

Binny Limited

[CIN L17111TN1969PLC005736],

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

Website : www.binnyltd.in/[mail: liaison@binnyltd.in](mailto:liaison@binnyltd.in)

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN FOR THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BINNY LIMITED TO BE HELD ON MONDAY, 7TH APRIL 2025 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No: 1 To Re-designate Mr. Satyanarayan Balakrishnan (DIN: 06620068) as the Whole Time Director, and in this regard, to consider and if thought fit, pass the following resolution with or without modifications as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 203 of the Act, read with Schedule V to the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and pursuant to the approval of Board of Directors of the Company, consent of the members be and is hereby accorded to re-designate Mr. Satyanarayan Balakrishnan (DIN: 06620068) as a Whole-Time Director with effect from **08th January, 2025 to 07th January 2030** for a term of five consecutive years, who shall not receive any remuneration and shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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Item No: 2. To re-designate Mr. Shankaran Sundar Raman (DIN: 10808206) as an Independent director, and in this regard, to consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and pursuant to the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Shankaran Sundar Raman (DIN:10808206) as an Independent Director of the Company with effect from **10th January, 2025 to 09th January 2028** for a term of three consecutive years, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provision of Sections 149 and other applicable provisions of the Act and the rules made thereunder, applicable provisions of the Listing Regulations and Remuneration Policy of the Company, Mr. Shankaran Sundar Raman (DIN:10808206) be paid sitting fees and commission as may be approved by the Board from time to time subject to the limits prescribed under the Act.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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Item No: 3. To appoint Mr. R. Subramanian (DIN:10902239) as the Independent Director and in this regard, to consider and if thought fit, to pass the following “RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. R. Subramanian (DIN: 10902239), as an Independent Director of the Company with effect from **23rd January,2025 to 22nd January,2028** for a term of three consecutive years, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provision of Sections 149 and other applicable provisions of the Act and the rules made thereunder, applicable provisions of the Listing Regulations and Remuneration Policy of the Company, Mr. R. Subramanian (DIN: 10902239), be paid sitting fees and commission as may be approved by the Board from time to time subject to the limits prescribed under the Act.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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Item No: 4. To appoint Mr. Kumaraguru (DIN: 10918702) as the Independent Director and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Kumaraguru (DIN: 10918702), as an Independent Director of the Company with effect from **23rd January, 2025 to 22nd January, 2028** for a term of three consecutive years, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provision of Sections 149 and other applicable provisions of the Act and the rules made thereunder, applicable provisions of the Listing Regulations and Remuneration Policy of the Company, Mr. Kumaraguru (DIN: 10918702), be paid sitting fees and commission as may be approved by the Board from time to time subject to the limits prescribed under the Act.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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Item No: 5. To appoint Mr. Ramamurthy (DIN: 09213226) as the Independent and in this regard, to consider and if thought fit, to pass the following resolution with or without modifications as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Ramamurthy (DIN: 09213226) as an Independent Director of the Company with effect from **23rd January,2025 to 22nd January,2028** for a term of three consecutive years, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provision of Sections 149 and other applicable provisions of the Act and the rules made thereunder, applicable provisions of the Listing Regulations and Remuneration Policy of the Company, Mr. Ramamurthy (DIN: 09213226) be paid sitting fees and commission as may be approved by the Board from time to time subject to the limits prescribed under the Act.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Place: Chennai Date: 06.03.2025	For and on Behalf of Binny Limited Sd/- Nutrajan Ramesh Director DIN:00356383
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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19th September 2024 (MCA Circulars) and Securities and Exchange Board of India (“SEBI”) Circular dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as “SEBI Circulars”) and all other applicable laws and circulars issued by Ministry of Corporate Affairs (“MCA”), Government of India and SEBI has permitted to conduct the General Meetings through video conferencing (“VC”) or other audio-visual means (“OAVM”) up to September 30, 2025, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing’s body resolution/authorization etc., authorizing their representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to Mr. I. B. Harikrishna hari@akshayacs.com and binny@binnyltd.in and may also upload the same at www.evotingindia.com.
5. Brief details of following Director, who are proposed to be appointed and re-designated, are annexed hereto, as per the requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.

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6. Notice is also given that pursuant to section 91 of the Companies Act, 2013, March 31,2025 will be considered as the cut off/record date for E-voting.
7. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EGM without restriction on account of first come first served basis.
8. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM which is held through VC/OAM
9. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice has been uploaded on the website of the Company at www.binnyltd.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com. BSE access yet to get
10. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.

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Process and manner for members opting for voting through Electronic means:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd (“CDSL”), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.
2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date/record date i.e.31st March, 2025 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date/record date, shall treat this Notice as intimation only.
3. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date/record date i.e. 31st March, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
5. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. The Statutory Registers will be available for inspection by the members at the registered office of the Company during business hours, except on holidays, up to and including the date of the Extra ordinary general meeting of the Company.

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7. As required by Rule 18(3) of the Companies (Management & Administration) Rules, 2014, members are requested to provide their e-mail address to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time. Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant(s) (DP) in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form for receiving all communication including Notices etc. from the Company electronically.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the RTA in case the shares are held by them in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them in the Company. Nomination forms can be obtained from the Registrar and Share Transfer Agent (RTA) of the Company viz, Cameo Corporate Services Ltd. Members holding shares in dematerialized form may approach their respective Depository Participants (DPs) to avail and/or effect any change in the nomination facility. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company.
11. M/s Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No.1, Club House Road, Chennai 600 002. Phone: 044-2846 0390 to 2846 0394 is the Company's Registrar and Share Transfer Agent for physical transfer of shares and all correspondence may be

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addressed directly to them. In respect of shares held in Demat form, members may send requests or correspond through their respective DPs.

12. As provided in Rule 18(2) of the Companies (Management & Administration) Rules, 2014, the notice of the meeting has been sent by e-mail to those shareholders whose registered e-mail address is available with the Company/RTA.
13. The physical copies of the documents pertaining to the items of business transacted at the Extra Ordinary General Meeting will be available for inspection at the Registered Office of the Company during normal business hours on working days.
14. Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provide that every listed company shall provide to its members facility to exercise their right to vote at general meetings by electronic means. A member may exercise his right to vote at any general meeting by electronic means and company may pass shareholders' resolutions by electronic voting system (e-voting) in accordance with the aforesaid provisions.
15. The members may exercise their right to vote on the resolutions to be passed at this Extra Ordinary General Meeting by remote e-voting. The Company may pass shareholders' resolutions by remote e-voting in accordance with the aforesaid provisions.
16. The Board of Directors has appointed Mr.I.B.Harikrishna of IBH & Co., Practising Company Secretaries (Membership No: F5829/ CP No:5302), Chennai, as the Scrutinizer for conducting the electronic voting (e-voting) process in accordance with the provisions of the Act and Rules made there under in a fair and transparent manner and he has consented to act as such.

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The procedure and instructions for remote e-voting are, as follows:

1. The remote e-voting will commence on 4th April, 2025 at 9.00 a.m. and will end on 6th April, 2025 at 5.00 p.m. During this period, the members having shares either in physical mode or in demat mode as on the Cut-off date/record date i.e.31st March, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
2. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
3. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off /record date i.e.31st March, 2025
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
5. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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Type of shareholders	LoginMethod
Individual Share holders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi/Easiest facility, can log in through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiestare https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where thee-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email

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	<p>as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-</p>

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	Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in demat form & physical shareholders.**

1. The shareholders should log on to the e-voting website www.evotingindia.com
 2. Click on 'Shareholders' module.
 3. 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.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in Demat form and had logged on to www.evotingindia.com and 6. 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:

	For Members holding shares in Demat Form other than individual and for Members holding shares in physical form
PAN	Enter your 10 digital alpha-numeric* PAN issued by Income Tax Department (Applicable for both Demat shareholders as

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	<p>well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company / RTA in the PAN field or contact the Company/RTA.• 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.
DOB	Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of Binny Limited

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(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 Resolution details.

(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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Note for Non – Individual Shareholders and Custodians – Remote Voting only

- 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 in the ‘Corporates’ module.

-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 depository account(s) / folio numbers on which they wish to vote.

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-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 in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; binny@binnyltd.in & liaison@binnyltd.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

II. Process for those Shareholders whose e-mail addresses are not registered with the Depositories for obtaining the Login credentials for e-voting for the Resolutions proposed in this Notice:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to binny@binnyltd.in and liaison@binnyltd.in or egm@cameoindia.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participants (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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III. The procedure and instructions for the voting through the e-voting system on the day of the EGM are as follows:

(i) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.

(ii) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

(iii) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting through VC/OAVM facility.

(iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM, however, they will not be eligible to vote at the EGM.

30. Instructions for shareholders attending the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM):

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions on the items of business to be transacted at the EGM, during the EGM, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number to binny@binnyltd.in and liaison@binnyltd.in. The Speaker registration shall commence from Friday, the 21ST March,2025, at 9 A.M. and shall close on Monday, the 31ST 2025 by 5 P.M. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Few days before closing is better because we have to prepare speaker list and to be given to CDSL.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
8. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance, mentioning their name, demat account number/folio number, email id, mobile number to liaison@binnyltd.in and binny@binnyltd.in
9. The queries shall be sent during the period commencing from Friday, the 21ST March,2025, at 9 A.M. and shall close on Monday, the 31ST 2025 by 5 P.M. These queries will be replied to by the company suitably by email or be will discussed during the meeting.

Other instructions:

31. If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

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32. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
33. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.
34. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date.
35. For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again during the Extra-Ordinary General Meeting, the scrutinizer shall have access, after the closure of period for remote e-voting and before the start of the EGM the details relating to members, such as their names, folios, number of shares held and such other information that the scrutinizer may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.
36. The scrutinizer shall, immediately after the conclusion of voting at the Extra-Ordinary General Meeting, first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman shall declare the result of the voting forth with.
37. The results declared along with the report of the scrutinizer shall be placed on the Company's website www.binnyltd.in and on the website of CDSL immediately after the result is declared by the Chairman. The results shall also simultaneously be forwarded to the BSE which shall place the results on its website.

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Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1

Item Nos. 1-5

The Board of Directors and the Nomination and Remuneration Committee, as a part of succession planning exercise, periodically review and deliberate on current tenure of directors, anticipated vacancies in the Board, composition of the Board, skill matrix of directors etc. to ensure effective leadership and consistent competitive business performance. The Board also periodically carries out the performance evaluation of executive and non-executive directors and senior management team to promote culture of meritocracy, pipeline for succession, nurture leadership and motivation for business continuity. Accordingly, the Board of Directors, on recommendation of Nomination and Remuneration Committee in their respective meetings, has approved the following proposals and seek the approval of Members of the Company for the same:

- i) Re-Designation of Mr. Sathya Narayanan Balakrishnan (DIN 06620068) as the Whole time Director of the Company.
- ii) Re-Designation of Mr. Shankaran Sundar Raman (DIN 10808206) as the Independent Director of the Company.
- iii) Appointment of Mr. R. Subramanian (DIN: 10902239) as the Independent Director of the Company.
- iv) Appointment of Mr.Kumaraguru (DIN: 10918702) as the Independent Director of the Company.
- v) Appointment of Mr.Ramamurthy (DIN: 09213226) as the Independent Director of the Company.

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i) Re-Designation of Mr. Sathya Narayanan Balakrishnan as the Whole time Director of the Company:

Mr. Sathya Narayanan Balakrishnan was originally appointed by the shareholders vide the Ordinary resolution passed on January 04, 2025 as the Non-Executive Non- Independent Director of the Company. The Board of Directors in their meeting held on January 8, 2025 approved the redesignation of Mr. Sathya Narayanan Balakrishnan as the Whole Time Director of the Company, for a period of 5 years with effect from January 08 2025 to January 07, 2030 who shall be liable to retire by rotation. Whereas, since the Nomination and Remuneration committee had not been constituted at the time of the said redesignation, the Board, in its meeting directly approved the said re-designation. However, subsequent to the constitution of the Nomination and Remuneration Committee, the members of the committee, in their first meeting held on March 06, 2025 took note the said redesignation of Mr. Sathya Narayanan as the Whole Time Director of the Company.

The redesignation of the Director was implemented by the Board considering the Director's significant contributions to the Board and the Committees of which he is a chairman/member, and in consideration towards his valuable guidance rendered and the consistent time commitment towards Board.

The Board of Directors are of the opinion that redesignation of Mr. Satyanarayan Balakrishnan (DIN: 06620068) as the Whole-time director from the position of Non- Executive Non- Independent Director of the company is in the best interest of the Company and its stakeholders for effective implementation of the Company's future growth plans. The Board recommends the Members to pass Item no.1 of this Notice as Ordinary Resolution.

Disclosures and details of terms and conditions of appointment of the whole-time directors as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure-I to this Explanatory Statement.

Pursuant to the provisions of Sections 197, read with Schedule V to the Companies Act, 2013 (the "Act") and other applicable provisions, if any, and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

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the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, there is no remuneration payable to Mr. Satyanarayan Balakrishnan (DIN: 06620068) as a Whole-Time Director of the Company

Other Applicable Terms:

- i. He shall not be paid any sitting fees for attending Meetings of the Board or Committee thereof.
- ii. The Board may revise, alter and vary the terms and conditions of his appointment, including his remuneration within the above limits of remuneration fixed by the Members as mentioned in this resolution, in accordance with the policies of the Company, subject to the applicable provisions of Schedule V to the Act.

A brief profile of Mr. Satyanarayan Balakrishnan is provided below:

Mr. Satyanarayan Balakrishnan holds Bachelor's Degree in **Sociology**. He is having more than 10 years' experience in the Management Role in the Companies.

The Company has received the following declarations from Mr. Satyanarayan Balakrishnan

- (i) Consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and
- (iii) Notice of interest by Director pursuant to section 184 (1) and rule 9(1) of The Companies (Meetings of Board and its Powers) Rules, 2014 in Form MBP 1.

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The Board of Directors considers that his continued association as the Whole-time director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

Except Mr. Satyanarayan Balakrishnan and his wife Mrs.Nilima Sathya having DIN:08066913-Director of this company, none of the other directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution proposed in Item No. 1 of the Notice.

All the documents referred to in this Notice and Explanatory Statement shall be available for electronic inspection by the Members from the date of dispatch of this Notice up to Monday, April 07, 2025. The Members seeking to inspect such documents can send an email to liaison@binnyltd.in

ii) Re-Designation of Mr. Shankaran Sundar Raman (DIN 10808206) as the Independent Director of the Company.

Mr. Shankaran Sundar Raman (DIN 10808206) was originally appointed by the shareholders vide the Ordinary resolution passed on January 04,2025 as the Non-Executive Non- Independent Director of the Company. The Board of Directors in their meeting held on January 10, 2025 has approved the re-designation of Mr. Shankaran Sundar Raman as the Independent Director of the Company for a period of 3 years with effect from January 10, 2025 to January 09, 2028 and shall not be liable to retire by rotation, subject to the approval of the shareholders of the Company. Whereas, since the Nomination and Remuneration committee had not been constituted at the time of the said re-designation, the Board, in its meeting directly approved the said re-designation. However, subsequent to the constitution of the Nomination and Remuneration Committee, the members, in their first meeting held on March 06, 2025, took note of the said redesignation of Mr. Shankaran Sundar Raman as the Independent Director of the Company."

The redesignation of the Director was implemented by the Board considering the Director's significant contributions to the Board and the Committees of which he is a chairman/member and his valuable guidance rendered and the consistent time commitment towards Board.

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The Board of Directors are of the opinion that redesignation of Mr. Shankaran Sundar Raman (DIN 10808206) as an Independent Director is in the best interest of the Company and its stakeholders for effective implementation of the Company's future growth plans. The Board recommend to the Members passing Item no.2 of this Notice as Special Resolution.

Disclosures and details of terms and conditions of appointment of the whole-time directors as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure-I to this Explanatory Statement.

A brief profile of Mr. Shankaran Sundar Raman is provided below:

Mr. Shankaran Sundar Raman (DIN: 10808206), is a Chartered Accountant who have wider experience on advisory services to various industries.

The Company has received from Mr. Shankaran Sundar Raman the following declarations:

- (i) Consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and
- (iii) Notice of interest by Director pursuant to section 184 (1) and rule 9(1) of The Companies (Meetings of Board and its Powers) Rules, 2014 in Form MBP 1.
- (iv) declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

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- (v) declaration in terms of Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In the opinion of the Board, Mr. Shankaran Sundar Raman fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Shankaran Sundar Raman shall continue to be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act and regulations and for re-imburement for expenses incurred in connection with attending Board/Committee meetings. The details of the sittings fees are given in the Remuneration Policy of the Company.

Except Mr. Shankaran Sundar Raman (DIN 10808206), none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution proposed in Item No. 2 of the Notice.

All the documents referred to in this Notice and Explanatory Statement shall be available for electronic inspection by the Members from the date of dispatch of this Notice up to Monday, April 07, 2025. The Members seeking to inspect such documents can send an email to liaison@binnyltd.in

iii) Appointment of Mr. R. Subramanian (DIN: 10902239) as the Independent Director of the Company.

Mr. R. Subramanian (DIN:10902239) was originally appointed by the Board of Directors vide the resolution passed on January 23,2025 as the Non-Executive Independent Director of the Company. Subject to approval of the shareholders' of the Company, he shall be appointed as Independent

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Director for a period of 3 years with effect from January 23,2025 to January 22,2028 and shall not be liable to retire by rotation.

Pursuant to Section 149(10) of the Companies Act, 2013 ("Act") Mr. R. Subramanian shall be eligible to be appointed as Independent Director for a term of three consecutive years with approval of the Members obtained by way of passing a special resolution at the Extraordinary General Meeting.

Disclosures and details of terms and conditions of appointment of the whole-time directors as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure-I to this Explanatory Statement

A brief profile of Mr. R. Subramanian is provided below:

Mr. R.Subramanian (DIN: 10902239), is a Qualified Chartered Accountant and Company Secretary who have wider experience in IPO,GST & Statutory Audits,Risk Management Framework, Tax Audit, Social Audit, Stock/Revenue & Concurrent Audits of Banks more than 20 Years.

The Company has received from Mr. R. Subramanian the following declarations:

- (i) Consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and
- (iii) Notice of interest by Director pursuant to section 184 (1) and rule 9(1) of The Companies (Meetings of Board and its Powers) Rules, 2014 in Form MBP 1.
- (iv) declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

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- (v) declaration in terms of Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In the opinion of the Board, Mr. R. Subramanian fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. R. Subramanian shall continue to be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act and regulations and for re-imburement for expenses incurred in connection with attending Board/Committee meetings. The details of the sittings fees are given in the Remuneration Policy of the Company.

The Board of Directors considers that his association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

Except Mr. R. Subramanian none of the other directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution proposed in Item No. 3 of the Notice.

All the documents referred to in this Notice and Explanatory Statement shall be available for electronic inspection by the Members from the date of dispatch of this Notice up to Monday, April 07, 2025. The Members seeking to inspect such documents can send an email to liaison@binnyltd.in

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iv) Appointment of Mr.Kumaraguru (DIN: 10918702) as the Independent Director of the Company.

Mr.Kumaraguru (DIN:10918702) was originally appointed by the Board of Directors vide the resolution passed on January 23,2025 as the Non-Executive Independent Director of the Company. Subject to approval of the shareholders' of the Company, he shall be appointed as Independent Director for a period of 3 years with effect from January 23,2025 to January 22,2028 and shall not be liable to retire by rotation.

Pursuant to Section 149(10) of the Companies Act, 2013 ("Act") Mr.Kumaraguru (DIN:10918702) shall be eligible to be appointed as Independent Director for a term of three consecutive years with approval of the Members obtained by way of passing a special resolution at the Extraordinary General Meeting .

Disclosures and details of terms and conditions of appointment of the whole-time directors as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure-I to this Explanatory Statement.

A brief profile of Mr.Kumaraguru is provided below:

Mr.N.Kumaraguru (DIN: 10918702) have wider industrial experience of around 31 years in the field of Sugar & Distillery & Water Treatment and process chemicals.

The Company has received from Mr.Kumaraguru the following declarations:

- (i) Consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and

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- (iii) Notice of interest by Director pursuant to section 184 (1) and rule 9(1) of The Companies (Meetings of Board and its Powers) Rules, 2014 in Form MBP 1.
- (iv) declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- (v) declaration in terms of Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In the opinion of the Board, Mr.Kumaraguru fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr.Kumaraguru shall continue to be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act and regulations and for re-imburement for expenses incurred in connection with attending Board/Committee meetings. The details of the sittings fees are given in the Remuneration Policy of the Company.

The Board of Directors considers that his association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

Except Mr.Kumaraguru none of the other directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution proposed in Item No. 4 of the Notice.

All the documents referred to in this Notice and Explanatory Statement shall be available for electronic inspection by the Members from the date of dispatch of this Notice up to Monday, April 07, 2025. The Members seeking to inspect such documents can send an email to liaison@binnyltd.in

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v) Appointment of Mr.Ramamurthy (DIN: 09213226) as the Independent Director of the Company.

Mr.Ramamurthy (DIN:09213226) was originally appointed by the Board of Directors vide the resolution passed on January 23,2025 as the Non-Executive Independent Director of the Company. Subject to approval of the shareholders' of the Company, he shall be appointed as Independent Director for a period of 3 years with effect from January 23,2025 to January 22,2028 and shall not be liable to retire by rotation.

Pursuant to Section 149(10) of the Companies Act, 2013 ("Act") Mr.Ramamurthy (DIN:09213226) shall be eligible to be appointed as Independent Director for a term of three consecutive years with approval of the Members obtained by way of passing a special resolution at the Extraordinary General Meeting .

Disclosures and details of terms and conditions of appointment of the whole-time directors as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure-I to this Explanatory Statement.

A brief profile of Mr.Ramamurthy is provided below:

Mr.Ramamurthy (DIN:09213226) have practical experience of 16 years in all areas of Commercial banking like Retail,Corporate,Payment Systems,Trade Finance,Treasury,Risk Management, Cards,etc.

He also have 28+ years of experience in Fintech-BFS Industry related techno functional-offering IT Solutions to global BFS industry like world bank,Commonwealth Bank of Australia,Bank of Oman,BNP Parnibas,State Bank of Indis,Syndicate Bank and so on.

The Company has received from Mr.Ramamurthy the following declarations:

- (i) Consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Binny Limited

[CIN L17111TN1969PLC005736],

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- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and
- (iii) Notice of interest by Director pursuant to section 184 (1) and rule 9(1) of The Companies (Meetings of Board and its Powers) Rules, 2014 in Form MBP 1.
- (iv) declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- (v) declaration in terms of Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In the opinion of the Board, Mr.Ramamurthy fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr.Ramamurthy shall continue to be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act and regulations and for re-imburement for expenses incurred in connection with attending Board/Committee meetings. The details of the sittings fees are given in the Remuneration Policy of the Company.

The Board of Directors considers that his association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

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Except Mr.Ramamurthy and/or his relatives, none of the other directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution proposed in Item No. 5 of the Notice.

All the documents referred to in this Notice and Explanatory Statement shall be available for electronic inspection by the Members from the date of dispatch of this Notice up to Monday, April 07, 2025. The Members seeking to inspect such documents can send an email to liaison@binnyltd.in

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ANNEXURE - I

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS 2-SECRETARIAL STANDARD ON GENERAL MEETINGS SEEKING RE-APPOINTMENT AT THE ENSUING EGM.

1	Name of the Director:	Balakrishnan Sathya Narayanan
A	DIN	06620068
B	Date of Birth	25/12/1972
C	Father's Name	Mr. Balakrishnan
D	Address	Old no.66, new no.25, 4th street, Abiramapuram, Teynampet, Chennai-600018.
E	Age	52
F	Qualifications	B.A. Sociology
G	Experience/Expertise	10 years as Director
H	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person if applicable	Mr.Balakrishnan Sathya Narayanan was re-designated as the Whole time Director of the Company with effect from January 08,2025 for a period of 5 consecutive years from January 08,2025 to January 09,2030 and he shall be liable to retire by rotation. Further, it has been mutually agreed between the Management and the Director that he shall not receive any remuneration.
H	Date of first appointment on the Board	Not applicable
I	Shareholding in the company	Nil
J	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Husband of Mrs. Nilima Sathya having DIN:08066913- one of the Directors of the Company
K	The number of Meetings of the Board attended during the year	Not applicable
L	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Mohan Breweries & Distilleries Limited Suryan Shakthi Power Systems Private Limited
M	Listed entities from which the Director has resigned in the past three years	Not applicable

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2	Name of the Director:	Shankaran Sundar Raman
A	DIN	10808206
B	Date of Birth	16/05/1986
C	Father's Name	Shankaran
D	Address	Flat no.10/3, parangusapuram Street, Kodambakkam,Chennai-600-024
E	Age	38
F	Nationality	Indian
G	Profile of Director	Qualified Chartered Accountant
H	Qualifications	B.Com, FCA, DISA, Certified Fin-Tech fromIIM(A), Registered Value for Securities and Financial Asset from IBBI, Insolvency Professional
I	Experience/Expertise	Being a Chartered Accountant have wider experience on advisory services to various industries
J	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person if applicable	The Independent Director is appointed for a term of 3 years with effect from January 10,2025 to January 09,2028. He shall not be liable to retire by rotation. The Director has not drawn any remuneration.
K	Date of first appointment on the Board	January 04,2025
L	Shareholding in the company	Nil
M	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
N	The number of Meetings of the Board attended during the year	Not applicable

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O	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil
P	Listed entities from which the Director has resigned in the past three years	Not applicable

3.	Name of the Director:	R.Subramanian
A	DIN	10902239
B	Date of Birth	18/02/1955
C	Father's Name	N.Ramaswamy
D	Address	#5,Nivedhas Visram Flats, #14/45,West Circular Road, Mandaveli, Chennai-600 028
E	Age	70
F	Qualifications	B.Sc., F, C. A., A.C.S
G	Experience/Expertise	IPO, GST & Statutory Audits,Risk Management Framework,Tax Audit, Social Audit, Stock/Revenue & Concurrent Audits of Banks more than 20 Years.
H	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person if applicable	The Independent Director is appointed for a term of 3 years with effect from January 23,2025 to January 22,2028. He shall not be liable to retire by rotation. The Director has not drawn any remuneration.
H	Date of first appointment on the Board	January 23,2025
I	Shareholding in the company	Nil
J	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
K	The number of Meetings of the Board	Not Applicable

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	attended during the year	
L	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil
M	Listed entities from which the Director has resigned in the past three years	Not Applicable

4.	Name of the Director:	Mr.R.Kumaraguru
A	DIN	10918702
B	Date of Birth	20/05/1959
C	Father's Name	Natarajan
D	Address	#88/50, S P Koil Street, Chidambaram, Cuddalore District-608 001
E	Age	65
F	Qualifications	B.Sc., M.BA., PGDBA, PGDIM, PGDHRM, Diploma in Management, QMS Certified Lead Auditor
G	Experience/Expertise	Industrial experience of around 31 years in the field of Sugar & Distillery & Water Treatment and process chemicals.
H	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person if applicable	The Independent Director is appointed for a term of 3 years with effect from January 23,2025 to January 22,2028. He shall not be liable to retire by rotation. The Director has not drawn any remuneration.
H	Date of first appointment on the Board	January 23,2025
I	Shareholding in the company	Nil
J	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
K	The number of Meetings of the Board attended during the year	Not Applicable

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L	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil
M	Listed entities from which the Director has resigned in the past three years	Not Applicable

5.	Name of the Director:	Mr.Ramamurthy
A	DIN	09213226
B	Date of Birth	30/09/1954
C	Father's Name	Natarajan R
D	Address	KALPATARU,16/19 4 th Seaward Road, Valmiki Nagar,Thiruvanmiyur, Chennai -600 041
E	Age	70
F	Qualifications	M.Sc, AICWA, CAIIB, Certificate in Computer Programming, Diploma in System Analysis and Data Processing, BGL & Phd.
G	Experience/Expertise	Practical experience of 16 years in all areas of Commercial banking like Retail,Corporate,Payment Systems,Trade Finance,Treasury,Risk Management, Cards,etc. 28+ years of experience in Fintech-BFS Industry related techno functional-offering IT Solutions to global BFS industry like world bank,Commonwealth Bank of Australia,Bank of Oman,BNP Paribas,State Bank of Indis,Syndicate Bank and so on
H	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person if applicable	The Independent Director is appointed for a term of 3 years with effect from January 23,2025 to January 22,2028. He shall not be liable to retire by rotation. The Director has not drawn any remuneration.
H	Date of first appointment on the Board	January 23,2025

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I	Shareholding in the company	Nil
J	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
K	The number of Meetings of the Board attended during the year	Not Applicable
L	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Independent Director and Member of Audit Committee of M/s.SIP Industries Limited (CIN: L24131TN1986PLC012752)
M	Listed entities from which the Director has resigned in the past three years	Not Applicable