



BINNY LIMITED

Estd 1799

October 1, 2015

Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jee Jee Bhoy Towers
Dalal Street
Mumbai – 400 001

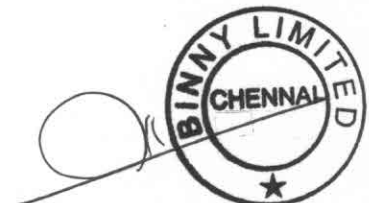
Dear Sir,

Sub: Outcome and Voting Results of the 46th Annual General Meeting held on September 30, 2015

Ref: Scrip Code No. 514215

With reference to the above captioned subject, we wish to inform you that the 46th Annual General Meeting of the Company was held on Wednesday, 30th September 2015 at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai 600014, at 11.00 A.M. and based on the Consolidated Scrutinizer's Report for voting at AGM venue through poll process and remote E-Voting dated September 30, 2015, following resolutions have been declared passed with requisite majority.

1. Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2015;
2. Re-appointment of Shri S.Natarajan (DIN 00155988) Director, who retires by rotation;
3. Re-appointment of Statutory Auditors, M/s.CNGSN Associates LLP, Chartered Accountants, Chennai (Registration No.004915S);
4. Re-appointment of Shri M.Nandagopal (DIN 00058710) as whole-time Director, designated as Executive Chairman, liable to retire by rotation, on the same terms and conditions;
5. Payment of remuneration to Shri Arvind Nandagopal (DIN 00059009), whole-time Director, designated as Managing Director of the Company;
6. Appointment of Smt. T.Manisriram (DIN 06966170) as Independent Women-Director of the Company;



Regd.Office :

No.1, Cooks Road, Perambur, Chennai - 600 012.

Tel No . 044-2662 1053, Fax : 044 - 2662 1056 E-mail : binny@binnyltd.in

CIN:L17111TN1969PLC005736 Website: www.binnyltd.in

7. Appointment of Shri T.Radhakrishnan (DIN 06702023) as Independent Director of the Company;
8. Appointment of Dr.D.V.R.Prakash Rao (DIN 01099479) as Independent Director of the Company.

Pursuant to the provisions of Clause 35A of the Listing Agreement, please find attached herewith the details of voting results in the prescribed format along with the Consolidated Scrutinizers Report.

We have also submitted the same through Online Portal – BSE Corporate Compliance & Listing Centre.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours faithfully,

For, BINNY LIMITED



A handwritten signature in black ink, appearing to read "T. Krishnamurthy".

(T. Krishnamurthy)

Chief Financial Officer and Company Secretary

**Voting Results pursuant to Clause 35A of the Equity Listing Agreement
46th Annual General Meeting of Binny Limited held on 30th September 2015.**

Date of AGM: 30 September 2015

Total number of Shareholders on record date: 9383 (23.09.2015 – The Cut-off date taken for voting)

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 02

Public : 228

No. of shareholders attended the meeting through Video Conferencing:

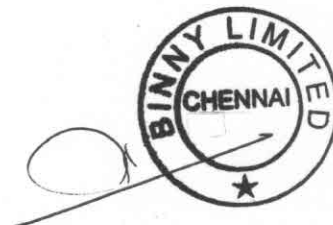
Promoters and Promoter Group : Nil

Public : Nil

Details of the Agenda:

Resolution required: (Ordinary/Special)

S. No	Resolution	Resolution Required
Ordinary Business		
1.	Adoption of Financial Statements and Report thereon for the financial year ended 31.03.2015	Ordinary
2.	Re-appointment of Shri S. Natarajan (DIN: 00155988), Director, who retires by rotation	Ordinary
3.	Re-appointment of Statutory Auditors, M/s. CNGSN Associates LLP, Chartered Accountants, Chennai (Registration No. 004915S)	Ordinary
Special Business		
4.	Re-appointment of Shri M. Nandagopal (DIN 00058710) as whole-time Director, designated as Executive Chairman, liable to retire by rotation, on the same terms and Conditions	Special
5.	Payment of remuneration to Shri Arvind Nandagopal (DIN: 00059009), whole-time Director, designated as Managing Director of the Company	Ordinary
6.	Appointment of Smt. T. Manisriram (DIN: 06966170) as Independent Director of the Company	Ordinary
7.	Appointment of Shri. T. Radhakrishnan (DIN: 06702023) as Independent Director of the Company	Ordinary
8.	Appointment of Dr. D.V.R. Prakash Rao (DIN: 01099479) as Independent Director of the Company	Ordinary



Mode of voting:

Remote E-Voting – The members of the Company as on the Cut-off date i.e. 23rd September 2015 were entitled to vote. The Remote e-voting period remained open from 27th September 2015 (9:00 AM) to 29th September 2015 (5:00 PM)

Poll – This facility is provided at the AGM venue on 30th September and members, who have not cast their vote by remote e-voting was allowed to exercise their right to vote at the meeting.

Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2015.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	1803597	0	0.00	0	0	0.00	0.00
Public-Others	3846496	25326	0.66	24291	1035	95.91	4.1
Total	22319410	16688893	74.77	16687858	1035	99.99	0.01

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Shri. S. Natarajan (DIN 00155988), Director, who retires by rotation.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	1803597	0	0.00	0	0	0.00	0.00
Public-Others	3846496	25326	0.66	21401	3925	84.50	15.50
Total	22319410	16688893	74.77	16684968	3925	99.98	0.02



Resolution No 3: Ordinary Resolution

Ordinary Business: Re-appointment of Statutory Auditors, M/s. CNGSN Associates LLP, Chartered Accountants, Chennai (Registration No.004915S).

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	1803597	0	0.00	0	0	0.00	0.00
Public-Others	3846496	25326	0.66	21401	3925	84.50	15.50
Total	22319410	16688893	74.77	16684968	3925	99.98	0.02

Resolution No 4: Special Resolution

Special Business: Re-appointment of Shri M.Nandagopal (DIN 00058710) as whole-time director, designated as Executive Chairman, liable to retire by rotation, on the same terms and conditions.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	1803597	0	0.00	0	0	0.00	0.00
Public-Others	3846496	25326	0.66	21401	3925	84.50	15.50
Total	22319410	16688893	74.77	16684968	3925	99.98	0.02



Resolution No 5: Ordinary Resolution

Special Business: Payment of remuneration to Shri Arvind Nandagopal (DIN 00059009), whole-time director, designated as Managing Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	1803597	0	0.00	0	0	0.00	0.00
Public-Others	3846496	25326	0.66	21381	3945	84.42	15.58
Total	22319410	16688893	74.77	16684948	3945	99.98	0.02

Resolution No 6: Ordinary Resolution

Special Business: Appointment of Smt. T. Manisriram (DIN 06966170) as Independent Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	1803597	0	0.00	0	0	0.00	0.00
Public-Others	3846496	25326	0.66	21401	3925	84.50	15.50
Total	22319410	16688893	74.77	16684968	3925	99.98	0.02



Resolution No 7: Ordinary Resolution

Special Business: Appointment of Shri T. Radhakrishnan (DIN 06702023) as Independent Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	1803597	0	0.00	0	0	0.00	0.00
Public-Others	3846496	25326	0.66	21401	3925	84.50	15.50
Total	22319410	16688893	74.77	16684968	3925	99.98	0.02

Resolution No 8: Ordinary Resolution

Special Business: Appointment of Dr. D.V.R.Prakash Rao (DIN 01099479) as Independent Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16669317	16663567	99.97	16663567	0	100.00	0.00
Public – Institutional holders	1803597	0	0.00	0	0	0.00	0.00
Public-Others	3846496	25326	0.66	21401	3925	84.50	15.50
Total	22319410	16688893	74.77	16684968	3925	99.98	0.02

For, BINNY LIMITED



(T. Krishnamurthy)

Chief Financial Officer and Company Secretary



Scrutinizer's Report

Dated: September 30, 2015

To,
The Chairman,
M/s. Binny Limited
Chennai.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, and voting on Poll at the 46th Annual General Meeting of M/s. Binny Limited held on Wednesday, the 30th September, 2015 at 11.00 AM at Kasturi Srinivasan Hall, (Mini Hall), The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai 600014.

I, V Suresh, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. BINNY LIMITED (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting / poll at the AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 46th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 30th September, 2015 at 11.00 AM at Kasturi Srinivasan Hall, (Mini Hall), The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai - 600014.

The Notice dated 12th August 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the resolutions mentioned herein below, passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English newspaper "Business Standard" and vernacular newspaper "Makkal Kural" having a wide circulation, in their respective editions dated 07th September 2015.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 46th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide e-voting facilities engaged by the Company, and also at the time of poll at AGM.

The Company had also provided facility for voting through polling paper at the meeting for the members who have not cast their vote by remote e-voting.

Further to the above, I submit my report as under:-

E-VOTING:

- i. The members of the Company as on the "cut-off" date i.e. 23rd September 2015 were entitled to vote on the resolutions (items no. 1 to 8 as set out in the notice of the 46th AGM of the Company.)
- ii. The e-voting period remained open from Sunday, the 27th September, 2015 (9:00 A.M.) to Tuesday, 29th September, 2015 (5.00 P.M.)
- iii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iv. The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

POLL

- i. The Company had provided the facility for voting through polling paper at the AGM and members, who have not cast their vote by remote e-voting was allowed to exercise their right to vote at the meeting.
- ii. The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at a convenient place in the venue.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- iv. As one of the shareholders present, who voted on the poll, had already voted in the remote e-voting facility offered by the Company, his vote was treated as invalid.

I, submit herewith my combined report on the results of e-voting and poll as under:



Resolution No 1: Ordinary Resolution

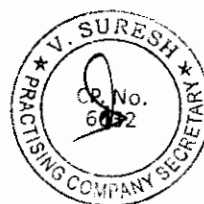
Ordinary Business: Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2015.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,55,763	20	58,54,728	99.98	1	1,035	0.02	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	1,66,88,893	38	1,66,87,858	99.99	1	1,035	0.01	1	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Shri. S. Natarajan (DIN 00155988), Director, who retires by rotation.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1	-



Resolution No 3: Ordinary Resolution

Ordinary Business: Re-appointment of Statutory Auditors, M/s.CNGSN Associates LLP, Chartered Accountants, Chennai (Registration No.004915S)

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1	-

Resolution No 4: Special Resolution

Special Business: Re-appointment of Shri M.Nandagopal (DIN 00058710) as whole-time director, designated as Executive Chairman, liable to retire by rotation, on the same terms and conditions.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1	-



Resolution No 5: Ordinary Resolution

Special Business: Payment of remuneration to Shri Arvind Nandagopal (DIN 00059009), whole-time director, designated as Managing Director of the Company.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	17	1,08,33,110	100.00	1	20	0.00	1	-
Total	1,66,88,893	36	1,66,84,948	99.98	3	3,945	0.02	1	-

Resolution No 6: Ordinary Resolution

Special Business: Appointment of Smt. T.Manisriram (DIN 06966170) as Independent Director of the Company

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1	-



Resolution No 7: Ordinary Resolution

Special Business: Appointment of Shri T.Radhakrishnan (DIN 06702023) as Independent Director of the Company

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1	-

Resolution No 8: Ordinary Resolution

Special Business: Appointment of Dr.D.V.R.Prakash Rao (DIN 01099479) as Independent Director of the Company

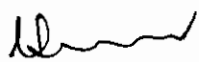
Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,55,763	19	58,51,838	99.93	2	3,925	0.07	-	-
Poll at the AGM Venue	1,08,33,130	18	1,08,33,130	100.00	-	-	-	1	-
Total	1,66,88,893	37	1,66,84,968	99.98	2	3,925	0.02	1	-

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records, have been handed over to the Chairman of the Meeting.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
C.P.No 6032

