



# BINNY LIMITED

Estd 1799

BSE Limited  
Corporate Relationship Department  
P.J. Towers, Dalal Street  
Mumbai – 400 001

December 19, 2014

## Sub: Declaration of Results of Postal Ballot of Binny Limited - Script Code: 514215

Dear Sir,

With reference to the captioned subject, Mr.V. Suresh, Practicing Company Secretary who was appointed as the Scrutinizer for the aforesaid Postal Ballot process (including e-voting) has submitted his report to the Executive Chairman today. In accordance with the said report, the shareholders have approved the following Special Resolutions under Item no.1 & Item no. 2 in the Postal Ballot Notice dated 14<sup>th</sup> November 2014, with an overwhelming majority of 99.9 % votes cast in favour of respective resolutions.

1. Approval of the shareholders for revising the consideration for sale of 14.06 acres of land to M/s. Landmark Housing Projects Chennai Pvt. Ltd.
2. Approval of the shareholders u/s.186 of the Companies Act, 2013

The summary of results (resolution wise) are as follows:

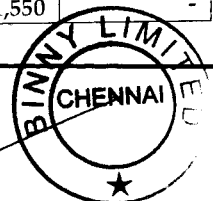
### Special Resolutions:

Item No in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Rejected Votes	Votes Abstained
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast		
ITEM NO. 1: Special Resolution for Approval of the shareholders for revising the consideration for sale of 14.06 acres of land to M/s. Landmark Housing Projects Chennai Pvt. Ltd									
E-Voting	1,28,81,459	12	1,28,81,457	99.99	1	2	0.01	-	-
Postal Ballot	42,90,355	196	42,87,432	99.93	23	2,923	0.07	1,550	-
<b>TOTAL</b>	<b>1,71,71,814</b>	<b>208</b>	<b>1,71,68,889</b>	<b>99.98</b>	<b>24</b>	<b>2,925</b>	<b>0.02</b>	<b>1,550</b>	<b>-</b>

Regd. Office :

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

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



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		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast		
<b>ITEM NO. 2:</b>									
<b>Special Resolution for approval of the shareholders u/s. 186 of the Companies Act 2013:</b>									
<b>E-Voting</b>	1,28,81,459	10	1,28,80,747	99.99	3	712	0.01	-	-
<b>Postal Ballot</b>	42,90,255	197	42,88,582	99.96	21	1,673	0.04	1,650	-
<b>TOTAL</b>	<b>1,71,71,714</b>	<b>207</b>	<b>1,71,69,329</b>	<b>99.99</b>	<b>24</b>	<b>2,385</b>	<b>0.01</b>	<b>1,650</b>	<b>-</b>

The results of the Postal Ballot were accordingly announced today. The certified true copy of the special resolutions as approved by the Shareholders is enclosed for your ready reference.

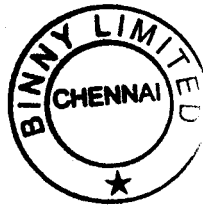
You are requested to take the above documents on your records.

Thanking you,

Yours faithfully

For Binny Limited

  
T. Krishnamurthy  
Compliance Officer



CC:

The Manager – Listing Compliance  
Madras Stock Exchange Ltd.  
No.30, Second Line Beach,  
Chennai-600 001



# BINNY LIMITED

Estd 1799

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY SHAREHOLDERS THROUGH POSTAL BALLOT ON 19<sup>TH</sup> DECEMBER 2014**

## **Special Business:**

### **Item No. 1**

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

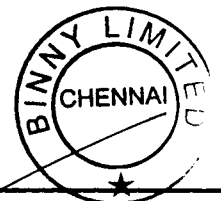
“RESOLVED that pursuant to Section 180(1)(a) of the Companies Act, 2013 approval of the shareholders be and is hereby given for revising the consideration for the sale of 14.06 acres of land situated in Purasawalkam Village, Purasawalkam-Perambur Taluk, Chennai District (“Property”) to Rs.371.20 crores on such terms and conditions as may be considered appropriate by the Board, and also transfer, sell or otherwise dispose of the said Property to Landmark Barracks Projects Private Limited, a wholly owned subsidiary of Landmark Housing Projects Chennai Private Limited, as approved by the Board of Directors of the Company.”

“FURTHER RESOLVED that Shri M. Nandagopal, Executive Chairman, Shri.Arvind Nandagopal, Managing Director and Shri T. Krishnamurthy, Chief FO & CS of the Company be and are hereby severally authorized to execute the revised Agreement of Sale, revised General Power of Attorney and any other document as may be required and to do all such other acts, deeds, matters and things which are incidental and consequential thereto or which may be considered necessary by the Board.”

### **Item No. 2**

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

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the shareholders of the Company be accorded to the Board of Directors of the Company to provide security of the 14.06 acres of property at Perambur situated in Purasawalkam Village (Division), Purasawalkam-Perambur Taluk, Chennai District, being the subject property of Agreement of Sale, for Landmark Barracks Projects Private Limited, a wholly owned subsidiary of Landmark Housing Projects Chennai Private Limited in connection with the loan of Rs.220 cr. granted / to be granted by ECL Finance Limited to Landmark Barracks Projects Private Limited.”



Regd. Office :

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

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

CIN: L17111TN1980PL0005736

“FURTHER RESOLVED that Shri. M. Nandagopal, Executive Chairman, Shri. Arvind Nandagopal, Managing Director and Shri. T. Krishnamurthy, Chief Financial Officer & Company Secretary of the Company be and are hereby severally authorized to sign and execute the required documentation and file the required forms under the Act.

**CERTIFIED TRUE COPY**

**For BINNY LIMITED**



**T. KRISHNAMURTHY**

Chief Financial Officer & Company Secretary



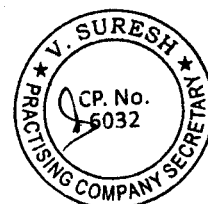
#28, 1st Floor, Ganapathy Colony, 11th Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

The Chairman  
BINNY LIMITED.  
No: 1, Cooks Road,  
Otteri, Perambur,  
Chennai – 600012.

Dear Sir,

1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by
  - (i) The Board of Directors of the Company for the purpose of scrutinising the Postal Ballot voting process in compliance with the Companies Act, 2013; and
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting and Postal Ballot, on the resolutions contained in the Postal Ballot Notice pursuant to section 110 of the Companies Act, 2013. My responsibility as a scrutinizer for e-voting process and postal ballot process is restricted to presenting a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), India and M/s. Cameo Corporate Services Ltd , Chennai, the authorized agencies engaged by the Company.
3. I, submit herewith my combined report on the results of e-voting together with postal ballot as under:-
  1. The Company has completed the despatch of postal ballot forms on 17<sup>th</sup> November 2014, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on November 14, 2014.
  2. Postal Ballot has been conducted in compliance with the Companies Act, 2013.
  3. Particulars of all the postal ballot forms received from the Members in respect of physical voting, have been entered in a register separately maintained for the purpose.
  4. All the postal ballot forms in respect of physical voting, received upto the close of working hours on Thursday, December 18, 2014, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
  5. Postal ballot forms, received after the close of working hours of December 18, 2014 were not considered.
  6. Postal ballot forms returned undelivered aggregated to 1455. These forms have been kept separately.



7. The e-voting period remained open from Wednesday, 19<sup>th</sup> November 2014 (9:30 A.M.) to Thursday, 18<sup>th</sup> December 2014 (6:30 PM).
8. The members of the Company as on the "cut-off" date i.e. November 14, 2014 were entitled to vote on the resolutions in the Postal Ballot Notice.
9. The votes cast were unblocked on December 18, 2014 in the presence of 2 witnesses Ms. Subashree R S and Mr. Shaik Mohideen, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Subashree R S*

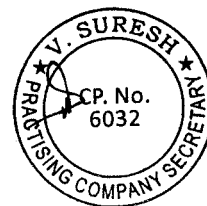
Ms. Subashree R S

*N. Shaik Mohideen*

Mr. Shaik Mohideen

Thereafter, the details of the Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of <https://www.evotingindia.com/> and based on such reports the results of the e-voting is generated.

10. A summary of the e-voting and postal ballot forms received is given below:



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11. All the Resolutions are passed with requisite majority.
12. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai  
Date: 19.12.2014



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