

BINNY MILLS LIMITED

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Members may please note that they can vote by electronic voting (remote e-voting) on the resolutions set out in the Notice by logging on to www.evotingindia.com. The e-voting period is from **24th September 2019 at 9 A.M. to 26th September 2019 at 5 P.M** Please refer Note No.25 of the Notice for procedure for remote e-voting. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of **20th September 2019**, may cast their vote by remote e-voting. Members are requested to read item nos.19 and 20 of the Notes to the AGM Notice which contains important information.

BINNY MILLS LIMITED

Corporation Identity Number [CIN]: L17120TN2007PLC065807

BOARD OF DIRECTORS

DIN

Shri V. R. Venkataachalam	00037524	Chairman
Shri V. Rajasekaran	00037006	Managing Director
Shri V. Sengutuvan	00053629	Director
Smt. V. Samyuktha	02691981	Director – Woman Director
Shri S. Natarajan	00155988	Director
Shri S. Varatharajan	01819133	Independent Director
Shri M. Parthasarathi	03209175	Independent Director
Shri N. Jaiganesh	06969618	Independent Director

Registered Office:

TCP Sapthagiri Bhavan
No.4 (Old No.10) Karpagambal Nagar,
Mylapore,
Chennai 600 004.

Internal Auditors :

Sankaran & Krishnan
Chartered Accountants
1E, Marble Arch Apartments,
4 & 5, Bishop Wallers Avenue East,
Mylapore, Chennai 600 004.

Works:

No.9, Stephenson Road,
Perambur, Chennai 600 012.

Listed at:

BSE Ltd.

Auditors:

NSR & Co.,
Chartered Accountants
Flat No.6, Meenakshi Sundaram Flats,
Old No. 11, New No.33, Sivaji Street,
T. Nagar, Chennai 600 017.

Bank:

Indian Bank
East Abhiramapuram Branch,
Chennai 600 004.

Registrar and Share Transfer Agent

Cameo Corporate Services Limited
“Subramanian Building”,
No.1, Club House Road, Chennai 600 002.
Phone : 044 28460390 (5 lines)
Fax: 044 28460129
E-mail: investor@cameoindia.com

Secretarial Auditor:

Shri K. Elangovan,
Company Secretary in Practice

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NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of Binny Mills Ltd will be held on **Friday, the 27th September 2019 at 3.30 P.M.** at the Registered Office of the Company at No.4, Karpagambal Nagar, Mylapore, Chennai 600004 to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri V. Sengutuvan (DIN 00053629), who retires by rotation under section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.

"RESOLVED THAT Shri V. Sengutuvan (DIN 00053629), Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri. S. Varatharajan, (DIN:01819133) be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of five consecutive years from 1st April 2019 to 31st March 2024."

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri. M. Parthasarathi, (DIN:03209175) be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of five consecutive years from 1st April 2019 to 31st March 2024."

5. 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, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri. N. Jaiganesh (DIN:06969618) be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of five consecutive years from 1st April 2019 to 31st March 2024."

By Order of the Board of Directors
For Binny Mills Limited

V. Rajasekaran
Managing Director

Registered Office:

No.4, (Old No.10) Karpagambal Nagar,
Mylapore, Chennai 600 004.
CIN: L17120TN2007PLC065807
E mail Id: binnymills@bmlindia.com

Date : 30th July 2019
Place : Chennai

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. PROXY FORM, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, SIGNED AND STAMPED AND SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
3. Members/Proxies are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the meeting and their copy of the Annual Report to the meeting. **The proxy holder shall prove is identity at the time of attending the meeting.** The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Notice is also given that, pursuant to section 91 of the Companies Act, 2013, and Rule 10 of the Companies (Management and Administration) Rules, 2014, as amended, the **Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 21st September 2019 to Friday, 27th September 2019 (both days inclusive).**
7. The Statutory Registers will be available for inspection by the members at the Annual General Meeting at the registered office of the Company during business hours, except on holidays up to and including the date of the Annual General Meeting of the Company.
8. Members desiring to seek any information on the annual accounts or operations of the company are requested to send their queries to the Company, at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. 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 Agents of the Company viz, Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No.1, Club House Road, Chennai 600 002. Phone: 044-2846 0390 to 2846 0394. Members holding shares in dematerialized form may approach their respective Depository Participant 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.**
10. 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

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Agent for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Demat form, members may send requests or correspond through their respective Depository Participants.

11. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board resolution authorising their representatives to attend and vote at the Annual General Meeting.
12. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members may approach any Depository Participant directly for dematerialising their physical shares.
14. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company, viz., Cameo Corporate Services Ltd, Chennai, and the members holding shares in Demat form are requested to submit the PAN to their DP with whom they are maintaining their Demat Account.
15. SEBI vide circular dated 7th January 2010 has made it mandatory for legal heirs to furnish their PAN in addition to the legal procedural document, duly attested, in the following cases in respect of shares of listed companies held in physical form:
 - Deletion of name of the deceased shareholder where the shares are held in the names of two or more shareholders.
 - Transmission of shares, in favour of legal heirs, where the shares are held in the names of two or more shareholders
 - Transposition of shares, when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
16. As required by Rule 18(3) of the Companies (Management & Administration) Rules, 2014, members are requested to provide their e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.
17. 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.**
18. Regulation 36(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that a listed company shall send soft copies of full annual report to all those shareholders who have registered their e-mail address for the purpose. Accordingly, **the Company has sent by e-mail the soft copy of the Annual Report to those shareholders whose registered e-mail address is available with the Company.**

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19. Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 in point no.12 (ii) of the Annexure to the Circular has mandated all listed companies to update the Permanent Account Number (PAN) and Bank account details of all shareholders who are holding shares in physical form and for this purpose to send communication to all such shareholders through their Registrars and Transfer Agent (RTA). Accordingly, our Registrar and Transfer Agent (RTA) M/s Cameo Corporate Services Ltd has sent to each of those shareholders who are holding shares in physical form a letter to this effect dated 6th December 2018 enclosing to the letter a form to be duly filled in and sent to the RTA along with copies of documents stated in the letter. A second letter, as a reminder, was sent on 18th January 2019. For obtaining PAN, members may contact our Registrar and Transfer Agent M/s Cameo Corporate Services Ltd who would help you to obtain your PAN.
20. Securities and Exchange Board of India (SEBI) vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which states that “except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a Depository.” **As such, SEBI has mandated transfer of shares in dematerialised form alone. The regulation comes into effect on the 180th day of the Notification (i.e.) from December 4, 2018.** Members are requested to note this and take necessary steps to dematerialise their physical form shares. For opening a Demat Account, members may contact our Registrar and Transfer Agent M/s Cameo Corporate Services Ltd who would help you in this regard.
21. The Annual Report of the Company sent to the members will be made available on the Company's website www.bmlindia.com. The physical copies of the documents pertaining to the items of business transacted at the Annual General Meeting will be available for inspection at the Registered Office of the Company during normal business hours on working days.
22. 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.
23. The members may exercise their right to vote on the resolutions to be passed at this Annual General Meeting by remote e-voting. The Company may pass shareholders' resolutions by remote e-voting in accordance with the aforesaid provisions
24. The Board of Directors has appointed Shri P. Sriram, Practising Company Secretary (Membership No. FCS 4862), 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.
25. Voting through electronic means by remote e-voting:

The business set out in this Notice shall be conducted through electronic means by remote e-voting. 'Remote e-voting' means the facility of casting votes by a member using an electronic voting system from a place other than the venue of the 12th Annual General Meeting.

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In compliance with the provisions of 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, the Company is pleased to provide to its members facility, as an alternate, to exercise their right to vote on the resolutions set out in the Notice for the 12th Annual General Meeting by remote e-voting. Please note that the remote e-voting facility is optional. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

The members who have cast their vote by remote e-voting prior to the 12th Annual General Meeting may also attend and participate at the 12th Annual General Meeting but shall not be entitled to cast their vote again.

For the purpose of remote e-voting, the Company has entered into an agreement with the Central Depository Services (India) Ltd (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically.

The process and manner of remote e-voting, the time schedule and the time period during which votes may be cast by remote e-voting, details about the log-in ID and the process and manner of generating or receiving the password and for casting of vote in a secure manner:

- I The procedure and instructions for the voting through electronic means are as follows:
- (i) The remote e-voting period begins on **24th September 2019 at 9 A.M.** and ends on **26th September 2019 at 5 P.M.** During this period members of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date of 20th September 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be entitled to change it subsequently or cast the vote again.
 - (ii) The Company provides only remote e-voting facility and those members who have not cast their vote by remote e-voting by **26th September 2019 at 5 P.M.** shall not be entitled to vote by electronic voting thereafter but may vote through ballot paper at the meeting.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com
 - (iv) Click on Shareholders.
 - (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.

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(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.
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.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account 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 (v).

- (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 of Binny Mills Ltd.
- (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.

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- (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 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.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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.
 - 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.
- II. 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.
- III. 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 communications.
- IV. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **20th September 2019**, being cut-off date.
- V. For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 12th Annual General Meeting, the scrutiniser shall have access, after the closure of period for remote e-voting and before the start of the 12th Annual General Meeting, the details relating to members, such as their names, folios, number of shares held and such

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other information that the scrutiniser may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.

- VI. The scrutiniser shall, immediately after the conclusion of voting at the 12th Annual 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 three days of conclusion of the meeting, a consolidated scrutiniser'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.
- VII. The results declared along with the report of the scrutiniser shall be placed on the Company's website www.bmlindia.com 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.
26. Electronic copy of the Notice of the 12th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 12th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent in the permitted mode.

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 IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING 12th AGM

Name of Director	Shri V. Sengutuvan
Date of Birth	7 th December 1986
DIN	00053629
Date of Appointment	1 st June 2009
Expertise in specific functional areas	Experience in management and administration functions
Qualifications	Graduate
Directorship held in other companies	<ol style="list-style-type: none"> 1. TCP Ltd. 2. Indian Members Benefit Fund Ltd. 3. TCP Hotels Private Ltd. 4. Tanchem Imports & Exports Private Ltd. 5. The Thiruvalluvar Textiles Private Ltd. 6. Transworld Pharma (Madras) Private Ltd. 7. The Narashimha Mills Private Ltd. 8. Thirumalai Realtor Private Ltd. 9. Thirubalaa Realtors Private Ltd.