

BINNY



ANNUAL REPORT AND ACCOUNTS

MARCH 2016

CONTENTS	Page
1. Board of Directors	1
2. Notice to Members	2
3. Directors' Report	8
4. Management Discussion and Analysis	14
5. Corporate Governance	16
6. Form No. MGT 9 (Extract of Annual Return)	30
7. Auditors' Report	47
8. Balance Sheet	54
9. Statement of Profit & Loss	55
10. Cashflow Statement	56
11. Note 1-24	57

BINNY LIMITED
ANNUAL REPORT
MARCH 2016

DIRECTORS	M.Nandagopal – Executive Chairman Justice S.Jagadeesan S.Natarajan T.Manisriram T.Radhakrishnan Dr.D.V.R.Prakash Rao Arvind Nandagopal – Managing Director
CFO & COMPANY SECRETARY	T.Krishnamurthy
BANKERS	Axis Bank State Bank of Hyderabad HDFC Bank
AUDITORS	CNGSN & Associates LLP 22, Flat “C” & “D” Vijayaraghava Road T.Nagar, Chennai 600017
REGISTERED OFFICE	No: 1, Cooks Road Perambur Chennai 600 012 Tamilnadu

BINNY LIMITED

NOTICE

Notice is hereby given that the Forty Seventh Annual General Meeting of Binny Limited will be held on Friday, the 30th September 2016, at 10.00 A.M. at the 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 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. M. Nandagopal (DIN: 00058710), 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 modifications the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the retiring Auditors M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai (Firm Registration No: 004915S/S200036) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

REGISTERED OFFICE

No: 1, Cooks Road
Perambur,
Chennai 600 012
Date: 10th August 2016

BY ORDER 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

BINNY LIMITED

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 Saturday, 24th September, 2016 to Friday, 30th September, 2016 (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 2016 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.
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. 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.
12. 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, September 23, 2016 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, September 27, 2016 at 9:00 AM and ends on Thursday, September 29, 2016 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 (record date) of Friday, September 23, 2016 may cast their vote electronically. The

BINNY LIMITED

e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (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.
- (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 **"BINNY LIMITED"** 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 login 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. 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 emailed 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.

BINNY LIMITED

ANNEXURE TO THE NOTICE:

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

Name of the Director: M. Nandagopal

DIN: 00058710

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. M. Nandagopal DOB: 09-06-1939 Qualification: Bachelor's degree in Agriculture Initial date of appointment: 23-03-1996	Shri. M. Nandagopal holds a Bachelor's degree in Agriculture. He possesses an extensive 30-year working experience and provides strategic direction and vision to the Company. He is the Chairman of M/s. Mohan Breweries and Distilleries Limited, which is one of the leading manufacturers of Indian Made Foreign Liquor (IMFL) and Beer products in the South.	Father of Shri. Arvind Nandagopal	Nil

Date: 10th August 2016

Place: Chennai

Registered Office:

(CIN: L17111TN1969PLC005736)

No:1, Cooks Road

Perambur, Chennai 600 012.

Email: biiny@binnyltd.in,

website: www.binnyltd.in

Phone: 044-2662 1053, Fax: 044-2662 1056

BY ORDER OF THE BOARD

M. Nandagopal
Executive Chairman

Date and Venue of 47th Annual Meeting

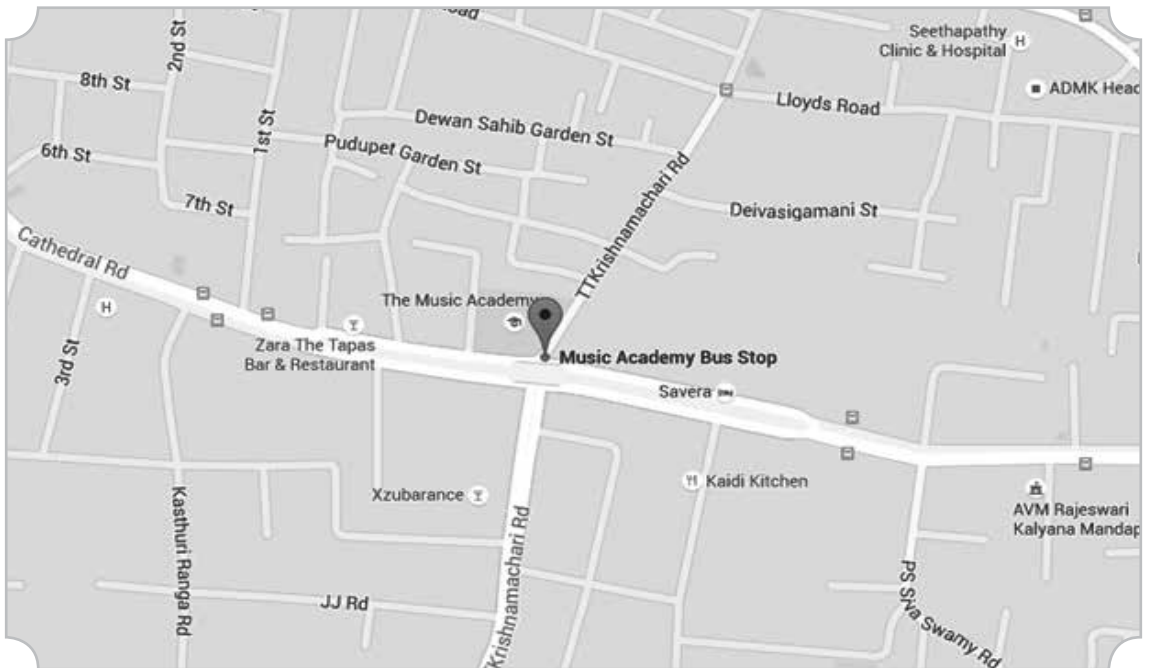
Date : Friday, 30th September 2016.

Time : 10.00 am

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:



BINNY LIMITED

DIRECTORS' REPORT

Your Directors hereby submit the Report on Business and Operations along with the Audited Financial Result of the Company for the year ended 31st March 2016

SAMMARY ON FINANCIAL RESULTS

(Rs. In Lakhs)

Particular	For the year	
	2015-16	2014-15
Revenue	180.45	835.61
Expenditure	1033.83	527.06
Operating Profit / (Loss)	(853.38)	308.55
Profit / (Loss) before Depreciation & Tax	(853.38)	308.55
Depreciation	17.82	65.18
Profit / (Loss) before Tax	(871.20)	243.37
Tax	-	47.00
Profit / (Loss) after Tax	(871.20)	196.37
Exceptional items	-	-
Profit / (Loss) for the year	(871.20)	196.37

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2015-16 and the date of this report.

REVIEW OF OPERATIONS

As reported in the previous year's Director Report, the Company ceased the operation of Container Freight Station (CFS) with effect from May 2012 and since then, has been carrying on the general warehousing operation in the said CFS land with about 120 godowns.

The Board has approved in its Board Meeting held on 1st December 2014 a proposal of the Company for developing an integrated township in the CFS land area of 63.89 acres, where the general warehousing activity was carried on. Consequently, the Company discontinued the general warehousing operation with effect from 1st January 2015 and all the godowns have been completely vacated in the months of January/February 2015. Due to the total discontinuance of general warehousing operations, there is no rental income, except a meager amount of Rs.4.53 lakhs as against Rs.718.61 lakhs earned in the previous year. The sale of building material as Scrap amounting to Rs.162.78 lakhs mainly constitutes Revenue. The expenditure has gone up to Rs.1033.83 lakhs from Rs.527.06 lakhs mainly on account of increase in the financial cost to the tune of Rs.247.50 lakhs and write-off of Fixed Assets (Building) to the tune of Rs.199.81 lakhs.

As a result, the Company has incurred a loss of Rs.871.20 lakhs during the year.

JOINT DEVELOPMENT AGREEMENT (JDA) WITH M/S.SPR CONSTRUCTION PVT.LTD.

You are aware that the Company is embarked upon development of a World-class Integrated Township on Joint Development Model, in its main land area of 63.89 acres (previously used for CFS operations) at Perambur. For the same, the Company has entered into a Joint Development Agreement (JDA) on 26.6.2015 on revenue sharing model with M/s.SPR Construction Pvt. Ltd., Chennai.

The integrated township is planned around a development of a wholesale market ecosystem,