

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 13th November 2015. 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/-
(M.NANDAGOPAL)
EXECUTIVE CHAIRMAN*

27th May 2015

RESOLUTIONS FOR POSTAL BALLOT

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

SPECIAL BUSINESS:

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, the approval of the Company be and is hereby given for effecting the following amendments in the existing Clause (III) of the Main Objects Clause of the Memorandum of Association of the Company, dealing with the objects of the Company:

a) Inserting the following new Clause (ix) to Clause (xi) under Clause III(A) after existing Clause (viii) of the Memorandum of Association:

(ix) To carry on the business activities as real estate developers of land, buildings, structures, residential apartments, commercial plots, industrial plots and sheds, roads, bridges, channels, culverts and to act as builders, real estate agents, property developers, consultants, contractors, engineers, architect, interior designers, design managers, contractors, sub-contractors, buyers/sellers and transferors for all types of constructions and developments work for private sector, government departments, semi government departments and to provide value added consultancy services on engineering, industrial and technical matters to all forms of industries and to act as total solution providers, importers, dealers in distributors of all kinds of building material, furnishings.

(x) To construct, execute, carry out, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country any where in the world all kinds buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

(xi) To carry on business as house, land and estate agents, and to arrange or undertake the sale, purchase or, advertise for sale or purchase, assist in selling or purchasing and find

or introduce purchaser or vendors of and to manage land building and other property whether belonging to the company or not, and to carry on the trade or business of dealing in and agents for lands, buildings, factories, house, flats and other residential commercial properties and construct, maintain and alter residential commercial and industrial plots and properties and give them on lease rent or otherwise.

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, 09th day of October 2015*
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 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, 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.*
2. *The voting period begins on 15.10.2015 at 9.00 A.M. and ends on 13.11.2015 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on 09.10.2015 (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.*

Instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) *Log on to www.evotingindia.com*
- (ii) *Click on “Shareholders” tab.*

- (iii) Now, select the “COMPANY NAME” “BINNY LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID (For CDSL : 16 digits beneficiary ID, For NSDL : 8 Character DPID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code (image verification) as displayed and Click on Login.
- (v) 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. If you are a first time user follow the steps given below.
- (vi) Now, fillup the following details in the appropriate boxes:

	<i>For Members holding shares in Demat Form or in Physical Form</i>
<i>PAN*</i>	<p><i>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i></p> <p><i>*Members who have not updated their PAN with the Company / RTA / DP are requested to use the first two letters of their name and the sequence number in the ‘PAN field’.</i></p> <p><i>The S.L. No. printed on your address slip pasted on the envelope added with sufficient 0s in between the first two letters of your name and the S.L. No. to fill the ten digit PAN field for this purpose,</i></p> <p><i>Example: If your name is Ramesh with S.L. No. 00003615 then enter RA00003615 in the ‘PAN field’.</i></p>
<i>Date of Birth (DOB)</i>	<i>Enter the Date of Birth (as recorded in your demat account or in the Company records for the said demat account or folio) in dd/mm/yyyy format.</i>
<i>Dividend Bank Details #</i>	<i>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</i>

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.

- (ix) *Click on the EVSN for the relevant <Company Name> “BINNY LIMITED” on which you choose to vote.*
- (x) *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.*
- (xi) *Click on the “Resolutions File Link” if you wish to view the entire Resolutions.*
- (xii) *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.*
- (xiii) *Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.*
- (xiv) *You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.*
- (xv) *If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.*
- (xvi) *Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.*
- (xvii) *For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.*

In case of members receiving the physical copy:

- (A) *Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.*
- (B) *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)

Though the Memorandum covers and authorizes the Company to enter into Real Estate activities, the Board of Directors have decided and approved at its Meeting held on 27th May 2015, the amendment in the object clause of Memorandum of Association of the Company to include more specifically and exhaustively Real Estate activities, for entering into and carrying on Real Estate activities, subject to the approval of the shareholders through Postal Ballot, pursuant to Section 13 of the Companies Act, 2013 read with relevant rules and all other applicable portions if any, of the act and Listing Agreement.

Consent of the shareholders by passing a Special Resolution is required in this regard.

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

The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

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.

*By Order of the Board
For BINNY LIMITED*

*Sd/-
(M.NANDAGOPAL)
EXECUTIVE CHAIRMAN*

27th May 2015

Encl.:

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

BINNY LIMITED

(CIN : L17111TN1969PLC005736)

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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 27th May 2015 of the Company by
sending my/our assent or dissent to the said Resolution by placing the Tick (./) mark at the
appropriate box below:

<i>Description</i>	<i>No. of</i> <i>Shares</i>	<i>I/We assent</i> <i>to the Resolution</i> <i>(FOR)</i>	<i>I/We dissent to</i> <i>the Resolution</i> <i>(AGAINST)</i>
<i>Special Resolution under Section 13 of the</i> <i>Companies Act, 2013 for alteration of the</i> <i>Main Objects Clause of the Memorandum of</i> <i>Association of the Company</i>			

- 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 13th November 2015.*

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 13th day of November 2015. 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. Saturday, the 14th day of November 2015 at 1.00 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.*