

BINNY



ANNUAL REPORT AND ACCOUNTS

MARCH 2017

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BINNY LIMITED

ANNUAL REPORT

MARCH 2017

DIRECTORS	M. Nandagopal – Executive Chairman Justice S.Jagadeesan S. Natarajan Arvind Nandagopal – Managing Director R. Arunkumar
CFO & COMPANY SECRETARY	T.Krishnamurthy
BANKERS	Axis Bank State Bank of India HDFC Bank
AUDITORS	Sagar & Associates, H.No. 6-3-244/5, Sarada Devi Street, Prem Nagar, Hyderabad - 500004
REGISTERED OFFICE	No: 1, Cooks Road Perambur Chennai 600 012 Tamilnadu

BINNY LIMITED

NOTICE

Notice is hereby given that the Forty Eighth Annual General Meeting of Binny Limited will be held on Wednesday, November 29, 2017, at 11.00 A.M. at Kasturi Srinivasan Hall (Mini Hall), the Music Academy, New No.168, T.T.K Road, Royapettah, Chennai 600014, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. S. Natarajan (DIN: 00155988), who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 139, 142 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and based on the recommendation of Audit Committee the appointment of M/s.Sagar & Associates, Chartered Accountants, Hyderabad (Firm Registration No: 003510S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 51st Annual General Meeting of the Company, subject to the ratification at every Annual General Meeting, be and is hereby approved on such a remuneration as may be decided by the Board in consultation with the Auditors of the Company.

Special Business

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

RESOLVED THAT subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Arunkumar Ranganathan (DIN: 00018588), who was appointed by the Board of Directors as an Additional Director of the company with effect from 06th September 2017 and who holds Office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Arunkumar Ranganathan as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5(five) consecutive years, up to 05th September 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the directors and the Secretary of the Company be and are hereby severally authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

Registered Office:

No: 1, Cooks Road
Perambur,
Chennai 600 012
Date: October 23, 2017

ON BEHALF OF THE BOARD

M. Nandagopal
Executive Chairman
DIN: 00058710

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The instrument appointing the Proxy, in order to be effective, should be deposited, duly complete and signed, at the Registered Office of the Company not less than (48) Forty-Eight hours before the scheduled start of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

3. In terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief particulars of the Directors who are proposed to be appointed/re-appointed at this meeting forms part of the notice.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, November 22, 2017 to Wednesday, November 29, 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Registrar and Share Transfer Agent/Depository Participants(s). For members who have not registered their email address, physical copies of the above documents are being sent in permitted mode. Annual Report 2017 shall be available on the website of the Company www.binnyltd.in.
6. The Registrar and Transfer Agent ('RTA') of the Company is M/s. Cameo Corporate Services Limited, No. 1, Subramanian Building, Club House Road, Anna Salai, Chennai-600002, Tamil Nadu. Please send all correspondence including requests for transfer / transmission of shares, change of address etc. to RTA of the Company.
7. Members are requested to intimate changes, if any, in their registered address to the RTA. Members holding shares in dematerialized form are requested to intimate/update their e-mail address with their respective Depository Participants.
8. Members are requested to furnish a copy of the PAN Card to the RTA for registration of transfer / transmission of shares.
9. Members, who are individuals may avail the facility of nomination as provided in Section 72 of the Companies Act, 2013 wherein a member may nominate in the prescribed manner with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/DEMAT form, the nomination form may be filed with the respective Depository Participant.

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10. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report / notice for attending the meeting.
11. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, November 17, 2017 have the option to request for a copy of the Annual Report by sending an e-mail to binny@binnyltd.in or investor@cameoindia.com.
12. In terms of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and amendments made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide the facility of remote electronic voting ('Remote E-Voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr. V. Suresh, Practicing Company Secretary, as the Scrutinizer for this purpose.
13. The Scrutinizer will, scrutinize the votes cast at the Meeting (Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: www.binnyltd.in and on the website of cameo at: <https://evotingindia.com>. The result will simultaneously be communicated to the stock exchange.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, November 26, 2017 at 9:00 AM and ends on Tuesday, November 28, 2017 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, November 17, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their vote through Remote e-voting, will not be allowed to vote again at venue of the Annual General Meeting. If they vote, their vote will be considered as invalid
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- 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 as Corporates.
 - 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 account(s) for which they wish to vote on.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE:

(A) Statement pursuant to section 102 of Companies Act, 2013, in respect of Item No.4 of the Notice

ITEM NO: 4

In accordance with the requirements of Section 149 of the Companies Act, 2013 and the Listing Regulations, 2015, the Company should have 50% of the total number of directors as Independent Directors and to fill the causal Vacancy caused by the resigned Independent Directors, it is proposed to appoint Shri. Arunkumar Ranganathan (DIN: 00018588) as an Independent Director of the company.

The Board is of the opinion that Shri. Arunkumar Ranganathan (DIN: 00018588) fulfills the conditions specified in the Act for appointment as an Independent Director of the company. Details of the Director, who is proposed to be appointed as an Independent Director, is furnished under the Report. The Board considers his association with the Company would be of immense benefit to the company. In view thereof, the Board has recommended Shri. Arunkumar Ranganathan (DIN: 00018588) to be appointed as an Independent Director for a term of five (5) consecutive years from 6th September 2017 to 5th September, 2022.

Memorandum of Interest

Concerned Director is interested in the resolution being related to his own appointment. Other than that, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, whether financially or otherwise in the Resolution as set out.

The documents relating to the subject matter are open for inspection on all working days during business hours at the Registered Office of the Company till the date of Annual General Meeting.

The Board recommends this Ordinary Resolution for member's approval.

(B) Details Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Directors seeking re-appointment and appointment.

(i) Director Seeking Re-appointment

Name of the Director: S. Natarajan

DIN: 00155988

Resume of the Director	Expertise in Specific functional areas	Disclosure of relationships between directors inter-se	Names of Listed entities in which the person also holds the Directorship and Membership of Committee of the Board
<p>Shri. S. Natarajan</p> <p>DOB: 01/11/1947</p> <p>Qualification: A.C.A</p> <p>Initial date of appointment: 11/01/1988</p>	<p>He is Promoter and Director of the Company. He has been associated with the Company since the year 1988. Shri. S Natarajan is a member of the Institute of Chartered Accountants of India, New Delhi since 1975. He has been a practicing Chartered Accountant with more than 30 years of experience and was involved in active practice till 1987. During the period of his active practice years, he has consistently represented many of the leading Indian corporate houses like SPIC Group, Udayar Group, Binny Group, Shriram Group, Sterling Group, Modi Industries Group apart from lot of small, medium enterprises.</p> <p>His area of specialization includes Core Risk Management, Business Structuring, taxation matters, Environment Management and Statutory compliances under various Regulatory Bodies. He is also an expert in strategic planning and promotion of new business initiatives. He is actively involved in the real estate business of the group. He has wide range of experience and connected with a number of organizations related to financial & non-financial services. His overall efforts have resulted in significant growth to the businesses, reach economies of scale and maximization of shareholder value.</p>	-	<p>1. Binny Mills Limited</p> <p>2. Ucal Fuel Systems Limited</p>

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(ii) Director Seeking Appointment

Name of the Director: Arunkumar Ranganathan

DIN: 00018588

Resume of the Director	Expertise in Specific functional areas	Disclosure of relationships between directors inter-se	Names of Listed entities in which the person also holds the Directorship and Membership of Committee of the Board
Shri. Arunkumar Ranganathan DOB: 06/11/1972 Qualification: MBA Graduate from New Hamshire Univerity, U.S. and a Graduate in Law Initial date of appointment: 06/09/2017	Shri. ArunKumar Ranganathan is an Ex-banker, DSP Merrill Lynch. He was occupying the position as Senior Vice President in DSP Merrill Lynch for 8 years. At present, he is doing his own business, Tyche Vimpex Private Limited.	-	-

Registered Office:
No: 1, Cooks Road
Perambur,
Chennai 600 012
Date: October 23, 2017

ON BEHALF OF THE BOARD

M. Nandagopal
Executive Chairman
DIN: 00058710