independent Directors, it is proposed to appoint Shri. Arunkumar Ranganathan (DIN: 00018588) as an Independent Director of the company.

The Board is of the opinion that Shri. Arunkumar Ranganathan (DIN: 00018588) fulfills the conditions specified in the Act for appointment as an Independent Director of the company. Details of the Director, who is proposed to be appointed as an Independent Director, is furnished under the Report. The Board considers his association with the Company would be of immense benefit to the company. In view thereof, the Board has recommended Shri. Arunkumar Ranganathan (DIN: 00018588) to be appointed as an Independent Director for a term of five (5) consecutive years from 6<sup>th</sup> September 2017 to 5<sup>th</sup> September, 2022.



# BINNY LIMITED

## Memorandum of Interest

Concerned Director is interested in the resolution being related to his own appointment. Other than that, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, whether financially or otherwise in the Resolution as set out.

The documents relating to the subject matter are open for inspection on all working days during business hours at the Registered Office of the Company till the date of Annual General Meeting.

The Board recommends this Ordinary Resolution for member's approval.

## (B) Details Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Directors seeking re-appointment and appointment.

### (i) Director Seeking Re-appointment

Name of the Director: S. Natarajan

DIN: 00155988

Resume of the Director	Expertise in Specific functional areas	Disclosure of relationships between directors inter-se	Names of Listed entities in which the person also holds the Directorship and Membership of Committee of the Board
Shri. S. Natarajan DOB: 01/11/1947 Qualification: A.C.A Initial date of appointment: 11/01/1988	<p>He is Promoter and Director of the Company. He has been associated with the Company since the year 1988. Shri. S Natarajan is a member of the Institute of Chartered Accountants of India, New Delhi since 1975. He has been a practicing Chartered Accountant with more than 30 years of experience and was involved in active practice till 1987. During the period of his active practice years, he has consistently represented many of the leading Indian corporate houses like SPIC Group, Udayar Group, Binny Group, Shriram Group, Sterling Group, Modi Industries Group apart from lot of small, medium enterprises.</p> <p>His area of specialization includes Core Risk Management, Business Structuring, taxation matters, Environment Management and Statutory compliances under various Regulatory Bodies. He is also an expert in strategic planning and promotion of new business initiatives. He is actively involved in the real estate business of the group. He has wide range of experience and connected with a number of organizations related to financial &amp; non-financial services. His overall efforts have resulted in significant growth to the businesses, reach economies of scale and maximization of shareholder value.</p>	-	1. Binny Mills Limited 2. Ucal Fuel Systems Limited

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(ii) Director Seeking Appointment

Name of the Director: Arunkumar Ranganathan

DIN: 00018588

<b>Resume of the Director</b>	<b>Expertise in Specific functional areas</b>	<b>Disclosure of relationships between directors inter-se</b>	<b>Names of Listed entities in which the person also holds the Directorship and Membership of Committee of the Board</b>
Shri. Arunkumar Ranganathan DOB: 06/11/1972 Qualification: MBA Graduate from New Hamshire Univerity, U.S. and a Graduate in Law Initial date of appointment: 06/09/2017	Shri. ArunKumar Ranganathan is an Ex-banker, DSP Merrill Lynch. He was occupying the position as Senior Vice President in DSP Merrill Lynch for 8 years. At present, he is doing his own business, Tyche Vimpex Private Limited.	-	-

Registered Office:  
No: 1, Cooks Road  
Perambur,  
Chennai 600 012  
Date: October 23, 2017

**ON BEHALF OF THE BOARD**

**M. Nandagopal**  
Executive Chairman  
DIN: 00058710

# BINNY LIMITED

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## Date and Venue of 48<sup>th</sup> Annual General Meeting

**Date** : Wednesday, November 29, 2017

**Time** : 11:00 AM

**Venue** : Kasturi Srinivasan Hall (Mini Hall),  
The Music Academy,  
New. No. 168, T.T.K Road,  
Royapettah, Chennai – 600014.

### Route map to the Venue of the AGM:



# BINNY LIMITED

## DIRECTORS REPORT

Your Directors hereby submit the report on Business and Operations, along with the Audited Financial Results of the Company for the year ended 31<sup>st</sup> March 2017.

### FINANCIAL HIGHLIGHTS FOR THE YEAR ENDED MARCH 31, 2017:

(Rs. in Lakhs)

Particulars	For the Year	
	2016-17	2015-16
Revenue	45560.02	180.45
Expenditure	3318.98	1033.83
Operating Profit / (Loss)	42241.04	(853.38)
Profit / (Loss) before Depreciation & Tax	42241.04	(853.38)
Depreciation	19.63	17.82
Profit / (Loss) before Tax	42221.41	(871.20)
Tax	13140.28	-
Profit / (Loss) after Tax	29081.13	(871.20)
Exceptional items	39.53	-
Profit / (Loss) for the year	29041.60	(871.20)

### REVIEW OF OPERATIONS

As reported in the previous year's Director Report, the Company ceased the operation of Container Freight Station (CFS) with effect from May 2012 and since then, has been carrying on the general warehousing operation in the said CFS land with about 120 godowns.

The Board has approved in its Board Meeting held on 1<sup>st</sup> December 2014 a proposal of the Company for developing an integrated township in the CFS land area of 63.89 acres, where the general warehousing activity was carried on. Consequently, the Company discontinued the general warehousing operation with effect from 1<sup>st</sup> January 2015 and all the godowns have been completely vacated in the months of January/February 2015. Due to the total discontinuance of general warehousing operations, there is no rental income, except a meager amount of Rs.12.50 lakhs as against Rs.4.53 lakhs earned in the previous year.

The sale of land amounting to Rs.45519.00 lakhs constitutes major revenue for the year.

On the sale of 14.06 acres of Perambur Barracks Road property for a consideration of Rs.37000 lakhs, a reduction of Rs.1863.88 lakhs was allowed to the Purchaser towards land shortage value and a claim by the Purchaser towards compensation for delay in clearance was settled at Rs.804.94 lakhs and the same have been grouped under "Other Expenses" and the increase on "Other Expenses" is mainly on account of this.

Overall, the Company has reported a profit of Rs.42221.41 lakhs before Tax and exceptional item during the year.

After adjusting the provision for tax to the tune of Rs.13124.00 lakhs and the Deferred Tax of Rs.16.28 lakhs, the net profit for the year is Rs.29041.60 lakhs (PAT).

# **BINNY LIMITED**

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## **JOINT DEVELOPMENT AGREEMENT (JDA) WITH M/S.SPR CONSTRUCTION PVT. LTD.**

You are aware that the Company is embarked upon development of a World-class Integrated Township on Joint Development Model, in its main land area of 63.89 acres (previously used for CFS operations) at Perambur. For the same, the Company has entered into a Joint Development Agreement (JDA) on 26.6.2015 on revenue sharing model with M/s. SPR Construction Private Ltd., Chennai.

The integrated township is planned around a Wholesale Market development, co-existing with a separate Residential Project development within the township, serviced by the finest brands in Hospitality, Entertainment, Convention Centre, Retail Mall and High Street. The Project is expected to start by early next year and shall be developed over a period of 7-9 years in a phased manner wherein first phase is expected to be delivered in 36-42 months from the start of construction.

Binny Ltd and SPR Group believe that it can leverage upon opportunity that arises from the current physical and social infrastructure problems and lack of availability of legal premises in Sowcarpet (South India's largest Wholesale Market) located at just 3 kms away from the Project Site. The Management believes that property of 63.89 acres having road access from all four sides is only such large private land within close proximity, thus presenting a strong opportunity for development of wholesale market as an extension / alternative / parallel to Sowcarpet market and also a fully integrated residential township with School, Hospital, Convention cum cultural Centre with 3500+ seating capacity and Retail Mall & Entertainment Area. The Wholesale Market is planned and designed to meet the trading requirement of not only Chennai but entire South India and nearby Asian Economies given the proximity that Chennai Port enjoys.

This development will be based on concept of smart city with its vision of a destination "Where Business Meets Life". Expected Size of development under current CMDA Regulations would be based on 2.5 Basic FSI + 1 Premium FSI (subject to approvals).

## **DIVIDEND**

The Company does not recommend any dividend for the year ended March 31, 2017

## **DEPOSIT**

The Company did not invite or accept any deposit during the year under review.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. S. Natarajan (DIN: 00155988), Non-Executive Director, is liable to retire by rotation at the ensuing Annual General Meeting (AGM) pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible has offered himself for reappointment.

Appropriate resolution for his re-appointment is being placed for approval of the members at the ensuing AGM. The brief resume of the Director and other related information has been detailed in the Notice convening the 48<sup>th</sup> Annual General Meeting of the Company.

## **PARTICULARS OF EMPLOYEES**

No employee of the Company was in receipt of Remuneration during the Financial Year 2016-17 in excess of the sum prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## NUMBER OF MEETINGS OF THE BOARD

The Board Meetings at regular intervals were conducted to review the Company's business and to discuss its strategies and plans.

During the Year, 6 Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The maximum interval between the meetings did not exceed the period prescribed under the Companies Act, 2013 and Listing Regulations, 2015.

## COMMITTEES OF THE BOARD

The Board has the following Committees:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee; and
- 3) Stakeholders Relationship Committee.

The details on the number of Audit Committee Meetings and Stake Holders Relationship Committee meetings of the Company held during the year along with their constitution and other details are provided in the report on Corporate Governance.

During the year, all the recommendations of the Audit Committee were accepted by the Board.

## BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with rules issued thereunder and Listing Regulations, 2015, the Board has carried out a performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees for the financial year ended 2016-17.

## DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from all the independent directors under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## FAMILIARISATION PROGRAMMES:

The Company has a familiarisation programme for Independent Directors pursuant to Listing Regulations, 2015. The same is dealt with in the Annual Report. The Familiarisation Programme is available in the website of the Company. The link for the same is given as [http://www.binnyltd.in/images/policies/FAMILIARIZATION\\_DIRECTORS.pdf](http://www.binnyltd.in/images/policies/FAMILIARIZATION_DIRECTORS.pdf)

## EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 forms part of the Annual Report as **Annexure - I**.

## POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Policy provides for appropriate composition of Executive, Non-Executive and Independent Directors on the Board of Directors of your Company along with criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013.

## **BINNY LIMITED**

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The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy and as per the recommendations of Nomination and Remuneration Committee of the Company.

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **ANNEXURE-II**

The Nomination and Remuneration policy is posted on the Company's website on the below link.  
[http://binnyltd.in/images/policies/Nomination\\_Policy.pdf](http://binnyltd.in/images/policies/Nomination_Policy.pdf)

### **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the provisions contained in Section 134(3)(c) of the Companies Act, 2013, the Board to the best of its knowledge and belief and according to the information and explanations obtained by it confirms that:

- (a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2017, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and of the profit of the Company for the financial year ended 31<sup>st</sup> March, 2017;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a 'going concern' basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **VIGIL MECHANISM AND WHISTLE BLOWER POLICY:**

The Company has formulated and adopted a vigil mechanism for employees to report genuine concerns to the Chairman of the Audit Committee. The policy provides opportunity for employees to access in good faith, the Audit Committee, if they observe unethical and improper practices. The Whistle Blower Policy of the Company is available in the website of the Company. The link for the same is [http://www.binnyltd.in/images/policies/Whistle\\_Blower\\_Policy\\_Vigil\\_Mechanism.pdf](http://www.binnyltd.in/images/policies/Whistle_Blower_Policy_Vigil_Mechanism.pdf)

### **AUDITORS AND AUDITORS REPORT:**

#### **A. Statutory Auditors:**

M/s.CNGSN & Associates LLP (Firm Registration No. 004915S), the Statutory Auditors of the Company have resigned from the office of Statutory Auditors effective from 1<sup>st</sup> day of September 2017 and thus, there arose a casual vacancy in the office of Statutory Auditors of the Company.

M/s. Sagar & Associates (FRN.No:003510S), Chartered Accountants, Hyderabad have signified their willingness to act as Statutory Auditors of the Company and to carry out audit for financial year 2016-17 and to hold the office as Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting of the Company.

## **BINNY LIMITED**

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The Board of Directors at their meeting held on 6<sup>th</sup> September 2017 approved the appointment of M/s. Sagar & Associates (FRN.No:003510S), Chartered Accountants, Hyderabad as Statutory Auditors of the Company to carry out audit for the financial year 2016-17, subject to the approval of the members of the Company.

Further, the members at the Meeting conducted through Postal Ballot have approved the appointment of M/s. Sagar & Associates (FRN.No:003510S), Chartered Accountants, Hyderabad as Statutory Auditors of the Company for the financial year 2016-17, who would hold the office as Statutory Auditors of the Company up to the ensuing Annual General Meeting of the members of the Company.

The Board recommends their appointment as Statutory Auditors of the Company for a further period of three years.

The Auditors' Report does not contain any qualification.

### **B. Cost Auditors:**

The Company is not required to appoint Cost Auditors under Section 148(2) of The Companies Act, 2013 read with the Companies (Cost records and Audit) Rules, 2014.

### **C. Secretarial Auditor:**

Pursuant to the provisions Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Shri. V.Suresh, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the FY 2016-17. The report of the Secretarial Auditor is enclosed as **ANNEXURE** to this report. There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in the Report.

### **CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

The Company has complied with requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on the Corporate Governance practices, the Auditors' Certificate on compliance of mandatory requirements thereof is given as an annexure to the Corporate Governance Report.

Management's Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the Financial Statements provided in this Annual Report.

### **RISK MANAGEMENT:**

The company has formulated and laid down procedures about the risk assessment and risk management procedures. These procedures are periodically reviewed to ensure that risks are managed / mitigated through a well-defined framework.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There are no material changes or commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company, to which the financial statements relate and the date of the report.



# BINNY LIMITED

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All transactions with related parties were reviewed and approved by the Audit Committee. The details of the related party transactions as per Accounting Standard 18 are set out in Notes to the Financial Statements forming part of this report.

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form No. AOC- 2 as **ANNEXURE-III**.

## **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company is maintaining adequate and effective Internal Financial Control (IFC) over Financial Reporting (FR) based on Guidance notes on Audit for Internal financial Control over financial reporting, for ensuring the orderly and efficient conduct of its business, including adherence to its policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. These are in accordance with generally accepted accounting principles in India.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as follows:

### **Conservation of Energy**

1.	The steps taken or impact on conservation of energy	During the year NIL
2.	The steps taken by the Company for utilizing alternate sources of energy	
3.	The capital investment on energy conservation equipment	

### **Technology Absorption**

1.	The efforts made towards technology absorption	During the year NIL
2.	The benefits derived like product improvement, cost reduction, product development or import substitution	
3.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported, (b) the year of import, (c) whether the technology been fully absorbed, (d) if not fully absorbed, areas where absorption hasn't taken place, and the reasons thereof	
4.	The expenditure incurred on Research and Development	

Foreign Exchange Earnings and Outgo – Not applicable.

## **BINNY LIMITED**

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### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions aren't applicable

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There are no significant and material orders passed by the regulators or courts or tribunals that may have an impact for the Company as a going concern and/or company's operations.

### **ACKNOWLEDGEMENT**

The Directors acknowledge the cooperation and assistance extended by the Government of India and Government of Tamil Nadu and place on record their appreciation and gratitude to them.

The Directors also thank the shareholders, employees and all other stakeholders of the Company for their continued support and cooperation.

**ON BEHALF OF THE BOARD**

Chennai  
Date: October 23, 2017

**M. Nandagopal**  
Executive Chairman  
DIN: 00058710

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### i) Industry structure and developments:

With the decision to exploit its vast urban land bank, the Company has entered the real estate sector. This transformation is being undertaken because the Company understood the growth potential of the sector, and is in a position best-leverage the opportunities. While over 75% of the real estate market in India is related to residential housing, The Company is determined to largely focus on this segment while also developing a mixed portfolio that includes commercial property, retail, entertainment and hospitality.

The primary focus is on best utilising the land asset in Perambur area given the location's demand and land usage regulations.

### ii) Opportunities and threats:

The residential real estate segment in India has witnessed significant growth in the first decade of this millennium. Thereafter the impact of the global economic crisis was felt by the sector, there was a slowdown and decline in demand, subsequently the demand has started picking up gradually and the industry is in a phase of consolidation. Growth in commercial real estate has been driven largely by the flourishing service sector in the Country, especially the IT and IT enabled services (ITeS). While the real estate sector has strong fundamentals, it continues to be highly dependent on economic cycles. For the residential sector, the prevailing economic condition has a major impact on individuals buying power and the level of income related uncertainties that determine investment risk taking capabilities.

For the commercial segment, the relationship is even more direct, as improved economic activity requires more people to be employed that leads to demand for more office space.

### iii) Segment-wise or product-wise performance:

Not Applicable

### iv) Outlook:

By all indications, the Real estate sector will have turnaround in the next year or so. Indian economy is finally turning the corner though GDP growth is pegged at 7.2% this fiscal year, leading to better job and income prospects for salaried employees. This augurs well for the Indian realty industry, which was beset with muted sentiments owing to general economic downturn over the last couple of years. The turnaround in sentiment actually began after a series of incremental reforms and announcements, which benefits Indian industry as well as the real estate sector.

Some of these measures include the incentives announced by RBI for infrastructure financing, the reduction in interest rates on home loans, incentives for affordable housing, announcement of a framework for REITs (Real Estate Investment Trusts) and relaxation of norms for foreign direct investment in construction. The Government's initiative in relaxing complex FDI norms will lead to higher foreign inflows and more liquidity for the sector.

### v) Risk and concerns:

While the management of The Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Macro-Economic Risks: Interest rates, inflation and exchange rate risks are amongst the important macroeconomic indicators.
- Liquidity Risk: The time required for liquidity of project can vary depending on the quality and location of the property.
- Other Risks: Unanticipated delays in project approvals, Availability of accomplished and trained labour force, increased cost of manpower, rising cost of construction.

Market instability and uncertainty may create a slight flutter for the sector. The Current economic outlook, though not dim, seems bleak and can hamper the industry growth. Continuous change in policies will tend to affect investment as well.

**vi) Internal Control system and their adequacy**

The Company has adequate internal control systems commensurate with its size and nature of business and complexity of operations. Internal Auditors conduct regular audits and report to the Audit Committee, thus ensuring the adequacy and effectiveness of Internal Control. The observations of the Internal Auditors are reviewed periodically on a quarterly basis and due compliances ensured. The exceptional items are reported to the Board.

**vii) Discussion on financial performance with respect to operational performance.**

Financial performance with respect to operational performance is discussed in the main part of the Report.

**viii) Material Developments in Human Resources / Industrial Relations front, including number of people employed.**

The Company's streamlined reporting system ensures efficiency. The Company continues with the job appraisal system ensuring overall growth of the employees of the Company. The Company still invests in training and development of its employees. The thrust of The Company has been on talent improvement through training programmes. Industrial relations have continued to be cordial throughout the year.

# BINNY LIMITED

## CORPORATE GOVERNANCE

The Directors present Company's report on Corporate Governance in compliance with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the practices followed by the Company.

The Company is committed and consistently practised good corporate governance. The Company's philosophy on Corporate Governance is compliance of matters by maintaining disclosure, transparency, accountability and aiming at enhancing the long term value of all stakeholders and the Company endeavours to ensure that highest standards of ethics and code of conduct are met throughout the organization.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of Listing Regulations is given below:

### 1. BOARD OF DIRECTORS

The Board of Directors of the Company has a combination of Executive, Non-Executive Directors & Independent Directors to ensure proper governance and management. The composition of the Board and category of Directors are as follows.

#### 1.1 Composition/Category of Directors/Attendance at Meetings/Directorships & Committee Memberships in other Companies as on March 31, 2017:

Name	Directorship	Attendance particulars		No. of Directorship, Committee Membership/Chairmanship in other Companies			Date of appointment
		Board Meeting	47 <sup>th</sup> AGM	Other Directorship in Public Limited Company*	Committee Membership*	Committee Chairman Ship*	
Shri. M. Nandagopal	Promoter and Executive Chairman	6	Yes	8	1	-	03-10-2013
Justice S. Jagadeesan	Independent Non-executive	3	Yes	-	-	-	05-09-2007
Shri. S. Natarajan	Non-executive Promoter	2	Yes	5	-	1	11-01-1988
Smt. T. Mani Sriram**	Independent Non-executive	4	No	-	-	-	14-11-2014
Shri. T. Radhakrishnan**	Independent Non-executive	6	Yes	-	-	-	27-03-2015
Dr. D.V.R Prakash Rao**	Independent Non-executive	4	Yes	-	-	-	27-03-2015
Shri. Arvind Nandagopal	Promoter and Managing Director	6	Yes	5	-	-	03-10-2013

\* Excludes directorship, Committee Memberships and Chairmanships in Binny Limited. Also excludes directorship in Private Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.

\* Shri. Arvind Nandagopal, Managing Director is the Son of Shri. M. Nandagopal, Executive Chairman.

\* Non-executive directors did not hold any shares and convertible instruments in the Company.

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None of the Independent/Non-Executive Directors have any material pecuniary relationship or transactions with the Company which in the judgment of the Board may affect the independence of the director except receiving sitting fee for attending meetings.

\*\* Dr. D V R Prakasha Rao and Mr. T Radhakrishnan had resigned from the Board as Independent Directors of the Company on May 20, 2017 and Mrs. T Manisriram had resigned from the Board as an Independent Director on October 05, 2017

## 1.2 Board Meetings

During the year, 6 Board Meetings of the Company were held on the following dates:

12-04-2016	17-05-2016	27-05-2016	10-08-2016	08-11-2016	11-02-2017
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## 1.3 FAMILIARISATION PROGRAMMES OF INDEPENDENT DIRECTORS

Brief details of the familiarization programme for Independent Directors of the Company are uploaded on the website of your Company and can be accessed through the following link: [http://binnyltd.in/images/policies/FAMILIARIZATION\\_DIRECTORS.pdf](http://binnyltd.in/images/policies/FAMILIARIZATION_DIRECTORS.pdf)

## 2. BOARD COMMITTEES

The Board has constituted various Committees for support in discharging its responsibilities. There are three Committees constituted by the Board namely Audit Committee, Nomination and Remuneration Committee and Statkeholders Relationship Committee. The Company Secretary acts as the Secretary of the Committees of the Board

### AUDIT COMMITTEE

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations 2015. The Committee consists of four Independent Directors, One Non-Executive Director and Managing Director. The members of the Audit Committee are financially literate and have experience in financial management.

The Statutory Auditor and Internal Auditor are invited to attend the Audit Committee meetings as and when necessary and the Company Secretary acts as the Secretary of the Committee.

During the year, 3 Audit Committee Meetings of the Company were held on the following dates:

17-05-2016	10-08-2016	11-02-2017
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### 2.1 Composition, name of members & Chairman, meetings held during the year and attendance at meetings:

Name of the Member	Directorship in the Board	Committee Membership	Number of Meeting's Attended
Justice S. Jagadeesan	Independent Director	Chairman	1
T. Mani Sriram	Independent Director	Member	3
Dr. D.V.R Prakash Rao	Independent Director	Member	3
T. Radhakrishnan	Independent Director	Member	1
S. Natarajan	Non-executive Director	Member	1
Arvind Nandagopal	Managing Director	Member	3

2.2 The terms of reference of the Audit Committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) Qualifications if any, in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

### 3. NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee is governed by its Policy and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations 2015. The policy is available in the web link [http://www.binnyltd.in/policies\\_codes.html](http://www.binnyltd.in/policies_codes.html). No meeting was held during the year. The Committee is composed as follows;

Name of the Member	Directorship in the Board	Committee Membership
Dr. D.V.R Prakash Rao	Independent Director	Chairman
Justice S. Jagadeesan	Independent Director	Member
T. Manisriram	Independent Director	Member

#### 3.1 Brief description of terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

#### 3.2 Performance evaluation criteria

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and Part D of Schedule II of the Listing Regulations, 2015 and as per the Nomination and Remuneration policy, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2016-17.



## 4. REMUNERATION OF DIRECTORS

The ability to attract and retain talented and quality resources is a significant characteristic of any successful organisation. The Company's Remuneration policy formulated by the Nomination and Remuneration Committee provides the framework for remuneration of the Board members as well as all employees including the Key Managerial Personnel. This policy is guided by the principles and objectives as enumerated in Section 178 of the Companies Act, 2013 and Listing Regulations, 2015 to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

The Non-Executive Directors are also paid sitting fees within the limits prescribed under the Companies Act, 2013 for every Board/Committee meetings attended by them

### a. Non-Executive Directors:

Sitting Fees Paid 2016-17

Name	Rs.
Justice S. Jagadeesan	30,000
Shri. S. Natarajan	-
Dr. D.V.R. Prakash Rao	40,000
Smt. T. Manisriram	40,000
Shri. T. Radhakrishnan	60,000

During the year 2016-17 there is no pecuniary relationship or transactions made between the Company and Non-Executive Directors.

### b. Managing Director and Executive Director:

(In Lakhs)

Name of Director	Salary	Benefits	Bonus	Stock Options
Shri. M. Nandagopal, Executive Director	Nil	Nil	Nil	Nil
Shri. Arvind Nandagopal, Managing Director	59.96	Nil	Nil	Nil

The Company does not have any Employee Stock Option Scheme.

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition of the Stakeholder Relationship Committee is in Compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulation, 2015.

### 5.1 Terms of Reference:

The Committee oversees, reviews and monitors all matters connected with transfer/transmission/transposition of shares/non-receipt of Annual Report, issue of duplicate Share certificate, Consolidation and split of share certificates, re-materialization and dematerialization of shares, reviewing the performance of Registrar and Transfer Agents and looking into the redressal's and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

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Further all the investors' / shareholders' grievances and the action taken by the Company to the satisfaction of the shareholders are brought to the attention of the Committee. The Committee had Twenty Six meetings on the following dates during the year 2016-17, April 04 2016; April 13 2016; April 21 2016; April 27 2016; May 02 2016; May 09 2016; May 18 2016; June 09 2016; June 20 2016; August 08 2016; August 18 2016; September 19 2016; October 03 2016; October 18 2016; November 04 2016; December 07 2016; December 19 2016; January 09 2017; January 18 2017; January 25 2017; January 30 2017; February 13 2017; February 20 2017; February 27 2017; March 07 2017 & March 10 2017.

Name of the Member	Directorship in the Board	Committee Membership	Number of Meeting's Attended
Justice S. Jagadeesan	Independent Director	Chairman	26
M. Nandagopal	Executive Chairman	Member	26
Arvind Nandagopal	Managing Director	Member	26
T. Radhakrishnan	Independent Director	Member	26

Shri. T. Krishnamurthy, Company Secretary has been designated as the Compliance Officer of the Company.

Cameo Corporate Services Limited, Chennai, is the Company's Registrar and Share Transfer Agent (RTA). The contact details are available in the General Shareholder Information section of the Report

### 5.2 Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2016-17 are given below:

Number of Complaints received	10
Number not solved to the satisfaction of Shareholders	NIL
Number of Pending Complaints	01*

\*As on 31.03.2017 one shareholder Complaint was pending, as clarification was sought by SEBI, the same was resolved on 20.04.2017.

## 6. DETAILS OF GENERAL BODY MEETINGS:

### 6.1 Annual General Meeting

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

Financial Year	Date	Venue of AGM	Time	No. of special resolution(s) set out at the AGM
45 <sup>th</sup> AGM 2013-14	29-09-2014	No. 1, Cooks Road, Perambur, Chennai – 600 012	10:00 A.M	<ul style="list-style-type: none"> <li>Approval for continuance of the appointment of Mr. M. Nandagopal, who has completed the age of 70 years as Whole Time Director of the company for the residual period of his respective appointment i.e., up to the period 02.10.2018</li> </ul>

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Financial Year	Date	Venue of AGM	Time	No. of special resolution(s) set out at the AGM
46 <sup>th</sup> AGM 2014-15	30-09-2015	Kasturi Srinivasan Hall(Mini Hall), The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai – 600014.	11:00 A.M	<ul style="list-style-type: none"> <li>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</li> </ul>
47 <sup>th</sup> AGM 2015-16	30-09-2016	Kasturi Srinivasan Hall(Mini Hall), The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai – 600014.	10:00 A.M	NIL

### 6.2 Postal Ballot

During the year, the Company approached the Shareholders twice through Postal Ballot on February 2016 and November 2016. The details of the resolutions and the voting results are as follows:

**Date of Postal Ballot Notice:** February 17, 2016

**Voting Period:** March 04, 2016 to April 02, 2016

**Date of Declaration of results:** April 04, 2016

Resolution No. and Description	Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution
Special Resolution Approval of the Shareholders u/s. 180 (1) (a) of the Companies Act, 2013 for Rs. 255 Crs of NCDs.	1,66,98,952	1,66,96,184	2,768
Special Resolution Approval of the Shareholders u/s. 180(1) (a) of the Companies Act, 2013 for Rs. 45 Crs of Loan	1,66,98,952	1,66,96,184	2,768
Special Resolution Approval of the Shareholders u/s. 186 of the Companies Act, 2013 for Rs. 255 Crs of NCDs.	1,66,98,952	1,66,96,184	2,768
Special Resolution Approval of the Shareholders u/s. 186 of the Companies Act, 2013 for Rs. 45 Crs of Loan.	1,66,98,952	1,66,96,184	2,768

## BINNY LIMITED

**Date of Postal Ballot Notice:** November 08, 2016

**Voting Period:** November 19, 2016 to December 18, 2016

**Date of Declaration of results:** December 19, 2016

Particulars	Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution
Special Resolution u/s 13 of the Companies Act, 2013 for Alteration of the Main Objects Clause of the Memorandum of Association of the Company	1,75,64,723	1,33,28,182	42,36,541

Mr. V. Suresh, Practicing Company Secretary FCS: 2969, was appointed as the Scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

### 6.3 Procedure for Postal Ballot:

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, your Company provided electronic voting (e-voting) facility to all its members. The Company engages the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatches the postal ballot notices and forms along with prepaid business reply envelopes to its members whose names appear on the Register of Members / list of beneficiaries as on cut – off date. The Company also publishes a notice in the newspapers declaring the details of completion of dispatch and other requirements under the Companies Act, 2013 and the Rules issued thereunder.

Voting rights are reckoned on the paid up value of shares of your Company in the names of the shareholders as on the cut – off date. Members desiring to vote through physical ballot/electronic mode are requested to vote/return the forms before the close of business hours on the last date of e-voting.

The Scrutinizer submits his report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman / authorized officials of your Company. The results are displayed on the website of your Company ([www.binnyltd.in](http://www.binnyltd.in)), besides being communicated to the Stock Exchange and CDSL. The date of declaration of results of Postal Ballot shall be date on which the resolution would be deemed to have been passed, if approved by requisite majority.

### 7. MEANS OF COMMUNICATION:

Your Company recognizes the significance of timely dissemination of information to shareholders. Accordingly, the Quarterly, half-yearly and annual financial of the Company results were published in the leading English and Vernacular language newspaper, “Business Standard” (English) and “Makkal Kural” (Tamil) periodically.

# BINNY LIMITED

In compliance with Regulation 46 of the Listing Regulations, 2015, all vital informations, announcements and policies of the Company have been posted on the Company's website [www.binnyltd.in](http://www.binnyltd.in).

All material information in terms of the Listing Regulations, 2015 and other rules and regulations issued by the SEBI about the Company is promptly communicated to the Bombay Stock Exchange (BSE) where the Company's share is listed, through the prescribed mode of communication.

## 8. GENERAL SHAREHOLER INFORMATION:

### 8.1 48<sup>th</sup> Annual General Meeting:

**Date:** Wednesday, November 29, 2017

**Time:** 11.00 a.m.

**Venue:** Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, T.T.L Road, Royapettah, Chennai - 600014

### 8.2 Financial Year:

The financial year covers the period from 1<sup>st</sup> April to 31<sup>st</sup> March every year.

### 8.3 Date of Book Closure

November 22, 2017 to November 29, 2017 (both days inclusive)

### 8.4 Dividend payment date:

No dividend has been recommended by the Board of Directors of the Company.

### 8.5 Listing of Stock Exchange:

The Stock Exchange at which the equity shares of the Company is listed and the stock code is:

Name of Stock Exchange	Address	Security ID / Scrip Code
Bombay Stock Exchange Ltd (BSE LTD)	P.J. Tower, Dalal Street, Fort Mumbai – 400 001.	Binny / 514215

ISIN of Company's equity shares having face value of Rs. 5 each is INE118K01011. The Company has paid till date, appropriate listing fee to the stock exchange where the Company's Equity Shares is listed.

### 8.6 Market Price:

The closing market price of equity shares on March 31, 2017 (last trading day of the year) was Rs.130.15 on BSE.

Monthly High/Low price of the Equity Shares traded during the year 2016-17 in Bombay Stock Exchange Limited.

(2016-17)		April	May	June	July	Aug	Sep	Oct	Nov	Dec	Jan	Feb	March
BSE	High	120.00	129.00	117.50	108.50	108.00	182.50	168.80	158.50	100.15	92.10	137.15	152.00
	Low	79.00	88.00	90.25	90.00	89.00	115.00	145.50	102.60	72.00	72.10	73.60	119.00

## BINNY LIMITED

### 8.7 Registrar and Share Transfer Agent:

M/s Cameo Corporate Services Limited, Chennai, is Registrar and Transfer Agent for the company providing connectivity with the NSDL / CDSL for demat services, also undertake share transfer in physical format and other related services. Members are requested to send all their communications and documents pertaining to both shares in physical form and dematerialised form to the Registrar at the following address:

M/s CAMEO CORPORATE SERVICES LIMITED UNIT: BINNY 5 <sup>th</sup> Floor, Subramanian Building No. 1, Club House Road, Chennai 600 002 Phone: 044-28460390(5 lines); Fax: 044-28460129 Email: investor@cameoindia.com	Contact person: Shri. R D Ramaswamy Designation: Director Mr. D Narasimhan Designation: Senior Executive (Shares)
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### 8.8 Share Transfer System

The share transfer and other requests are processed within 15 days from the date of lodgement, provided the documents are complete in all respects.

The Stakeholders Relationship Committee meets as and when required to consider and approve the transfer, transmission of shares of the Company. The dematerialized shares are transferred directly to the beneficiaries through the depositories. As of March 31, 2017, there are no pending share transfers pertaining to the year under review.

### 8.9 Shareholding as on March 31, 2017

a) Distribution of equity Shareholding as at March 31, 2017.

Shareholding	Shareholders		Total Shares	% on equity Capital
1-5000	9732	99.04	2089377	9.36
5001-10000	42	0.43	298014	1.34
10001-20000	21	0.21	300401	1.35
20001-30000	4	0.04	106478	0.48
30001-40000	3	0.03	103746	0.46
40001-50000	2	0.02	96500	0.43
50001-100000	7	0.07	538480	2.41
100001 - and above	15	0.15	18786414	84.17
<b>Total</b>	<b>9826</b>	<b>100.00</b>	<b>22319410</b>	<b>100.00</b>

## BINNY LIMITED

b) Distribution of Preference Shareholding as at March 31, 2017.

Shareholding	Shareholders		Total Shares	% on Preference Capital
5-5000	-	-	-	-
5001-10000	-	-	-	-
10001-20000	-	-	-	-
20001-30000	-	-	-	-
30001-40000	-	-	-	-
40001-50000	-	-	-	-
50001-100000	-	-	-	-
100001 - and above	1	1	234432855	100.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>234432855</b>	<b>100.00</b>

c) Shareholding pattern as at March 31, 2017.

Category	No. of Holders	% to Equity	% to Preference
Promoters	10	74.69	100.00
Corporate Body	154	2.83	-
Bank/Financial Institutions	14	0.05	-
Resident	9575	18.28	-
Insurance Companies	2	2.03	-
Foreign National	3	0.00	-
NRI	55	2.11	-
Clearing Member	12	0.01	-
Trusts	1	0.00	-
Total	9826	100.00	100.00

### 8.10 Dematerialization of Shares and Liquidity:

The detail of shares dematerialized and those held in physical form, as on March 31, 2017.

Particulars	No. of Shares	Percentage to the equity Capital
PHYSICAL	16,09,289	7.21
DEMAT		
NSDL	1,96,64,687	88.11
CDSL	10,45,434	4.68

## BINNY LIMITED

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Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic/dematerialized form. For any clarification, assistance or information, please contact M/s. Cameo Corporate Services Limited.

### **8.11 Outstanding GDR / ADRs / Warrants or any Convertible Instrument, as on 31<sup>st</sup> March 2017:**

As on date, the Company has not issued GDRs, ADRs, or any other Convertible Instruments which are pending for conversion.

### **8.12 Address for Communication:**

Shri. T.Krishnamurthy, Compliance Officer

Address: Binny Limited, 1 Cooks Road, Perambur, Chennai 600 012

E-mail: [binny@binnyltd.in](mailto:binny@binnyltd.in)

Phone: 044-26621053.

## **9. DISCLOSURES:**

### **i. Materially Significant Related Party Transactions:**

Related parties transactions are disclosed in the Notes on Accounts and there are no other materially significant related parties' transactions made by the Company with the Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on related party transactions has been placed on the Company's website and can be accessed through the following link: [http://binnyltd.in/images/policies/RELATED\\_TRANSACTION\\_POLICY.pdf](http://binnyltd.in/images/policies/RELATED_TRANSACTION_POLICY.pdf)

### **ii. Penalties / Strictures**

During the year Unaudited Financial Results for the quarter ended 30.09.2016 was placed before the Audit Committee within the due date (i.e., 14.11.2016) for its consideration and approval. However, the same was not considered by the Committee as the requisite quorum for conducting a valid Audit Committee Meeting was not present, due to non-availability of two Independent Directors. The agenda item was adjourned to next Audit Committee Meeting.

The Board then reconstituted the Audit Committee by adding one more Independent Director (Shri.T. Radhakrishnan) as a member in the Committee, then the Unaudited Financial Results for the quarter ended 30.09.2016 and 31.12.2016 was considered and approved by the Board after the recommendations of Audit Committee on 11.02.2017.

Since, the Unaudited Financial Results for the quarter ended 30.09.2016 has not been approved within the permitted time limit prescribed under SEBI Listing Regulations, 2015 a penalty of Rs.6,34,334.25/- was levied by the M/s.Bombay Stock Exchange.



Other than penalty mentioned above no other strictures/penalties were imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years. The Company has been complying with SEBI Rules and Regulations.

### **iii. Whistle Blower Policy**

During the Financial Year, there was no such incident that necessitated the Audit Committee to investigate according to the Whistle Blower Policy.

In difference to Section 177 (9) of the Act read with relevant rule 7 of the Companies (Meetings of Board and its powers) rules, 2014 and Listing Regulations, 2015, the Company has established a Vigil Mechanism overseen by the Audit Committee. This has been uploaded in the Company's website. The link for the same is [http://binnyltd.in/images/policies/Whistle\\_Blower\\_Policy\\_Vigil\\_Mechanism.pdf](http://binnyltd.in/images/policies/Whistle_Blower_Policy_Vigil_Mechanism.pdf)

No personnel were denied access to the Audit Committee of the Company.

### **iv. Compliance with the discretionary requirements under Listing Regulations, 2015**

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

Separate posts of Chairman and Managing Director: The Positions of the Chairman and Managing Director are separate. Shri. M. Nandagopal was appointed as Executive Chairman and Shri. Arvind Nandagopal was appointed as Managing Director.

### **v. Subsidiary Companies/Associate Companies and Joint Ventures**

The Company does not have any Subsidiary Companies/Associate Companies and Joint Ventures.

## **10. CODE OF CONDUCT**

The Company's Board of Directors laid down and adopted a Code of Conduct under Corporate Governance for all the Directors and the Senior Management Personnel of The Company. The said Code of Conduct has also been posted on the Company's website in the below link: <http://binnyltd.in/images/policies/CODE%20OF%20CONDUCT.pdf>

The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct for 2016-17 in the Board meeting held on September 06, 2017. A declaration signed by the Company's Managing Director to this effect is enclosed at the end of this report.

## **11. CERTIFICATION ON CORPORATE GOVERNANCE**

As required under the Listing Regulations, 2015, Shri. V. Suresh, Practicing Company Secretary has verified the compliances of the Corporate Governance. A Certificate affirming the compliance is annexed to this Report.

**12. CEO/CFO CERTIFICATION**

As required under Regulation 17 (8) of the Listing Regulations, 2015, the CEO/CFO certificate for the financial year 2016 – 17 signed by Shri Arvind Nandagopal, Managing Director and Shri T. Krishnamurthy, CFO & Company Secretary, was placed before the Board of Directors of your Company at their meeting held on October 23, 2017 and the same is provided as Annexure to this Report.

**13. DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with Regulation 26 read with Schedule V (D) of the Listing Regulations, 2015, I hereby confirm that all the Directors and the Senior Management Personnel have affirmed compliance with their respective code of conduct and ethics as applicable to them, for the year ended on 31<sup>st</sup> March 2017.

Chennai  
October 23, 2017

**On behalf of the Board**

**Arvind Nandagopal**  
Managing Director  
DIN:00059009

## **BINNY LIMITED**

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**Annexure to Report on Corporate Governance for the financial year ended on 31<sup>st</sup> March, 2017:**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
UNDER SECURITIES AND EXCHANGE BOARD OF INDIA  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To the Members of Binny Limited

I have examined the compliance of Corporate Governance by Binny Limited, for the year ended 31<sup>st</sup> March 2017, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me,

I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the following:

- The unaudited Financial Results for the Quarter ended 30.09.2016 was not filed with the Stock Exchange within the stipulated time as prescribed under Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. However, the Company has paid penalty of Rs.6,34,334.25/- imposed by the Bombay Stock Exchange, in this regard. The gap between 2 Audit Committee Meetings held on 10.08.2016 and 11.02.2017 is more than 120 days as stipulated under and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

I further state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by it.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai  
Date : October 23, 2017

**V Suresh**  
Practicing Company Secretary  
C.P.No: 6032

# BINNY LIMITED

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## CEO / CFO Certification

To,

The Board of Directors,  
Binny Limited, Chennai.

We, Arvind Nandagopal, Managing Director and T. Krishnamurthy, Chief Financial Officer and Company Secretary (CFO & CS) of Binny Limited to the best of our knowledge and belief hereby certify that:

- A. We have reviewed the financial statements for the year ended on March 31, 2017 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year ended on March 31, 2017 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- (1) There has not been any significant changes in internal control over financial reporting during the year;
  - (2) There has not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Arvind Nandagopal**

Managing Director  
DIN:00059009

Place: Chennai

Date: October 23, 2017

**T. Krishnamurthy**

CFO & CS

# BINNY LIMITED

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN ON THE FINANCIAL YEAR ENDED ON 31.03.2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L17111TN1969PLC005736
ii.	Registration Date	30/06/1969
iii.	Name of the Company	BINNY LIMITED
iv.	Category / Sub-Category of the Company	Public Company / Company having Share Capital
v.	Address of the Registered office and contact details	No: 1, Cooks Road, Otteri, Perambur Chennai Chennai TN 600012, Phone: 26624962, Mail ID: <a href="mailto:binny@binnyltd.in">binny@binnyltd.in</a> , website: <a href="http://www.binnyltd.in">www.binnyltd.in</a>
vi.	Whether listed company	Yes Listed in BSE India Limited Scrip No. 514215
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited, Subramanian Building, I Floor 1 Club House Road, Chennai 600 002. Tel.: 28460390 Fax: 28460129 E-mail: <a href="mailto:cameo@cameoindia.com">cameo@cameoindia.com</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Real estate activities with own or leased property	6810	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	NIL	NA	NA	NA	NA

# BINNY LIMITED

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### (i) Category-wise Share Holding

Name of the Company : **BINNY LIMITED**

Face Value : 5 /-

Paidup Shares as on 01-Apr-2016 : 22319410

Paidup Shares as on 31-Mar-2017 : 22319410

For the Period From : 01-Apr-2016 to 31-Mar-2017

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	11390110	0	11390110	51.0323	11390110	0	11390110	51.0323	0.0000
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	5273457	5750	5279207	23.6529	5273457	5750	5279207	23.6529	0.0000
d.	FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	<b>SUB - TOTAL (A)(1)</b>	<b>16663567</b>	<b>5750</b>	<b>16669317</b>	<b>74.6852</b>	<b>16663567</b>	<b>5750</b>	<b>16669317</b>	<b>74.6852</b>	<b>0.0000</b>
2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	<b>SUB - TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)</b>	<b>16663567</b>	<b>5750</b>	<b>16669317</b>	<b>74.6852</b>	<b>16663567</b>	<b>5750</b>	<b>16669317</b>	<b>74.6852</b>	<b>0.0000</b>
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	FINANCIAL INSTITUTIONS/ BANKS	971000	11260	982260	4.4009	0	11260	11260	0.0504	-4.3504
c.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	368590	368590	1.6514	0	368590	368590	1.6514	0.0000
d.	VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	452747	0	452747	2.0284	452747	0	452747	2.0284	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000

# BINNY LIMITED

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER									
	<b>SUB - TOTAL (B)(1)</b>	<b>1423747</b>	<b>379850</b>	<b>1803597</b>	<b>8.0808</b>	<b>452747</b>	<b>379850</b>	<b>832597</b>	<b>3.7303</b>	<b>-4.3504</b>
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	94876	91990	186866	0.8372	173579	91060	264639	1.1856	0.3484
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	654344	1151836	1806180	8.0924	1175418	1118689	2294107	10.2785	2.1861
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	1339839	0	1339839	6.0030	1601814	0	1601814	7.1767	1.1737
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	<b>ANY OTHER</b>									
	CLEARING MEMBERS	450	0	450	0.0020	2162	0	2162	0.0096	0.0076
	FOREIGN NATIONALS	0	0	0	0.0000	250	0	250	0.0011	0.0011
	HINDU UNDIVIDED FAMILIES	53230	0	53230	0.2384	183201	0	183201	0.8208	0.5823
	NON RESIDENT INDIANS	445951	13940	459891	2.0604	457343	13940	471283	2.1115	0.0510
	TRUSTS	40	0	40	0.0001	40	0	40	0.0001	0.0000
		499671	13940	513611	2.3011	642996	13940	656936	2.9433	0.6421
	<b>SUB - TOTAL (B)(2)</b>	<b>2588730</b>	<b>1257766</b>	<b>3846496</b>	<b>17.2338</b>	<b>3593807</b>	<b>1223689</b>	<b>4817496</b>	<b>21.5843</b>	<b>4.3504</b>
	<b>TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)</b>	<b>4012477</b>	<b>1637616</b>	<b>5650093</b>	<b>25.3147</b>	<b>4046554</b>	<b>1603539</b>	<b>5650093</b>	<b>25.3147</b>	<b>0.0000</b>
	<b>TOTAL (A)+(B)</b>	<b>20676044</b>	<b>1643366</b>	<b>22319410</b>	<b>100.0000</b>	<b>20710121</b>	<b>1609289</b>	<b>22319410</b>	<b>100.0000</b>	<b>0.0000</b>
C.	<b>SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED</b>									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>20676044</b>	<b>1643366</b>	<b>22319410</b>	<b>100.0000</b>	<b>20710121</b>	<b>1609289</b>	<b>22319410</b>	<b>100.0000</b>	<b>0.0000</b>

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)**

**ii) Shareholding of promoters**

Name of the Company : **BINNY LIMITED**

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year	FOLIO/DP_CU_ID	PAN	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares					
1	NANDAGOPAL M	10012110	44.8583	40.2085	10012110	44.8583	40.2085	0.0000	'IN30160411294983	AADPN2678L	8974310	8974310
2	ARTHOS BREWERIES LIMITED	1615017	7.2359	7.2359	1615017	7.2359	7.2359	0.0000	'IN30160411302713	AAABCA4799E	1615017	1615017
3	SHEETALA CREDIT AND HOLDINGS PRIVATE LIMITED	850000	3.8083	0.0000	850000	3.8083	0.0000	0.0000	'IN30131321578644	AAICS7668F	0	0
4	SATLUJ CREDIT AND HOLDINGS PRIVATE LIMITED	840000	3.7635	0.0000	840000	3.7635	0.0000	0.0000	'IN30131321578652	AAICS7786G	0	0
5	RAJAT CHAKRA CREDIT AND HOLDINGS PRIVATE LIMITED	840000	3.7635	0.0000	840000	3.7635	0.0000	0.0000	'IN30131321578677	AAACR9242A	0	0
6	CALCOM CREDIT AND HOLDINGS PRIVATE LIMITED	840000	3.7635	0.0000	840000	3.7635	0.0000	0.0000	'IN30131321578804	AAACC5354N	0	0
7	ARVIND NANDAGOPAL	800000	3.5843	3.5843	800000	3.5843	3.5843	0.0000	'IN30160411294774	AAFFPA6259G	800000	800000
8	RAJALAKSHMI N	578000	2.5896	0.0000	578000	2.5896	0.0000	0.0000	'IN30131321578263	AAJPR3025P	0	0
9	TWENTIETH CENTURY-APCO LEASING PRIVATE LIMITED	288440	1.2923	0.0000	288440	1.2923	0.0000	0.0000	'IN30131321578669	AACT1854G	0	0
10	TIGERS FARMS PVT LTD	5750	0.0257	0.0000	5750	0.0257	0.0000	0.0000	'00010447	AACT9108R	0	0



## BINNY LIMITED

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

#### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name of the Company : **BINNY LIMITED**

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	NANDAGOPAL M						
	At the beginning of the year 01-Apr-2016	10012110	44.8583	10012110	44.8583	'IN30160411294983	AADPN2678L
	At the end of the Year 31-Mar-2017	10012110	44.8583	10012110	44.8583		
2	ARTHOS BREWERIES LIMITED						
	At the beginning of the year 01-Apr-2016	1615017	7.2359	1615017	7.2359	'IN30160411302713	AABCA4799E
	At the end of the Year 31-Mar-2017	1615017	7.2359	1615017	7.2359		
3	SHEETALA CREDIT AND HOLDINGS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2016	850000	3.8083	850000	3.8083	'IN30131321578644	AAICS7668F
	At the end of the Year 31-Mar-2017	850000	3.8083	850000	3.8083		
4	SATLUJ CREDIT AND HOLDINGS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2016	840000	3.7635	840000	3.7635	'IN30131321578652	AAICS7786G
	At the end of the Year 31-Mar-2017	840000	3.7635	840000	3.7635		
5	RAJAT CHAKRA CREDIT AND HOLDINGS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2016	840000	3.7635	840000	3.7635	'IN30131321578677	AACCR9242A
	At the end of the Year 31-Mar-2017	840000	3.7635	840000	3.7635		

## BINNY LIMITED

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
6	CALCOM CREDIT AND HOLDINGS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2016	840000	3.7635	840000	3.7635	'IN30131321578804	AACCC5354N
	At the end of the Year 31-Mar-2017	840000	3.7635	840000	3.7635		
7	ARVIND NANDAGOPAL						
	At the beginning of the year 01-Apr-2016	800000	3.5843	800000	3.5843	'IN30160411294774	AAFP6259G
	At the end of the Year 31-Mar-2017	800000	3.5843	800000	3.5843		
8	RAJALAKSHMI N						
	At the beginning of the year 01-Apr-2016	578000	2.5896	578000	2.5896	'IN30131321578263	AAJPR3025P
	At the end of the Year 31-Mar-2017	578000	2.5896	578000	2.5896		
9	TWENTIETH CENTURY-APCO LEASING PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2016	288440	1.2923	288440	1.2923	'IN30131321578669	AACCT1854G
	At the end of the Year 31-Mar-2017	288440	1.2923	288440	1.2923		
10	TIGERS FARMS PVT LTD						
	At the beginning of the year 01-Apr-2016	5750	0.0257	5750	0.0257	'00010447	AACCT9108R
	At the end of the Year 31-Mar-2017	5750	0.0257	5750	0.0257		

## BINNY LIMITED

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Name of the Company : **BINNY LIMITED**

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	STATE BANK OF INDIA						
	At the beginning of the year 01-Apr-2016	971000	4.3504	971000	4.3504	IN30378610000023	AAACS8577K
	Sale 30-Sep-2016	-104151	0.4666	866849	3.8838		
	Sale 07-Oct-2016	-117714	0.5274	749135	3.3564		
	Sale 14-Oct-2016	-32467	0.1454	716668	3.2109		
	Sale 21-Oct-2016	-28322	0.1268	688346	3.0840		
	Sale 28-Oct-2016	-31912	0.1429	656434	2.9410		
	Sale 04-Nov-2016	-19935	0.0893	636499	2.8517		
	Sale 11-Nov-2016	-3242	0.0145	633257	2.8372		
	Sale 18-Nov-2016	-17282	0.0774	615975	2.7598		
	Sale 25-Nov-2016	-6401	0.0286	609574	2.7311		
	Sale 02-Dec-2016	-11692	0.0523	597882	2.6787		
	Sale 09-Dec-2016	-31561	0.1414	566321	2.5373		
	Sale 16-Dec-2016	-4284	0.0191	562037	2.5181		
	Sale 23-Dec-2016	-24851	0.1113	537186	2.4068		
	Sale 30-Dec-2016	-21099	0.0945	516087	2.3122		
	Sale 06-Jan-2017	-48483	0.2172	467604	2.0950		
	Sale 13-Jan-2017	-49837	0.2232	417767	1.8717		
	Sale 20-Jan-2017	-135950	0.6091	281817	1.2626		
	Sale 27-Jan-2017	-19910	0.0892	261907	1.1734		
	Sale 03-Feb-2017	-5546	0.0248	256361	1.1486		
	Sale 10-Feb-2017	-57841	0.2591	198520	0.8894		
	Sale 17-Feb-2017	-152054	0.6812	46466	0.2081		
	Sale 24-Feb-2017	-46466	0.2081	0	0.0000		
	At the end of the Year 31-Mar-2017	0	0.0000	0	0.0000		

## BINNY LIMITED

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
2	LIFE INSURANCE CORPORATION OF INDIA						
	At the beginning of the year 01-Apr-2016	452347	2.0266	452347	2.0266	'IN30081210000012	AAACL0582H
	At the end of the Year 31-Mar-2017	452347	2.0266	452347	2.0266		
3	SADAYAVEL KAILASAM						
	At the beginning of the year 01-Apr-2016	436000	1.9534	436000	1.9534	'IN30160411305537	AADPK5408K
	At the end of the Year 31-Mar-2017	436000	1.9534	436000	1.9534		
4	RAMANATHAN SRINIVASAN						
	At the beginning of the year 01-Apr-2016	435600	1.9516	435600	1.9516	'IN30014210602692	ABTPS6467P
	Demated 08-Jul-2016	6800	0.0304	442400	1.9821	'S0003247	
	At the end of the Year 31-Mar-2017	442400	1.9821	442400	1.9821		
5	GOVERNOR OF TAMIL NADU JT1 : REPRESENTING GOVT OF TAMIL NADU						
	At the beginning of the year 01-Apr-2016	340940	1.5275	340940	1.5275	'G0000311	
	At the end of the Year 31-Mar-2017	340940	1.5275	340940	1.5275		
6	SAKTHIVEL J						
	At the beginning of the year 01-Apr-2016	286000	1.2813	286000	1.2813	'IN30160411297406	AABPS8764N
	At the end of the Year 31-Mar-2017	286000	1.2813	286000	1.2813		
7	KETAN J KARANI JT1 : TRUPTI K KARANI						
	At the beginning of the year 01-Apr-2016	115160	0.5159	115160	0.5159	'1204510000007054	AMAPK8243M
	Purchase 17-Feb-2017	50000	0.2240	165160	0.7399		
	At the end of the Year 31-Mar-2017	165160	0.7399	165160	0.7399		

## BINNY LIMITED

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
8	V N MUNISAMY						
	At the beginning of the year 01-Apr-2016	100000	0.4480	100000	0.4480	'IN30160411297334	AAIPM5194K
	At the end of the Year 31-Mar-2017	100000	0.4480	100000	0.4480		
9	R APPAJI						
	At the beginning of the year 01-Apr-2016	100000	0.4480	100000	0.4480	'IN30160411297391	ANZPA7132M
	At the end of the Year 31-Mar-2017	100000	0.4480	100000	0.4480		
10	ASHISH JAIN						
	At the beginning of the year 01-Apr-2016	66241	0.2967	66241	0.2967	'IN30160420017710	ABFPJ6898P
	Purchase 27-Jan-2017	5000	0.0224	71241	0.3191		
	At the end of the Year 31-Mar-2017	71241	0.3191	71241	0.3191		
	NEW TOP 10 AS ON (31-Mar-2017)						
11	DILNAVAZ S VARIAVA JT1 : SAM N VARIAVA JT2 : FIRDAUS S VARIAVA						
	At the beginning of the year 01-Apr-2016	56646	0.2537	56646	0.2537	'IN30047641203834	AACPV8677L
	Purchase 29-Apr-2016	1505	0.0067	58151	0.2605		
	Purchase 06-May-2016	13576	0.0608	71727	0.3213		
	Purchase 13-May-2016	2612	0.0117	74339	0.3330		
	Purchase 20-May-2016	7372	0.0330	81711	0.3660		
	At the end of the Year 31-Mar-2017	81711	0.3660	81711	0.3660		
12	TRUPTI K KARANI JT1 : KETAN J KARANI						
	At the beginning of the year 01-Apr-2016	14000	0.0627	14000	0.0627	'1204510000007069	AOAPK2535E
	Purchase 09-Sep-2016	23895	0.1070	37895	0.1697		
	Purchase 18-Nov-2016	10000	0.0448	47895	0.2145		
	Purchase 20-Jan-2017	15000	0.0672	62895	0.2817		

## BINNY LIMITED

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
	Purchase 17-Feb-2017	10000	0.0448	72895	0.3265		
	At the end of the Year 31-Mar-2017	72895	0.3265	72895	0.3265		
	HAVING SAME PAN						
12	TRUPTI KETAN KARANI JT1 : KETAN JAYANTILAL KARANI						
	At the beginning of the year 01-Apr-2016	71	0.0003	71	0.0003	IN30027110093659	AOAPK2535E
	At the end of the Year 31-Mar-2017	71	0.0003	71	0.0003		

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

##### (v) Shareholding of Directors and Key Managerial Personnel:

Name of the Company : **BINNY LIMITED**

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	NANDAGOPAL M						
	At the beginning of the year 01-Apr-2016	10012110	44.8583	10012110	44.8583	IN30160411294983	AADPN2678L
	At the end of the Year 31-Mar-2017	10012110	44.8583	10012110	44.8583		
2	ARVIND NANDAGOPAL						
	At the beginning of the year 01-Apr-2016	800000	3.5843	800000	3.5843	IN30160411294774	AAFPA6259G
	At the end of the Year 31-Mar-2017	800000	3.5843	800000	3.5843		
3	T KRISHNAMURTHY						
	At the beginning of the year 01-Apr-2016	1550	0.007	1550	0.007	IN30044110901241	AAAPK7442G
	At the end of the Year 31-Mar-2017	1550	0.007	1550	0.007		

## BINNY LIMITED

### V. INDEBTEDNESS OF THE COMPANY

(Rs. In lacs)

Particulars	Secured Loan	Unsecured Loan	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial Year</b>				
(i) Principal Amount	2,055.60	-	-	2,055.60
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	58.48	-	-	58.48
<b>Total</b>	<b>2,114.08</b>	-	-	<b>2,114.08</b>
<b>Change in Indebtedness during the Financial Year</b>				
Addition	21.97	-	-	21.97
Reduction	(2,075.49)	-	-	(2,075.49)
Net Change	<b>(2,053.52)</b>	-	-	<b>(2,053.52)</b>
<b>Indebtedness at the end of the Financial Year</b>				
(i) Principal Amount	60.56	-	-	60.56
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total</b>	<b>60.56</b>			<b>60.56</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. In lacs)

Sl. No.	Particulars of Remuneration	Mr. Arvind Nandagopal, Managing Director (part of the year)	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	59.96	59.96
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
6.	Total (A)	59.96	59.96
	Ceiling as per the Act	60.00	60.00

## BINNY LIMITED

### B. Remuneration to other directors:

(Rs. In lacs)

Sl. No.	Particulars of Remuneration	Mr. D.V.R. Prakash Rao	Mr.S. Jagadeesan	Mr. T. Radhakrishnan	Mrs. T. Manisriram	Mr. S. Natarajan	Total Amount
1.	Independent Directors						
	• Fee for attending board committee meetings	0.40	0.30	0.60	0.40	-	1.70
	• Commission						
	• Others, please specify						
	<b>Total (1)</b>	0.40	0.30	0.60	0.40	-	1.70
2.	<b>Other Non-Executive Directors</b>						
	• Fee for attending board committee meetings						
	• Commission						
	• Others, please specify						
	<b>Total (2)</b>	-	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	0.40	0.30	0.60	0.40	-	1.70
	<b>Total Managerial Remuneration</b>						<b>1.70</b>

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Rs. In lacs)

Sl. no.	Particulars of Remuneration	T. Krishnamurthy CFO & Company Secretary	Total
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.92	30.92
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
6.	<b>Total</b>	<b>30.92</b>	<b>30.92</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties/punishment/compounding of offences were levied during the year 2016-17 under the Companies Act, 2013.



# BINNY LIMITED

## ANNEXURE - II

### DETAILS PERTAINING TO COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGEMENT PERSONNEL) RULES, 2014

	Name of the Director / KMP	Designation	Ratio to Median Remuneration	% Increase in Remuneration	
1	Mr. Arvind Nandagopal	Managing Director	34.31:1	N.A.	
	Mr. T. Krishnamurthy	CFO & Company Secretary	19.08:1	No increase	
2	The percentage increase in the median remuneration of employees in the financial year			25.15%	
3	The number of permanent employees on the rolls of the company			19	
4	The explanation on the relationship between average increase in remuneration and company performance		Company Performance (Sales increase %)	1004957.13%	
			Average increase in Remuneration	32.15%	
5	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Designation	% of increase in remuneration	Company performance (Sales in lacs)	
	Mr. Arvind Nandagopal	Managing Director	100.00%		
	Mr. T. Krishnamurthy	CFO & Company Secretary	No increase		
	Total		N.A.	45526.97	
	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case listed companies	Details as on 31 <sup>st</sup> March	2016	2017	increase / decrease %
		No. of Shares	223,19,410	223,19,410	NIL
		Share price in BSE Rs.	89.85	127.30	41.68%
		EPS	(3.90)	130.12	N.A.
		PE Ratio (based on audited results)	N.A.	102.22%	N.A.
		Company's market cap (Rs.in lacs)	20,053.99	28,412.61	41.68%
				Details	Increase
6	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration		average percentile increase already made in the salaries of Employees		Nil
			Percentile increase in the remuneration to Managing Director and CFO & Company Secretary		99 per cent
7	The key parameters for any variable components of remuneration availed by the CFO & CS		There is no variable component of remuneration payable to the Managing Director and CFO & Company Secretary.		
8	The ratio of the remuneration of the highest paid director to that of the employee who are not directors but receive remuneration in excess of the highest paid director during the year; and pay		N.A.		
9	Affirmation that the remuneration is as per the remuneration policy of the Company		Remuneration paid during the year 2016-17 is as per the remuneration policy of the company		

Note: The calculation for median remuneration and average increase in remuneration is arrived at based on permanent employees of the Company in the regular rolls.

# BINNY LIMITED

## FORM NO. AOC-2

**Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of Companies (Accounts)Rule, 2015**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties during the financial year 2016-17 as referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

### 1. Details of Contracts or arrangements or transactions not at Arm's length basis.

S.No	Particulars	Details
a)	Name of the related party & nature of relationship	During the year Nil
b)	Nature of Contract / agreements / transaction	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the Contract or agreements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date of Approval by the Board	
g)	Amount paid as advance, if any	
h)	Date on which the resolution in general meeting as required under first proviso to section 188	

### 2. Details of material contracts or arrangement or transactions at arm's length basis

S.No	Particulars	Details
a)	Name of the related party & nature of relationship	During the year Nil
b)	Nature of Contract / agreements / transaction	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Date(s) of approval by the Board, if any	
f)	Amount paid as advances, if any	

# BINNY LIMITED

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## Form No. MR-3

### SECRETARIAL AUDIT REPORT For the Financial Year 2016-17

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
M/s. **BINNY LIMITED**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **BINNY LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of M/s. **BINNY LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **BINNY LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(NOT APPLICABLE)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(NOT APPLICABLE)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NOT APPLICABLE)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE)**

## BINNY LIMITED

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- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (NOT APPLICABLE)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (NOT APPLICABLE)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (NOT APPLICABLE)

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

My observations/remarks are as under:

1. The advances to related party for purchase of land for which the members of the company have not approved the resolution. The company has called back the advances and these advances for purchase of land are pending for recovery.
2. The advances to related party for purchase of wind mill. The company has cancelled the contract and recalled the advance paid and this amount is pending for recovery.
3. The outstanding loan amount of Rs.31.33 lakhs due from one of the party covered in the register maintained under section 189 of the Act.
4. The unaudited Financial Results for the Quarter ended 30.09.2016 was not filed with the Stock Exchange within the stipulated time as prescribed under Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. However, the Company has paid penalty of Rs.6,34,334.25/- imposed by the Bombay Stock Exchange, in this regard. The gap between 2 Audit Committee Meetings held on 10.08.2016 and 11.02.2017 is more than 120 days as stipulated under and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. There is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Chennai  
Date : 20.10.2017

**V Suresh**  
Practicing Company Secretary  
FCS No. 2969  
C.P.No. 6032

## INDEPENDENT AUDITORS' REPORT

To

The Members of Binny Limited

### **Report on the Financial Statements**

We have audited the accompanying financial statements of BINNY LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ("the Financial Statements").

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit and its cash flows for the year ended on that date.

## Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) Note No. 24.5 to the financial statements with regard to the Income Tax, Wealth Tax and Service Tax demands disputed before respective authorities, which describes the uncertainty related to the outcome of the appeals filed against the Orders of the Authorities
- b) Note No. 24.14 to the financial statements with regard to the advances to related party for purchase of land for which the members of the Company have not approved the resolution. The Company has called back the advances and these advances for purchase of land are pending for recovery
- c) Note No.24.15 to the financial statements with regard to the advance to related party for purchase of Wind Mill. The company has cancelled the contract and recalled the advance paid and this amount is pending for recovery.

Our opinion is not modified in respect of these matters.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order), issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in Annexure-A, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

## BINNY LIMITED

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- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in the financial statements in the Note No: 24.5
  - ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
  - iv) The Company has provided requisite disclosures in Note No. 24.16 of its financial statements as to holdings as well as dealings in Specified Bank Notes (SBN) during the period from 8 November 2016 to 30 December 2016. Based on the audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of accounts and records maintained by the Company.

For Sagar & Associates,  
Chartered Accountants  
Firm Regn. No. 003510S

**V. VIDYASAGAR BABU**

Partner

Membership No.: 027357

Place: Chennai  
Date: 23-Oct-2017

## ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our report of even date to the members of BINNY LIMITED  
on the accounts for the year ended 31 March 2017)

- (i) In terms of the information and explanations sought by us and given by the Company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that
- (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The company has physically verified the fixed assets at reasonable intervals and there are no material discrepancies noticed on such verification.
- (c) The title deeds of all the immovable properties are held in the name of the Company.
- (ii) The company holds inventory of Lands as "Stock in trade". This inventory has been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
- (iii) During the year, Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in the register maintained under Section 189 of the Act,

Previous year outstanding loan amount of Rs 31.33 Lakhs due from one of the party covered in the register maintained under Section 189 of the Act. As there are no loan agreements or mutually agreed letter of arrangement, we have been informed that the loan is repayable on demand and there is no stipulation on payment of interest.

- (iv) The Company has complied with the provisions of Section 185 and 186 of the Act in respect of loans advanced, securities and guarantees given.
- (v) The Company has not accepted deposits from the public during this year. As such, the directives issued by the Reserve Bank of India, the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company.
- (vi) The maintenance of cost records has not been prescribed by the Central Government under sub section (1) of Section 148 of the Act and hence the provision of clause 3 (vi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company for the year under audit.
- (vii) (a) The Company is depositing, with delays, undisputed statutory dues including provident fund, Employee state insurance, income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess, wherever applicable. The statutory dues outstanding as on 31<sup>st</sup> March 2017 for a period of more than six months from the date they become payable is given below:

Nature of Dues	Amount (Rs in Lakhs)	Period to which the amount relates
Property tax	0.70	Till September 2016
Water tax	3.20	September 2013
TN VAT	5.35	July 2015

- (b) According to information and explanations given to us, the gross disputed statutory dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of dispute are as under:



## BINNY LIMITED

Nature of Statute	Nature of Dues	Amount (Rs in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income tax act	Income tax	19.21	AY-2008-09	AO & High court, Chennai
Income tax Act	Income Tax	0.59	AY 2010-11	ITAT, Chennai
Wealth tax act	Wealth Tax	574.73	AY-2011-12 to 2014-15	CWT-A, Chennai
Service Tax Act	Penalty	34.34	FY 2009-10	CESTAT, Chennai
Income Tax Act	Income Tax	82.53	AY- 2014-2015	CIT (A) Chennai

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). According to the information and explanations given to us, the money raised by the Company by way of term loans have been applied for the purpose for which they were obtained.
- (x) According to the information and explanations given to us and as represented by the Management and based on our examination of the books and records of the Company and in accordance with generally accepted auditing practices in India, no case of frauds by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The company has provided managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The provisions of clause 3 (xii) of the Order, for Nidhi Company, are not applicable to the Company.
- (xiii) The Company has complied with the provisions of Section 177 and 188 of the Act for transactions with the related parties, wherever applicable. Details of the transactions with the related parties have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with the directors or persons connected with them as covered under Section 192 of the Act.
- (xvi) According to information and explanation given to us, the Company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi) of the Order is not applicable to the Company.

For Sagar & Associates,  
Chartered Accountants  
Firm Regn. No. 003510S

**V. VIDYASAGAR BABU**  
Partner  
Membership No.: 027357

Place: Chennai  
Date: 23-Oct-2017

## ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our report of even date to the members of BINNY LIMITED  
on the accounts for the year ended 31 March 2017)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Binny Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

## **BINNY LIMITED**

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Company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For Sagar & Associates,  
Chartered Accountants  
Firm Regn. No. 003510S

**V. VIDYASAGAR BABU**  
Partner  
Membership No.: 027357

Place: Chennai  
Date: 23-Oct-2017

# BINNY LIMITED

## BALANCE SHEET AS AT 31ST MARCH 2017

(Rs.in lakhs)

	Note No.	As at 31-03-17	As at 31-03-16	
<b>I. EQUITY AND LIABILITIES</b>				
<b>(1) Shareholders' Funds:</b>				
(a) Share Capital	2	12837.62	12837.62	
(b) Reserves and Surplus	3	38789.90	9748.30	
(c) Money Received against Share warrants		51627.52	-	22585.92
<b>(2) Share application money pending allotment</b>				
<b>(3) Non-current liabilities:</b>				
(a) Long-term borrowings	4	43.39	789.59	
(b) Deferred tax liabilities (Net)		16.28	-	
(c) Other Long-term liabilities	5	26863.18	48832.33	
(d) Long-term provisions	6	13.09	17.97	49639.89
<b>(4) Current liabilities:</b>				
(a) Short-term borrowings		-	-	
(b) Trade payables	7	32.01	28.11	
(c) Other current liabilities	8	248.95	1429.47	
(d) Short-term provisions	9	13,124.00	-	1457.58
<b>Total</b>		<u>91968.42</u>	<u>73683.39</u>	
<b>II. ASSETS:</b>				
<b>(1) Non-current assets</b>				
(a) Fixed Assets				
(i) Tangible assets	10	214.63	206.32	
(ii) Intangible assets		-	-	
(iii) Capital work-in-progress		-	-	
(iv) Intangible assets under development		-	-	
(b) Non-current investments	11	4.03	4.03	
(c) Deferred tax assets (Net)		-	-	
(d) Long-term loans and advances	12	54118.13	37063.04	
(e) Other non-current assets		54336.79	-	37273.39
<b>(2) Current assets</b>				
(a) Current investments		-	-	
(b) Inventories	13	29924.97	29815.07	
(c) Trade receivables	14	32.16	42.01	
(d) Cash and cash equivalents	15	88.67	76.76	
(e) Short-term loans and advances	16	7011.20	6000.05	
(f) Other current assets	17	574.63	476.11	36410.00
<b>Total</b>		<u>91968.42</u>	<u>73683.39</u>	

See accompanying notes to the financial statements

For and on behalf of the Board

As per our Report of even date  
for **M/s SAGAR & ASSOCIATES**  
Chartered Accountants  
Firm Regn No 003510S

**M. NANDAGOPAL**  
Executive Chairman  
Chennai

**ARVIND NANDAGOPAL**  
Managing Director

**T. KRISHNAMURTHY**  
CFO & CS

**V. VIDYASAGAR BABU**  
Partner  
Membership No.027357

Date : 23<sup>rd</sup> October 2017

# BINNY LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

(Rs.in lakhs)

		Note No.	For the year ended 31-03-2017	For the year ended 31-03-2016
<b>I</b>	Revenue from operations	18	45531.50	4.53
<b>II</b>	Other income	19	28.52	175.92
<b>III</b>	Total Revenue (I + II)		<u>45560.02</u>	<u>180.45</u>
<b>IV</b>	Expenses:			
	a Cost of materials consumed			
	b Purchases of Stock-in-Trade			
	c Changes in inventories of finished goods work-in-progress and Stock-in-Trade	20	65.33	-
	d Employee benefits expenses	21	183.95	137.77
	e Finance costs	22	219.00	491.25
	f Depreciation and amortization expenses	10	19.63	17.82
	g Other expenses	23	2850.70	404.81
	Total expenses		<u>3338.61</u>	<u>1051.65</u>
<b>V</b>	Profit before exceptional and Extraordinary items and tax (III - IV)		42221.41	(871.20)
<b>VI</b>	Exceptional items		39.53	-
<b>VII</b>	Profit before Extraordinary items and tax (V - VI)		42,181.88	(871.20)
<b>VIII</b>	Extraordinary item		-	-
<b>IX</b>	Profit before tax (VII - VIII)		42181.88	(871.20)
<b>X</b>	Tax expenses			
	Current Tax		13124.00	-
	Deferred Tax		16.28	-
<b>XI</b>	Profit / (loss) for the year from continuing operations (IX - X - XIV)		29041.60	(871.20)
<b>XII</b>	Profit / (loss) from discontinuing operations		-	-
<b>XIII</b>	Tax expenses of discontinuing operations		-	-
<b>XIV</b>	Profit / (loss) from discontinuing operations (after tax) ( XII - XIII)		-	-
<b>XV</b>	Profit / (loss) for the year (XI + XIV)		<u>29041.60</u>	<u>(871.20)</u>
<b>XVI</b>	Earnings per share:			
	Basic & Diluted		130.12	(3.90)

See accompanying notes to the financial statements

For and on behalf of the Board

As per our Report of even date  
for **M/s SAGAR & ASSOCIATES**  
Chartered Accountants  
Firm Regn No 003510S

**M. NANDAGOPAL**  
Executive Chairman  
Chennai

**ARVIND NANDAGOPAL**  
Managing Director

**T. KRISHNAMURTHY**  
CFO & CS

**V. VIDYASAGAR BABU**  
Partner  
Membership No.027357

Date : 23<sup>rd</sup> October 2017

# BINNY LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

(Rs.in lakhs)

	For the year ended 31-03-2017	For the year ended 31-03-2016
<b>A Cash Flow from Operating Activities</b>		
Profit / (Loss) for the year	29,041.60	(871.20)
<b>Adjustments to reconcile Profit before tax to Cash provided by Operating Activities:</b>		
Depreciation	19.63	17.82
Dividend Income	(2.46)	(2.63)
Interest Earned	(25.38)	(7.61)
Profit on sale of assets	(0.38)	-
Finance cost	219.00	491.25
Fixed Assets Written off	-	199.81
Long Term Provision	(4.88)	5.38
Provision for Income Tax	13,140.28	-
<b>Changes in Assets and Liabilities</b>		
Trade Receivables	9.85	(0.51)
Liabilities and Provisions	(23,145.77)	22,967.07
Loans and Advances and other Assets	(18,274.66)	(21,618.42)
<b>Cash from Operating activities</b>	<b>976.83</b>	<b>1,180.96</b>
Direct Taxes paid (net)	-	(47.00)
<b>Net Cash from Operating activities</b>	<b>976.83</b>	<b>1,133.96</b>
<b>B Cash flow from Investing activities</b>		
Purchase of fixed assets	(28.94)	(92.31)
Sale of Fixed Assets	1.38	-
Dividend received	2.46	2.63
Interest received	25.38	7.61
<b>Net Cash from investing activities</b>	<b>0.28</b>	<b>(82.07)</b>
<b>C Cash flow from financing activities</b>		
Finance Cost	(219.00)	(491.25)
Long Term Borrowing (Net)	(746.20)	(737.98)
<b>Net Cash from financing activities</b>	<b>(965.20)</b>	<b>(1,229.23)</b>
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	11.91	(177.34)
Cash and cash equivalent as at the beginning of the year	76.76	254.10
<b>Cash and cash equivalent as at the end of the year</b>	<b>88.67</b>	<b>76.76</b>

For and on behalf of the Board

As per our Report of even date  
for M/s **SAGAR & ASSOCIATES**  
Chartered Accountants  
Firm Regn No 003510S

**M. NANDAGOPAL**  
Executive Chairman  
Chennai

**ARVIND NANDAGOPAL**  
Managing Director

**T. KRISHNAMURTHY**  
CFO & CS

**V. VIDYASAGAR BABU**  
Partner  
Membership No.027357

Date : 23<sup>rd</sup> October 2017

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS:

### NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Basis of Accounting

- (a) The financial statements of the Company have been prepared under the historical cost convention in accordance with the Accounting standards specified by Companies (Accounts) Rules, 2014 issued by the Central Government and the relevant provisions of the Companies Act, 2013 as amended.
- (b) All financial transactions have been recognized on accrual basis. The preparation of financial statements in conformity with the GAAP requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from those estimates.

#### 1.2 Use of Estimates

In preparation of financial statements conforming to GAAP requirements certain estimates and assumptions are essentially required to be made with respect to items such as provision for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful life period of Fixed Assets. Due care and diligence have been exercised by the Management in arriving at such estimates and assumptions since they may directly affect the reported amounts of income and expenses during the year as well as the balances of Assets and Liabilities including those which are contingent in nature as at the date of reporting of the financial statements.

To comply with GAAP requirements relating to impairment of assets, if any, the Management periodically determines such impairment using external and internal resources for such assessment. Loss, if any, arising out of such impairment is expensed as stipulated under the GAAP requirements. Contingencies are recorded when a liability is likely to be incurred and the amount can be reasonably estimated. To this extent the results may differ from such estimates.

#### 1.3 Revenue Recognition

As a consistent practice, the Company recognizes revenues on accrual basis. Revenue from rental income is recognised on accrual basis as per the agreements entered. Revenue from dividend is recognised upon right to receive the dividend is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Revenue from sale of Land is recognized upon transfer of all significant risk and reward of ownership by way of registering title deeds in favour of buyers. Revenue under Joint Development Agreement (JDA) will be recognised upon transfer of all significant risk and rewards of ownership and title by way of registering Undivided Share of Land (UDS) in favour of buyers.

#### 1.4 Fixed Assets

Fixed Assets are stated at the cost of acquisition less accumulated depreciation. The cost of acquisition includes taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.

#### 1.5 Depreciation

Depreciation is charged on the depreciable amount of the asset over its useful life as mentioned in the Schedule II of Companies Act, 2013 as amended.

#### 1.6 Impairment

All the fixed assets are assessed for any indication of impairment at the end of each financial year. On such indication, the impairment loss being the excess of carrying value over the recoverable value of the assets, are charged to the Statement of Profit and Loss in the respective financial years. The impairment loss recognized in the prior years is reversed in cases where the recoverable value exceeds the carrying value, upon reassessment in the subsequent years.

## 1.7 Investments

Long-term investments are stated at cost, less diminution other than temporary in the value of such investments, if any. Current investments are valued at cost or market value whichever is lower.

## 1.8 Inventories

Inventories primarily constitute land and related development activities, which is valued at lower of cost or Net Realizable Value. For the assets transferred in the previous year from Fixed Assets, the land value as appearing in the books of accounts is treated as cost of the land which is less than the Net realizable value. Cost comprises of all expenses incurred for the purpose of acquisition of land, development of the land and other related direct expenses.

## 1.9 Employee Benefits

### Gratuity

The liability as at the Balance Sheet date is provided for based on the actuarial valuation carried out in accordance with revised Accounting Standard 15 (Revised 2005) on "Employee Benefits" as at the end of the period. Actuarial Gains/Losses are recognized immediately in the Statement of Profit & Loss.

### Leave Encashment

Leave encashment is paid for in accordance with the rules of the Company and provided based on an actuarial valuation as at the balance sheet date. Actuarial Gains/Losses are recognized immediately in the Statement of Profit & Loss.

### Other Benefit Plans

Contributions paid/payable under defined contribution plans are recognized in the statement of Profit and Loss in each year. Contribution plans primarily consist of Provident Fund administered and managed by the Government of India. The company makes monthly contributions and has no further obligations under the plan beyond its contributions.

## 1.10 Taxes on Income

- (i) Provision for current tax is made for the amount of tax payable in respect of taxable income for the year under Income Tax Act, 1961.
- (ii) Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

## 1.11 Earnings Per Share

The earnings considered for ascertaining the Company's Earnings per Share comprises the net profit after tax. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted EPS comprises the weighted average shares considered for deriving basic EPS, and also the weighted average number of equity shares that would be issued on the conversion of all dilutive potential equity shares.

## 1.12 Borrowing Cost

Expenditure on borrowing cost on the loans obtained specifically for acquisition, construction or production of qualifying assets are capitalized as part of the cost of that asset. All other borrowing costs are charged to statement of profit and loss.



## **1.13 Foreign Currency Transactions**

Foreign currency transactions are translated at the exchange rates prevailing on the respective date of transactions.

Assets and Liabilities outstanding in foreign currency as on the date of the Balance Sheet are translated at exchange rates prevailing as on the last day of the relevant financial year. Differences arising out of such translations are charged to the statement of profit and loss.

## **1.14 Leases**

The assets purchased under hire purchase agreements are included in the Fixed Assets block. The value of the asset purchased is capitalized in the books. A liability for the same amount is created at the time of entering into the agreement. The payments are made to the HP vendors as per the EMI's given in the hire purchase agreements. The finance charges are debited to the statement of profit and loss and the principal amount is adjusted against the liability created for the vendor.

## **1.15 Cash Flow Statement**

The Cash flow statement is prepared under the indirect method as per Accounting Standard 3 "Cash Flow Statements".

## **1.16 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized when the Company has an obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be measured in terms of further outflow of resources or where a reliable estimate can not be made the fact is disclosed.

# BINNY LIMITED

	As at 31 <sup>st</sup> March 2017	(Rs.in lakhs) As at 31 <sup>st</sup> March 2016
<b>NOTE 2 - SHARE CAPITAL</b>		
<b>Authorised</b>		
2,28,20,000 Equity shares of Rs.5 each	1141.00	1141.00
11,80,000 (9.75%) Cumulative Redeemable Preference Shares of Rs.5 each	59.00	59.00
54,20,00,000 (9%) Cumulative Redeemable Preference Shares of Rs.5 each	27100.00	27100.00
	<u>28300.00</u>	<u>28300.00</u>
<b>Issued, Subscribed &amp; Paid-up</b>		
2,23,19,410 Equity Shares of Rs. 5 each fully paid up	(a) 1115.97	1115.97
5,48,800 (9.75%) Cumulative Redeemable Preference Shares of Rs.5 each fully paid up	27.44	27.44
23,38,84,055 (9%) Cumulative Redeemable Preference Shares of Rs.5 each fully paid up	11694.21	11694.21
	(b) <u>11721.65</u>	<u>11721.65</u>
	( a+b ) <u>12837.62</u>	<u>12837.62</u>
<b>Terms of Issue and redemptions of Cumulative Redeemable Preference Shares (CRPS):</b>		
Subsequent to the reduction as per the Scheme of Arrangement, the remaining issued CRPS and their respective redemption details are under:		
13,01,76,000 (9%) CRPS of Rs. 5 each issued on 30.9.2005	6508.80	30.09.2020
* 5,48,800 (9.75%) CRPS of Rs.5 each issued on 30.6.2006	27.44	30.06.2021
** 1,73,56,800 (9%) CRPS of Rs.5 each issued on 31.1.2007	867.84	31.01.2022
43,39,200 (9%) CRPS of Rs.5 each issued on 30.1.2008	216.96	30.01.2018
5,10,72,384 (9%) CRPS of Rs.5 each issued on 29.9.2008	2553.62	29.09.2018
3,09,39,671 (9%) CRPS of Rs.5 each issued on 12.5.2010	1546.99	12.05.2020
	<u>11721.65</u>	

\* Redemption due on 30.06.2016 has been extended till 30.06.2021.

\*\* Redemption due on 31.01.2017 has been extended till 31.01.2022

*Note: The Company has initiated the process of converting the above CRPS in to 18% Non-Convertible Debentures as per the Scheme of Arrangement which are subject to the Approval of Shareholders, NCLT and Other Authorities. Upon the Scheme becoming effective, this CRPS would be converted in to 18% NCDs effective from 01-10-2014.*

# BINNY LIMITED

## Details of shares held by shareholders holding more than 5% of the aggregate shares of the Company:

Name of the Shareholder	As at 31 <sup>st</sup> March 2017		As at 31 <sup>st</sup> March, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares</b>				
Mr. Nandagopal M	1,00,12,110	44.85%	92,01,310	41.22%
Arthos Breweries Limited	16,15,017	7.23%	16,15,017	7.23%
<b>Cumulative Redeemable Preference Shares</b>				
9.75% CRPS of Rs.5 each Mohan Breweries and Distilleries Limited	5,48,800	100%	5,48,800	100%
9% CRPS of Rs.5 each Mohan Breweries and Distilleries Limited	23,38,84,055	100%	23,38,84,055	100%

(Rs.in lakhs)

<b>As at 31<sup>st</sup> March 2017</b>	<b>As at 31<sup>st</sup> March 2016</b>
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### NOTE 3 - RESERVES AND SURPLUS

#### CAPITAL RESERVE (on Demerger)

As per last year balance sheet	<u>10287.55</u>	<u>10287.55</u>
a)	<u>10287.55</u>	<u>10287.55</u>

#### Securities Premium Account

As per last year balance sheet	<u>1077.66</u>	<u>1077.66</u>
b)	<u>1077.66</u>	<u>1077.66</u>

#### Revaluation reserve (as per Court Order)

As per last year balance sheet	<u>4906.62</u>	<u>4906.62</u>
c)	<u>4906.62</u>	<u>4906.62</u>

#### Profit and Loss account

As per last year balance sheet	(6523.53)	(5652.33)
Profit for the year	29041.60	(871.20)
Less: Proposed dividends		
Tax on distributed profits	-	-
Balance of Profit / Loss	22518.07	(6523.53)
Less: Transfer to General Reserve	-	-
d)	<u>22518.07</u>	<u>(6523.53)</u>
(a+b+c+d)	38789.90	9748.30

# BINNY LIMITED

	(Rs. in lakhs)	
	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>NOTE 4 - LONG-TERM BORROWINGS</b>		
Secured Loan - from Others	60.56	2,055.61
Less: Current Maturity of Long-term Debt (Refer Note 8)	(17.17)	(1266.02)
(Secured Loans are secured by Receivables from Sale of land and personal guarantee by Promoter Directors and on security of Vehicles purchased under HP)		
	43.39	789.59
<b>NOTE 5 - OTHER LONG-TERM LIABILITIES</b>		
Unsecured		
a Trade payable	-	-
b Due to related parties	1139.66	1,141.33
c Others (Refer Note 24.7)	25723.52	47,691.00
	26863.18	48,832.33
<b>NOTE 6 - LONG-TERM PROVISIONS</b>		
a Employee Benefits	13.09	17.97
	13.09	17.97
<b>NOTE 7 - TRADE PAYABLE</b>		
a Sundry Creditors for trade	32.01	28.11
b Dues to Micro, Small, Medium Enterprises	-	-
	32.01	28.11
<b>NOTE 8 - OTHER CURRENT LIABILITIES</b>		
a Current Maturity of Long-term Debt ( Refer Note 4)	17.17	1,266.02
b Statutory Payable	34.02	46.98
c Other payables	86.76	114.31
d Advance received for Sale of Land	111.00	-
e Credit Balance in Bank Account	-	2.16
	248.95	1,429.47
<b>NOTE 9 - SHORT TERM PROVISION</b>		
a Provision for Taxes	13124.00	-
	13124.00	-

**NOTE 10 - FIXED ASSETS - TANGIBLE**

Description	Gross Carrying Amount			Accumulated Depreciation				Net Carrying Amount	
	As at 31 <sup>st</sup> March, 2016	Addition for the year	Deletion for the year	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016	Addition for the year	Deletion for the year	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Buildings	116.68	-	-	116.68	16.33	4.20	-	20.53	100.35
Furniture & Fixtures and Office Equipments	29.93	0.92	-	30.85	14.50	2.46	-	16.96	15.43
Vehicles	105.53	28.02	5.17	128.38	14.99	12.97	4.17	23.79	90.54
<b>Current year</b>	<b>252.14</b>	<b>28.94</b>	<b>5.17</b>	<b>275.91</b>	<b>45.82</b>	<b>19.63</b>	<b>4.17</b>	<b>61.28</b>	<b>206.32</b>
Previous year	787.94	92.31	628.11	252.14	456.30	17.82	428.30	45.82	331.64

# BINNY LIMITED

				(Rs. in lakhs)	
				As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
		No. of shares	Face value per share Rs.		
<b>NOTE 11 - INVESTMENTS</b>					
a) AT COST					
NON-TRADE, QUOTED					
Fully paid Equity Shares in:					
State Bank of India					
(Market Value - Rs. 56.18 lakhs)	19200	1		0.69	0.69
ICICI Bank Ltd					
(Market Value - Rs. 108.77 lakhs)	39255	2		3.33	3.33
NON-TRADE, UNQUOTED					
Fully paid Equity shares in Tamilnadu					
Chromates & Chemicals Limited					
	30000	10		0.01	0.01
				4.03	4.03

				(Rs. in lakhs)	
				As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>NOTE 12 - LONG TERM LOANS AND ADVANCES</b>					
a) Loans and advances - Unsecured Considered good					
i) Due from Related Party					
- Advance for Purchase of 7.07 Acres of Land				14000.00	14,000.00
- Advance for Purchase of 12.43 Acres of Land (Refer Note 24.14)				18335.13	18365.13
- Others				31.33	31.84
ii) Due from Others					
- Advance for Purchase of Land				2177.07	666.07
- Others				19574.60	4,000.00
b) Loans to Others - considered doubtful					
				359.29	359.29
				54477.42	37422.33
Less: Provision for Doubtful Loans and Advances					
				359.29	359.29
				54118.13	37063.04

<b>NOTE 13 - INVENTORIES</b>					
a) Stock in trade (Land)					
(Refer Note No. 24.8 for Valuation and as certified by Management)					
				29924.97	29,815.07
				29924.97	29,815.07

# BINNY LIMITED

	(Rs. in lakhs)	(Rs. in lakhs)
	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>NOTE 14 - TRADE RECEIVABLE</b>		
(Unsecured-considered good)		
a Trade receivables outstanding for less than six months from the date they became due for payment	10.90	23.62
b Trade receivables (others)	21.26	18.39
(Due from Related Party - 17.46 lakhs - PY 17.16 lakhs)		
	32.16	42.01
<b>NOTE 15 - CASH AND CASH EQUIVALENTS</b>		
a Balance with banks	78.00	76.62
b Cash on hand	10.67	0.14
	88.67	76.76
<b>NOTE 16 - SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured-considered good)		
a Advance to Employees	-	0.05
b Due from Related Party		
- Advance for Purchase of Windmill (Refer Note 24.15)	6000.00	6,000.00
c Advance for Windmill	1008.05	-
d Other Advances	3.15	-
	7011.20	6000.05
<b>NOTE 17 - OTHER CURRENT ASSETS</b>		
a Interest accrued on deposits	-	-
b Wealth tax paid under protest	404.92	404.92
c Prepaid expenses	4.34	2.71
d TDS & Service Tax Input Credit	161.35	58.07
e Deposits with Govt.Dept	4.02	10.41
	574.63	476.11
		(Rs. in lakhs)
	For the year ended	For the year ended
	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
<b>NOTE 18 - REVENUE FROM OPERATIONS</b>		
a Lease rent	12.50	4.53
b Sale of land	45519.00	-
	45531.50	4.53
<b>NOTE 19 - OTHER INCOME</b>		
a Interest income	25.38	7.61
b Dividend income	2.46	2.63
c Foreign Exchange Difference	0.23	-
d Miscellaneous Income	0.45	2.90
e Sale of Building Material - Scrap	-	162.78
	28.52	175.92

# BINNY LIMITED

	(Rs. in lakhs)	
	For the year ended 31 <sup>st</sup> March 2017	For the year ended 31 <sup>st</sup> March 2016
<b>NOTE 20 - CHANGES IN INVENTORIES</b>		
Opening Stock-in-trade (Land)	29815.07	29815.07
Add: Cost of Improvement	<u>175.23</u>	<u>-</u>
	29990.30	29815.07
Less: Closing Stock-in-trade (land)	<u>29924.97</u>	<u>29815.07</u>
Decrease / (Increase) in stock	<u>65.33</u>	<u>-</u>
<b>NOTE 21 - EMPLOYEE BENEFIT EXPENSES</b>		
a Salaries and wages	164.84	126.00
b Contribution to PF and other funds	10.44	10.37
c Staff welfare expenses	<u>8.67</u>	<u>1.40</u>
	<u>183.95</u>	<u>137.77</u>
<b>NOTE 22 - FINANCE COST</b>		
a Interest on Secured Loan	219.00	454.58
b Interest on Income tax	<u>-</u>	<u>36.67</u>
	<u>219.00</u>	<u>491.25</u>
<b>NOTE 23 - OTHER EXPENSES</b>		
a Insurance	4.43	2.91
b Power and Fuel	14.35	18.59
c Repairs and Maintenance- Building	4.09	3.74
d Repairs and Maintenance - Office Equipments	10.01	7.84
e Rates and taxes	10.81	14.34
f Payment to statutory auditors		
i) Statutory Audit Fee	5.00	13.80
ii) Certification Fee	5.60	4.11
iii) Taxation matters	9.30	3.12
g Legal, Professional and consultancy	61.08	57.97
h Security charges	2.47	10.03
i Balances written off	-	0.01
j Travelling Expenses	16.86	17.60
k Postage, Printing & Stationery	13.16	15.89
l Donation	0.51	0.09
m Compensation for Delay in Clearance	804.94	-
n Value of Land Shortage	1863.88	-
o Fixed Assets written off	-	199.81
p Miscellaneous expenses	<u>24.21</u>	<u>34.96</u>
	<u>2850.70</u>	<u>404.81</u>



# BINNY LIMITED

## NOTE 24 - OTHER NOTES ON ACCOUNTS

### 24.1. Contingent Liabilities

No provision is considered necessary in respect of the following contingent liabilities as the management is hopeful of getting relief / succeeding in the appeals:

		(Rs. In Lakhs)	
		31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
a)	Electricity charges on revision of Tariff rates for the period from 1-12-82 to 31-12-87 contested by the company.	Nil	117.50
b)	Estimated surcharge on belated payment on (a) up to 31/03/2017	480.56	792.21
c)	Claim for back wages in respects of various disputes		Liability, if any, not ascertainable
d)	Income Tax demand for Asst. Year 2008-09 (pending before Hon'ble High Court, Chennai)	19.21	19.21
e)	Service tax penalty relating to FY 2009-10 (pending before Custom, Excise & Service Tax Appellate Tribunal, Chennai)	34.34	34.34
f)	Wealth-tax Demand from Asst. Year 2011-12 to 2014-15 (pending before CWT (A), Chennai)	574.73	574.73
g)	Wealth-tax (Re-assessment) Demand from Asst. Year 1993-94 to AY 2000-01 and 2005-06 to 2010-11 (pending before CWT (A), Chennai)	1823.66	1823.66
h)	Wealth-tax Demand from Asst. Year 2001-02 to AY 2004-05 (pending before ITAT, Chennai)	717.68	717.68
i)	Income-tax demand for Asst. year 2010-11 (pending before ITAT, Chennai)	0.59	11464.23
j)	Income-tax demand for Asst. Year 2014-15 (pending before CIT(A), Chennai)	82.53	-
k)	Claims against the company not acknowledged as Debts	183.81	190.44
l)	i) If Scheme of converting Preference Share capital into NCD approved		
	Arrears of 9.75% Cumulative Preference dividend (till 30-Sep-2014)	22.00	22.00
	Arrears of 9% Cumulative Preference dividend (till 30-Sep-2014)	7995.00	7995.00
	Debenture Interest (from 01-Oct-14 to 31-Mar-17)	10740.00	6443.99
	ii) If Scheme of converting Preference Share capital into NCD not approved		
	Arrears of 9.75% Cumulative Preference dividend (till 31-Mar-2017)	28.76	26.09
	Arrears of 9% Cumulative Preference dividend (till 31-Mar-2017)	10626.21	9573.73
24.2.	Foreign Exchange inflow	9.92	Nil
	Foreign Exchange outflow	Nil	Nil
24.3.	The company has reviewed the deferred tax assets and liabilities as at the year end. The timing differences relates mainly to depreciation and carry forward losses for the period up to 31-03-2017 resulting in a Net Deferred Tax Liability. The same was recognized and disclosed appropriately.		
24.4.	Re-assessment of Wealth tax for the AYs 1993-94 to 2000-01 and 2005-06 to 2010-11 was done by the Assessing Officer by re-instating the same demand of Rs. 1823.66 lakhs as was done previously with the mention that the demand is modifiable subject to the outcome of Valuation Report. Appeal against Wealth-tax demand of Rs. 717.68 lakhs pertaining to AY 2001-02 to 2004-05 is pending before ITAT, Chennai. The entire Wealth tax demands were provided for in the books and the entire wealth tax demands were paid by the company. The Company has paid a sum of Rs.404.92 lakhs in excess of demands raised by the Department which was shown as 'Wealth tax paid under Protest' under Note 17 – Other Current Assets.		

## BINNY LIMITED

- 24.5. Provision was not made in the books of accounts of the company for the following disputes pending before authorities considering that the cases shall favour the company.
- The Income-tax demand of Rs. 19.21 lakhs for AY 2008-09 raised by AO was disputed before ITAT and ITAT partly allowed the appeal of the company. However, the Income-tax Department has preferred an appeal before Hon'ble High Court of Madras.
  - The Income-tax demand of Rs. 11464.23 lakhs for AY 2010-11, raised by AO was disputed before CIT(A). CIT(A) allowed the appeal in favour of the company and AO has passed the 'Giving effect Order' to the CIT(A) Order. As per the order passed by CIT(A), the tax payable is Rs. 0.59 lakhs. However, the Income-tax department has preferred appeal against the CIT (A) Order.
  - During the Financial year 2014-15, the company has received order from the Service tax department demanding penalty of Rs. 34.34 lakhs for the period from October, 2009 to October, 2010., The company has paid the dues before Show Cause Notice is being served on the Company. The Appeal against the Order by the Service Tax Department was declined by Commissioner of Central Excise (Appeals), Chennai. However, on the basis of the merits of the case the company has appealed before Central Excise, Customs and Service Tax Appellate Tribunal, Chennai.
  - The Wealth-tax Assessment for AY 2011-12 to 2014-15 was completed by AO demanding a sum of Rs. 574.73 lakhs. The company preferred appeal against the order before CWT(A), Chennai.
  - The Income-tax demand of Rs.82.53 lakhs for AY 2014-15 raised by AO was received during the year. Against the demand, the company has appealed before CIT IA), Chennai.
- 24.6. The company has recognized sale of Barracks Land for Rs. 37000.00 lakhs during the financial year apart from sale of Grassmere Village Land for Rs. 3500.00 lakhs and Cooks Road Land (part) for Rs. 5000.00 lakhs. These lands were held as stock-in-trade in the books of the company.
- 24.7. The company has entered in to 'Joint Development Agreement' (JDA) for development of land area of 63.89 acres into a Township. As per JDA the company has received Rs. 24799.81 lakhs, as interest free Security Deposit and a sum of Rs. 923.71 lakhs has been received from JDA escrow account which are shown under 'Other Long-term liabilities'. The JDA Partner has obtained No Objection Certificates (NOCs) from various Government Authorities and has applied to CMDA for plan approval to commence Construction.
- 24.8. The remaining land held in Fixed Assets has been converted in to Stock-in-trade with effect from 01-12-14. The Fixed Asset value of land includes revaluation addition made during previous years. Some portion of revaluation reserve utilized for write off losses as per the sanctioned scheme of Demerger by the High Court. Hence, the value of Inventory is taken as of the value of Fixed Asset standing as on the date of conversion in to stock-in-trade which is much less than net realizable value.
- 24.9. Related Party Disclosure:

**i) Key Management Personnel (KMP)**

Name of the Key Management Personnel	Relationship
Mr. M. Nandagopal	Executive Chairman
Mr. Arvind Nandagopal	Managing Director
Mr. T. Krishnamurthy	CFO and Company Secretary

**ii) Related Parties (Companies in which one or more Directors of the company are also Directors)**

- Mohan Breweries & Distilleries Ltd
- Binny Mills Ltd.
- Mother Mira Industries Limited
- Mira Textile & Industries Limited

## BINNY LIMITED

The details of transaction and amount outstanding are as follows:

(Rs.in lakhs)

Particulars	Transaction for the year ended		Outstanding As at	
	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
<b>Other Long Term Liabilities:</b>				
Binny Mills Limited (Advance received for Sale of Land)	(1.67)	(5.95)	1141.33	1141.33
<b>Long term Loans and Advances given:</b>				
Mohan Breweries and Distilleries Ltd (for Purchase of 7.07 Acres of Land)	Nil	3289.28	14000.00	14000.00
Mohan Breweries and Distilleries Ltd (for Purchase of 12.43 Acres of Land)	(30.00)	18365.13	18335.13	18365.13
Mother Mira Industries Ltd.	(0.51)	(46.20)	31.33	31.84
<b>Trade Receivables</b>				
Mira Textiles & Industries Ltd.	Nil	Nil	17.46	17.46
<b>Short Term Loans and Advances given:</b>				
Mohan Breweries and Distilleries Ltd (for Purchase of Windmill)	Nil	Nil	6000.00	6000.00
<b>Salary to KMPs:</b>				
Mr. Arvind Nandagopal (Managing Director)	59.96	15.00	N.A.	N.A.
Mr. T. Krishnamurthy (CFO and Company Secretary)	30.92	30.91	N.A.	N.A.

### 24.10. Earnings per Share:

Particulars	Year ended 31 <sup>st</sup> March	
	2017	2016
Profit available to Equity Share holders (Rs. In lakhs) (A)	29041.60	(871.20)
Number of Shares outstanding of Rs.5/- each.	2,23,19,410	2,23,19,410
Weighted Average Number of shares outstanding (B)	2,23,19,410	2,23,19,410
Effect of dilution (C)	Nil	Nil
Weighted Average Number of Equity Shares Including potential shares (D)	2,23,19,410	2,23,19,410
Earnings per share (Basic & diluted (A*1,00,000/D) in Rs.	130.12	(3.90)

## BINNY LIMITED

24.11. As per actuarial valuation as on 31-03-2017 and recognized in the financial statements in respect of employee benefit schemes as required under AS 15 (R) are as under:

Particulars	Gratuity		Long Term Compensated Absence	
	(Unfunded)		(Unfunded)	
	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
<b>Unfunded Liabilities</b>				
<b>Assumptions</b>				
Discount Rate	7.00%	8.00%	7.00%	8.00%
Salary Escalation	5.00%	5.00%	5.00%	5.00%
Attrition Rate	5.00%	5.00%	5.00%	5.00%
(Rs.in lakhs)				
<b>Table Showing Change in Benefit Obligation</b>				
Liability at the beginning of the Period	12.45	10.83	5.51	1.77
Interest Cost	0.87	0.69	0.41	0.12
Current Service Cost	2.87	3.66	(0.25)	3.89
Benefit Paid	(1.70)	(3.19)	(0.21)	(0.26)
Actuarial (gain) / Loss on obligations	(0.49)	0.46	(0.85)	(0.01)
Liability at the end of the Period	14.00	12.45	4.61	5.51
<b>Amount Recognised in the Income Statement</b>				
Current Service Cost	2.87	3.66	(0.25)	3.89
Interest Cost	0.87	0.69	0.41	0.12
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain) /Loss to be Recognised	(0.49)	0.46	(0.85)	(0.01)
Expenses Recognised in Profit & Loss A/c	3.25	4.81	(0.69)	4.00
<b>Amount Recognised in the Balance Sheet</b>				
Opening Net Liability	12.45	10.83	5.51	1.77
Expenses as above	3.25	4.81	(0.69)	4.00
Employers Contribution paid / Benefits Paid	(1.70)	(3.19)	(0.21)	(0.26)
Closing net Liability	14.00	12.45	4.61	5.51

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### 24.12. Lease

The lease rentals paid during the year and the future lease obligations of EMI under Hire Purchase Agreement as on March 31, 2017 are as follows:

(Rs.in lakhs)

Lease rentals paid (including HP EMI's)	<b>31<sup>st</sup> March, 2017</b>	<b>31<sup>st</sup> March, 2016</b>
Lease rentals (including EMI) paid during the year	17.56	10.16
Future lease obligations	<b>As at 31<sup>st</sup> March, 2017</b>	<b>As at 31<sup>st</sup> March, 2016</b>
Due within 1 year from the balance sheet date	22.60	16.00
Due between 1 and 5 years	48.68	47.30
Due after 5 years	NIL	NIL

Fixed assets include the following assets purchased on hire purchase scheme. The title of such assets belongs to the Company subject to hire purchase agreements

(Rs.in lakhs)

Particulars	Gross Block as at 31 <sup>st</sup> March, 2017	Dep Block as at 31 <sup>st</sup> March, 2017	Net Block as at 31 <sup>st</sup> March, 2017	Net Block as at 31 <sup>st</sup> March, 2016
Vehicles	89.68	14.53	75.15	55.98

24.13. Managerial remuneration has been paid as per section 197 of Companies Act, 2013 read with Schedule V of Companies Act, 2013.

24.14. The Company has advanced a sum of Rs.18335.13 lakhs for purchase of 12.43 acres of land from a related party. The Shareholders have not approved the resolution for the same. (Only Public Shareholders excluding Promoters have participated in the voting). The company is in the process of recovering the same.

24.15. The company has cancelled the contract for the Windmill purchase and has recalled the advance paid of Rs.6000.00 lakhs from the related party.

24.16. The details of Specified Bank Notes (SBN) held and transacted during the period November 8, 2016 to December 30, 2016 is as under:

(Rs. in Lakhs)

Particulars	SBN	Other Denomination Notes	Grand Total
Closing Cash in hand as on 08 Nov 2016	-	0.24	0.24
Add: Withdrawal from Bank	-	2.70	2.70
Add: Receipts for non-permitted Transactions	-	0.01	0.01
Less: Payments for non-Permitted Transactions	-	(2.87)	(2.87)
Closing Cash in hand as on 30-Dec-2016	-	0.08	0.08

## **BINNY LIMITED**

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- 24.17. The Company has not entered in to any long term contracts including derivatives and there are no outstanding obligations, and there are no foreseeable losses on these as at the year end.
- 24.18. The company is not liable to spend any amount as per section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility for the year ended 31-Mar-17.
- 24.19. There are no amounts to be transferred to Investor Education and Protection Fund as at the year ended 31-Mar-2017.
- 24.20. Previous year figures have been regrouped wherever necessary to conform to current year classifications.

For and on behalf of the Board

As per our Report of even date  
for **M/s SAGAR & ASSOCIATES**  
Chartered Accountants  
Firm Regn No 003510S

**M. NANDAGOPAL**  
Executive Chairman  
Chennai  
Date : 23<sup>rd</sup> October 2017

**ARVIND NANDAGOPAL**  
Managing Director

**T. KRISHNAMURTHY**  
CFO & CS

**V. VIDYASAGAR BABU**  
Partner  
Membership No.027357

# BINNY LIMITED

## BINNY LIMITED

CIN: L17111TN1969PLC005736

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

Email: [binny@binnyltd.in](mailto:binny@binnyltd.in) Website: [www.binnyltd.in](http://www.binnyltd.in)

Phone: 044-26621053 Fax: 044:26621056

### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

#### 48<sup>th</sup> Annual General Meeting on 29<sup>th</sup> November 2017

Full name of the member attending the Meeting \_\_\_\_\_  
(in block capitals)

Leger Folio No./Client ID & DPID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

I/We hereby record my/our presence at the 48<sup>th</sup> Annual General Meeting of M/s. Binny Limited, at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai-600014, on Wednesday, the 29<sup>th</sup> November, 2017 at 11.00 A.M.

\_\_\_\_\_  
(Member/Proxy/Representative's Signature)

#### Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

# BINNY LIMITED

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## BINNY LIMITED

CIN: L17111TN1969PLC005736

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

Email: [binny@binnyltd.in](mailto:binny@binnyltd.in) Website: [www.binnyltd.in](http://www.binnyltd.in)

Phone: 044-26621053 Fax: 044-26621056

## Form No. MGT-11

### Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address:		
Email Id:	Folio No/Client ID:	DP ID:

I/ We, being the member(s) holding \_\_\_\_\_ shares of the above named Company hereby appoint

Name:	E-mail id:
Address:	
Signature _____ or failing him	

Name:	E-mail id:
Address:	
Signature _____ or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 48<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday, 29<sup>th</sup> Day of November 2017 at 11.00 A.M at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai-600014 and at any adjournment thereof in respect of such resolutions as are indicated below:



# BINNY LIMITED

## Resolutions:

Sl. No	Resolution(s)	Vote	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of financial Statements and Reports of Board of Directors and Auditors thereon for the Financial year ended 31 <sup>st</sup> March 2017		
2.	Re-appointment of Shri. M. S. Natarajan (DIN: 00155988), Director, who retires by rotation		
3.	Appointment of Statutory Auditors, M/s. Sagar & Associates, Chartered Accountants, Hyderabad (Registration No. 003510S)		
<b>Special Business</b>			
4	Appointment of Shri. Arunkumar Ranganathan (DIN: 00018588) as an Independent Director of the Company		

\*Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_



Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

**BOOK-POST**

**To**

*If Undelivered please return to:*

**BINNY LIMITED**

(Secretarial Dept.)

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

Phone : 044-26621053