



# BINNY LIMITED

Estd 1799  
CIN No. : L 17111TN1969PLC005736

SEC/2016-17/SE/0001

April 06, 2016

Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jee Jee Bhoy Towers  
Dalal Street  
Mumbai – 400 001

Dear Sir,

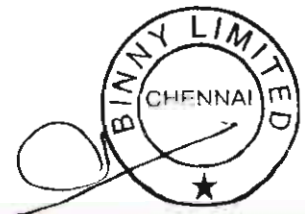
**Sub: Declaration of Results of Postal Ballot & E-Voting - Scrip Code No. 514215**

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 Special Resolutions as embodied in the Postal Ballot Notice dated February 17, 2016 with majority of votes cast in favour of the Resolutions.

The summaries of results are as follows:

**Item.No: 1: Special Resolution**

Particulars	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		
<b>Item No:1</b> Approval of the shareholders u/s 180(1)(a) of the Companies Act, 2013 for Rs.255 cr. of NCDs									
<b>E-Voting</b>	42,39,701	10	42,38,466	99.97	1	1,235	0.03	-	-
<b>Postal Ballot</b>	1,24,59,251	97	1,24,57,718	99.98	32	1,533	0.02	2	-
<b>TOTAL</b>	<b>1,66,98,952</b>	<b>107</b>	<b>1,66,96,184</b>	<b>99.98</b>	<b>33</b>	<b>2,768</b>	<b>0.02</b>	<b>2</b>	<b>-</b>



Redg. Office :

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

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

Tin : 33490120005 Website: www.binnyltd.in



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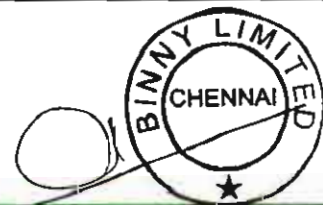
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## Item.No: 2: Special Resolution

Particulars	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		
<b>Item No:2</b>									
Approval of the shareholders u/s 180(1)(a) of the Companies Act, 2013 for Rs.45 cr., of Loan									
<b>E-Voting</b>	42,39,701	10	42,38,466	99.97	1	1,235	0.03	-	-
<b>Postal Ballot</b>	1,24,59,251	97	1,24,57,718	99.98	32	1,533	0.02	2	-
<b>TOTAL</b>	<b>1,66,98,952</b>	<b>107</b>	<b>1,66,96,184</b>	<b>99.98</b>	<b>33</b>	<b>2,768</b>	<b>0.02</b>	<b>2</b>	<b>-</b>

## Item.No: 3: Special Resolution

Particulars	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		
<b>Item No:3</b>									
Approval of the shareholders u/s 186 of the Companies Act, 2013 for Rs.255 cr. of NCDs									
<b>E-Voting</b>	42,39,701	10	42,38,466	99.97	1	1,235	0.03	-	-
<b>Postal Ballot</b>	1,24,59,251	97	1,24,57,718	99.98	32	1,533	0.02	2	-
<b>TOTAL</b>	<b>1,66,98,952</b>	<b>107</b>	<b>1,66,96,184</b>	<b>99.98</b>	<b>33</b>	<b>2,768</b>	<b>0.02</b>	<b>2</b>	<b>-</b>



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## Item.No: 4: Special Resolution

Particulars	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:4 Approval of the shareholders w/s 186 of the Companies Act, 2013 for Rs.45 cr., of Loan									
E-Voting	42,39,701	10	42,38,466	99.97	1	1,235	0.03	-	-
Postal Ballot	1,24,59,251	97	1,24,57,718	99.98	32	1,533	0.02	2	-
<b>TOTAL</b>	<b>1,66,98,952</b>	<b>107</b>	<b>1,66,96,184</b>	<b>99.98</b>	<b>33</b>	<b>2,768</b>	<b>0.02</b>	<b>2</b>	<b>-</b>

The Results of the Postal Ballot were accordingly announced today. The Certified true copy of the Resolutions as approved by the Shareholders is enclosed for your ready reference.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For, BINNY LIMITED



(T. Krishnamurthy)  
Chief Financial Officer and Company Secretary

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**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY SHAREHOLDERS THROUGH POSTAL BALLOT ON MONDAY, APRIL 04, 2016.**

**Item No: 1 Special Resolution:**

**Approval of the shareholders u/s 180(1) (a) of the Companies Act, 2013 for Rs.255 cr. of NCDs**

“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 No: 2 Special Resolution:**

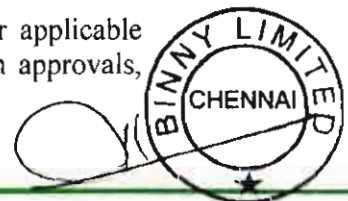
**Approval of the shareholders u/s 180(1)(a) of the Companies Act, 2013 for Rs.45 cr., of Loan**

“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 No: 3 Special Resolution:**

**Approval of the shareholders u/s 186 of the Companies Act, 2013 for Rs.255 cr. of NCDs**

“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,



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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 No: 4 Special Resolution:

### Approval of the shareholders u/s 186 of the Companies Act, 2013 for Rs.45 cr., of Loan

“**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.”

*//Certified True Copy//*

For BINNY LIMITED

T. KRISHNAMURTHY  
Chief Financial Officer & Company Secretary

Redg. Office :

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

Scrutinizer's Report

The Chairman  
Binny Limited  
No: 1, Cooks Road,  
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 resolution stated below, 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 03.03.2016, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on February 26, 2016.
  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 Saturday, April 02, 2016, 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 April 02, 2016 were not considered.





6. The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English newspaper "Business Standard" and vernacular newspaper "Makkal Kural" having a wide circulation, in their respective editions dated 04.03.2016.
7. Postal ballot forms returned undelivered aggregated to 320. These forms have been kept separately.
8. The e-voting period remained open from Friday, 04<sup>th</sup> March 2016 (9:00 A.M.) to Saturday, 02<sup>nd</sup> April 2016 (5:00 PM).
9. The members of the Company as on the "cut-off" date i.e. February 26, 2016 were entitled to vote on the resolutions in the Postal Ballot Notice.
10. The Corporate members have provided the copy of the resolution passed at the Board of Directors for authorization to exercise their votes.
11. The votes cast were unblocked on April 2, 2016 in the presence of 2 witnesses who are not in the employment of the Company.

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.



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

Particulars	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Rejected Votes	Votes Abstained
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2. Approval of the shareholders u/s 180(1)(a) of the Companies Act, 2013 for Rs.45 cr., of Loan									
E-Voting	42,39,701	10	42,38,466	99.97	1	1,235	0.03	-	-
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3. Approval of the shareholders u/s 186 of the Companies Act, 2013 for Rs.255 cr. of NCDs									
E-Voting	42,39,701	10	42,38,466	99.97	1	1,235	0.03	-	-
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4. Approval of the shareholders u/s 186 of the Companies Act, 2013 for Rs.45 cr., of Loan									
E-Voting	42,39,701	10	42,38,466	99.97	1	1,235	0.03	-	-
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13. The Special Resolutions were passed with requisite majority.

14. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai  
Date: 04.04.2016



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