

# **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 - 2662 1053, Fax: 044 - 2662 1056

## **NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT 2013**

To

*The Members of  
Binny Limited*

*NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolutions appended below are proposed to be passed by way of Postal Ballot. Members consent is requested for the proposal contained in the Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.*

*As per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the consent of the shareholders for the above purposes is required to be obtained by means of postal ballot.*

*Accordingly, a postal ballot form along with proposed Resolutions and explanatory statements is appended herewith for your consideration. The Company has appointed Shri V. SURESH, Practising Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.*

*Members are requested to read carefully the instructions appearing in the postal ballot form record their assent or dissent to the above mentioned proposal(s) and return the duly completed form in original in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before 02nd April 2016. The Scrutinizer will submit his report to the Chairman of the Board after completion of scrutiny and the results of the postal ballot will be announced at the Registered Office of the Company.*

*By Order of the Board*

*For BINNY LIMITED*

*Sd/-  
(ARVIND NANDAGOPAL)  
MANAGING DIRECTOR*

*17th February 2016*

## ***RESOLUTIONS FOR POSTAL BALLOT***

*(Pursuant to Section 110 of the Companies Act, 2013)*

### ***Item 1:***

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

*“RESOLVED THAT the Company do hereby accord its consent under Section 180 (1)(a) of the Companies Act, 2013, for mortgaging and/or charging by the Board of directors of the Company, all or any of the movable or immovable properties wherever situate, both present and future or the whole or substantially the whole of the undertaking or the undertakings of the Company in such form and in such manner as the Board of Directors may think fit, together with power to take over the management of the business and concern of the Company in certain events for securing the secured, redeemable, non-convertible debentures to be issued by KLP Projects Private Limited(formerly known as Landmark Barracks Projects Private Limited) in favour of ECL Finance Limited, for an aggregate amount not exceeding Rs. 255crore (Rupees Two Hundred and fifty five crore only) together with redemption premium, interest, compound/additional interest, commitment charge, cost, charges, expenses, and any other monies payable thereon.”*

### ***Item 2:***

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

*“RESOLVED THAT the Company do hereby accord its consent under Section 180 (1)(a) of the Companies Act, 2013, for mortgaging and/or charging by the Board of directors of the Company, all or any of the movable or immovable properties wherever situate, both present and future or the whole or substantially the whole of the undertaking or the undertakings of the Company in such form and in such manner as the Board of Directors may think fit, together with power to take over the management of the business and concern of the Company in certain events for securing loan for an aggregate amount not exceeding Rs.45 crores (Rupees Forty five Crores only) to be provided by Edelweiss Housing Finance Limited to KLP Projects Private Limited(formerly known as Landmark Barracks Projects Private Limited) and all interest, compound/additional interest, commitment charge, cost, charges, expenses, and any other monies payable thereon.”*

**Item 3:**

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

*“RESOLVED THAT pursuant to the provisions of 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 make/ give, from time to time, any loan(s)/ advances/ deposits/ investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and/or provide any security in connection with the proposed issue of secured, redeemable, non-convertible debentures by way of private placement by KLP Projects Private Limited (formerly known as Landmark Barracks Projects Private Limited) to be issued for an aggregate amount not exceeding Rs.255crores(Rupees Two Hundred and fifty five crore only) in favour of ECL Finance Limited, with all interest, compound/ additional interest, commitment charge, redemption premium, cost, charges, expenses, and any other monies payable thereon.”*

**Item 4:**

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

*“RESOLVED THAT pursuant to the provisions of 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 make/ give, from time to time, any loan(s)/advances/deposits/investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and/or provide any security in connection with any loan or loans of Rs.45 Crore(Rupees Forty five crores only) granted/to be granted by Edelweiss Housing Finance Limited to KLP Projects Private Limited(formerly known as Landmark Barracks Projects Private Limited) together with all interest, compound/additional interest, commitment charge, cost, charges, expenses, and any other monies payable thereon.”*

**NOTES:**

1. *The explanatory statement of material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.*
2. *The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, the 26th day of February 2016.*
3. *As per Section 110 of the Act, read with Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier.*
4. *Postal Ballot Notice can be downloaded from the ‘Investors’ section on the Company’s website [www.binnyltd.in](http://www.binnyltd.in)*

**VOTING THROUGH ELECTRONIC MEANS**

1. *In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Securities Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.*

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

- (i) *The voting period begins on 04.03.2016 at 9:00 A.M and ends on 02.04.2016 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 26.02.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.*
- (ii) *The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).*
- (iii) *Click on Shareholders.*
- (iv) *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.*
- (v) *Next enter the Image Verification as displayed and Click on Login.*
- (vi) *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.*

(vii) *If you are a first time user follow the steps given below:*

	<i>For Members holding shares in Demat Form and Physical Form</i>
<i>PAN</i>	<p><i>PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i></p> <ul style="list-style-type: none"> <li>● <i>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.</i></li> <li>● <i>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.</i></li> </ul>
<i>Dividend Bank Details OR Date of Birth (DOB)</i>	<p><i>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.</i></p> <ul style="list-style-type: none"> <li>● <i>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).</i></li> </ul>

(viii) *After entering these details appropriately, click on "SUBMIT" tab.*

(ix) *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.*

(x) *For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.*

(xi) *Click on the EVSN for the relevant <Company Name> on which you choose to vote.*

(xi) *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.*

(xiii) *Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.*

(xiv) *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.*

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xviii) Note for Non – Individual Shareholders and Custodians**

1. 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.
2. 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).
3. 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.
4. 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.
5. 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.

(xix) 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).

**5. VOTING THROUGH POSTAL BALLOT**

Members may send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form enclosed with the notice. For details of the scrutinizer and the steps followed for voting through postal ballot please refer instructions printed overleaf the postal ballot form.

## ANNEXURE TO NOTICE

### Explanatory Statement

***Explanatory Statement for resolutions mentioned under Item Nos.1, 2, 3 & 4 (Pursuant to Section 102 of the Companies Act, 2013)***

*The Shareholders, through Postal Ballot, in EGM dt.19th December 2014 granted their approval to the Company u/s 180(1)(a) and Section 186 of the Companies Act, 2013, to create mortgage on the land to an extent of 14.06 acres situated in Purasawalkam Village, Purasawalkam-Perambur Taluk, Chennai District for securing the loan of Rs.220 crores to be granted by M/s.ECL Finance Limited, Mumbai to M/s.Landmark Barracks Projects Private Ltd., Chennai, with whom the Company has entered into an Agreement for Sale for Rs.370 crores, for discharging the Sale Consideration for the above referred land.*

*But the actual mortgage was created only for a sum of Rs.145 crores on the aforesaid land being the actual amount of disbursement.*

*Now, on 10th February 2016, M/s.KLP Projects Private Limited , Chennai (formerly known as Landmark Barracks Projects Private Limited) has sent a Term Sheet for a total loan of Rs.300 crores received by them from M/s.ECL Finance Limited, Mumbai and they requested the Company to create mortgage on the said land of 14.06 acres for Rs.300 crores in favour of M/s.ECL Finance Limited, by cancelling the previous mortgage executed for Rs.145 crores.*

*As per the Term Sheet, the total loan of Rs.300 crores is being availed by M/s.KLP Projects Private Limited by issuance of Non-Convertible Debentures (NCDs) for Rs.255 crores and a Corporate Loan of Rs.45 crores. The loan of Rs.255 crores being availed by issuance of NCDs is towards the following:*

- 1) Rs.145 crores towards repayment of existing facility*
- 2) Rs.110 crores to the land owner, M/s.Binny Limited*

*For this as per the terms of sanction, Binny has to create mortgage on the 14.06 acres situated in Purasawalkam Village, Purasawalkam- Perambur Taluk, Chennai District, in favour of ECL Finance / Edelweiss Housing Finance Limited / Debenture Trustees.*

*The Board recommends the resolutions for approval of the shareholders as it is in the best interests of the Company.*

*None of the Directors or KMP is concerned or interested in the Resolutions, except to the extent of their respective interests as shareholders of the Company.*

***By Order of the Board  
For BINNY LIMITED***

***Sd/-  
(ARVIND NANDAGOPAL)  
MANAGING DIRECTOR***

***17th February 2016***

**BINNY LIMITED**

(CIN : L17111TN1969PLC005736)

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

Email: binny@binnyltd.in, Website: www.binnyltd.in

Phone: 044 - 2662 1053, Fax: 044 - 2662 1056

Serial No:

**POSTAL BALLOT FORM**

1. Name(s) of member(s)  
(including Joint-holders, if any)  
(IN BLOCK LETTERS)
2. Registered Address of the Sole / First Named  
Shareholder / Beneficial Owner
3. Registered Folio No.\*  
(\*Applicable to member(s) holding  
shares in physical form)  
  
DP ID No. & Client ID No\*\*  
(\*\*Applicable to member(s) holding  
shares in dematerialized form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 17th February 2016 of the Company by sending my/our assent or dissent to the said Resolution by placing the Tick (✓) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1. Approval of the shareholders u/s 180(1)(a) of the Companies Act, 2013 for Rs.255 cr. of NCDs			
2. Approval of the shareholders u/s 180(1)(a) of the Companies Act, 2013 for Rs.45 cr., of Loan			
3. Approval of the shareholders u/s 186 of the Companies Act, 2013 for Rs.255 cr. of NCDs			
4. Approval of the shareholders u/s 186 of the Companies Act, 2013 for Rs.45 cr., of Loan			

**Note:** 1) Please read the instructions printed overleaf (next page) before filling the Postal Ballot Form.

2) Last date for receipt of this Form by the Scrutinizer is 02nd April 2016.

Place:

Date:

(Signature of Member)



## **POSTAL BALLOT FORM INSTRUCTIONS**

1. *This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.*
2. *A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.*
3. *A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted. Voting through any other form or photocopy of this Postal Ballot Form will not be considered valid.*
4. *The self-addressed envelope bears the name and address of the scrutinizer appointed by the Board of Directors of the Company.*
5. *This postal ballot form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be rejected.*
6. *In respect of shares held by companies, trusts, societies etc. the completed postal ballot form should be accompanied by certified copy of Board Resolution/ appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly attested.*
7. *In case this postal ballot form is signed by a member through an Attorney, an attested copy of the Power of Attorney should be attached to the postal ballot form.*
8. *Duly completed Postal Ballot Form(s) should reach the Scrutiniser not later than the close of working hours on Saturday, the 02nd day of April 2016. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.*
9. *A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutiniser not later than the date specified at item 8 above.*
10. *Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the date of dispatch of the notice.*
11. *Postal ballot form which is incomplete or unsigned or defective in any other manner is liable to be rejected. The Scrutiniser's decision in this regard shall be final and binding.*
12. *Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser.*
13. *The date of declaration of the results of postal ballot by the Chairman or Managing Director of the company as indicated in the Notice i.e. Monday, the 04th day of April 2016 at 03:00 P.M. - will be the date of passing of the resolutions. The results will be declared at the Registered office of the company and would also be displayed on the Company's website at [www.binnyltd.in](http://www.binnyltd.in).*