

# **BINNY LIMITED**

*(CIN : L17111TN1969PLC005736)*

*Registered Office: No.1, Cooks Road, Otteri, 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 5th January 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*

*1<sup>ST</sup> December 2014*

*RESOLUTION FOR POSTAL BALLOT  
(Pursuant to Section 110 of the Companies Act, 2013)*

*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 Board of Directors of the Company to enter into a Joint Development Agreement (JDA) with M/s.SPR Group, Chennai for development of an Integrated Township on Joint Development Model (JDA) at its CFS Land Area of 63.91 acres located at Cooks Road, Perambur, Chennai, on such terms and conditions and with effect from such date as may be decided by the Board of Directors of the Company.*

*“FURTHER RESOLVED THAT Shri M.Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director of the Company be and are hereby authorized severally to finalise and execute the Joint Development Agreement (JDA) with M/s.SPR Construction Pvt. Ltd., No.57, Narayana Mudali Street, Chennai 600 079 (SPR Group Company), all such other agreements, Power of Attorney 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 of Directors of the Company.”*

*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 Monday, 1st December 2014.*
- 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 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 6.12.2014 at 9.30 a.m and ends on 5.1.2015 at 6.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 1.12.2014 (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](http://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 DP ID 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](http://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, fill up 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>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> <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 Annual Report 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.co.in> 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.co.in](http://www.evotingindia.co.in) 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 (Pursuant to Section 102 of the Companies Act, 2013)*

*The Board of Directors of the Company at their meeting held on 26.11.2014 approved the proposal of the Company for development of an Integrated Township on Joint Development Model (JDA) in the Company's CFS land area admeasuring approximately 63.91 acres located at Cooke's Road, Perambur, Chennai. Based on the said approval, the Company has awarded the Contract to M/s.SPR Group, Chennai and the same was informed to the Board at its Meeting held on 1.12.2014.*

*The Joint Development Agreement (JDA) finalized with SPR Group, Chennai is on a Revenue Sharing basis in the ratio of 39:61 between the Company and the Developer and if the Developer is able to achieve sale of specified commercial space of 25% of the total saleable area, the revenue sharing ratio would be 40:60. Also, there is Interest Free Refundable Security Deposit of such amount as may be decided by the Board of Directors, to be brought in by the Developer.*

*Since the Joint Development Agreement amounts to "otherwise disposal of asset" under 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 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/-  
(M.NANDAGOPAL)  
EXECUTIVE CHAIRMAN*

*1<sup>st</sup> December 2014*

*Encl.:*

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

## **BINNY LIMITED**

(CIN : L17111TN1969PLC005736)

Registered Office: No.1, Cooks Road, Otteri, 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

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 1st December 2014 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)
Approval of the shareholders for entering into a Joint Development Agreement (JDA) with M/s.SPR Group, Chennai for development of an Integrated Township on Joint Development Model (JDA) at Company's CFS Land area of 63.91 acres located at Cooks Road, Perambur, Chennai			

- 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 5th January 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 Monday, the 5th January 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. Tuesday, the 6th January 2015 at 5.00 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.*