

BINNY MILLS LIMITED

16th Annual General Meeting
will be held through Video Conferencing /
Other Audio Visual Means on
Friday, 15th September 2023
at 3.30 P.M. at the
Deemed Venue at
No.4, Karpagambal Nagar,
Mylapore, Chennai 600004

SIXTEENTH ANNUAL REPORT 2022 - 2023

BINNY MILLS LIMITED

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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. The e-voting period is from **12th September 2023 at 9 A.M. to 14th September 2023 at 5 P.M.** Please refer Note No.29 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 **8th September 2023**, may cast their vote by remote e-voting. Please refer Note No.29 of the Notice for attending through Video Conferencing / Other Audio Visual Means.

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BINNY MILLS LIMITED

Corporate Identity Number [CIN]: L17120TN2007PLC065807

BOARD OF DIRECTORS

Shri V. R. Venkataachalam
Shri V. Rajasekaran
Shri V. Sengutuvan
Smt. V. Samyuktha
Shri S. Natarajan
Shri S. Varatharajan
Shri M. Parthasarathi
Shri N. Jaiganesh
Shri N. Prasanna

DIN

00037524
00037006
00053629
02691981
00155988
01819133
03209175
06969618
01684876

Chairman and Director
Managing Director (Till 04.11.2022)
Director
Director – Woman Director
Director (Till 03.10.2022)
Independent Director
Independent Director
Independent Director
Director (From 13.08.2022)

Registered Office:

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

Works:

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

Showrooms:

No.101 & 102, Andrews Building,
M G Road, Bangalore - 560 001.
Karnataka

No. 1/3, FKCCI Building,
K.G. Road, Bengaluru - 560 009.
Karnataka

Auditors:

Ramesh & Ramachandran.,
Chartered Accountants
Old no. 29/3, New no. 39,
Viswanathapuram Main Road,
Kodambakkam, Chennai 600 024.

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

Internal Auditors:

Sankaran & Krishnan

Chartered Accountants
11/23, Komalam,
1st Main Road,
R.A. Puram,
Chennai 600 028.

Management:

Shri V.R. Venkataachalam,
Chairman and Director

Ms. S. Sahana,
Company Secretary (Till 30.06.2023)

Mrs. K. Aarthi,
Company Secretary (From 07.07.2023)

Listed at:

BSE Ltd.

Bank:

Indian Bank

East Abhiramapuram Branch,
Chennai - 600 004

Canara Bank

Chickpet Branch, Bengaluru - 560 011

Binny Mills Limited

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of Binny Mills Ltd (the Company) will be held on **Friday, the 15th September 2023 at 03:30 P.M.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility to transact the following business:

Ordinary Business of 15th AGM:

1. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.

Ordinary Business of 16th AGM:

2. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
3. 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.”

By Order of the Board of Directors
For Binny Mills Limited

K. Aarthi
Company Secretary

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

Date : 11th August 2023
Place : Chennai

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/ 2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and read with General Circular No. 10/2022 dated 28th December 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.
2. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 16th AGM of the Company is being held through VC / OAVM. The deemed venue for the 16th AGM shall be the Registered Office of the Company at No.4, Karpagambal Nagar, Mylapore, Chennai 600004.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 16th AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this 16th AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 16th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
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 16th AGM 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 sriram@prowiscorporate.com and may also upload the same at www.evotingindia.com.
5. Brief details of Shri V. Sengutuvan (DIN:00053629), who is being re-appointed, is annexed hereto, as per the requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
6. At the 15th AGM held on 30th September, 2022 Members approved the appointment of M/s. Ramesh & Ramachandran, Chartered Accountants, (Firm Registration No.002981S) as the Auditors of the Company for a period of 5 years to hold office from the conclusion of 15th AGM till the conclusion of the 20th AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of the auditors at the 16th AGM.

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7. 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, that the **Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 9th September 2023 to Friday, 15th September 2023 (both days inclusive)** for the purpose of the 16th AGM.
8. The facility of joining the 16th AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the 16th AGM, i.e., from 03.15 p.m. to 03.45 p.m. and will be available for atleast 1,000 members on a first-come first-served basis. This rule, however, would not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 16th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for F.Y. 2022-23 will be available on the Company's website www.bmlindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) viz., www.evotingindia.com.
10. Further, those Members who have not registered their email addresses may temporarily get themselves registered with Company's Registrar and Share Transfer Agent, M/s Cameo Corporate Services Ltd by clicking the link: <https://investors.cameoindia.com>, fill in the details and submit for receiving the Annual Report for F.Y. 2022-23 also containing the Notice of the AGM. However, shareholders holding shares in demat form may get their e-mail address registered or updated with their Depository Participant.
11. Members attending the 16th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 8th September 2023 being Cut-off Date.
13. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. 8th September 2023, may obtain the login ID and password by sending a request to CDSL at www.evotingindia.com or to the RTA at investors@cameoindia.com.
14. 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 16th AGM.
15. Since the 16th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. 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 Annual General Meeting of the Company.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in

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physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Share Transfer Agents, M/s Cameo Corporate Services Ltd. for assistance in this regard.

18. 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 Annual Report, Notices, Financial Results etc. from the Company electronically.
19. 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.
20. 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.
21. 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 (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.**
22. 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 addressed directly to them. In respect of shares held in Demat form, members may send requests or correspond through their respective DPs.
23. 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.**
24. 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.**
25. 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

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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.

26. 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.
27. 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.
28. 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.

29. Voting by remote e-voting or by e-voting system on the day of the 16th AGM:

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 16th Annual General Meeting.

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, and MCA and SEBI circulars, the Company is pleased to provide to its members the facility to exercise their right to vote on the resolutions set out in the Notice for the 16th Annual General Meeting by remote e-voting and e-voting during the meeting. Please note that only e-voting facility is provided. Since the AGM is held through Video Conferencing (VC) / Other Audio Visual Means (OAVM), the facility for voting through ballot paper shall not be made available at the meeting venue as members are not required to be physically present at the AGM Venue. Members attending the meeting through VC / OAVM and who have not already cast their vote by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system available during the 16th AGM.

For the purpose of e-voting, the Company has entered into an agreement with the Central Depository Services (India) Ltd (CDSL) for facilitating e-voting, as the authorised e-voting agency, to enable the shareholders to cast their votes electronically. The facility of casting votes by a member using remote e-voting as well as through the e-voting system on the day of the AGM will be provided by CDSL.

The process and manner of remote e-voting, e-voting during the AGM, 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:

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I. The procedure and instructions for the voting through remote e-voting are as follows:

- (i) The remote e-voting period begins on **12th September 2023 at 9 A.M.** and ends on **14th September 2023 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 8th September 2023**, 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 **14th September 2023 at 5 P.M.** shall not be entitled to vote by remote e-voting thereafter but may vote through the e-voting system on the day of the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) 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.

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login 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 / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

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	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) 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 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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>