

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

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 18th March 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*

10th 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 pursuant to Section 180(1)(a) of the Companies Act, 2013, approval of the shareholders be and is hereby accorded to the proposal of the Company to sell 3.2 acres of land being owned by the Company situated at Stephenson Road, Vyasarpadi, Chennai, on such price to such party offering the highest price or to enter into a Joint Development Agreement (JDA) on such terms and conditions as it deem fit and proper.”

“FURTHER RESOVLED THAT Shri M.Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director of the Company be and are hereby jointly authorised to finalise the sale or enter into a Joint Development Agreement as above and execute the necessary Sale Agreement or Joint Development Agreement.”

Item 2:

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

“RESOVLED THAT pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the consent, authority and approval of the shareholders be and is hereby accorded to the Board to purchase 12.43 acres of land at Valasaravakkam, Chennai from M/s.Mohan Breweries and Distilleries Limited (MBDL), a Company under the same Management, on such terms and conditions and with effect from such date, as may be decided by the Board and to finalise and execute all such documents including agreements, deeds of assignment /conveyance and other documents as the Board may deem necessary or 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.”

“FURTHER RESOLVED THAT Shri M.Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director of the Company be and are hereby severally authorized to execute the Agreement with Mohan Breweries and Distilleries Limited.”

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 12th 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*

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 18.02.2016 at 9:00 A.M and ends on 18.03.2016 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 12.02.2016 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.*
- (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 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>
PAN	<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"> ● <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> ● <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>
Dividend Bank Details OR Date of Birth (DOB)	<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"> ● <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>

- (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 there solutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- 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 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 infavour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizerto 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, under help section or write an email to 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

(Pursuant to Section 102 of the Companies Act, 2013)

Item.No: 1

The Board of Directors of the Company at their meeting held on February 10, 2016 approved the proposal of the Company to sell or enter into a Joint Development Agreement (JDA) for development of Company's land to an extent of 3.2 acres situated at Stephenson Road, Vyasarpadi, Chennai and Shri M. Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director of the Company is jointly authorized to finalise the sale on such price to such party offering the highest price or to enter into a Joint Development Agreement (JDA) on such terms and conditions as it deem fit and proper and in the interest of the shareholders.

Since this proposal attracts the provisions of Section 180(1)(a) of the Companies Act, 2013, the approval of the shareholders is being sought through Special Resolution.

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

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

Item.No: 2

The Board of Directors of the Company at their meeting held on 10.2.2016 approved the proposal of the Company to purchase 12.43 acres of land situated at Valasaravakkam, from M/s. Mohan Breweries and Distilleries Limited (MBDL), a Company under the same management, for a consideration of Rs.300 crores (Rs.24.14 crores per acre), subject to the approval of the shareholders by way of an Ordinary Resolution u/s 188 of the companies act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable circulars.

This transaction is a Related Party Transaction (RPT) coming under the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

<i>(a) Name of the Related Party</i>	<i>Mohan Breweries and Distilleries Limited</i>
<i>(b) Relationship</i>	<i>Associate Company</i>
<i>(c) Name of the Directors, Key Managerial Personnel who is related.</i>	<i>1. Shri. M. Nandagopal, Executive Chairman 2. Shri. Arvind Nandagopal, Managing Director</i>

(d)	<i>Nature and material terms, monetary value and particulars of the contract or arrangement.</i>	<i>Purchase of 12.43 acres of Land situated at Valasaravakkam, Chennai from M/s. Mohan Breweries and Distilleries Limited for a Consideration for Rs. 300 Crores.</i>
(e)	<i>Any other information relevant or important for the members to take a decision on the proposed resolution.</i>	—

Shri M. Nandagopal, Executive Chairman and Shri. Arvind Nandagopal, Managing Director are Related Parties and are also interested in the transaction (Shri M.Nandagopal and Shri Arvind Nandagopal jointly hold 76.25% of equity in Mohan Breweries and Distilleries Limited).

Shri S. Natarajan, being a Promoter Director and Mr. T. Krishnamurthy, CFO & Company Secretary, KMP are Related Parties, but they are not interested in the transaction.

As per the Regulation 23 of Listing Regulation issued by SEBI, which is made applicable to listed companies with effect from 1st December 2015, all Related Parties are not entitled to vote in the Shareholder's resolutions. In the instant case, all the Promoter Directors are not entitled to vote. In other words, only the public shareholders are entitled to vote in the above resolutions

Accordingly, the Scrutinizer, Mr.V.Suresh, Practising Company Secretary who has been appointed by the Company for conducting the Postal Ballot process, will disapprove the IDs of the members, who are not entitled to vote in the E-voting portal.

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

By Order of the Board

For BINNY LIMITED

Sd/-

*(ARVIND NANDAGOPAL)
MANAGING DIRECTOR*

10th February 2016

Encl.:

- 1. Postal Ballot form*
- 2. Self Addressed and pre-paid Postage Envelope*

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 Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 10th 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 to the authorization given by the Board to Shri. M. Nadagopal, Executive Chairman and Shri. Arvind Nandagopal, Managing Director of the Company, jointly to sell or enter into a Joint Development Agreement (JDA) for development of Company's land to an extent of 3.2 acres situated at Stephenson Road, Vyasarpadi, Chennai.			
2. Approval of the Shareholders authorizing the Board to enter into an agreement with M/s. Mohan Breweries and Distilleries Limited (MBDL), a Company under the same management, for purchase of 12.43 acres of land being owned by them.			

- 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 18th March 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 Friday, the 18th day of March 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. Friday, the 18th day of March 2016 at 07:00 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.*