

BINNY



ANNUAL REPORT AND ACCOUNTS

MARCH 2019

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BINNY LIMITED
ANNUAL REPORT
MARCH 2019

DIRECTORS	M.Nandagopal – Executive Chairman Justice S.Jagadeesan S.Natarajan Arvind Nandagopal – Managing Director R.Arunkumar Nilima Sathya
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

NOTICE

Notice is hereby given that the Fiftieth Annual General Meeting of Binny Limited will be held on Thursday, 26th September, 2019, 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 2019, 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.

Special Business

3. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) ("LODR") Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee, Justice Shri. S Jagadeesan (DIN: 01799607), a Non Executive Independent Director of the Company who has submitted the declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and under Regulation 25 of SEBI (LODR) Regulations, 2015 and who is eligible for re-appointment, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation, for a another term of five(5) consecutive years from 29th September, 2019 to 28th September, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and deeds, matters and things and also to execute such documents, writings etc., as may be necessary in this regard.

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution.

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Registered Office:

No: 1, Cooks Road
Perambur,
Chennai 600 012
Date: August 10, 2019

ON BEHALF OF THE BOARD

M Nandagopal
Executive Chairman

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 **Thursday, September 19, 2019 to Thursday, September 26, 2019** (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 2019 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 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.
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., Wednesday, **September 18, 2019** 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 and 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 CDSL 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 **Monday, September 23, 2019 at 9:00 AM and ends on Wednesday, September 25, 2019 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., **Wednesday, September 18, 2019** 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 the 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.3 of the Notice****ITEM NO: 3**

Justice Shri. S Jagadeesan was appointed as an Independent Director of the Company for a term of five consecutive years from 29.09.2014 to 28.09.2019 at 45th Annual General Meeting of the Company. The term of his office as an Independent Director will expire on 28.09.2019.

In terms of Section 149(10) of the Companies Act 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years and the same shall be disclosed in the Board's Report

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Justice Shri. S Jagadeesan, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 29.09.2019 to 28.09.2024

The Board is of the view that the continued association of Justice Shri S Jagadeesan would benefit the Company, given the knowledge, experience and performance of Justice Shri S Jagadeesan, and contribution to Board processes by him. Declaration has been received from Justice Shri S Jagadeesan that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 25 of the Listing Regulations 2015. In the opinion of the Board, Justice Shri S Jagadeesan fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company

The Board recommends the Special Resolution in relation to eligibility and re-appointment of Justice Shri S Jagadeesan as an Independent Director for another term of five consecutive years with effect from 29.09.2019 to 28.09.2024, to the approval by the shareholders of the Company.

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

Memorandum of Interest

Except Justice Shri. S Jagadeesan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Justice Shri. S Jagadeesan is not related to any Director of the Company

ITEM NO: 4

The Ministry of Corporate Affairs as on date has notified substantive provisions of the Companies Act, 2013 ('Act') which deal with the general functioning of companies.

The existing Articles of Association ('AOA') of the Company are as per the requirements of the Companies Act, 1956 and accordingly contain references to the provisions of the erstwhile Acts. Since various substantive provisions of the Act are now in force, it is proposed to wholly replace the existing AOA with a new set of Articles aligned with the provisions of the Act and drawn up in conformity thereof.

As per the provisions of Section 14 of the Act, alteration of the Articles of Association of the Company needs to be approved by Members.

The Board of Directors at its meeting held on 10th August, 2019 has accorded its approval for adoption of the new set of regulations in substitution, and to the entire exclusion of the existing AOA. The Board of Directors recommends the Special Resolution for approval of the Members for alteration of AOA.

The draft of the proposed AOA is available on the Company's website at www.binnyltd.com for perusal by the Members. Member(s) interested in obtaining a physical copy of the AOA can send their request to the Company's e-mail ID: binny@binnyltd.in

Memorandum of Interest

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution.

ITEM NO: 5

As per the provisions of section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his registered office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., it is proposed that actual expense that may be borne by the Company for such dispatch will be paid atleast one week in advance by the shareholder to the company.

As the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying notice, for the approval by the members of the Company.

Memorandum of Interest

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution.

(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: Shri 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
Shri. S Natarajan DOB: 01-11-1947 Qualification: A.C.A Initial date of appointment: 11-01-1988	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. 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. 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.	-	1. Binny Mills Limited 2. Ucal Fuel Systems Limited

(ii) Director Seeking Re-Appointment

Name of the Director: Justice Shri S Jagadeesan

DIN: 01799607

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
Justice Shri. S Jagadeesan <u>DOB:</u> 23/03/1941 <u>Qualification:</u> B.A., B.L <u>Initial date of appointment:</u> 05/09/2007	Former Judge of Madras High Court and Chairman of Intellectual Property Appellate Board	-	-

Registered Office:

No: 1, Cooks Road
Perambur,
Chennai 600 012
Date: August 10, 2019

ON BEHALF OF THE BOARD

M Nandagopal
Executive Chairman
DIN:00058710

Date and Venue of 50th Annual General Meeting

Date: Thursday, September 26, 2019 **Time:** 11.00 A.M

Venue: Kasturi Srinivasan Hall (Mini Hall), The Music Academy,
New. No. 168, T.T.K Road, Royapettah, Chennai – 600014.

Route map to the Venue of the AGM

