


BINNY LIMITED

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

CFKCS
Binny


NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

To
The Members of
Binny Limited

NOTICE is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolution appended below is proposed to be passed as Ordinary Resolution by way of Postal Ballot. Member's consent is requested for the proposal contained in the Resolution appended below. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

As per the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, 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 Resolution and explanatory statements is appended herewith for your consideration. The Company has appointed Shri. M.RATHNAKUMAR, M.RATHNAKUMAR & CO., Company Secretaries, 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 November, 2013. 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

Executive Chairman

17th October, 2013

RESOLUTION FOR POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

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

"RESOLVED that pursuant to Section 293(1)(a) and other applicable provisions of the Companies Act, 1956, and the Memorandum and Articles of Association of the Company and subject to such other permissions, consents and approvals, if any required from concerned authorities, bodies and agencies and subject to such conditions as may be prescribed by them and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof or any person to which all or any of the powers hereby conferred on the Board are or may hereafter be delegated), the consent, authority and approval of the Company be and is hereby accorded to the Board to transfer, sell, or otherwise dispose of the land of 14.16 acres of land at Perambur Barracks Road, Perambur, Chennai 600 012 in full or in part, as the Board may consider appropriate for such consideration, 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."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers, herein conferred to Shri. M.Nandagopal, Executive Chairman of the Company and Shri Arvind Nandagopal, Managing Director of the Company or to any committee thereof as the Board may decide to delegate to give effect to the above Resolution.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

The Company has 14.16 acres of Land at Perambur Barracks Road, Perambur, Chennai 600012. To augment long term business growth and for further expansion of its business, the Board of Directors decided to sell parcel of land belonging to the Company. In this connection, the Board of Directors had to enter into Memorandum of Understanding with M/s. Landmark Housing Projects Chennai Private Limited subject to approval of the shareholders under Section 293(1)(a) and other applicable provisions of the Companies Act, 1956.

Accordingly, in terms of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956, consent of the Members is being sought through postal ballot for passing the Ordinary Resolution as set out in the Notice. This will enable the Board of Directors to take and implement appropriate decision at opportune occasion and in the best interest of the Company.

None of the Directors is concerned or interested in the Resolution, except to the extent of their respective interest as shareholders of the Company.

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

17th October, 2013

Executive Chairman

BINNY LIMITED

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

POSTAL BALLOT FORM

Serial No.

1. Name(s) of member(s) (in block Letters) :
(including Joint-holders, if any)

2. Registered Address of the Sole / First Named Shareholder / Beneficial Owner :

3. Registered Folio No.* :
(* Applicable to member(s) holding shares in physical form)
DPID 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 Resolution to be passed through Postal Ballot for the business stated in the Notice dated 17.10.2013 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)
Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956.			

Place:

Date:

(Signature of the member)

Note: 1. Please read carefully the instructions printed overleaf before filling the Postal Ballot Form

2. Last date for receipt of Postal Ballot Form by the Scrutiniser- 18.11.2013

INSTRUCTIONS

1. 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.
2. The self-addressed envelope bears the name and address of the scrutinizer appointed by the Board of Directors of the Company.
3. 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.
4. 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.
5. 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.
6. Duly, completed Postal Ballot Form(s) should reach the Scrutiniser not later than the close of working hours on Monday, the 18th November 2013. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.
7. 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 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the date of despatch of the notice.
9. 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.
10. 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.
11. The date of declaration of the results of postal ballot by the Chairman & Managing Director or any other Director of the company as indicated in the Notice i.e. Tuesday, the 19th November 2013 at 3.00 P.M. will be the date of passing of the resolutions. The results will be declared at the Registered Office of the company and will also be published in Newspapers.