



BINNY LIMITED

Estd 1799

CIN No. : L 17111TN1969PLC005736

SEC/2016-17/SE/0029

October 13, 2016

**Bombay Stock Exchange Ltd.
Department of Corporate Services
Phiroze Jee Jee Bhoy Towers,
Dalal Street,
Mumbai – 400 001**

Dear Sir,

**Sub: Submission of Annual Report 2016
Scrip Code No. 514215**

Pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report 2016 of the Company, the same is approved and adopted in 47th Annual General Meeting held on September 30, 2016.

Kindly take this on your records.

Thanking you,

For, Binny Limited

**(T. Krishnamurthy)
CFO & Company Secretary**



Redg. Office :

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

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

Tin : 33490120005 Website: www.binnyltd.in

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.

BINNY LIMITED

- (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

BINNY LIMITED

Date and Venue of 47th Annual Meeting

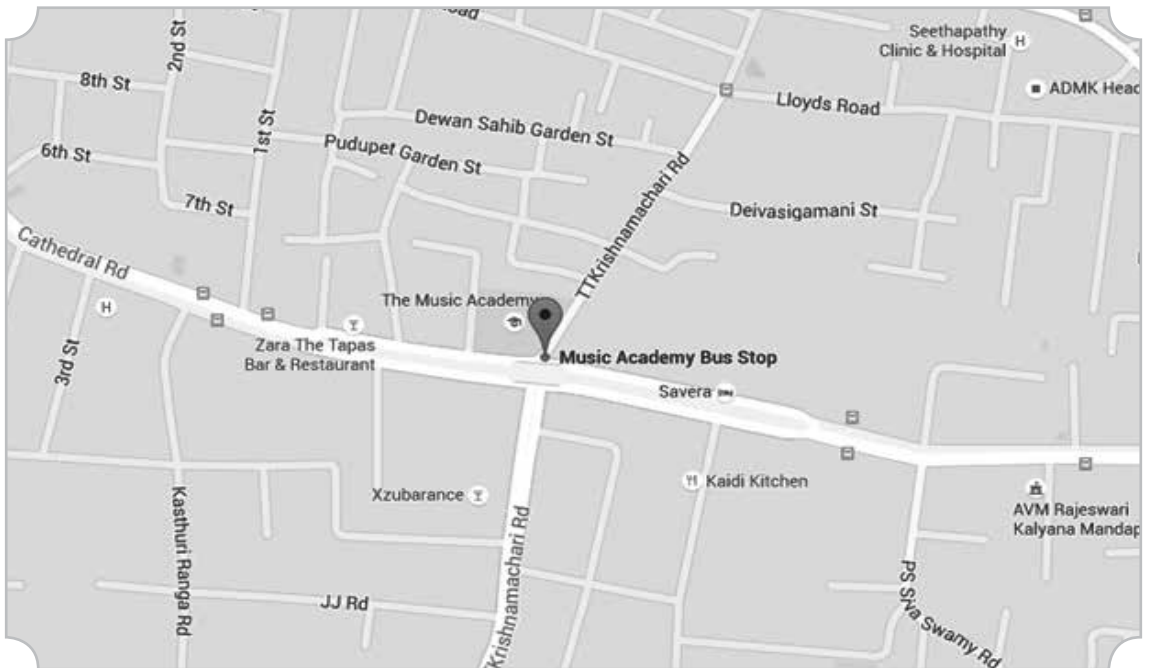
Date : Friday, 30th September 2016.

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,

BINNY LIMITED

co-location of Residential Project development within the township, in addition to being serviced by the finest brands in Healthcare, Hospitality, Education and Entertainment. The project also envisages construction of a Marriage Hall and a Mall. The Project is expected to start by end of this year and shall be developed over a period of 7-9 years in a phased manner, wherein first phase is expected to be delivered in 36-42 months from the start of the construction.

Due to its proximity to the Chennai railway station and Chennai Port, Binny Ltd and SPR Group believe that this project can create an opportunity from the current physical and social infrastructure problems and lack of availability of legal premises in Sowcarpet (South India's largest Wholesale Market) located at just 3 kms. away from the Project Site. Management believes that this property of 63.89 acres having road access from all four sides is the only such large private land within close proximity, thus presenting a strong opportunity for development of wholesale market as an extension / alternative / parallel to Sowcarpet market and also a fully integrated residential township with School, Hospital, Convention cum cultural Centre with 3500+ seating capacity and Retail Mall & Entertainment Area.

This development will be based on the concept of a smart city with a vision of "Where Business Meets Life". The expected size of development under current CMDA regulations would be based on 2.5 Basic FSI + 1 premium FSI (subject to approvals). Currently Ernst and Young is undertaking a study for analyzing social-cost benefit for creating an alternative to Sowcarpet and suggesting measures to be pursued with Government Authorities to revitalize existing infrastructure and surrounding of the site.

DIVIDEND

The Company does not recommend any dividend for the year ended March 31, 2016.

FIXED DEPOSIT

The Company did not invite or accept any fixed deposit during the year under review.

DIRECTOR AND KEY MANAGERIAL PERSONNEL

Retirement by rotation and subsequent re-appointment:

Shri. M. Nandagopal, Executive Chairman, is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible have offered himself for reappointment.

Appropriate resolution for his re-appointment is being placed for approval at the ensuing AGM. The brief resume of the Director and other related information has been detailed in the Notice convening the 47th AGM of the Company.

PARTICULARS OF EMPLOYEES

No employee of the Company was in receipt of Remuneration during the Financial Year 2015-16 in excess of the sum prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF THE BOARD

The Board Meetings regular intervals were conducted to review the Company's business and to discuss its strategies and plans.

During the Year, 7 Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The maximum interval between the meetings did not exceed the period prescribed under the Companies Act, 2013 and Listing Regulations, 2015.

COMMITTEE OF THE BOARD

The Board has the following Committees:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee; and
- 3) Stakeholders Relationship Committee.

The details on the number of Audit Committee Meetings and Stake Holders Relationship Committee meetings of the Company held during the year along with their constitution and other details are provided in the report on Corporate Governance.

During the year, all the recommendations of the Audit Committee were accepted by the Board.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with rules issued thereunder and Listing Regulations, 2015, the Board has carried out a performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees for the financial year ended 2015-16.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from all the independent directors under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FAMILIARISATION PROGRAMMES:

The Company has a familiarisation programme for Independent Directors pursuant to Listing Regulations, 2015. The same is dealt with in the Annual Report. The Familiarisation Programme is available in the website of the Company. The link for the same is http://www.binnyltd.in/images/policies/FAMILIARIZATION_DIRECTORS.pdf

VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

The Company has formulated and adopted a vigil mechanism for employees to report genuine concerns to the Chairman of the Audit Committee. The policy provides opportunity for employees to access in good faith, the Audit Committee, if they observe unethical and improper practices. The Whistle Blower Policy of the Company is available in the website of the Company. The link for the same is http://www.binnyltd.in/images/policies/Whistle_Blower_Policy_Vigil_Mechanism.pdf

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT- 9 as a part of this Annual Report as **ANNEXURE - I**

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Policy provides for appropriate composition of Executive, Non-Executive and Independent Directors on the Board of Directors of your Company along with criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013.

BINNY LIMITED

The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy and as per the recommendations of Nomination and Remuneration Committee of the Company.

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **Annexure-II**

The Nomination and Remuneration policy is posted on the Company's website on the below link. http://binnyltd.in/images/policies/Nomination_Policy.pdf

AUDITORS AND AUDITORS REPORT:

A. Statutory Auditors:

The Auditors, M/s.CNGSN& Associates LLP (Firm Registration No.004915S), Chartered Accountants, who are the statutory auditors of the Company, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment from the conclusion of this Annual General Meeting [AGM] till the conclusion of next AGM.

The Auditors' Report does not contain any qualification.

B. Cost Auditors:

The Company is not required to appoint Cost Auditors under Section 148(2) of The Companies Act, 2013 read with the Companies (Cost records and Audit) Rules, 2014.

C. Secretarial Auditors:

Pursuant to the provisions Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Shri. V.Suresh, Practicing Company Secretary has been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure to this report.

The Secretarial Auditors Report does not contain any qualification.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Company has complied with requirements of Listing Regulations, 2015. A report on the Corporate Governance practices, the Auditors' Certificate on compliance of mandatory requirements thereof is given as an annexure to the Corporate Governance Report.

Management's Discussion and Analysis Report, as stipulated under Schedule V of the Listing Regulations, 2015 is presented in a separate section forming part of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the Financial Statements provided in this Annual Report.

RISK MANAGEMENT:

The company has formulated and laid down procedures about the risk assessment and risk management procedures. These procedures are periodically reviewed to ensure that risks are managed / mitigated through a well-defined framework.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes or commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company, to which the financial statements relate and the date of the report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the regulators or courts or tribunals that may have an impact for the Company as a going concern and/or company's operations.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All transactions with related parties were reviewed and approved by the Audit Committee. The details of the related party transactions as per Accounting Standard 18 are set out in Notes to the Financial Statements forming part of this report.

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form No. AOC-2 as **Annexure-III**.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company is maintaining adequate and effective Internal Financial Control (IFC) over Financial Reporting (FR) based on Guidance notes on Audit for Internal financial Control over financial reporting, for ensuring the orderly and efficient conduct of its business, including adherence to its policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. These are in accordance with generally accepted accounting principles in India.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as below:

FORM 'A' Power & Fuel Consumption

Since the Mill is not functioning, this is not applicable.

FORM "B" Technology Absorption

Since the Mill is not functioning, this is not applicable.

Conservation of Energy – Not applicable

Foreign Exchange Earnings and Outgo – Not applicable.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

BINNY LIMITED

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your Company confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit and loss of the Company for the financial year ended 31st March, 2016;
- (c) the director had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a 'going concern' basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors acknowledge the cooperation and assistance extended by the Government of India and Government of Tamil Nadu and place on record their appreciation and gratitude to them.

The Directors also thank the shareholders, employees and all other stakeholders of the Company for their continued support and cooperation.

Registered Office:

No:1, Cooks Road

Perambur, Chennai 600 012.

Date:10th August 2016

BY ORDER OF THE BOARD

M. Nandagopal
Executive Chairman

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

i) Industry structure and developments:

With the decision to exploit its vast urban land bank, the Company has entered the real estate sector. This transformation is being undertaken because the Company understood the growth potential of the sector, and is in a position best-leverage the opportunities. While over 75% of the real estate market in India is related to residential housing, The Company is determined to largely focus on this segment while also developing a mixed portfolio that includes commercial property, retail, entertainment and hospitality.

The primary focus is on best utilising the land asset in Perambur area given the location's demand and land usage regulations.

ii) Opportunities and threats:

The residential real estate segment in India has witnessed significant growth in the first decade of this millennium. Thereafter the impact of the global economic crisis was felt by the sector, there was a slowdown and decline in demand, subsequently the demand has started picking up gradually and the industry is in a phase of consolidation. Growth in commercial real estate has been driven largely by the flourishing service sector in the Country, especially the IT and IT enabled services (ITeS).

While the real estate sector has strong fundamentals, it continues to be highly dependent on economic cycles. For the residential sector, the prevailing economic condition has a major impact on individuals buying power and the level of income related uncertainties that determine investment risk taking capabilities.

For the commercial segment, the relationship is even more direct, as improved economic activity requires more people to be employed that leads to demand for more office space.

Unfortunately, in the last 2 years there has been a significant slowdown in the Indian economy and the green shoots of a recovery are just being witnessed.

iii) Segment-wise or product-wise performance:

Not Applicable

iv) Outlook:

By all indications, the Real estate sector will have turnaround in the next year or so. Indian economy is finally turning the corner with GDP growth pegged at 7.6% this fiscal against 7.2% in the previous financial year, leading to better job and income prospects for salaried employees. This augurs well for the Indian realty industry, which was beset with muted sentiments owing to general economic downturn over the last couple of years. The turnaround in sentiment actually began after a series of incremental reforms and announcements, which benefits Indian industry as well as the real estate sector.

Some of these measures include the incentives announced by RBI for infrastructure financing, the reduction in interest rates on home loans, incentives for affordable housing, announcement of a framework for REITs (Real Estate Investment Trusts) and relaxation of norms for foreign direct investment in construction. The Government's initiative in relaxing complex FDI norms will lead to higher foreign inflows and more liquidity for the sector.

v) Risk and concerns:

While the management of The Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- **Regulatory Risk:** The Rules, Regulations and legalities, demonstration of frequent changes make real estate sector a cumbersome investment option in India
- **Macro-Economic Risks:** Interest rates, inflation and exchange rate risks are amongst the important macroeconomic indicators.
- **Liquidity Risk:** The time required for liquidity of project can vary depending on the quality and location of the property.
- **Other Risks:** Unanticipated delays in project approvals, Availability of accomplished and trained labour force, increased cost of manpower, rising cost of construction.

Market instability and uncertainty may create a slight flutter for the sector. The Current economic outlook, though not dim, seems bleak and can hamper the industry growth. Continuous change in policies will tend to affect investment as well.

vi) Internal Control system and their adequacy

The Company has adequate internal control systems commensurate with its size and nature of business and complexity of operations. Internal Auditors conduct regular audits and report to the Audit Committee, thus ensuring the adequacy and effectiveness of Internal Control. The observations of the Internal Auditors are reviewed periodically on a quarterly basis and due compliances ensured. The exceptional items are reported to the Board.

vii) Discussion on financial performance with respect to operational performance.

Financial performance with respect to operational performance is discussed in the main part of the Report.

viii) Material Developments in Human Resources / Industrial Relations front, including number of people employed.

The Company's streamlined reporting system ensures efficiency. The Company continues with the job appraisal system ensuring overall growth of the employees of the Company. The Company still invests in training and development of its employees. The thrust of The Company has been on talent improvement through training programmes. Industrial relations have continued to be cordial throughout the year.

BINNY LIMITED

CORPORATE GOVERNANCE

The Directors present Company's report on Corporate Governance in compliance SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the practices followed by the Company.

The Company is committed and consistently practised good corporate governance. The Company's philosophy on Corporate Governance is compliance of matters by maintaining disclosure, transparency, accountability and aiming at enhancing the long term value of all stakeholders and the Company endeavours to ensure that highest standards of ethics and code of conduct are met throughout the organisation.

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. The Listing Regulations were effective from 1st December, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within 6 (six) months from the effective date. Your Company has entered into Listing Agreement with BSE Limited during the month of January, 2016.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of Listing Regulations is given below:

1. BOARD OF DIRECTORS

The Board of Directors of the Company has a combination of Executive, Non-Executive Directors & Independent Directors to ensure proper governance and management. The composition of the Board and category of Directors are as follows.

1.1 Composition/Category of Directors/Attendance at Meetings/Directorships & Committee Memberships in other Companies as on March 31, 2016:

Name	Directorship	Attendance particulars		No. of Directorship, Committee Membership / Chairmanship other than-Binny Ltd			Date of appointment
		Board Meeting	46 TH AGM	Other Directorship in Public Limited Company*	Committee Membership	Committee Chairmanship	
Shri. M. Nandagopal	Promoter and Executive Chairman	6	Yes	9	1	-	03-10-2013
Justice S. Jagadeesan	Independent Non-executive	7	Yes	-	-	-	05-09-2007
Shri. S. Natarajan	Non-executive Promoter	4	Yes	5	-	1	11-01-1988
Smt. T. Mani Sriram	Independent Non-executive	2	No	-	-	-	14-11-2014
Shri. T. Radhakrishnan	Independent Non-executive	7	Yes	-	-	-	27-03-2015
Dr. D.V.R Prakash Rao	Independent Non-executive	6	Yes	-	-	-	27-03-2015
Shri. Arvind Nandagopal	Promoter and Managing Director	7	Yes	5	-	-	03-10-2013

* Excludes directorship, Committee Memberships and Chairmanships in Binny Limited. Also excludes directorship in Private Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.

BINNY LIMITED

* Shri. Arvind Nandagopal, Managing Director is the Son of Shri. M. Nandagopal, Executive Chairman.

* Non-executive directors did not hold any number of shares and convertible instruments in the Company.

None of the Independent/Non-Executive Directors have any material pecuniary relationship or transactions with the Company which in the judgement of the Board may affect the independence of the director except receiving sitting fee for attending meetings.

1.2 Board Meetings

During the year, 7 Board Meetings of the Company were held on the following dates:

29-04-2015	27-05-2015	12-08-2015	04-11-2015	20-11-2015	10-02-2015	17-02-2015
------------	------------	------------	------------	------------	------------	------------

1.3 FAMILIARISATION PROGRAMMES OF INDEPENDENT DIRECTORS

Brief details of the familiarization programme for Independent Directors of the Company are uploaded on the website of your Company and can be accessed through the following link: http://binnyltd.in/images/policies/FAMILIARIZATION_DIRECTORS.pdf

2. AUDIT COMMITTEE

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations 2015. The Committee consists of three Independent Directors, One Non-Executive Promoter and Managing Director. The members of the Audit Committee are financially literate and have experience in financial management.

The Statutory Auditor and Internal Auditor are invited to attend the Audit Committee meetings as and when necessary and the Company Secretary acts as the Secretary of the Committee.

During the year, 4 Audit Committee Meetings of the Company were held on the following dates:

27-05-2015	12-08-2015	04-11-2015	10-02-2016
------------	------------	------------	------------

2.1 Composition, name of members & Chairman, meetings held during the year and attendance at meetings:

Name of the Member	Directorship in the Board	Committee Membership	Number of Meeting's Attended
Justice S. Jagadeesan	Independent Director	Chairman	4
Smt. T. Mani Sriram	Independent Director	Member	2
Dr. D.V.R PrakashRao	Independent Director	Member	3
Shri. S. Natarajan	Non-executive Director	Member	3
Shri. Arvind Nandagopal	Managing Director	Member	4

2.2 The terms of reference of the Audit Committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

BINNY LIMITED

- (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- (b) changes, if any, in accounting policies and practices and reasons for the same;
- (c) major accounting entries involving estimates based on the exercise of judgment by management;
- (d) significant adjustments made in the financial statements arising out of audit findings;
- (e) compliance with listing and other legal requirements relating to financial statements;
- (f) disclosure of any related party transactions;
- (g) Qualifications if any, in the draft audit report;
 - Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow up there on;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - To review the functioning of the whistle blower mechanism;
 - Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

BINNY LIMITED

- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

3. NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee is governed by its Policy and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations 2015. The Committee is composited as follows, no meeting was held during the year.

Name of the Member	Directorship in the Board	Committee Membership
Dr. D.V.R PrakashRao	Independent Director	Chairman
Justice S. Jagadeesan	Independent Director	Member
Smt. T. Manisriram	Independent Director	Member

3.1 Brief description of terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

3.2 Performance evaluation criteria

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and Part D of Schedule II of the Listing Regulations, 2015 and as per the Nomination and Remuneration policy, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2015-16.

4. REMUNERATION OF DIRECTORS

4.1 Non-Executive Directors:

Sitting Fees Paid 2015-16

Name	Rs.
Dr. D.V.R. PrakashRao	60,000
Justice S. Jagadeesan	70,000
Shri. T. Radhakrishnan	70,000
Smt. T. Manisriram	20,000
Shri. S. Natarajan	-

BINNY LIMITED

During the year 2015-16 there is no pecuniary relationship or transactions made between the Company and Non-Executive Directors.

4.2 Managing Director and Executive Director:

Name of Director	Salary	Benefits	Bonus	Stock Options
Shri. M. Nandagopal, Executive Chairman	Nil	Nil	Nil	Nil
Shri. Arvind Nandagopal, Managing Director	15.00	Nil	Nil	Nil

The Company does not have any Employee Stock Option Scheme.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition of the Stakeholder Relationship Committee is in Compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulation, 2015.

5.1 Terms of Reference:

The Committee oversees, review and monitor all matters connected with transfer/transmission/transposition of shares/non-receipt of Annual Report, issue of duplicate Share certificate, Consolidation and split of share certificates, re-materialization and dematerialization of shares, reviewing the performance of Registrar and Transfer Agents and looking into the redressals and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

Further all the investors' / shareholders' grievances and the action taken by the Company to the satisfaction of the shareholders are brought to the attention of the Committee. The Committee had Thirty Eight meetings on the following dates during the year 2015-16, 08-April-2015; 15-April-2015; 24-April-2015; 14-May-2015; 25-May-2015; 03-June-2015; 11-June-2015; 26-June-2015; 03-July-2015; 13-July-2015; 20-July-2015; 27-July-2015; 03-August-2015;12-August-2015; 19-August-2015; 28-August-2015; 07-September-2015; 05-October-2015; 12-October-2015; 19-October-2015; 26-October-2015;02-November-2015;11-November-2015; 18-November-2015; 30-November-2015;09-December-2015;18-December-2015;28-December-2015;04-January-2016; 12-January-2016; 18-January-2016; 01-February-2016; 08-February-2016; 15-February-2016; 22-February-2016; 07-March-2016; 21-March-2016;28-March-2016.

Name of the Member	Directorship in the Board	Committee Membership	Number of Meeting's Attended
Justice S. Jagadeesan	Independent Director	Chairman	38
Shri. M. Nandagopal	Executive Chairman	Member	38
Shri. Arvind Nandagopal	Managing Director	Member	37
Shri. T. Radhakrishnan	Independent Director	Member	38

Shri. T. Krishnamurthy, Company Secretary has been designated as the Compliance Officer of the Company.

5.2 Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2015-16 are given below:

Number of Shareholders received	14
Number not solved to the satisfaction of Shareholders	NIL
Number of Pending Complaints	NIL

*Two Complaints through SEBI SCORES are pending with SEBI as at 31.03.2016.

BINNY LIMITED

6. DETAILS OF GENERAL BODY MEETINGS:

6.1 Annual General Meeting

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

Financial Year	Date	Venue of AGM	Time	No. of special resolution(s) set out at the AGM
44th AGM 2012-13	04-11-2013	No. 1, Cooks Road, Perambur, Chennai – 600 012	11:00 A.M	<ul style="list-style-type: none"> Appointment of Mr. M.Nandagopal, as Whole time Director designated as Executive Chairman of the Company for a period of five years commencing from 3rd October 2013. Appointment of Mr. Arvind Nandagopal as Whole time Director designated as Managing Director of the Company for a period of five years commencing from 3rd October 2013.
45th AGM 2013-14	29-09-2014	No. 1, Cooks Road, Perambur, Chennai – 600 012	10:00A.M	<ul style="list-style-type: none"> Approval for continuance of the appointment of Mr. M. Nandagopal, who has completed the age of 70 years as Whole Time Director of the company for the residual period of his respective appointment i.e., up to the period 02.10.2018
46th AGM 2014-15	30-09-2015	Kasturi Srinivasan Hall(Mini Hall), The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai – 600014.	11:00 A.M	<ul style="list-style-type: none"> 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

6.2 Postal Ballot

During the year, the Company approached the Shareholders twice through Postal Ballot on November 2015 and February 2016. The details of the resolutions and the voting results are as follows:

Date of Postal Ballot Notice: May 27, 2015

Voting Period: October 15, 2015 to November 13, 2015

Date of Declaration of results: November 14, 2015

Resolution No. and Description	Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution
Special Resolution under Section 13 of the Companies Act, 2013 for alteration of the Main Objects Clause of the Memorandum of Association of the Company	1,66,97,180	1,66,97,130	50

BINNY LIMITED

Date of Postal Ballot Notice: February 10, 2016

Voting Period: February 18, 2016 to March 18, 2016

Date of Declaration of results: March 18, 2016

Particulars	Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution
Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for sale of land owned by the Company	1,51,31,299	1,33,39,818	17,91,481
Ordinary Resolution under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for purchase of Land from a related party.	26,86,802	8,93,452	17,93,350

Mr. V. Suresh, Practicing Company Secretary FCS: 2969, was appointed as the Scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

6.3 Procedure for Postal Ballot:

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, your Company provided electronic voting (e-voting) facility to all its members. The Company engages the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatches the postal ballot notices and forms along with prepaid business reply envelopes to its members whose names appear on the Register of Members / list of beneficiaries as on cut – off date. The Company also publishes a notice in the newspapers declaring the details of completion of dispatch and other requirements under the Companies Act, 2013 and the Rules issued thereunder.

Voting rights are reckoned on the paid up value of shares of your Company in the names of the shareholders as on the cut – off date. Members desiring to vote through physical ballot/electronic mode are requested to vote/return the forms before the close of business hours on the last date of e-voting.

The Scrutinizer submits his report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman / authorized officials of your Company. The results are displayed on the website of your Company (www.binnyltd.in), besides being communicated to the Stock Exchanges and CDSL. The date of declaration of results of Postal Ballot shall be date on which the resolution would be deemed to have been passed, if approved by requisite majority.

7. MEANS OF COMMUNICATION:

The Quarterly, half-yearly and annual financial of the Company results were published in the leading English and Vernacular language newspaper, “Business Standard” (English) and “Makkalkural” (Tamil) periodically.

BINNY LIMITED

In compliance with Regulation 46 of the Listing Regulations, all vital informations, announcements and policies of the Company have been posted on the Company's website www.binnyltd.in.

All material information in terms of the Listing Regulations, 2015 and other rules and regulations issued by the SEBI about the Company is promptly communicated to the Bombay Stock Exchange (BSE) where the Company's share is listed, through the prescribed mode of communication.

8. GENERAL SHAREHOLER INFORMATION:

8.1. 47th Annual General Meeting:

Date: 30.09.2016 **Time:** 10.00 AM

Venue:

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

8.2. Financial Year:

The financial year covers the period from 1st April to 31st March every year.

8.3. Dividend payment date:

No dividend has been recommended by the Board of Directors of the Company.

8.4. Listing of Stock Exchange:

The Stock Exchange at which the equity shares of the Company is listed and the stock code is:

Name of Stock Exchange	Address	Security ID / Scrip Code
Bombay Stock Exchange Ltd (BSE LTD)	P.J. Tower, Dalal Street, Fort Mumbai – 400 001.	Binny / 514215

ISIN of Company's equity shares having face value of Rs. 5 each is INE118K01011. The Company has paid till date, appropriate listing fee to the stock exchange where the Company's Equity Shares is listed.

8.5 Market Price:

Monthly High/Low price of the Equity Shares traded during the year 2015-16 in Bombay Stock Exchange Limited.

(2015-16)	April	May	June	July	Aug	Sep	Oct	Nov	Dec	Jan	Feb	March	
BSE	High	162.00	200.00	169.40	155.80	149.80	127.40	165.00	128.70	124.00	118.00	104.90	104.00
	Low	138.00	155.10	135.00	128.00	110.00	89.50	108.00	80.50	91.00	77.90	73.20	76.50

8.6 Registrar and Share Transfer Agent:

M/s Cameo Corporate Services Limited, Chennai, is Registrar and Transfer Agent for the company providing connectivity with the NSDL / CDSL for demat services, also undertake share transfer in physical format and other related services. Members are requested to send all their communications and documents pertaining to both shares in physical form and dematerialised form to the Registrar at the following address:

BINNY LIMITED

M/s CAMEO CORPORATE SERVICES LIMITED UNIT: BINNY 5TH Floor, Subramanian Building No. 1, Club House Road, Chennai 600 002 Phone: 044-28460390(5 lines); Fax: 044-28460129 Email: investor@cameoindia.com	Contact person: Shri. R D Ramaswamy Designation: Director Mr. D Narasimhan Designation: Senior Executive (Shares)
--	---

8.7 Share Transfer System

The share transfer and other requests are processed within 15 days from the date of lodgement, provided the documents are complete in all respects.

The Stakeholders Relationship Committee meet as and when required to consider and approve the transfer, transmission of shares of the Company. The dematerialised shares are transferred directly to the beneficiaries through the depositories. As of March 31, 2016, there are no pending share transfers pertaining to the year under review.

8.8 Shareholding as on March 31, 2016

a) Distribution of equity Shareholding as at March 31, 2016.

Shareholding	Shareholders		Total Shares	% on equity Capital
5-5000	9036	96.4869	1214666	5.4421
5001-10000	189	2.0181	277233	1.2421
10001-20000	69	0.7367	189866	0.8506
20001-30000	18	0.1922	90404	0.4050
30001-40000	8	0.0854	55454	0.2484
40001-50000	6	0.0640	53678	0.2404
50001-100000	12	0.1281	152266	0.6822
100001 - and above	27	0.2883	20285843	90.8887
Total	9365	100.00	22319410	100.00

b) Distribution of Preference Shareholding as at March 31, 2016.

Shareholding	Shareholders		Total Shares	% on equity Capital
5-5000	-	-	-	-
5001-10000	-	-	-	-
10001-20000	-	-	-	-
20001-30000	-	-	-	-
30001-40000	-	-	-	-
40001-50000	-	-	-	-
50001-100000	-	-	-	-
100001 - and above	1	1	234432855	100.00
Total	1	1	234432855	100.00

BINNY LIMITED

c) Shareholding pattern as at March 31, 2016

Category	No. of Holders	% to Equity	% to Preference
Promoters	10	74.69	100.00
Corporate Body	133	0.84	-
Bank	15	4.40	-
Resident	9142	15.98	-
FI	2	2.03	-
NRI	54	2.06	-
Clearing Member	8	0.00	-
Trusts	1	0.00	-
Total	9365	100.00	100.00

8.9 Dematerialization of Shares and Liquidity:

The detail of shares dematerialized and those held in physical form, as on March 31, 2016.

Particulars	No. of Shares	Percentage to the equity Capital
PHYSICAL	16,43,366	7.37
DEMAT		
NSDL	2,02,73,543	90.83
CDSL	4,02,501	1.80

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic/ dematerialized form. For any clarification, assistance or information, please contact M/s. Cameo Corporate Services Limited.

8.10 Outstanding GDR / ADRs / Warrants or any Convertible Instrument, as on 31st March 2016:

As on date, the Company has not issued GDRs, ADRs, or any other Convertible Instruments which are pending for conversion.

8.11 Address for Communication:

Shri.T.Krishnamurthy, Compliance Officer

Address: Binny Limited, 1 Cooks Road, Perambur, Chennai 600 012

E-mail: binny@binnyltd.in

Phone: 044-26621053.

9. Disclosures:

i. Materially Significant Related Party Transactions:

Related parties transactions are disclosed in the Notes on Accounts and there are no other materially significant related parties' transactions made by the Company with the Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on related party transactions has been placed on the Company's website and can be accessed through the following link: http://binnyltd.in/images/policies/RELATED_TRANSACTIONS_POLICY.pdf

ii. Penalties / Strictures

No strictures / penalties were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years. The Company has been complying with SEBI Rules and Regulations and the listing agreements with the Stock Exchanges on issues related to capital market.

iii. Whistle Blower Policy

During the Financial Year, there was no such incident that necessitated the Audit Committee to investigate according to the Whistle Blower Policy.

In reference to Section 177 (9) of the Act read with relevant rule 7 of the Companies (Meetings of Board and its powers) rules, 2014 and Listing Regulations, 2015, the Company has established a Vigil Mechanism overseen by the Audit Committee. This has been uploaded in the Company's website. The link for the same is http://binnyltd.in/images/policies/Whistle_Blower_Policy_Vigil_Mechanism.pdf

No personnel were denied access to the Audit Committee of the Company.

iv. Compliance with the discretionary requirements under Listing Regulations, 2015

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

Separate posts of Chairman and Managing Director: The Positions of the Chairman and Managing Director are separate. Shri. M. Nandagopal was appointed as Executive Chairman and Shri. Arvind Nandagopal was appointed as Managing Director.

v. Subsidiary Companies/Associate Companies and Joint Ventures

The Company does not have any Subsidiary Companies/Associate Companies and Joint Ventures.

10. CODE OF CONDUCT

The Company's Board of Directors laid down and adopted a Code of Conduct under Corporate Governance for all the Directors and the Senior Management Personnel of The Company. The said Code of Conduct has also been posted on the Company's website in the below link: <http://binnyltd.in/images/policies/CODE%20OF%20CONDUCT.pdf>

The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct for 2015-16 in the Board meeting held on May 17, 2016. A declaration signed by the Company's Managing Director to this effect is enclosed at the end of this report.

11. CERTIFICATION ON CORPORATE GOVERNANCE

As required under the Listing Regulations, 2015, Shri. V. Suresh, Practicing Company Secretary has verified the compliances of the Corporate Governance. A Certificate affirming the compliance is annexed to this Report.

13. CEO/CFO CERTIFICATION

As required under Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2015 – 16 signed by Shri. Arvind Nandagopal, Managing Director and Shri T. Krishnamurthy, CFO & Company Secretary, was placed before the Board of Directors of your Company at their meeting held on May 17, 2016 and the same is provided as Annexure to this Report.

13. DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with Regulation 26 read with Schedule V (D) of the Listing Regulations, 2015, I hereby confirm that all the Directors and the Senior Management Personnel have affirmed compliance with their respective code of conduct and ethics as applicable to them, for the year ended on 31st March, 2016.

Chennai

10th August 2016

By Order of the Board

Arvind Nandagopal

Managing Director

BINNY LIMITED

Annexure to Report on Corporate Governance for the financial year ended 31st March, 2016:

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER SECURITIES AND EXCHANGE BOARD OF INDIA
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To the Members of Binny Limited

I have examined the compliance of Corporate Governance by Binny Limited, for the year ended 31st March 2016, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me,

I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by it.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date : 5th August 2016

V. Suresh

Practicing Company Secretary

FCS No. 2969

CP No. 6032

BINNY LIMITED

CEO / CFO Certification

To

The Board of Directors,
Binny Limited Chennai

We, Arvind Nandagopal, Managing Director and T. Krishnamurthy, Chief Financial Officer and Company Secretary (CFO & CS) of Binny Limited to the best of our knowledge and belief hereby certify that:

- A. We have reviewed financial statements and the Cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Arvind Nandagopal
Managing Director

T.Krishnamurthy
CFO & Company Secretary

Place: Chennai

Date: 17th May 2016

BINNY LIMITED

FORM NO.MGT 9

EXTRACT OF ANNUAL RETURN

As of Financial year ended on 31.03.2016

Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS

1	CIN	L17111TN1969PLC005736
2	Registration Date	30.6.1969
3	Name of the Company	Binny Limited
4	Category/Sub-category of the Company	Public Company / Company having Share Capital
5	Address of the Registered Office & Contact details	No.1, Cooks Road, Perambur, Chennai 600 012 TN 600012, Phone: 044 26621053, Mail ID: binny@binnyltd.in, website: www.binnyltd.in
6	Whether Listed Company	Yes Listed in BSE India Limited Scrip No. 514215
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited Subramanian Building 5th Floor 1 Club House Road Chennai 600 002 Tel.: 28460390 Fax: 28460129 E-mail: cameo@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turn over of the company shall be stated:-

S.No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the Company
1	General Warehousing	6302	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	NameAnd AddressOf The Company	CIN/GLN	Holding/ Subsidiary / Associate	%of shares held	Applicable Section
1.	NIL	NA	NA	NA	NA

BINNY LIMITED

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

i) Shareholding of promoters

Name of the Company : **BINNY LIMITED**

Face Value : 5/-

Paid-up Shares as on 01 Apr-2015 : 22319410

Paid-up Shares as on 01 Apr-2016 : 22319410

For the period from : 01-04-2015 to 31-03-2016

"Category-code"	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				"% Change during the year"
		Demat	Physical	Total	%" of Total Shares"	Demat	Physical	Total	%" of Total Shares"	
A.	"SHAREHOLDING OF PROMOTER AND PROMOTER GROUP"									
1.	INDIAN									
a.	"INDIVIDUALS/HINDU UNDIVIDED FAMILY"	11390110	0	11390110	51.0323	11390110	0	11390110	51.0323	0.0000
b.	"CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)"	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	5273457	5750	5279207	23.6529	5273457	5750	5279207	23.6529	0.0000
d.	"FINANCIAL INSTITUTIONS/ BANKS"	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(1)	16663567	5750	16669317	74.6852	16663567	5750	16669317	74.6852	0.0000
2.	FOREIGN									
a.	"INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)"	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000

BINNY LIMITED

	"TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A) (1)+(A)(2)"	16663567	5750	16669317	74.6852	16663567	5750	16669317	74.6852	0.0000
B.	PUBLIC SHARE-HOLDING									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	"FINANCIAL INSTITUTIONS/ BANKS"	971000	11260	982260	4.4009	971000	11260	982260	4.4009	0.0000
c.	"CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)"	0	368590	368590	1.6514	0	368590	368590	1.6514	0.0000
d.	VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	452747	0	452747	2.0284	452747	0	452747	2.0284	0.0000
f.	"FOREIGN INSTITUTIONAL INVESTORS"	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	"FOREIGN VENTURE CAPITAL INVESTORS"	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	1423747	379850	1803597	8.0808	1423747	379850	1803597	8.0808	0.0000
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	91251	92490	183741	0.8232	94876	91990	186866	0.8372	0.0140
b.	INDIVIDUALS -									
	"I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH"	641092	1191047	1832139	8.2087	654344	1151836	1806180	8.0924	-0.1163
	"II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH"	1313494	0	1313494	5.8849	1339839	0	1339839	6.0030	0.1180
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	CLEARING MEMBERS	363	0	363	0.0016	450	0	450	0.0020	0.0003
	HINDU UNDIVIDED FAMILIES	51388	0	51388	0.2302	53230	0	53230	0.2384	0.0082
	NON RESIDENT INDIANS	450691	14640	465331	2.0848	445951	13940	459891	2.0604	-0.0243
	TRUSTS	40	0	40	0.0001	40	0	40	0.0001	0.0000
		502482	14640	517122	2.3169	499671	13940	513611	2.3011	-0.0157

BINNY LIMITED

	SUB - TOTAL (B)(2)	2548319	1298177	3846496	17.2338	2588730	1257766	3846496	17.2338	0.0000
	"TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)"	3972066	1678027	5650093	25.3147	4012477	1637616	5650093	25.3147	0.0000
	TOTAL (A)+(B)	20635633	1683777	22319410	100.0000	20676044	1643366	22319410	100.0000	0.0000
C.	"SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED "									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	GRAND TOTAL (A)+(B)+(C)	20635633	1683777	22319410	100.0000	20676044	1643366	22319410	100.0000	0.0000

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

ii) Shareholding of promoters

Name of the Company : **BINNY LIMITED**

Sl No	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in share-holding during the year"	FOLIO/DP_CL_ID	PAN	"Pledged Shares at beginning of the Year"	"Pledged Shares at end of the Year"
		No of shares	% of total shares of the company"	No of shares	% of total shares of the company"					
1	NANDAGOPAL M	9201310	41.2255	10012110	44.8583	3.6327	IN30160411294983	AADPN2678L	8974310	8974310
2	ARTHOS BREWERIES LIMITED	1615017	7.2359	1615017	7.2359	0.0000	IN30160411302713	AABCA4799E	1615017	1615017
3	"SHEETALA CREDIT AND HOLDINGS PRIVATE LIMITED"	850000	3.8083	850000	3.8083	0.0000	IN30131321578644	AAICS7668F	0	0
4	"SATLUJ CREDIT AND HOLDINGS PRIVATE LIMITED"	840000	3.7635	840000	3.7635	0.0000	IN30131321578652	AAICS7786G	0	0
5	"RAJAT CHAKRA CREDIT AND HOLDINGS PRIVATE LIMITED"	840000	3.7635	840000	3.7635	0.0000	IN30131321578677	AACCR9242A	0	0
6	"CALCOM CREDIT AND HOLDINGS PRIVATE LIMITED"	840000	3.7635	840000	3.7635	0.0000	IN30131321578804	AACCC5354N	0	0
7	NATE NANDHA	810800	3.6327	0	0.0000	-3.6327	IN30015910803385	AACPN7263L	0	0
8	ARVIND NANDAGOPAL	800000	3.5843	800000	3.5843	0.0000	IN30160411294774	AAFP6259G	800000	800000
9	RAJALAKSHMI N	578000	2.5896	578000	2.5896	0.0000	IN30131321578263	AAJPR3025P	0	0
10	"TWENTIETH CENTURY-APCO LEASING PRIVATE LIMITED"	288440	1.2923	288440	1.2923	0.0000	IN30131321578669	AACCT1854G	0	0
11	TIGERS FARMS PVT LTD	5750	0.0257	5750	0.0257	0.0000	00010447	AACCT9108R	0	0

BINNY LIMITED

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name of the Company : BINNY LIMITED

		"Shareholding at the beginning of the year"		"Cumulative Shareholding during the year"			
Sl No	Name of the Share holder	No of shares	"% of total shares of the company"	No of shares	"% of total shares of the company"	FOLIO/DP_CL_ID	PAN
1	NANDAGOPAL M						
	At the beginning of the year 01-Apr-2015	9201310	41.2255	9201310	41.2255	'IN30160411294983	AADPN2678L
	Purchase 24-Apr-2015	810800	3.6327	10012110	44.8583		
	At the end of the Year 31-Mar-2016	10012110	44.8583	10012110	44.8583		
2	ARTHOS BREWERIES LIMITED						
	At the beginning of the year 01-Apr-2015	1615017	7.2359	1615017	7.2359	'IN30160411302713	AABCA4799E
	At the end of the Year 31-Mar-2016	1615017	7.2359	1615017	7.2359		
3	"SHEETALA CREDIT AND HOLDINGS PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2015	850000	3.8083	850000	3.8083	'IN30131321578644	AAICS7668F
	At the end of the Year 31-Mar-2016	850000	3.8083	850000	3.8083		
4	"SATLUJ CREDIT AND HOLDINGS PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2015	840000	3.7635	840000	3.7635	'IN30131321578652	AAICS7786G
	At the end of the Year 31-Mar-2016	840000	3.7635	840000	3.7635		
5	"RAJAT CHAKRA CREDIT AND HOLDINGS PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2015	840000	3.7635	840000	3.7635	'IN30131321578677	AACCR9242A
	At the end of the Year 31-Mar-2016	840000	3.7635	840000	3.7635		
6	"CALCOM CREDIT AND HOLDINGS PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2015	840000	3.7635	840000	3.7635	'IN30131321578804	AACCC5354N
	At the end of the Year 31-Mar-2016	840000	3.7635	840000	3.7635		

BINNY LIMITED

7	NATE NANDHA						
	At the beginning of the year 01-Apr-2015	810800	3.6327	810800	3.6327	'IN30015910803385	AACPN7263L
	Sale 24-Apr-2015	-810800	3.6327	0	0.0000		
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000		
8	ARVIND NANDAGOPAL						
	At the beginning of the year 01-Apr-2015	800000	3.5843	800000	3.5843	'IN30160411294774	AAFP6259G
	At the end of the Year 31-Mar-2016	800000	3.5843	800000	3.5843		
9	RAJALAKSHMI N						
	At the beginning of the year 01-Apr-2015	578000	2.5896	578000	2.5896	'IN30131321578263	AAJPR3025P
	At the end of the Year 31-Mar-2016	578000	2.5896	578000	2.5896		
10	"TWENTIETH CENTURY-APCO LEASING PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2015	288440	1.2923	288440	1.2923	'IN30131321578669	AACCT1854G
	At the end of the Year 31-Mar-2016	288440	1.2923	288440	1.2923		
11	TIGERS FARMS PVT LTD						
	At the beginning of the year 01-Apr-2015	5750	0.0257	5750	0.0257	'00010447	AACCT9108R
	At the end of the Year 31-Mar-2016	5750	0.0257	5750	0.0257		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)
Name of the Company : BINNY LIMITED

Sl No	Name of the Share holder	"Shareholding at the beginning of the year"		"Cumulative Shareholding during the year"		FOLIO/DP_CL_ID	PAN
		No of shares	"% of total shares of the company"	No of shares	"% of total shares of the company"		
1	STATE BANK OF INDIA						
	At the beginning of the year 01-Apr-2015	971000	4.3504	971000	4.3504	'IN30378610000023	AAACS8577K
	At the end of the Year 31-Mar-2016	971000	4.3504	971000	4.3504		
2	LIFE INSURANCE CORPORATION OF INDIA						
	At the beginning of the year 01-Apr-2015	452347	2.0266	452347	2.0266	'IN30081210000012	AAACL0582H
	At the end of the Year 31-Mar-2016	452347	2.0266	452347	2.0266		
3	RAMANATHAN SRINIVASAN						

BINNY LIMITED

	At the beginning of the year 01-Apr-2015	436000	1.9534	436000	1.9534	'IN30014210602692	ABTPS6467P
	Sale 04-Sep-2015	-400	0.0017	435600	1.9516		
	At the end of the Year 31-Mar-2016	435600	1.9516	435600	1.9516		
4	SADAYAVEL KAILASAM						
	At the beginning of the year 01-Apr-2015	436000	1.9534	436000	1.9534	'IN30160411305537	AADPK5408K
	At the end of the Year 31-Mar-2016	436000	1.9534	436000	1.9534		
5	"GOVERNOR OF TAMIL NADU JT1 : REPRESENTING GOVT OF TAMIL NADU"						
	At the beginning of the year 01-Apr-2015	340940	1.5275	340940	1.5275	'G0000311	
	At the end of the Year 31-Mar-2016	340940	1.5275	340940	1.5275		
6	SAKTHIVEL J						
	At the beginning of the year 01-Apr-2015	286000	1.2813	286000	1.2813	'IN30160411297406	AABPS8764N
	At the end of the Year 31-Mar-2016	286000	1.2813	286000	1.2813		
7	V N MUNISAMY						
	At the beginning of the year 01-Apr-2015	100000	0.4480	100000	0.4480	'IN30160411297334	AAIPM5194K
	At the end of the Year 31-Mar-2016	100000	0.4480	100000	0.4480		
8	R APPAJI						
	At the beginning of the year 01-Apr-2015	100000	0.4480	100000	0.4480	'IN30160411297391	ANZPA7132M
	At the end of the Year 31-Mar-2016	100000	0.4480	100000	0.4480		
9	"KETAN J KARANI JT1 : TRUPTI K KARANI"						
	At the beginning of the year 01-Apr-2015	82908	0.3714	82908	0.3714	'1204510000007054	AMAPK8243M
	Sale 08-May-2015	-19114	0.0856	63794	0.2858		
	Purchase 11-Sep-2015	1000	0.0044	64794	0.2903		
	Purchase 09-Oct-2015	64300	0.2880	129094	0.5783		
	Sale 23-Oct-2015	-13934	0.0624	115160	0.5159		
	At the end of the Year 31-Mar-2016	115160	0.5159	115160	0.5159		
10	"DILNAVAZ S VARIAVA JT1 : SAM N VARIAVA JT2 : FIRDAUS S VARIAVA"						
	At the beginning of the year 01-Apr-2015	56646	0.2537	56646	0.2537	'IN30047641203834	AACPV8677L

BINNY LIMITED

	At the end of the Year 31-Mar-2016	56646	0.2537	56646	0.2537		
	NEW TOP 10 AS ON (31-Mar-2016)						
11	ASHISH JAIN						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'IN30160420017710	ABFPJ6898P
	Purchase 15-May-2015	10000	0.0448	10000	0.0448		
	Purchase 22-May-2015	8391	0.0375	18391	0.0823		
	Purchase 07-Aug-2015	401	0.0017	18792	0.0841		
	Purchase 14-Aug-2015	650	0.0029	19442	0.0871		
	Purchase 28-Aug-2015	12500	0.0560	31942	0.1431		
	Purchase 04-Sep-2015	2002	0.0089	33944	0.1520		
	Purchase 09-Oct-2015	884	0.0039	34828	0.1560		
	Purchase 16-Oct-2015	4144	0.0185	38972	0.1746		
	Purchase 23-Oct-2015	26889	0.1204	65861	0.2950		
	Purchase 18-Dec-2015	380	0.0017	66241	0.2967		
	At the end of the Year 31-Mar-2016	66241	0.2967	66241	0.2967		
	HAVING SAME PAN						
11	ASHISH JAIN						
	At the beginning of the year 01-Apr-2015	1500	0.0067	1500	0.0067	'1201090004821171	ABFPJ6898P
	Purchase 08-May-2015	6819	0.0305	8319	0.0372		
	Purchase 15-May-2015	5072	0.0227	13391	0.0599		
	Sale 22-May-2015	-13391	0.0599	0	0.0000		
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(v) Shareholding of Directors and Key Managerial Personnel:

Name of the Company : BINNY LIMITED

Sl No	Name of the Share holder	"Shareholding at the beginning of the year"		"Cumulative Shareholding- during the year"		FOLIO/DP_CL_ID	PAN
		No of shares	""% of total shares of the company"	No of shares	""% of total shares of the company"		
1	NANDAGOPAL M Executive Chairman						
	At the beginning of the year 01-Apr-2015	9201310	41.2255	9201310	41.2255	'IN30160411294983	AADPN2678L
	Purchase 24-Apr-2015	810800	3.6327	10012110	44.8583		
	At the end of the Year 31-Mar-2016	10012110	44.8583	10012110	44.8583		

BINNY LIMITED

2	ARVIND NANDAGOPAL						
	Managing Director						
	At the beginning of the year 01-Apr-2015	800000	3.5843	800000	3.5843	IN30160411294774	AAFP6259G
	At the end of the Year 31-Mar-2016	800000	3.5843	800000	3.5843		
3	T. Krishnamurthy						
	CFO & Company Secretary						
	At the beginning of the year 01-Apr-2015	1550	0.006	1550	0.006	IN30044110901241	AAAPK7442G
	At the end of the Year 31-Mar-2016	1550	0.006	1550	0.006		

V. INDEBTEDNESS OF THE COMPANY-Indebtedness of the Company including interest outstanding /accrued, but not due for payment

(Rs. In lacs)

Particulars	Secured Loan	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
(i) Principal Amount	2007.31	-	-	2,007.31
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total	2007.31	-	-	2,007.31
Change in Indebtedness during the Financial Year				
Addition	110.08	-	-	110.08
Reduction	(3.31)	-	-	(3.31)
Net Change	106.77	-	-	106.77
Indebtedness at the Closing of the Financial Year				
(i) Principal Amount	2055.60	-	-	2,055.60
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	58.48	-	-	58.48
Total	2114.08			2,114.08

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration of Managing Director, Whole-time Director and/or Manager:

Sl. No.	Particulars of Remuneration	Mr. Arvind Nandagopal, Managing Director (part of the year)	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	15.00	15.00

BINNY LIMITED

2.	Stock Option		
3.	Sweat Equity		
4.	Commission -as % of profit -others, specify...		
5.	Others, please specify		
6.	Total (A)	15.00	15.00
	Ceiling as per the Act	30.00	30.00

B. Remuneration to other Directors

(Rs. In lacs)

Sl. No.	Particulars of Remuneration	Mr. D.V.R. Prakash Rao	Mr.S. Jagadeesan	Mr. T. Radhakrishnan	Mrs. T. Manisriram	Mr. S. Natarajan	Total Amount
	Independent Directors						
	• Fee for attending board committee meetings	0.60	0.70	0.70	0.20	-	2.20
	• Commission						
	• Others, please specify						
	Total (1)	0.60	0.70	0.70	0.20	-	2.20
	Other Non-Executive Directors						
	• Fee for attending board committee meetings						
	• Commission						
	• Others, please specify						
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	0.60	0.70	0.70	0.20	-	2.20
	Total Managerial Remuneration						2.20

BINNY LIMITED

C. Remuneration to Key Managerial Person other than MD, Manager/WTD:

(RS.In lacs)

S.No	Particulars of Remuneration	T. Krishna-murthy CFO & Company Secretary	Total
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	30.91	30.91
	b) Value of Perquisites under Section 17(2) of Income Tax Act, 1961	--	
	c) Profits in lieu of Salary under Section 17(3) of Income Tax Act, 1961	--	
2.	Stock Option	--	
3.	Sweat Equity	--	
4.	Commission	--	
	-As % of profit	--	
	Others specify	--	
5.	Others, please specify	-	
	Total	30.91	30.91

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties/punishment/compounding of offences were levied during the year 2015-16 under the Companies Act, 2013.

BINNY LIMITED

ANNEXURE - II

DETAILS PERTAINING TO COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGEMENT

PERSONNEL) RULES, 2014

Name of the Director / KMP		Designation	Ratio to Median Remuneration	% Increase in Remuneration		
1	Mr. ArvindNandagopal	Managing Director	10.74:1	N.A.		
	Mr. T. Krishnamurthy	CFO & Company Secretary	22.13:1	No increase		
2	The percentage increase in the median remuneration of employees in the financial year			(18.32)%		
3	The number of permanent employees on the rolls of the company			21		
4	The explanation on the relationship between average increase in remuneration and company performance		Company Performance (Sales %)	(99.37)		
			Average increase in remuneration	N.A		
5	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Designation	% of increase in remuneration	Company performance (Sales in lacs)		
	Mr. ArvindNandagopal	Managing Director	N.A.			
	Mr. T. Krishnamurthy	CFO & Company Secretary	No Incease			
	Total		N.A.	4.53		
	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case listed companies	Details as on 31st March	2015	2016	increase /(decrease) %	
		No. of Shares	223,19,410	223,19,410	NIL	
		Share price in Rs.				
		BSE	149.30	89.85	(39.82)	
		EPS	0.88	(3.90).	N.A.	
		PE Ratio (based on audited results)	169.69.	N.A.	N.A	
	Company's market cap (Rs.in lakhs)	33322.88	20053.99	39.82		
			Details	Increase		
6	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration		average percentile increase already made in the salaries of Employees	Nil		
			Percentile increase in the remuneration to Managinf Director and CFO & Company Secretary	N.A		
7	The key parameters for any variable components of remuneration availed by the CFO & CS			There is no variable component of remuneration payable to the CFO & Company Secretary		
8	The ratio of the remuneration of the highest paid director to that of the employee who are not directors but receive remuneration in excess of the highest paid director during the year; and pay			1:2.06		
9	Affirmation that the remuneration is as per the remuneration policy of the Company			Remuneration paid during the year 2015-16 is as per the remuneration policy of the company		

Note: The calculation for median remuneration and average increase in remuneration is arrived at based on permanent employees of the Company in the regular rolls.

BINNY LIMITED

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2015

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details	
a)	Name (s) of the related party & nature of relationship	Mohan Breweries and Distilleries Limited (MBDL), a Company under the same Management	
b)	Nature of Contract / agreements / transaction	Purchase of 7.07 acres of Land situated at Valasaravakkam, Chennai from MBDL.	Proposal to acquire 12.43 acres of Land situated at Valasaravakkam, Chennai from MBDL.
c)	Duration of the contracts / arrangements / transactions	Not applicable	Not applicable
d)	Salient terms of the Contract or agreements or transactions including the value, if any	Purchase Consideration of Rs. 155.54 Crores	Purchase Consideration of Rs. 300 Crores
e)	Justification for entering into such contracts or arrangements or transactions	An opportunity for the Company to Capitalise the inherent strength to develop Binny into a large listed entity in Real Estate sector.	An opportunity for the Company to Capitalise the inherent strength to develop Binny into a large listed entity in Real Estate sector.
f)	Date of Approval by the Board	11th February 2015	10th February 2016
g)	Amount paid as advance, if any	Rs. 140.00 Crs (during the year 32.89 Crs)	Rs. 183.65 Crores
h)	Date on which the resolution in general meeting as required under first proviso to section 188	31st March 2015	Not approved by the shareholders. Immediately, Agreement for Purchase was cancelled and Letter of Cancellation was sent to MBDL, the vendor on 21-03-2016 and money has been recalled with in 90 days' time to settle. MBDL has requested for 180 days' time and the same was approved by the Board in the Board Meeting held on 17-05-2016.

BINNY LIMITED

2. Details of material contracts or arrangement or transactions at arm's length basis

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

BINNY LIMITED

Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year 2015-16

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

M/s. **BINNY LIMITED**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **BINNY LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of M/s. **BINNY LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **BINNY LIMITED** ("the Company") for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**NOT APPLICABLE**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**NOT APPLICABLE**)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**NOT APPLICABLE**)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**NOT APPLICABLE**)

BINNY LIMITED

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(NOT APPLICABLE)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(NOT APPLICABLE)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(NOT APPLICABLE)**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

Observations:

1. The advances to related party for purchase of land for which the members of the company have not approved the resolution. The company has called back the advances and these advances for purchase land are pending for recovery.
2. The Company purchased a car from one of the group companies for which shareholders approval is not required.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. There is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there are no instances of:

1. Public / Rights / Preferential issue of shares / debentures / sweat equity.
2. Redemption / buy-back of securities.
3. Merger / amalgamation / reconstruction etc.
4. Foreign technical collaborations.

Place: Chennai

Date : 5th August 2016

V Suresh
Practising Company Secretary
FCS No. 2969
C.P.No. 6032

BINNY LIMITED

INDEPENDENT AUDITOR'S REPORT

To

The Shareholders of Binny Limited, Chennai

Report on the Financial Statements

We have audited the accompanying financial statements of Binny Limited (herein after referred to "the Company") which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements).

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosure in the financial statements. These procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and their Loss, and its cash flows for the year ended on that date.

Emphasis of Matter

We draw the attention to (a) the Note No.24.5 with regard to the Income Tax, Wealth Tax and Service Tax demands disputed before respective authorities, which describes the uncertainty related to the outcome of the Appeals filed against the Orders of the Authorities; and (b) the Note No.24.14 with regard to the advances to related party for purchase of land for which the members of the company have not approved the resolution. The company has called back the advances and these advances for purchases land are pending for recovery. Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order), issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
- d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
- e. on the basis of written representation received from the Directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors of the Company is disqualified as on 31st March, 2016, from being appointed as a director in terms of section 164(2) of the Act;
- f. with respect to the adequacy of the internal financial controls over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-B; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial statements – Refer Note: 24.5 to the financial statements
 - ii) The Company did not have long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

for M/s CNGSN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No: 004915S / S200036

Place: Chennai

Date : 17th May, 2016

R.THIRUMALMARUGAN

Partner

Membership No: 200102

ANNEXURE- A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements in our Independent Auditors' Report of even date)

1. In terms of the information and explanations sought by us and given by the Company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:
 - a. The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The company has physically verified the fixed assets at reasonable intervals and there are no discrepancies noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the company.
2. The company holds inventory of Land. The physical verification of the lands was conducted at reasonable intervals by the management and there is no material discrepancies noticed on such verification.
3. During the year the company has not granted secured or unsecured loans to the parties covered in the register maintained under section 189 of the Act. The outstanding loans Rs.31.84 lakhs is due from one party. It is represented that these loans are repayable on demand. The other clauses regarding repayment of principal, interest and overdue are not applicable.
4. The company has complied with the provisions of section 185 and 186 of the Companies Act in respect of securities and guarantees given.
5. The Company has not accepted deposits from public during this year. Therefore the provision of clause 3 (v) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year under audit.
6. The maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of Section 148 of the Act and hence provision of clause 3 (vi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year under audit..
7. a. The Company is depositing, with delays, undisputed statutory dues with appropriate authorities, like Provident Fund, Employee's State insurance, Income-tax, Sales-tax, Wealth-tax, Service tax, Customs Duty, Excise Duty, Value Added Tax, Cess, wherever applicable. The following are the details of arrears of outstanding dues as at 31st March, 2016 for a period of more than six months from the date they become payable.

BINNY LIMITED

Nature of dues	Amount (Rs.in lakhs)	Period to which the amount relates
Property Tax	0.92	Till September, 2015
Water Tax	2.72	Till September, 2015
Income Tax TDS	12.69	April 15 to Sep 15
TNVAT	5.35	July 2015

b. The details of disputed Income Tax, Wealth Tax, Service Tax, which have not been deposited on account of dispute are as under:

Nature of Statue	Nature of dues	Amount (Rs. In lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	19.21	AY 2008-09	AO and High Court, Chennai
Income Tax Act	Income Tax	11464.23	AY 2010-11	AO – for giving effect order of CIT-A, Chennai
Wealth Tax Act	Wealth Tax	574.73	AY 2011-12 to 2014-15	CWT-A, Chennai
Service Tax Act	Penalty	34.34	FY 2009-10	CCE-A, Chennai

8. The company has not defaulted in repayment of loans or borrowings from financial institutions, bank or government or debenture holders and hence the provision of clause 3 (viii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year under audit.
9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The term loans obtained were applied for the purpose for which those were raised.
10. There are no fraud by the company or any fraud on the company by its officers or employees and hence the provision of clause 3 (x) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year under audit.
11. The company has provided managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi company and hence the provision of clause 3 (xii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year under audit.
13. The transactions with the related parties are in compliance with section 177 and 188 of the

BINNY LIMITED

Act wherever applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.

14. The company has not made any preferential allotment of shares or private placement of shares or convertible debentures during the year and hence the provision of clause 3 (xiv) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year under audit.
15. The company is not entered into any non-cash transactions with directors or persons connected with them and hence the provision of clause 3 (xv) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year under audit.
16. The company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934 and hence the provision of clause 3 (xvi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year under audit.

for M/s CNGSN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No: 004915S / S200036

Place: Chennai

Date : 17th May, 2016

R. THIRUMALMARUGAN

Partner

Membership No: 200102

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") (Referred to in paragraph 2(f) of Report on Other Legal and Regulatory Requirements in our Independent Auditors' Report of even date)

We have audited the internal financial controls over financial reporting of Binny Limited ("the Company") as on 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following weakness has been identified as at 31st March, 2016. "The Companies internal control system for advance given for purchase of land, which could potentially result in existence of uncertainty that may cast significant doubt about the recoverability of these advances"

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual financial statements will not be prevented or detected on a timely basis.

In our opinion, *except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria*, the Company has maintained, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 financial statements of the Company, and the material weaknesses does not affect our opinion on the financial statements of the Company.

for M/s CNGSN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No: 004915S / S200036

Place: Chennai
Date : 17th May, 2016

R. THIRUMALMARUGAN
Partner
Membership No: 200102

BINNY LIMITED

BALANCE SHEET AS AT 31ST MARCH 2016

Rs in lakhs

	Note No.	As at 31-03-2016	As at 31-03-2015	
I. EQUITY AND LIABILITIES				
(1) Shareholders' Funds:				
(a) Share Capital	2	12837.62	12837.62	
(b) Reserves and Surplus	3	9748.30	10619.50	
(c) Money Received against Share warrants		<u>-</u>	<u>-</u>	23457.12
(2) Share application money pending allotment				
(3) Non-current liabilities:				
(a) Long-term borrowings	4	789.59	1527.57	
(b) Deferred tax liabilities (Net)		-	-	
(c) Other Long-term liabilities	5	48832.33	26438.44	
(d) Long-term provisions	6	<u>17.97</u>	<u>12.59</u>	27978.60
(4) Current liabilities:				
(a) Short-term borrowings		-	-	
(b) Trade payables	7	28.11	8.46	
(c) Other current liabilities	8	1429.47	875.94	
(d) Short-term provisions	9	<u>-</u>	<u>47.00</u>	931.40
Total		<u>73683.39</u>	<u>52367.12</u>	
II. ASSETS:				
(1) Non-current assets				
(a) Fixed Assets				
(i) Tangible assets	10	206.32	331.64	
(ii) Intangible assets		-	-	
(iii) Capital work-in-progress		-	-	
(iv) Intangible assets under developemnt		-	-	
(b) Non-current investments	11	4.03	4.03	
(c) Deferred tax assets (Net)		-	-	
(d) Long-term loans and advances	12	24697.91	21409.83	
(e) Other non-current assets	13	<u>29815.07</u>	<u>29815.07</u>	51560.57
(2) Current assets				
(a) Current investments		-	-	
(b) Inventories		-	-	
(c) Trade receivables	14	42.01	41.50	
(d) Cash and cash equivalents	15	76.76	254.10	
(e) Short-term loans and advances	16	18365.18	0.10	
(f) Other current assets	17	<u>476.11</u>	<u>510.85</u>	806.55
Total		<u>73683.39</u>	<u>52367.12</u>	

See accompanying notes to the financial statements

For and on behalf of the board

As per our Report of even date
for CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm Regn No 004915S / S200036

M. NANDAGOPAL
Executive Chairman
Chennai
17th MAY 2016

ARVIND NANDAGOPAL
Managing Director

T. KRISHNAMURTHY
CFO & CS

R.THIRUMALMARUGAN
Partner
Membership No.200102

BINNY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

		Rs.in lakhs		
		Note No	For the year ended 31-03-2016	For the year ended 31-03-2015
I	Revenue from operations	18	4.53	723.36
II	Other income	19	175.92	112.25
III	Total Revenue (I + II)		<u>180.45</u>	<u>835.61</u>
IV	Expenses:			
	a Cost of materials consumed			
	b Purchases of Stock-in-Trade			
	c Changes in inventories of finished goods work-in-progress and Stock-in-Trade	20	-	0.12
	d Employee benefits expenses	21	137.77	91.11
	e Finance costs	22	491.25	243.75
	f Depreciation and amortization expenses	10	17.82	65.18
	g Other expenses	23	<u>404.81</u>	<u>192.08</u>
	Total expenses		1051.65	592.24
V	Profit before exceptional and extraordinary items and tax (III - IV)		(871.20)	243.37
VI	Exceptional items		-	-
VII	Profit before extraordinary items and tax (V - VI)		(871.20)	243.37
VIII	Extraordinary items		-	-
IX	Profit before tax (VII - VIII)		(871.20)	243.37
X	Tax expenses			
	Current tax		-	47.00
XI	Profit / (loss) for the year from continuing operations (IX - X - XIV)		(871.20)	196.37
XII	Profit / (loss) from discontinuing operations		-	-
XIII	Tax expenses of discontinuing operations		-	-
XIV	Profit / (loss) from discontinuing operations (after tax) (XII - XIII)		-	-
XV	Profit / (loss) for the year (XI + XIV)		<u>(871.20)</u>	<u>196.37</u>
XVI	Earnings per share:			
	Basic & Diluted		(3.90)	0.88
	See accompanying notes to the financial statements			

For and on behalf of the board

As per our Report of even date
for **CNGSN & ASSOCIATES LLP**
Chartered Accountants
Firm Regn No 004915S / S200036

M. NANDAGOPAL
Executive Chairman
Chennai
17th MAY 2016

ARVIND NANDAGOPAL
Managing Director

T. KRISHNAMURTHY
CFO & CS

R. THIRUMALMARUGAN
Partner
Membership No.200102

BINNY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

		Rs in Lakhs
	For the year ended 31-03-2016	For the year ended 31-03-2015
A Cash Flow from Operating Activities		
Profit / (Loss) for the year	(871.20)	196.37
Adjustments for:		
Depreciation	17.82	65.18
Dividend Income	(2.63)	(1.81)
Interest Earned	(7.61)	(9.24)
Loss on sale of assets	-	0.03
Finance cost	491.25	243.75
Fixed Assets Written off	199.81	-
Employee Benefits	5.38	(274.89)
Provision for Income Tax (net)	-	<u>47.00</u>
Operating Profit before working Capital changes	(167.18)	266.39
Increase / (Decrease) in Long Term Liabilities	22,393.89	19,147.53
Increase / (Decrease) in Trade Payables	19.65	0.13
Increase / (Decrease) in Other Current Liabilities	553.53	443.56
(Increase) / Decrease in Long Term Loans & Advances	(3,288.08)	(20,924.83)
(Increase) / Decrease in Non current assets	-	0.12
(Increase) / Decrease in Trade Receivables	(0.51)	75.91
(Increase) / Decrease in Short Term Loans and Advances	(18,365.08)	(0.01)
(Increase) / Decrease in Other Current Assets	34.74	(3.37)
Cash from Operating activities	<u>1,180.96</u>	<u>(994.57)</u>
Direct Taxes paid (net)	(47.00)	-
Net Cash from Operating activities	<u>1,133.96</u>	<u>(994.57)</u>
B Cash flow from Investing activities		
Purchase of fixed assets	(92.31)	(48.97)
Sale of Fixed Assets	-	0.12
Dividend received	2.63	1.81
Interest received	7.61	9.24
Net Cash from investing activities	<u>(82.07)</u>	<u>(37.80)</u>

BINNY LIMITED

C Cash flow from financing activities

Finance Cost	(491.25)	(243.75)
Long Term Borrowing (Net)	(737.98)	1,523.50
Net Cash from financing activities	(1,229.23)	1,279.75
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	(177.34)	247.38
Cash and cash equivalent as at the beginning of the year	254.10	6.72
Cash and cash equivalent as at the end of the year	76.76	254.10

For and on behalf of the board

M. NANDAGOPAL
Executive Chairman
Chennai
17th MAY 2016

ARVIND NANDAGOPAL
Managing Director

T. KRISHNAMURTHY
CFO & CS

As per our Report of even date
for CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm Regn No 004915S / S200036

R. THIRUMALMARUGAN
Partner
Membership No.200102

NOTES FORMING PART OF THE FINANCIAL STATEMENTS:

Note 1: SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

(a) The financial statements of the Company have been prepared under the historical cost convention in accordance with the Accounting standards specified by Companies (Accounts) Rules, 2014 issued by the Central Government and the relevant provisions of the Companies Act, 2013 as amended.

(b) All financial transactions have been recognized on accrual basis. The preparation of financial statements in conformity with the GAAP requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from those estimates.

1.2 Use of Estimates

In preparation of financial statements conforming to GAAP requirements certain estimates and assumptions are essentially required to be made with respect to items such as provision for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful life period of Fixed Assets. Due care and diligence have been exercised by the Management in arriving at such estimates and assumptions since they may directly affect the reported amounts of income and expenses during the year as well as the balances of Assets and Liabilities including those which are contingent in nature as at the date of reporting of the financial statements.

To comply with GAAP requirements relating to impairment of assets, if any, the Management periodically determines such impairment using external and internal resources for such assessment. Loss, if any, arising out of such impairment is expensed as stipulated under the GAAP requirements. Contingencies are recorded when a liability is likely to be incurred and the amount can be reasonably estimated. To this extent the results may differ from such estimates.

1.3 Revenue Recognition

As a consistent practice, the Company recognizes revenues on accrual basis. Revenue from rental income is recognised on accrual basis as per the agreements entered. Revenue from dividend is recognised upon right to receive the dividend is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Revenue from sale of Land is recognized upon transfer of all significant risk and reward of ownership by way of registering title deeds in favour of buyers.

1.4 Fixed Assets

Fixed Assets are stated at the cost of acquisition less accumulated depreciation. The cost of acquisition includes taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.

1.5 Depreciation

Depreciation is charged on the depreciable amount of the asset over its useful life as mentioned in the Schedule II of Companies Act, 2013 as amended.

1.6 Impairment

All the fixed assets are assessed for any indication of impairment at the end of each financial year. On such indication, the impairment loss being the excess of carrying value over the recoverable value of the assets, are charged to the Statement of Profit and Loss in the respective financial years. The impairment loss recognized in the prior years is reversed in cases where the recoverable value exceeds the carrying value, upon reassessment in the subsequent years.

1.7 Investments

Long-term investments are stated at cost, less diminution other than temporary in the value of such investments, if any. Current investments are valued at cost or market value which ever is lower.

1.8 Inventories

Inventories primarily constitute land and related development activities, which is valued at lower of cost or Net Realizable Value. For the assets transferred in the previous year from Fixed Assets, the land value as appearing in the books of accounts is treated as cost of the land which is less than the Net realizable value. Cost comprises of all expenses incurred for the purpose of acquisition of land, development of the land and other related direct expenses.

1.9 Employee Benefits

Gratuity

The liability as at the Balance Sheet date is provided for based on the actuarial valuation carried out in accordance with revised Accounting Standard 15 (Revised 2005) on "Employee Benefits" as at the end of the period. Actuarial Gains/Losses are recognized immediately in the Statement of Profit & Loss.

Leave Encashment

Leave encashment is paid for in accordance with the rules of the Company and provided based on an actuarial valuation as at the balance sheet date. Actuarial Gains/Losses are recognized immediately in the Statement of Profit & Loss.

Other Benefit Plans

Contributions paid/payable under defined contribution plans are recognized in the statement of Profit and Loss in each year. Contribution plans primarily consist of Provident Fund administered and managed by the Government of India. The company makes monthly contributions and has no further obligations under the plan beyond its contributions.

1.10 Taxes on Income

(i) Provision for current tax is made for the amount of tax payable in respect of taxable income for the year under Income Tax Act, 1961.

(ii) Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

1.11 Earnings Per Share

The earnings considered for ascertaining the Company's Earnings per Share comprises the net profit after tax. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted EPS comprises the weighted average shares considered for deriving basic EPS, and also the weighted average number of equity shares that would be issued on the conversion of all dilutive potential equity shares.

1.12 Borrowing Cost

Expenditure on borrowing cost on the loans obtained specifically for acquisition, construction or production of qualifying assets are capitalized as part of the cost of that asset. All other borrowing costs are charged to statement of profit and loss.

1.13 Foreign Currency Transactions

Foreign currency transactions are translated at the exchange rates prevailing on the respective date of transactions.

Assets and Liabilities outstanding in foreign currency as on the date of the Balance Sheet are translated at exchange rates prevailing as on the last day of the relevant financial year. Differences arising out of such translations are charged to the statement of profit and loss.

1.14 Leases

The assets purchased under hire purchase agreements are included in the Fixed Assets block. The value of the asset purchased is capitalized in the books. A liability for the same amount is created at the time of entering into the agreement. The payments are made to the HP vendors as per the EMI's given in the hire purchase agreements. The finance charges are debited to the statement of profit and loss and the principal amount is adjusted against the liability created for the vendor.

1.15 Cash Flow Statement

The Cash flow statement is prepared under the indirect method as per Accounting Standard 3 "Cash Flow Statements".

BINNY LIMITED

1.16 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has an obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be measured in terms of further outflow of resources or where a reliable estimate can not be made the fact is disclosed.

	(Rs. in lakhs)	
	As at 31/03/2016	As at 31/03/2015
Note 2 - SHARE CAPITAL		
<u>Authorised</u>		
2,28,20,000 Equity shares of Rs.5 each	1141.00	1141.00
11,80,000 (9.75%) Cumulative Redeemable Preference Shares of Rs.5 each	59.00	59.00
54,20,00,000 (9%) Cumulative Redeemable Preference Shares of Rs.5 each	27100.00	27100.00
	<u>28300.00</u>	<u>28300.00</u>
<u>Issued, Subscribed & Paid-up</u>		
2,23,19,410 Equity Shares of Rs. 5 each fully paid up (a)	1115.97	1115.97
5,48,800 (9.75%) Cumulative Redeemable Preference Shares of Rs.5 each fully paid up	27.44	27.44
23,38,84,055 (9%) Cumulative Redeemable Preference Shares of Rs.5 each fully paid up (b)	11694.21	11694.21
	<u>11721.65</u>	<u>11721.65</u>
(a+b)	<u>12837.62</u>	<u>12837.62</u>

Terms of Issue and redemptions of Cumulative Redeemable Preference Shares (CRPS):

Subsequent to the reduction as per the Scheme of Arrangement, the remaining issued CRPS and their respective redemption details are under:

*13,01,76,000 (9%) CRPS of Rs. 5 each issued on 30.9.2005	6508.80	30.09.2020
5,48,800 (9.75%) CRPS of Rs.5 each issued on 30.6.2006	27.44	30.06.2016
1,73,56,800 (9%) CRPS of Rs.5 each issued on 31.1.2007	867.84	31.01.2017
43,39,200 (9%) CRPS of Rs.5 each issued on 30.1.2008	216.96	30.01.2018
5,10,72,384 (9%) CRPS of Rs.5 each issued on 29.9.2008	2553.62	29.09.2018
3,09,39,671 (9%) CRPS of Rs.5 each issued on 12.5.2010	1546.99	12.05.2020
	<u>11721.65</u>	

* Redemption due on 30.09.2015 have been extended till 30.09.2020.

BINNY LIMITED

Note: The Company has initiated the process of converting the above CRPS in to 18% Non-Convertible Debentures as per the Scheme of Arrangement which are subject to the Approval of Shareholders, High Court and Other Authorities. Upon the Scheme becoming effective, this CRPS would be converted in to 18% NCDs effective from 01-10-2014.

Details of shares held by shareholders holding more than 5% of the aggregate shares of the Company:

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Shri. Nandagopal M Arthos Breweries Limited	9,201,310	41.22%	9,201,310	41.22%
	1,615,017	7.23%	1,615,017	7.23%
Cumulative Redeemable Preference Shares				
9.75% CRPS of Rs.5 each				
Mohan Breweries and Distilleries Limited	548,800	100%	548,800	100%
9% CRPS of Rs.5 each				
Mohan Breweries and Distilleries Limited	233,884,055	100%	233,884,055	100%

	As at 31 st March 2016	Rs.lakhs As at 31 st March 2015
NOTE 3 RESERVES AND SURPLUS		
CAPITAL RESERVE (on Demerger)		
As per last year balance sheet	10287.55	10287.55
(a)	<u>10287.55</u>	<u>10287.55</u>
Securities Premium Account		
As per last year balance sheet	1077.66	1077.66
(b)	<u>1077.66</u>	<u>1077.66</u>
Revaluation reserve (as per Court Order)		
As per last year balance sheet	4906.62	4906.62
(c)	<u>4906.62</u>	<u>4906.62</u>
Profit and Loss account		
As per last year balance sheet	(5652.33)	(5848.70)
Add: Profit / (loss) for the year	(871.20)	196.37
Less: Proposed dividends		
Tax on distributed profits	-	-
Balance of Profit / Loss	(6523.53)	(5652.33)
Less: Transfer to General Reserve	-	-
(d)	<u>(6523.53)</u>	<u>(5652.33)</u>
(a)+(b)+(c)+(d)	9748.30	10619.50

BINNY LIMITED

		As at 31 st March 2016	Rs.lakhs As at 31 st March 2015
Note-4	LONG-TERM BORROWINGS:		
	Secured Loan - from Others	2055.61	2030.81
	Less: Current Maturity of Long-term Debt (Refer Note 8)	(1266.02)	(503.24)
	(Secured Loans are secured by Receivables from Sale of land and personal guarantee by Promoter Directors and on security of Vehicles purchased under HP)		
		<u>789.59</u>	<u>1527.57</u>
Note-5	OTHER LONG TERM LIABILITIES		
	Unsecured		
	a Trade payable	-	-
	b Due to related parties	1141.33	1147.28
	c Others (Refer Note 24.6 & 24.7)	47691.00	25291.16
		<u>48832.33</u>	<u>26438.44</u>
Note-6	LONG TERM PROVISIONS		
	a Employee Benefits	17.97	12.59
		<u>17.97</u>	<u>12.59</u>
Note-7	TRADE PAYABLE		
	a Sundry Creditors for trade	28.11	8.46
	b Dues to Micro, Small & Medium Enterprises	-	-
		<u>28.11</u>	<u>8.46</u>
Note-8	OTHER CURRENT LIABILITIES		
	a Current Maturity of Longterm Debt (Refer Note 4)	1266.02	503.24
	b Statutory Payable	46.98	214.19
	c Other payables	114.31	158.51
	(Due to Related Party Nil PY 1.40 lakhs)		
	d Credit Balance in Bank Account	2.16	-
		<u>1429.47</u>	<u>875.94</u>
Note-9	SHORT TERM PROVISIONS		
	a Provision for income tax	-	47.00
		<u>-</u>	<u>47.00</u>

Note-10 :FIXED ASSETS - TANGIBLE

Description	Gross Carrying Amount			Accumulated Depreciation				Net Carrying Amount		
	As at 31st March, 2015	Addition for the year	Deletion for the year	As at 31st March, 2016	As at 31st March, 2015	Addition for the year	Deletion for the year	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2016
Buildings	735.36	-	618.68	116.68	432.69	4.24	420.60	16.33	302.67	100.35
Furniture & Fixtures & Office Equipments	35.63	3.73	9.43	29.93	18.53	3.67	7.70	14.50	17.10	15.43
Vehicles	16.95	88.58	-	105.53	5.08	9.91	-	14.99	11.87	90.54
Current year	787.94	92.31	628.11	252.14	456.30	17.82	428.30	45.82	331.64	206.32
Previous year	30461.22	76.16	29749.44	787.94	445.38	65.18	54.26	456.30	30015.84	331.64

Note: To carry on the real estate activities, the buildings were demolished and written off. The Scrap Sale on demolished building materials were shown under 'Other Income'

BINNY LIMITED

Note 11 NON-CURRENT INVESTMENTS

	No.of shares	Face value per share Rs.	As at 31/3/2016	Rs in lakhs As at 31/3/2015
a AT COST				
NON-TRADE QUOTED				
Fully paid Equity shares:				
State Bank of India (Market Value- Rs. 37.31lacs)	19200	1	0.69	0.69
ICICI Bank Ltd (Market Value- Rs. 92.86 lacs)	39255	2	3.33	3.33
NON-TRADE UNQUOTED				
Fully paid Equity shares in Tamil Nadu Chromates & Chemicals Limited	30000	10	0.01	0.01
			4.03	4.03

	As at 31-03-2016	As at 31-03-2015
--	---------------------	---------------------

Note-12 LONG TERM LOANS AND ADVANCES

a Loans and advances - Unsecured Considered good		
i) Due from Related Party		
- Advance for Purchase of Windmill	6000.00	6,000.00
- Advance for Purchase of 7.07 Acres of Land	14000.00	10,710.72
- Others	31.84	93.04
ii) Due from Others		
- Advance for Purchase of Land	666.07	606.07
- Others	4000.00	4,000.00
b Loans to Others - considered doubtful	359.29	359.29
	25057.20	21,769.12
Less: Provision for Doubtful Loans and Advances	359.29	359.29
	24697.91	21,409.83

Note-13 OTHER NON-CURRENT ASSETS

a Stock in trade (Land)	29815.07	29815.07
(Refer Note No. 24.8 for Valuation and as certified by Management)		
	29815.07	29815.07

BINNY LIMITED

	As at 31-03-2016	Rs.in lakhs As at 31-03-2015
Note-14 TRADE RECEIVABLE		
(unsecured-considered good)		
a Trade receivables outstanding for more than six months from the date they became due for payment	40.78	-
b Trade receivables (others)	1.23	41.50
Due from Related Party Rs. 17.46 lacs - PY 18.86 lacs)		
	<u>42.01</u>	<u>41.50</u>
Note-15 CASH AND CASH EQUIVALENTS		
a Balance with banks	76.62	232.93
b Cash on hand	0.14	21.17
	<u>76.76</u>	<u>254.10</u>
Note-16 SHORT TERM LOANS AND ADVANCES		
(Un secured and considered good)		
a Advance to Employees	0.05	0.10
b Due from Related Party- Advance for Purchase of 12.43 Acres of Land (Refer Note 24.14)	18365.13	-
	<u>18365.18</u>	<u>0.10</u>
Note-17 OTHER CURRENT ASSETS		
a Interest accrued on deposits	-	5.64
b Wealth tax paid under protest	404.92	404.92
c Prepaid expences	2.71	2.42
d TDS & Service tax input credit	58.07	87.36
e Deposits with Govt Dept	10.41	10.51
	<u>476.11</u>	<u>510.85</u>
		Rs in lakhs
	For the	For the
	year ended	year ended
	31/03/2016	31/03/2015
Note-18 REVENUE FROM OPERATIONS		
a. Lease rent	4.53	718.61
b. Sale of land	-	4.75
	<u>4.53</u>	<u>723.36</u>
Note-19 OTHER INCOME		
a. Interest income	7.61	9.24
b. Dividend income	2.63	1.81
c. Miscellaneous Income	2.90	52.68
d. Write back of balances	-	48.52
e. Sale of Building Material - Scrap	162.78	-
	<u>175.92</u>	<u>112.25</u>

BINNY LIMITED

	For the year ended 31/03/2016	For the year ended 31/03/2015
Note-20 CHANGES IN INVENTORIES		
Opening Stock-in-trade (Land)	29815.07	120.16
Add: Transfer from Fixed Assets	-	29695.03
	(A) <u>29815.07</u>	<u>29815.19</u>
Less: Cost of land sold to Employees	-	0.12
Closing Stock-in-trade (land)	(B) <u>29815.07</u>	<u>29815.07</u>
Decrease / (Increase) in stock	(A)-(B) -	0.12
Note-21 EMPLOYEE BENEFIT EXPENSES		
a. Salaries and wages	126.00	76.98
b. Contribution to PF and other funds	10.37	6.33
c. Staff welfare expenses	1.40	7.80
	<u>137.77</u>	<u>91.11</u>
Note-22 FINANCE COST		
Interest on Secured Loan	454.58	194.83
Interest on Income tax	36.67	48.92
	<u>491.25</u>	<u>243.75</u>
Note-23 OTHER EXPENSES		
a. Insurance	2.91	0.83
b. Power and Fuel	18.59	25.88
c. Repairs and Maintenance- Building	3.74	10.74
d. Repairs and Maintenance - Office Equipments	7.84	7.91
e. Rates and taxes	14.34	37.22
f. Payment to statutory auditors		
i) Statutory Audit Fee	13.80	13.80
ii) Certification Fee	4.11	2.25
iii) Taxation matters	3.12	0.25
g. Legal, Professional and consultancy	57.97	29.86
h. Security charges	10.03	13.90
i. Balances written off	0.01	-
j Travelling Expenses	17.60	4.89
k. Postage, Printing & Stationery	15.89	17.65
l Donation	0.09	0.25
m. Loss on Sale of Assets	-	0.03
n. Fixed Assets written off	199.81	-
o. Miscellaneous expenses	34.96	26.62
	<u>404.81</u>	<u>192.08</u>

BINNY LIMITED

NOTE: 24 OTHER NOTES ON ACCOUNTS

24.1. Contingent Liabilities

No provision is considered necessary in respect of the following contingent liabilities as the management is hopeful of getting relief / succeeding in the appeals:

	(Rs. in Lakhs)	
	31.03.2016	31.03.2015
a Electricity charges on revision of Tariff rates for the period from 1-12-82 to 31-12-87 contested by the company, the recovery of which is stayed by the Hon'ble High Court of Madras	117.50	117.50
b Estimated surcharge on belated payment on (a) up to 31/03/2016	792.21	760.31
c Claim for back wages in respects of various disputes	Liability, if any, not ascertainable	
d Income Tax demand for Asst. Year 2008-09 (pending before Hon'ble High Court, Chennai)	19.21	19.21
e Service tax penalty relating to FY 2009-10 (pending before Commissioner of Central Excise (Appeals), Chennai)	34.34	34.34
f Wealth-tax Demand from Asst. Year 2011-12 to 2014-15 (pending before CWT (A), Chennai)	574.73	Nil
g Wealth-tax Demand from Asst. Year 1993-94 to AY 2010-11 pending before AO to re-do the assessment)	2553.77	2553.77
h Income-tax demand for Asst. year 2010-11 (pending before AO to give effect order to CIT (A)'s Order)	11464.23	11464.23
i Claims against the company not acknowledged as Debts	190.44	196.55
j i) If Scheme of converting Preference Share capital into NCD approved		
Arrears of 9.75% Cumulative Preference dividend (till 30-Sep-2014)	22.00	22.00
Arrears of 9% Cumulative Preference dividend (till 30-Sep-2014)	7995.00	7995.00
Debenture Interest (from 01-Oct-14 to 31-Mar-16)	6443.99	2148.00
ii) If Scheme of converting Preference Share capital into NCD not approved		
Arrears of 9.75% Cumulative Preference dividend (till 31-Mar-2016)	26.09	23.41
Arrears of 9% Cumulative Preference dividend (till 31-Mar-2016)	9573.73	8521.25
24.2 Foreign Exchange inflow and outflow	Nil	Nil
24.3. The company has reviewed the deferred tax assets and liabilities as at the year end. The timing differences relates mainly to depreciation and carry forward losses for the period up to 31-03-2016 resulting in a Net Deferred Tax asset. As a prudent measure, the net deferred tax asset has not been recognized in the accounts.		
24.4. Wealth tax demand of Rs. 2553.77 lakhs made by the Income-tax department relating to AY 1993-94 to AY 2010-11 was disputed before ITAT, Chennai which has set aside the AO's order and directed the AO to re-assess the same. However, the entire Wealth tax demands were provided for in the books and the entire wealth tax demands were paid by the company. The		

Company has paid a sum of Rs.404.92 lakhs in excess of demands raised by the Department which was shown as 'Wealth tax paid under Protest' under Note 17 – Other Current Assets.

- 24.5. Provision was not made in the books of accounts of the company for the following disputes pending before authorities considering that the cases shall favour the company.
- a. The Income-tax demand of Rs. 19.21 lakhs for AY 2008-09 raised by AO was disputed before ITAT and ITAT partly allowed the appeal of the company. The AO has not yet passed 'giving effect order' for ITAT order. However, the Income-tax Department has preferred an appeal before Hon'ble High Court of Madras.
 - b. The Income-tax demand of Rs. 11464.23 for AY 2010-11, raised by AO was disputed before CIT(A). CIT(A) allowed the appeal in favour of the company and AO has not yet passed the 'giving effect order' for the CIT(A) order.
 - c. During the Financial year 2014-15, the company has received order from the Service tax department demanding penalty of Rs. 34.34 lakhs for the period from October, 2009 to October, 2010., The company has paid the dues before Show Cause Notice is being served on the Company. On the basis of the merits of the case the company has paid Rs. 2.57 lakhs as pre-deposit which is shown under 'Note-17-Other Current Assets' and has appealed before Commissioner of Central Excise (Appeals), Chennai.
 - d. The Wealth-tax Assessment for AY 2011-12 to 2014-15 was completed by AO demanding a sum of Rs. 574.73 lakhs. The company preferred appeal against the order before CWT(A), Chennai.
- 24.6 The company has entered in to MOU for sale of land held as stock in trade and received Rs. 23265.63 lakhs as advance for sale of land. Upon receipt of the entire sale consideration and transfer of title to the buyers the said amount shall be recognized as income as per the accounting policy of the company. Pending transfer of title the entire amounts was shown under 'Other Long Term Liabilities' as on 31-Mar-2016.
- 24.7 The company has entered in to 'Joint Development Agreement' (JDA) for development of land in to a Township. As per JDA the company has received Rs. 24400.00 lakhs, as interest free Security Deposit and a sum of Rs. 25.37 lakhs has been received from JDA escrow account which are shown under 'Other Long-term liabilities'. The JDA Partner is in the process of obtaining NOC, Plan Approval etc. to commence the construction.
- 24.8 The remaining land held in Fixed Assets has been converted in to Stock-in-trade with effect from 01-12-14. The Fixed Asset value of land includes revaluation addition made during previous years. Some portion of revaluation reserve utilized for write off losses as per the sanctioned scheme of Demerger by the High Court. Hence, the value of Inventory is taken as of the value of Fixed Asset standing as on the date of conversion in to stock-in-trade which is much less than net realizable value.

BINNY LIMITED

24.9. Related Party Disclosure

i) Key Management Personnel (KMP)

Name of the Key Management Personnel	Relationship
Shri. M. Nandagopal	Executive Chairman
Shri. Arvind Nandagopal	Managing Director
Shri. S. Natarajan	Director
Shri. S. Jagadeesan	Independent Director
Smt. T. Manisriram	Independent Director
Shri. T. Radhakrishnan	Independent Director
Shri. D.V.R. Prakash Rao	Independent Director
Shri. T. Krishnamurthy – KMP	CFO and Company Secretary

ii) Enterprises where Key Management Personnel exercise Influence

- Mohan Breweries & Distilleries Ltd (Related company by Director)
- Binny Mills Ltd. (Related company by Director)
- Mother Mira Industries Limited (Related company by Director)
- Mira Textile & Industries Limited (Related company by Director)

The details of transaction and amount outstanding are as follows:

(Rs.in lakhs)

Particulars	Transaction for the year ended		Outstanding As at	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Other Long Term Liabilities:				
Binny Mills Limited	(5.95)	(6.43)	1141.33	1147.28
(Advance received for Sale of Land)				
Mohan Breweries and Distilleries Ltd	Nil	(75.38)	Nil	Nil
Long term Loans and Advances given:				
Mohan Breweries and Distilleries Ltd	Nil	6000.00	6000.00	6000.00
(for Purchase of Windmill)				
Mohan Breweries and Distilleries Ltd	3289.28	10710.72	14000.00	10710.72
(for Purchase of 7.07 Acres of Land)				
Mira Textiles & Industries Ltd.	(15.00)	15.00	Nil	15.00
Mother Mira Industries Ltd.	(46.20)	17.39	31.84	78.04

BINNY LIMITED

Short term Loans and Advances:				
Mohan Breweries and Distilleries Ltd	18365.13	Nil	18365.13	Nil
(for Purchase of 12.43 Acres of Land)				
Vehicles				
Mohan Breweries and Distilleries Ltd	35.98	Nil	Nil	Nil
(purchase of used car)				
Trade Receivables				
Mira Textiles & Industries Ltd.	Nil	4.51	17.46	17.46
Salary to KMPs:				
Mr. Arvind Nandagopal (Managing Director) (w.e.f. 01-Oct-2015)	15.00	Nil	10.15	Nil
Mr. T. Krishnamurthy (CFO and Company Secretary)	30.91	23.09	Nil	Nil
Sitting Fees to Independent Directors	2.20	0.90	Nil	Nil

24.10. Earnings per Share:

(Rs. in lakhs)

Particulars		Year ended 31 st March	
		2016	2015
Profit available to Equity Share holders (Rs.in lakhs)	(A)	(871.20)	196.37
Number of Shares outstanding of Rs.5/- each.		2,23,19,410	2,23,19,410
Weighted Average Number of shares outstanding-	(B)	2,23,19,410	2,23,19,410
Effect of dilution-	(C)	Nil	Nil
Weighted Average No. of Equity Shares Including potential shares –(D)		2,23,19,410	2,23,19,410
Earnings per share (Basic & diluted) (A*1,00,000/D) in Rs.		(3.90)	0.88

24.11. As per actuarial valuation as on 31-03-2016 and recognized in the financial statements in respect of employee benefit schemes as required under AS 15 (R) are as under:

PARTICULARS	Gratuity		Long Term Compensated Absence	
	(Unfunded)		(Unfunded)	
	31/03/16	31/03/15	31/03/16	31/03/15
Unfunded Liabilities				
Assumptions				
Discount Rate	8.00%	8.00%	8.00%	8.00%
Salary Escalation	5.00%	5.00%	5.00%	5.00%
Attrition Rate	5.00%	5.00%	5.00%	5.00%

BINNY LIMITED

(Rs.in lakhs)				
Table Showing Change in Benefit Obligation				
Liability at the beginning of the Period	10.83	18.43	1.77	1.71
Interest Cost	0.69	1.39	0.12	0.13
Current Service Cost	3.66	1.03	3.89	0.92
Benefit Paid	(3.19)	(1.97)	(0.26)	(0.09)
Actuarial (gain) / Loss on obligations	0.46	(8.05)	(0.01)	(0.90)
Liability at the end of the Period	12.45	10.83	5.51	1.77
Amount Recognised in the Income Statement				
Current Service Cost	3.66	1.03	3.89	0.92
Interest Cost	0.69	1.39	0.12	0.13
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/Loss to be Recognised	0.46	(8.05)	(0.01)	(0.90)
Expenses Recognised in Profit & Loss A/c	4.81	(5.63)	4.00	0.15
Amount Recognised in the Balance Sheet				
Opening Net Liability	10.83	18.42	1.77	1.71
Expenses as above	4.81	(5.63)	4.00	0.15
Employers Contribution paid / Benefits Paid	(3.19)	(1.96)	(0.26)	(0.09)
Closing net Liability	12.45	10.83	5.51	1.77

24.12. LEASE

The lease rentals paid during the year and the future lease obligations of EMI Hire Purchase Agreement as on March 31, 2016 are as follows:

(Rs.in lakhs)

Lease rentals paid (including HP EMI's)	31st March, 2016	31st March, 2015
Lease rentals (including EMI) paid during the year	10.16	3.24
Future lease obligations	As at 31st March, 2016	As at 31st March, 2015
Due within 1 year from the balance sheet date	16.00	3.24
Due between 1 and 5 years	47.30	2.16
Due after 5 years	NIL	NIL

Fixed assets include the following assets purchased on hire purchase scheme. The title of such assets belongs to the Company subject to hire purchase agreements.

BINNY LIMITED

(Rs.in lakhs)

Particulars	Gross Block as at 31st March, 2016	Dep Block as at 31st March, 2016	Net Block as at 31st March, 2016	Net Block as at 31st March, 2015
Vehicles	62.44	6.46	55.98	8.22

- 24.13. In the absence of Profit, only minimum remuneration has been provided to Managing Director as per Section 197 of Companies Act, 2013 read with Schedule V of Companies Act, 2013.
- 24.14. The Company has advanced a sum of Rs.18365.13 lakhs for purchase of 12.43 acres of land from a related party. The Shareholders have not approved the resolution for the same. (Only Public Shareholders excluding Promoters have participated in the voting). Hence the company has recalled the advance paid and the same is pending for recovery.
- 24.15. The Company has not entered in to any long term contracts including derivatives and there are no outstanding obligations, and there are no foreseeable losses on these as at the year end.
- 24.16. The Company is not liable to spend any amount as per Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility for the year ended 31-Mar-2016.
- 24.17. There are no amounts to be transferred to Investor Education and Protection Fund as at the year ended 31-Mar-2016.
- 24.18. Previous year figures have been regrouped wherever necessary to conform to current year classifications.

For and on behalf of the Board

M. NANDAGOPAL
Executive Chairman
Chennai
17th MAY 2016

ARVIND NANDAGOPAL
Managing Director

T. KRISHNAMURTHY
CFO & CS

As per our Report of even date
for CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm Regn No 0049155 / S200036

R. THIRUMALMARUGAN
Partner
Membership No:-200102

BINNY LIMITED

BINNY LIMITED

CIN: L17111TN1969PLC005736

Registered Office : No.1, Cooks Road, Perambur, Chennai 600 012

Tel: 044-26621053 Fax: 044-26621056

E-mail :binny@binnyltd.in Website: www.binnyltd.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

47th Annual General Meeting on 30th September 2016

Full name of the members attending the Meeting _____
(In block capitals)

Ledger Folio No./Client ID & DP ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I/We hereby record my/our presence at the 47th Annual General Meeting of M/s.Binny Limited, held at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai 600014, on Friday, the 30th September 2016 at 10.00 am.

(Member /Proxy / Representative's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

BINNY LIMITED

BINNY LIMITED

CIN: L17111TN1969PLC005736

Registered Office : No.1, Cooks Road, Perambur, Chennai 600 012

Tel: 044-26621053 Fax: 044-26621056

E-mail : binny@binnyltd.in Website: www.binnyltd.in

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID*	DP ID*

I/We, being the member(s) of _____ shares of the above named Company hereby appoint

Name :	E-mail Id:
Address:	
Signature	or failing him

Name :	E-mail Id:
Address:	
Signature	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 47th Annual General Meeting of the company, to be held on Friday, 30th day of September 2016 at 10.00 am, at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai 600014 and at any adjournment thereof in respect of such resolutions as are indicated below:

BINNY LIMITED

Resolutions:

Sl. No	Resolution(S)	Vote	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2016		
2.	Re-appointment of Shri M.Nandagopal (DIN 00057710), Director, who retires by rotation		
3.	Re-appointment of Statutory Auditors, M/s.CNGSN Associates LLP, Chartered Accountants, Chennai (Registration No.004915S / S200036)		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Affix One
Rupee
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company

BOOK-POST

To

If Undelivered please return to:

BINNY LIMITED

(Secretarial Dept.)

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

Phone : 044- 26621053