







BINNY LIMITED

Estd 1799

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	Binny Limited
2.	Annual financial Statement for the year ended	31 st March 2015
3.	Type of Audit observation	Matter of Emphasis: <i>We draw the attentions to Note No: 25.5 with regard to the Income Tax demands and Service Tax Demands disputed before the authorities, which describes the uncertainty related to the outcome of the Appeals filed against the Orders of the Authorities. Our Opinion is not modified in respect of these matters.</i>
4.	Frequency of observation	Whether appeared first time/ Repetitive/ since how long period – Income Tax Demands - For a Period of past four Years. Service Tax Demands – From 2014-15
5.	To be signed by-	Name & Signature <p>For BINNY LIMITED</p> <p> ARVIND NANDAGOPAL Managing Director</p> <p>For BINNY LIMITED</p> <p> T. KRISHNAMURTHY Chief Financial Officer & Company Secretary</p> <p>For C N G S N & ASSOCIATES LLP CHARTERED ACCOUNTANTS FIRM REGN.No.0049155</p> <p> R. THIRUMALMARUGAN PARTNER MEMB.No.200102</p> <p> [S. JAGADEESAN]</p>



BINNY



ANNUAL REPORT AND ACCOUNTS

MARCH 2015

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BINNY LIMITED
ANNUAL REPORT
MARCH 2015

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 Sixth Annual General Meeting of Binny Limited will be held at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai 600014, on Wednesday, the 30th September 2015, at 11.00 A.M., to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. S. Natarajan (DIN 00155988), 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 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) 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.

Special Business

4. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, Shri. M.Nandagopal (DIN 00058710), Executive Chairman be and is hereby re-appointed as a Whole-time Director, designated as Executive Chairman, liable to retire by rotation with effect from 3rd October 2013, on the same terms and conditions.

5. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to applicable provisions read with Schedule V of the Companies Act 2013, consent of the members be and is hereby accorded for payment of remuneration of Rs.5 lakhs per month (Annual Remuneration - Rs.60 lakhs) to Shri. Arvind Nandagopal (DIN : 00059009), w.e.f. 1.10.2015, who was appointed as a Managing Director of the Company for a period of 5 years with effect from 3rd October 2013.

RESOLVED FURTHER THAT the directors or the Secretary of the Company be and are hereby authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

6. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

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RESOLVED THAT subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt.T.Manisriram (DIN 06966170), who was appointed by the Board of Directors as an Additional Director of the company with effect from 14th November 2014 and who holds Office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Smt. T.Manisriram as a candidate for the office of director of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, to hold office for a term of 5(five) years, up to 13th November 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the directors or the Secretary of the Company be and are hereby authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

7. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. T.Radhakrishnan (DIN 06702023), who was appointed by the Board of Directors as an Additional Director of the company with effect from 27th March 2015 and who holds Office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Shri T.Radhakrishnan as a candidate for the office of director of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, to hold office for a term of 5(five) years up to 26th March 2020, not liable to retire by rotation.

RESOLVED FURTHER THAT the directors or the Secretary of the Company be and are hereby authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

8. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT, subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr.D.V.R. Prakash Rao (DIN 01099479) who was appointed by the Board of Directors as an Additional Director of the company with effect from 27th March 2015 and who holds Office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Dr.D.V.R.Prakash Rao as a candidate for the office of director of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, to hold office for a term of 5(five) years, up to 26th March 2020, not liable to retire by rotation.

BINNY LIMITED

RESOLVED FURTHER THAT the directors or the Secretary of the Company be and are hereby authorised to filing of any statutory forms or other related documents and to do all such act and things as may be necessary in this regard.

REGISTERED OFFICE

No: 1, Cooks Road
Perambur,
Chennai 600 012
Date: 12th August 2015

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.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. In terms of Clause 49 of the Listing Agreement entered with the stock exchanges, brief particulars of the Directors who are proposed to be appointed/re-appointed at this meeting forms part of the notice.
5. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
6. 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 2015 shall be available on the web site of the Company www.binnyltd.in
7. 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.
8. Members are requested to intimate changes, if any, in their registered address to the RTA. Members holding shares in dematerialised form are requested to intimate/update their e-mail address with their respective Depository Participants.
9. Members are requested to furnish a copy of the PAN Card to the RTA for registration of transfer / transmission of shares.
10. 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

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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.

11. 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.
12. In terms of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide the facility of electronic voting ('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.

The instructions for e-voting are as under:

- (i) The voting period begins on Sunday, September 27, 2015 at 9.00 A.M and ends on Tuesday, September 29, 2015 at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 23rd September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB	<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 folio number in the PAN field. In case the folio 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 folio number is 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “Binny Limited” on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- 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.
- (xix) 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.

ANNEXURE TO THE NOTICE:

(A) Statement pursuant to section 102 of Companies Act, 2013, in respect of Item Nos.4 to 8 of the Notice

ITEM NO: 4

In the Board Meeting held on 3rd October 2013, Shri. M.Nandagopal was appointed as a Whole-time Director, designated as Executive Chairman, not liable to retire by rotation, for a period of 5 years, with effect from 3rd October 2013, subject to the approval of the shareholders in General Meeting.

The Shareholders have also approved the appointment in the Annual General Meeting held on 4th November 2013.

As per the provisions of Section 152 of the Companies Act, 2013, not less than 2/3rd of total number of directors shall be made liable to retire by rotation. The same is subject to the following provisions of clauses:

- 1) The total number of directors shall not include Independent Directors
- 2) The total number of directors shall not include the office of director, whose office under the Articles of Association is not liable to retire by rotation

As per the provisions of Article 112 of the Articles of Association of the Company, the Managing Director of the Company is not liable to retire by rotation.

In order to comply with the provisions of Section 152 of the Act, wherein in the instant case, office of 2 directors are liable to retire by rotation, it is proposed to amend the appointment of Shri. M.Nandagopal, holding office as Whole-time Director, designated as Executive Chairman, as liable to retire by rotation.

None of the directors other than Shri. M.Nandagopal and Shri. Arvind Nandagopal and their relatives or Key Managerial Personnel (KMP) or relatives of directors and KMP is interested or concerned in the said resolution.

The documents relating to the subject matter are open for inspection on all working days during business hours at the Registered Office of the Company till the date of AGM.

The Board recommends this Special Resolution for members approval.

ITEM NO: 5

The Board of Directors at their meeting held on 3rd October 2013 appointed Shri. Arvind Nandagopal as a Whole time Director of the Company with effect from 3rd October 2013, subject to necessary approvals as Managing Director of the Company, without any remuneration, for a period of 5 years with effect from the said date. He is also a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholder’s Relationship Committee. Now, it is proposed to approve the following remuneration package:

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I. SALARY	Rs.5,00,000/- per month (Annual Remuneration : Rs.60,00,000/-)
II. PERQUISITES	(evaluated as per Income tax rules, wherever applicable, and at actual cost to the Company in other cases)
1. Car	Free usage of Company's Car for Business purpose
2. Telephone	Free Telephone facility at residence. Personal long distance calls for private purpose shall be billed by the Company to the individual
3. Club Fee	Fees of clubs to a maximum of 2 clubs. However, admission and life membership fee shall not be paid
III. OTHER BENEFITS	
This shall not be included in the computation of ceiling on Managerial Remuneration	
1. Provident fund	Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent of these, either singly or put together are not taxable under Income Tax Act.
2. Gratuity	Gratuity payable not exceeding one half month's salary for each completed year of service.
3. Encashment of leave	At the end of the tenure as per rules of the Company.
IV. MINIMUM REMUNERATION	
In the event of absence or inadequacy of profit, the Company will pay remuneration by way of salary and perquisites as specified above subject to the limits specified in Schedule V of the Companies Act, 2013 or any amendments made there to.	

Shri Arvind Nandagopal holds a Bachelor's degree in Commerce. He joined the Board of Directors of M/s.Mohan Breweries and Distilleries Limited (MBDL) as Executive Director in the year 1996 and elevated as Managing Director of the said Company in the year 2011. He was drawing a remuneration of Rs.10 lakhs per month with an annual limit of Rs.1.20 crores, during his tenure as Managing Director of MBDL.

Shri Arvind Nandagopal has been appointed as Managing Director of Binny Limited with effect from 3rd October 2013. He has resigned from the Board of MBDL as Managing Director on 1st April 2015. He holds 8,00,000 equity shares of Rs.5/- each in Binny Limited

Shri Arvind Nandagopal is also on the Board of the following Companies:

Sl.No.	Name of the Companies	Position
1	Orissa Sugars Limited	Director
2	Mother Mira Industries Limited	Director
3	Bhankerpur Distilleries Limited	Director
4	Mohan Microbes Limited	Director
5	SM IT Services Private Limited	Director
6	Nandha Logistics Limited	Director
7	Nandha Glass Limited	Director

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None of the directors other than Shri. M.Nandagopal and Shri. Arvind Nandagopal and their relatives or Key Managerial Personnel (KMP) or relatives of directors and KMP is interested or concerned in the said resolution.

The documents relating to the subject matter are open for inspection on all working days during business hours at the Registered Office of the Company till the date of AGM.

The Board recommends this Ordinary Resolution for members approval.

ITEM NO: 6

In accordance with the requirements of Section 149 of the Companies Act, 2013 and the Listing Agreement, the Company should have 50% of the total number of directors as Independent Directors. In order to meet the said requirement, it is proposed to appoint Smt. T. Manisriram (DIN 06966170) as an Independent Director of the company.

The Board is of the opinion that Smt. T. Manisriram (DIN 06966170) fulfills the conditions specified in the Act for appointment as an Independent Director of the company. Details of the Director, who is proposed to be appointed as an Independent Director, is furnished under the Report. The Board considers her association with the Company would be of immense benefit to the company. In view thereof, the Board has recommended Smt.T.Manisriram (DIN 06966170) to be appointed as an Independent Director from 14th November 2014.

Concerned Director is interested in the resolution being related to her own appointment. Other than that, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, whether financially or otherwise in the Resolution as set out.

The documents relating to the subject matter are open for inspection on all working days during business hours at the Registered Office of the Company till the date of AGM.

The Board recommends this Ordinary Resolution for members approval.

ITEM NO.7

In accordance with the requirements of Section 149 of the Companies Act, 2013 and the Listing Agreement, the Company should have 50% of the total number of directors as Independent Directors. In order to meet the said requirement, it is proposed to appoint Shri. T.Radhakrishnan (DIN 06702023) as an Independent Director of the company.

The Board is of the opinion that Shri. T.Radhakrishnan (DIN 06702023) fulfills the conditions specified in the Act for appointment as an Independent Director of the company. Details of the Director, who is proposed to be appointed as an Independent Director, is furnished under the Report. The Board considers his association with the Company would be of immense benefit to the company. In view thereof, the Board has recommended Shri. T.Radhakrishnan (DIN 06702023) to be appointed as an Independent Director from 27th March 2015.

Concerned Director is interested in the resolution being related to his own appointment. Other than that, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, whether financially or otherwise in the Resolution as set out.

The documents relating to the subject matter are open for inspection on all working days during business hours at the Registered Office of the Company till the date of AGM.

The Board recommends this Ordinary Resolution for members approval.

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ITEM NO.8

In accordance with the requirements of Section 149 of the Companies Act, 2013 and the Listing Agreement, the Company should have 50% of the total number of directors as Independent Directors. In order to meet the said requirement, it is proposed to appoint Dr.D.V.R.Prakash Rao (DIN 01099479) as an Independent Director of the company.

The Board is of the opinion that Dr.D.V.R.Prakash Rao (DIN 01099479) fulfills the conditions specified in the Act for appointment as an Independent Director of the company. Details of the Director, who is proposed to be appointed as an Independent Director, is furnished under the Report. The Board considers his association with the Company would be of immense benefit to the company. In view thereof, the Board has recommended Dr.D.V.R.Prakash Rao (DIN 01099479) to be appointed as an Independent Director from 27th March 2015.

Concerned Director is interested in the resolution being related to his own appointment. Other than that, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, whether financially or otherwise in the Resolution as set out.

The documents relating to the subject matter are open for inspection on all working days during business hours at the Registered Office of the Company till the date of AGM.

The Board recommends this Ordinary Resolution for members approval.

Date: 12th August 2015

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

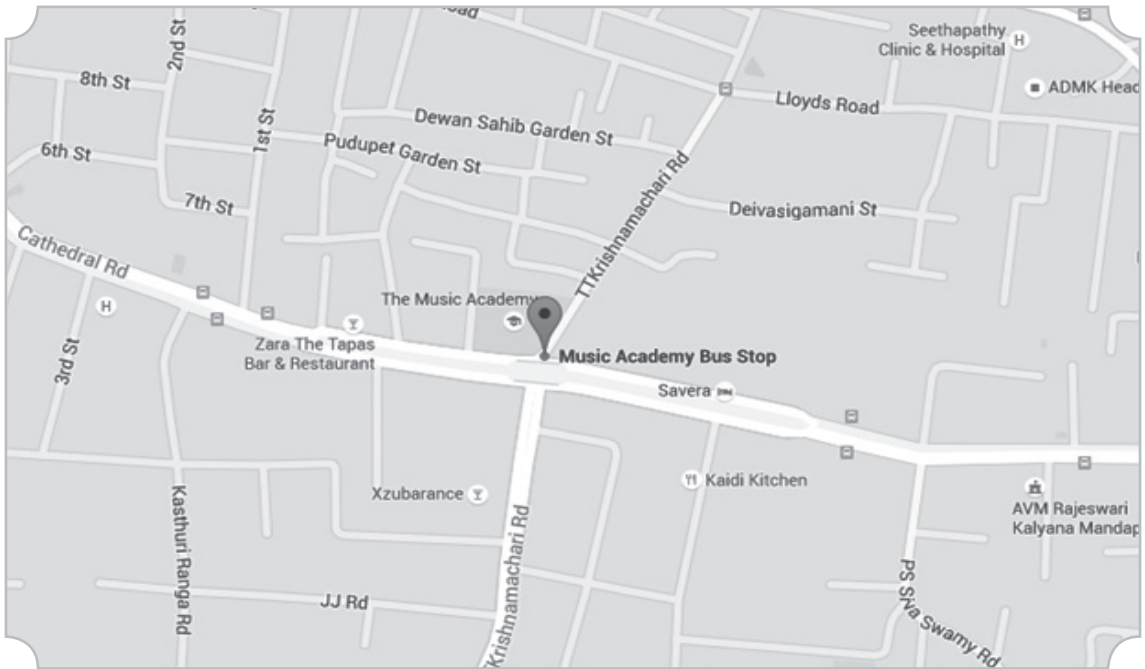
BINNY LIMITED

Date and Venue of 46th Annual Meeting

Date : Wednesday, 30th September 2015.

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

Location Map is given below :



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(B) Details pursuant to Clause 49 of the Listing Agreement regarding Directors seeking appointment / re-appointment:

Particulars	Date of Birth	Date of appointment	Qualifications	Expertise in Functional Area	Other Directorship	Chairman/ Member of the Committees of Boards of other companies	No. of shares held
Shri. S.Natarajan	01-11-1947	11-01-1988	A.C.A.	<p>He is Promoter and Director of the Company. He has been associated with the Company since the year 1988. Shri. S Natarajan is a member of the Institute of Chartered Accountants of India, New Delhi since 1975. He has been a practicing Chartered Accountant with more than 30 years of experience and was involved in active practice till 1987. During the period of his active practice years, he has consistently represented many of the leading Indian corporate houses like SPC Group, Udayar Group, Binny Group, Sterling Group, Modi Industries Group apart from lot of small, medium enterprises.</p> <p>His area of specialization includes Core Risk Management, Business Structuring, taxation matters, Environment/Management and Statutory compliances under various Regulatory Bodies. He is also an expert in strategic planning and promotion of new business initiatives. He is actively involved in the real estate business of the group.</p> <p>He has wide range of experience and connected with a number of organizations related to financial & non-financial services. His overall efforts have resulted in significant growth to the businesses, reach economies of scale and maximization of shareholder value.</p>	<p>1) SATLJ CREDIT AND HOLDINGS PRIVATE LIMITED 2) CALCOM CREDIT AND HOLDINGS PRIVATE LIMITED 3) RAAT CHAKRA CREDIT AND HOLDINGS PRIVATE LIMITED 4) SHEETALA CREDIT AND HOLDINGS PRIVATE LIMITED 5) SARANCA INVESTMENTS AND CONSULTANCY PRIVATE LIMITED 6) SHRIRAM PROPERTIES PRIVATE LIMITED 7) SIPPING SPIRITS PRIVATE LIMITED 8) UCAL FUEL SYSTEMS LIMITED 9) BINNY MILLS LIMITED 10) SHRIRAM PROPERTIES HOLDINGS PRIVATE LIMITED 11) SHRIRAM VENTURE LIMITED 12) ENVESTOR VENTURES LIMITED 13) SHRIRAM FINANCIAL VENTURES (CHENNAI) PRIVATE LIMITED 14) NOVAUS CLOUD SOLUTIONS PRIVATE LIMITED 15) CHENNAI PROPERTIES & INVESTMENTS LTD.</p>	<p>Chairman , Audit Committee - Ucal Fuel Systems Ltd Member, Audit Committee - Shriram Properties Pvt Ltd</p>	Nil
Shri M. Nandagopal	09-06-1939	23-03-1996	Bachelor's degree in Agriculture.	<p>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.</p>	<p>1) MOHAN BREWERIES AND DISTILLERIES LIMITED 2) MOHAN MEAKIN LIMITED 3) MOHAN ROCKY SPRING WATER BREWERIES LIMITED 4) ARTHOS BREWERIES LIMITED 5) BHANKERPUR DISTILLERIES LIMITED 6) ORISSA SUGARS LIMITED 7) MIRA TEXTILES & INDUSTRIES (INDIA) LIMITED 8) RRB ENERGY LIMITED</p>	--	8421310 Equity Shares of Rs.5/- each
Smt.T.Manisriram	17-05-1953	14-11-2014	B.A	<p>Smt.T.Manisriram is appointed as Additional, Non-executive, Woman Director She has served for 25 years in Customs and Central Excise Department.</p>	Nil	Nil	Nil
Dr.D.V.R.Prakash Rao	28-02-1947	27-03-2015	B.Sc., B.VSc & AH, M.V.Sc., Ph.D	<p>Dr.D.V.R.Prakash Rao is appointed as Additional/Non-Executive, Independent Director of the Company. He has served various organizations and has got rich industrial experience. He is the Chairman and Managing Director of M/s Prakash Foods & Feed Mills Pvt. Ltd. He is an International Consultant of UNIDO Vienna and Technical Corporation, London and Common Wealth Fund for Technical Corporation, London.</p>	<p>PRAKASH FOODS & FEED MILLS PVT. LTD. – CHAIRMAN AND MANAGING DIRECTOR</p>	Nil	Nil
Shri T.Radhakrishnan	25-04-1953	27-03-2015	M.A. I.P.S.	<p>Shri T.Radhakrishnan is appointed as Additional/Non-Executive, Independent Director of the Company. He is currently holding the position of Chairman of LCP and LTP (Singapore Group of Companies) in India.</p>	Nil	Chairman of LCP and LTP (Singapore Group of Companies) in India.	Nil

BINNY LIMITED

DIRECTORS' REPORT

Your Directors present the Forty Sixth Annual Report and Audited Accounts of the Company for the year ended 31st March 2015

FINANCIAL RESULTS

Rs. In Lakhs

Particular	For the year	
	2014-2015	2013-2014
Revenue	835.61	947.81
Expenditure	527.06	3011.72
Operating Profit / (Loss)	308.55	(2063.91)
Profit / (Loss) before Depreciation & Tax	308.55	(2063.91)
Depreciation	65.18	24.45
Profit / (Loss) before Tax	243.37	(2088.36)
Tax	47.00	-
Profit / (Loss) after Tax	196.37	(2088.36)
Exceptional items	-	3969.09
Profit / (Loss) for the year	196.37	(6057.45)

REVIEW OF OPERATIONS

The performance of the warehousing operation was satisfactory during the financial year 2014-15.

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 discontinuance of general warehousing operation during the last quarter for a partial period, the Company's total income has decreased from Rs.947.81 lakhs in the previous year to Rs.835.61 lakhs in the current year, registering a fall of 11.83% as compared to previous year.

However, with the existing huge potential clientele base, the Company is exploring the feasibility of carrying on the general warehousing operation in its adjoining vacant lands.

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

We are pleased to inform 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, 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

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construction of Marriage hall, and a Mall. The Project is expected to start by early next 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 construction.

Binny Ltd and SPR Group believes that it can leverage on the opportunity that arises from the current physical and social infrastructure bottlenecks and lack of availability of legal premises in the precinct to Sowcarpet (South India's largest Wholesale Market) which is located just 3 kms away from the Project Site. The Management believes that the property of 63.89 acres having road access from all four sides is the only such large private land within close proximity, and thus presents a strong opportunity for development of alternate wholesale market.

The whole development will be based on concept of smart city with its vision of "Where Business Meets Life". Expected Size of development under current CMDA Regulations would be based on prevailing CMDA norms which are subject to approval. Presently, Ernst and Young is undertaking a study for analyzing socio-economic benefit for creating an alternative to Sowcarpet and suggesting measures to be pursued with Government Authorities to revitalize existing infrastructure and facilitate development of the area.

Dividend

The Company does not recommend any dividend for the year ended March 31, 2015.

Fixed deposits

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

Directors and Key Managerial Personnel

As per the provisions of Section 149(1), 161 and other applicable provisions under the Companies Act, 2013, the Board appointed Smt. T.Manisriram as an additional, Non-Executive, woman Director of the Company in the Board Meeting held on 14th November 2014, who holds Office up to the date of this Annual General Meeting of the Company. It is proposed to appoint Smt. T.Manisriram as Non-Executive Independent Director of the Company to hold office for a term of 5(five) years, up to 13th November 2019, not liable to retire by rotation.

Further in accordance with the requirement of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company should have 50% of the total number of directors as Independent Directors. In compliance of the same, Dr.D.V.R.Prakash Rao and Shri. T.Radhakrishnan were appointed as additional, Non-Executive, Independent Directors of the Company in the Board Meeting held on 27th March 2015 and they hold Office up to the date of the Annual General Meeting of the company. It is proposed to appoint Dr.D.V.R.Prakash Rao and Shri T.Radhakrishnan as Non-Executive Independent Directors of the Company to hold office for a term of 5(five) years, up to 26th March 2020, not liable to retire by rotation.

Further, Shri.Sadayavel Kailasam and Shri. Nate Nandha have resigned as Directors of the Company w.e.f. 08.08.2014 and 31.03.2015 respectively.

Shri. M.Nandagopal was appointed as a Whole-time Director, designated as Executive Chairman, not liable to retire by rotation, for a period of 5 years with effect from 3rd October 2013. In order to comply with the provisions of Section 152 of the Companies Act, 2013, it is proposed to amend the appointment of Shri M.Nandagopal, Whole-time Director, designated as Executive Chairman as liable to retire by rotation.

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In accordance with the applicable provisions of the Companies Act, 2013, Shri. S. Natarajan, Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

Also, Shri. P.K Sundaresan, Chief Financial Officer and Company Secretary retired from the service with effect from 30.06.2014 and Shri. T.Krishnamurthy has been appointed as Chief Financial Officer and Company Secretary with effect from 13.10.2014.

PARTICULARS OF EMPLOYEES :

No employee of the Company was in receipt of remuneration during the Financial Year 2014-15 in excess of the sum prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW :

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

During the year, 10 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 the Listing Agreement. The details of the number of Board Meetings and Audit Committee Meetings of the Company are set out in the Corporate Governance Report, which is forming part of this report.

COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013 and Clause No.49 of the Listing Agreement, the Board has constituted or reconstituted its committees. Currently, the Board has the following Committees:

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

Details of the Committees 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 Clause 49 of the Listing Agreement, 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 Audit, Nomination & Remuneration Committees for the financial year ended 2014-15.

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 Clause 49 of the Listing Agreement.

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FAMILIARISATION PROGRAMMES:

The Company has a familiarisation programme for Independent Directors pursuant to Clause 49 of the Listing Agreement. 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

REMUNERATION POLICY :

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

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 for a period of one year 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 Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shri. V.Suresh, Practicing Company Secretary have 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. Observation in their report is self-explanatory and does not call for any further comments.

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

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Company has complied with requirements of Clause 49 of the Listing Agreement regarding Corporate Governance. A report on the Corporate Governance practices, the Auditors' Certificate on compliance of mandatory requirements thereof is given as an annexure to this report.

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Management's Discussion and Analysis Report, as stipulated under Clause 49 of the Listing | Agreement is presented in a separate section forming part of the Annual Report

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The particulars of Loans, guarantees or investments made under Section 186 are furnished as notes to financial statements and are attached to this report.

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:

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

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

CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

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- b) the directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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; and
- 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:12th August 2015

BY ORDER OF THE BOARD

M. Nandagopal
Executive Chairman

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MANAGEMENT DISCUSSION AND ANALYSIS

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) **Future 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 5.5% this fiscal against 4.7% 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.

iv) **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.

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- 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.

v) Internal Audit and Internal Control Systems:

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.

vi) Financial performance with operational performance.

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

vii) Material Developments in Human Resources / Industrial Relations

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.

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CORPORATE GOVERNANCE

The Directors present Company's report on Corporate Governance in compliance with Listing Agreement entered into with the Stock Exchanges 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 mentioned in Clause 49 of the Listing Agreement 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 Company's Corporate Governance compliances are as follows:

1. BOARD OF DIRECTORS

The Board of Directors of the Company have 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.

2.1 Composition/Category of Directors/Attendance at Meetings/Directorships & Committee Memberships in other Companies as on March 31, 2015:

Name	Executive Promoter (P) Non-Executive Promoter (NEP) Non-Executive Independent (NEI)	Attendance particulars		No. of Directorship, Committee Membership / Chairmanship other than Binny Ltd			Date of appointment	Date of cessation
		Board Meeting	Last AGM	Other Directorship in Public Limited Companies	Committee Membership	Committee Chairmanship		
Shri. M. Nandagopal	EP	10	Yes	9	-	-	23.03.1996	-
Shri. S. Natarajan	NEP	9	Yes	8	1	-	11.01.1988	-
Shri. Nate Nandha	NEP	3	Yes	8	-	-	03.10.2013	31.3.2015
Shri. Arvind Nandagopal	EP	9	Yes	9	1	-	25.03.2005	-
Justice Mr.S. Jagadeesan	NEI	10	No	-	3	2	05.09.2007	-
Dr.Sadayavel Kailasam	NEI	1	No	-	-	-	29.04.2010	8.8.2014
Smt.T.Manisriram	NEI	1	-	-	1	1	14.11.2014	-
Dr.D.V.R.Prakash Rao	NEI	1	-	-	-	-	27.3.2015	-
Shri.T.Radhakrishnan	NEI	1	-	-	-	-	27.3.2015	-

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.

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1.2 Board Meetings

During the year under review, ten board meetings of the Company were held on the following dates viz., 30th May 2014, 12th June 2014, 14th August 2014, 14th November 2014, 26th November 2014, 1st December 2014, 18th December 2014, 10th January 2015, 11th February 2015 and 27th March 2015.

FAMILIARISATION PROGRAMMES OF INDEPENDENT DIRECTORS

The Company has a familiarisation programme for Independent Directors pursuant to Clause 49 of the Listing Agreement. 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

2. COMMITTEES OF THE BOARD

Audit Committee

1. The Committee consists of three Non-Executive Independent Directors, one Non-Executive Promoter Director and Managing Director of the Company. Five meetings were held during the year ended 31.03.2015 on 30th May 2014, 14th August 2014, 14th November 2014, 11th February 2015 and 27th March 2015. The constitution and functioning of the Audit Committee is in accordance with the terms of reference of Clause 49 of the Listing Agreement and provisions of section 177 of the Companies Act, 2013.
2. 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.
3. Composition, name of members & Chairman, meetings held during the year and attendance at meetings:

Name of Member	Category of Members	Status	Number of Meeting during the year 2014-15	
			Held	Attended
Justice Shri S.Jagadeesan	Independent	Chairman	5	5
Shri.S.Natarajan	Non-Independent	Member	5	5
Smt. T.Manisriram	Independent	Member	3	1
Dr.D.V.R.Prakash Rao	Independent	Member	-	-
Shri Arvind Nandagopal	Non-Independent	Member	-	-
Dr.Sadayavel Kailasam*	Independent	Member	1	1

* ceased to be a Director w.e.f. 8th August 2014.

3. NOMINATION AND REMUNERATION COMMITTEE

- a) The Board constituted Nomination and Remuneration Committee in consonance with the provisions of Section 178 of the Companies Act, 2013 and Listing Agreement. Though the Committee recommends the remuneration package, ultimately the shareholders approve the same. One meeting of Remuneration Committee was held during the year on 14th November 2014.

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b) Composition, Meetings and Attendance

The following table summarises the attendance details of the Committee members:

Name of the Member	Category	Position	No of meetings held	No. of meetings attended
Dr.D.V.R.Prakash Rao	Independent	Chairman	-	-
Justice Shri S.Jagadeesan	Independent	Member	1	1
Smt. T.Manisriram	Independent	Member	1	1
Shri Arvind Nandagopal	Non-independent	Member	1	1

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

- a) The Share Transfer and Shareholders'/ Investors' Grievance Committee has been renamed as Stakeholders Relationship Committee as per provisions of Section 178 of the Companies Act 2013 and listing agreement. This committee would continue to oversee, review and monitor all matters connected with transfer/transmission/transposition of shares, non-receipt of Annual Report issue of duplicate share certificates, consolidation, splitting, issue of share certificates in exchange of sub-divided / consolidated, re-materialisation and dematerialization of shares and overseeing the performance of Registrar & Transfer Agents and looking into the redressal of shareholders' complaints.
- b) 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 Twenty Eight meetings during the year ended 31.3.2015 on 12th May 2014, 19th May 2014, 26th May 2014, 16th June 2014, 23rd June 2014, 7th July 2014, 14th July 2014, 25th July 2014, 4th August 2014, 18th August 2014, 8th September 2014, 22nd September 2014, 6th October 2014, 27th October 2014, 3rd November 2014, 10th November 2014, 17th November 2014, 8th December 2014, 23rd December 2014, 14th January 2015, 19th January 2015, 28th January 2015, 11th February 2015, 18th February 2015, 2nd March 2015, 11th March 2015, 25th March 2015 and 31st March 2015.
- c) The Composition of Shareholders Relationship Committee and the details of meeting attended by member are given below:

Name of the Member	Category	Status	No of meetings during the year 2014-15	
			Held	Attended
Justice Shri S.Jagadeesan	Independent	Chairman	28	28
Shri. M. Nandagopal	Non-Independent	Member	28	28
Shri. Arvind Nandagopal	Non-Independent	Member	28	28
Shri.T.Radhakrishnan	Independent	Member	1	1

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During the year, only 1 complaint has been received from a shareholder and was pending at the end of the year. The said complaint was resolved in the month of July 2015 to the satisfaction of the complainant.

Shri.T.Krishnamurthy, Company Secretary has been designated as the Compliance Officer of the Company in compliance with the Listing Agreement.

5. DETAILS OF LAST 3 GENERAL BODY MEETINGS:

a) Annual General Meetings

Financial Year	Date	Venue of AGM	Time
45th AGM 2013-14	29.09.2014	No.1, Cooks Road, Perambur, Chennai 600 012	10.00 a.m.
44th AGM 2012-13	04.11.2013	No. 1, Cooks Road, Perambur, Chennai 600 012	11.00 a.m.
43rd AGM 2011-2012	29.09.2012	106, Armenian Street, Chennai 600001	11.15 a.m.

b) Extraordinary General Meeting:

No Extraordinary General Meeting of the Members was held during the year 2014-15.

c) Postal Ballot:

During the Financial year, resolutions passed by the Members through Postal Ballot are as follows:

Date of Notice	Resolutions passed	Ordinary Resolution/ Special Resolution	Date of passing resolutions
14th November 2014	To revise the Sale Consideration of 14.06 acres of land at Perambur Barracks Road, Perambur, Chennai 600 012, to Rs.371.20 crores for transfer, sale to Landmark Barracks Projects Private Limited, a wholly owned subsidiary of Landmark Housing Projects Chennai Pvt. Ltd. and execution of revised Agreements, POA, etc. To provide Security of 14.06 acres of land at Perambur in connection with the loan of Rs..220 crores granted/to be granted by ECL Finance Ltd. to Landmark Barracks Projects Pvt. Ltd. and authorisation for execution of the required documentation.	Special Resolution	19th December 2014

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1st December 2014	To enter into a Joint Development Agreement with M/s.SPR Group, Chennai, for developing Integrated Township on Joint Development Model (JDA) at Company's CFS land area of 63.89 acres located at Cooks Road, Perambur, Chennai and To authorise the Directors to execute the agreements, POA and other documents in this connection	Special Resolution	6th January 2015
11th February 2015	Purchase of 7.07 acres of land situated at Valasaravakkam, Chennai from M/s.Mohan Breweries and Distilleries Limited (MBDL), a Company under the same Management, for a consideration of Rs.155.54 crores	Special Resolution	31st March 2015

d) **Special resolutions passed in the previous three AGMs are as under:**

Year	Date of AGM	Special Resolution Passed
2013-2014	27.09.2014	Appointment of Whole time Director
2012-2013	04.11.2013	1. Appointment of Whole time Director 2. Appointment of Managing Director
2011-2012	29.09.2012	Re-appointment of Whole time Director

6. DISCLOSURES

I. 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.

II. Accounting Treatment:

The Company followed the guidelines of Accounting Standards in preparation of its financial statements. During the financial year, no differential accounting treatment was followed.

III. 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. Details of risk management policy – development and implementation of risk management policy including identification of risk which may threaten the existence of Company (Sec 134(n)).

IV. Proceeds from public issues, right issues, and preferential issues:

During the year 2014-15, The Company did not raise money from public issue and right issue.

V. Strictures / Penalties

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.

VI. 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 difference to Section 177 (9) of the Act read with relevant rule 7 of the Companies (Meetings of Board and its powers) rules, 2014 and Clause 49 of the Listing Agreement, 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://www.binnyltd.in/images/policies/Whistle_Blower_Policy_Vigil_Mechanism.pdf

VII. Reconciliation of Share Capital Audit:

Reconciliation of Share Capital audit was carried by a qualified Practicing Company Secretary on quarterly basis for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit inter alia confirms that total issued/paid-up capital is in agreement with the total number of Shares held in physical form and the total number of dematerialised Shares held with NSDL and CDSL.

VIII. Compliance with Clause 49

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. As regards the non-mandatory requirements, the Company has set up the Remuneration Committee of the Board of Directors, the details of which have been provided under this report. During the year under review, there is no audit qualification in the Company's financial statements.

7. SUBSIDIARY COMPANIES/ASSOCIATE COMPANIES AND JOINT VENTURES

Considering the negative net worth, highly limited usage of the lease hold property and on the basis of fair valuation, the entire shareholding in the subsidiary company has been sold on 25th September 2013. Thereafter, the Company did not have any subsidiary.

The Company does not have any associate/joint ventures.

8. MEANS OF COMMUNICATION:

The Quarterly financial results were published in the dailies "Business Standard" (English) and "Makkal Kural" (Tamil) periodically in accordance with listing agreement.

All vital information of the performance of the Company including Financial Results, Annual Reports of last three years and Shareholding Pattern have been posted on the Company's website www.binnyltd.in.

All material information about the Company is promptly sent through facsimile and E-mail to the Bombay Stock Exchange (BSE), where the Company's share is listed.

BINNY LIMITED

9. GENERAL SHAREHOLDER INFORMATION

a) 46th Annual General Meeting:

Date : 30th September 2015 Time : 11.00 a.m

Venue : Kasturi Srinivasan Hall (Mini Hall),

The Music Academy

New No.168 T.T.K. Road

Royapettah Chennai 600 014

b) Financial Year:

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

c) Book Closure Date:

24th September 2015 to 30th September 2015 (Both days inclusive)

d) Dividend Payment Date:

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

e) Listing on 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	Scrip Name / Scrip Code
Bombay Stock Exchange Ltd. (BSE)	P. J. Towers, Dalal Street, Fort, Mumbai - 400 001	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.

f) **Corporate Identification Number (CIN):** L17111TN1969PLC005736

g) **Tentative Financial Calendar: 2015**

Results for the quarter ending June 30, 2015	Within 45 days from the end of the quarter
Results for the quarter ending September 30, 2015	Within 45 days from the end of the quarter
Results for the quarter ending December 31, 2015	Within 45 days from the end of the quarter
Results for the quarter ending March 31, 2016	Audited Results within 60 days from the end of the quarter

BINNY LIMITED

h) Market Price Data

Monthly High/Low price of the Equity Shares traded during the year 2014-15 in Bombay Stock Exchange Limited.

MONTH		Apr 2014	May 2014	Jun 2014	Jul 2014	Aug 2014	Sep 2014	Oct 2014	Nov 2014	Dec 2014	Jan 2015	Feb 2015	Mar 2015
BSE	HIGH	116	141.9	197.95	178	146	145	155	193.4	316.5	234.2	194.9	228
	LOW	72.75	100.05	137.1	130.15	112.85	113.5	121.5	125	153.25	172	157.7	135.9

The closing market price of equity shares as on March 31, 2015 (last trading day of the year) was Rs.149.30 on BSE.

i) Registrar & Share Transfer Agents:

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:

<p>M/s CAMEO CORPORATE SERVICES LIMITED UNIT: BINNY 5TH Floor, Subramanian Building #1, Club House Road, Chennai 600 002 Phone: 044-28460390(5 lines); Fax: 044-28460129 Email: investor@cameoindia.com</p>	<p>Contact person: Shri. R D Ramaswamy Designation: Director Mr. D Narasimhan Designation: Senior Executive (Shares)</p>
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j) 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, 2015, there are no pending share transfers pertaining to the year under review.

k) PAID-UP SHARE CAPITAL

Category of Shares	No. of shares(Rs.5/- each fully paid up)	Share Capital(Rs. in Lakhs)
Equity Shares	2,23,19,410	1,115.97
9.75% Cumulative Redeemable Preference Shares	5,48,800	27.44
9% Cumulative Redeemable Preference Shares	23,38,84,055	11,694.20

BINNY LIMITED

l) Shareholding as on March 31, 2015:

a. Distribution of equity shareholding as on March 31, 2015:

Category (Amount)	Shareholders		No. of shares held	
	Nos.	%	Nos.	%
1 - 5000	8736	92.47	937817	4.20
5001 - 10000	386	4.09	298772	1.34
10001 - 20000	184	1.95	273511	1.23
20001 - 30000	47	0.50	119661	0.54
30001 - 40000	17	0.18	57439	0.26
40001 - 50000	17	0.18	80410	0.36
50001 - 100000	20	0.21	144726	0.65
100001 - and above	40	0.42	20407074	91.43
Total	9447	100.00	22319410	100.00

b. DISTRIBUTION OF PREFERENCE SHAREHOLDING AS AT 31.03.2015

Category (Amount)	SHAREHOLDERS		NO. OF SHARES HELD	
	No.	%	No.	%
1 - 500	0	0%	0	0%
001 - 1000	0	0%	0	0%
1001 - 2000	0	0%	0	0%
2001 - 3000	0	0%	0	0%
3001 - 4000	0	0%	0	0%
4001 - 5000	0	0%	0	0%
5001 - 10000	0	0%	0	0%
10001 - and above				
	1	100%	23,44,32,855	100%

m) SHAREHOLDING PATTERN AS AT 31.03.2015

Category	No. of Holders	% to Equity	% to Preference
Promoters	11	74.69	100.00
Corporate Body	152	2.47	---
Bank	15	4.40	---
Resident	9205	14.32	---
FI	2	2.03	---
NRI	53	2.08	---
Clearing Member	8	0.00	
Trusts	1	0.00	---
TOTAL	9447	100.00	100.00

BINNY LIMITED

n) Dematerialisation of shares:

The detail of shares dematerialised and those held in physical form, as on 31st March 2015

Particulars	No. of Shareholders	No. of Shares	%to Capital
Physical Form	7529	1683777	7.55
NSDL	1350	20206561	90.53
CDSL	568	429072	1.92
Total	9447	22319410	100.00

o) Outstanding GDR / ADRs / Warrants or any Convertible Instrument, as on 31st March 2015 :

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

p) Address for communication

Shri. T.Krishnamurthy, Compliance Officer

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

E-mail : binny@binnyltd.in

10. Clause 49(II)(E) : 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.

The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct for 2014-15. A declaration signed by the Company's Managing Director to this effect is enclosed at the end of this report.

11. CEO/CFO CERTIFICATION

The Certificate, as required under Clause 49(V) of the Listing Agreement, duly signed by the Managing Director and CFO for the year ended March 31, 2015 was placed before the Board, and the same is provided as Annexure to this report.

12. CERTIFICATION ON CORPORATE GOVERNANCE

As required under Clause 49 of the Listing Agreement, Shri. V. Suresh, Practicing Company Secretary has verified the compliances of the Corporate Governance. We have obtained a Certificate affirming the compliance, and the same is annexed to this Report and forms a part of the Annual Report.

BINNY LIMITED

13. COMPLIANCE WITH THE CODE OF BUSINESS CONDUCT AND ETHICS:

In accordance with sub clause 1(D) of Clause 49 of the Listing Agreement with the Stock Exchanges, 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 2015.

Chennai

12th August 2015

By Order of the Board

Arvind Nandagopal

Managing Director

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:

1. We have reviewed the Balance Sheet and Profit and Loss account and all its schedules and notes on accounts, as well as the Cash Flow Statements for the year ended, 31st March 2015.
2. These financial statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading.
3. These financial statements, and other financial information included in this report, present in all material respect, a true and fair view of affairs of the company and are in compliance with the existing accounting standards and/ or applicable laws and regulations.
4. There are no transactions entered into by the company during the year are fraudulent, illegal or violative of the code of conduct of the company.
5. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control system 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 the internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
6. We have disclosed to the company's auditors and the Audit Committee of the Company's Board of Directors that
 - a. Significant changes in internal controls over financial reporting during the year, if any, and that the same have been disclosed in the notes of financial statements.
 - b. All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
 - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal controls systems over financial reporting.

Arvind Nandagopal
Managing Director

T.Krishnamurthy
CFO & CS

Place: Chennai

Date: 12th August 2015

BINNY LIMITED

REPORT ON CORPORATE GOVERNANCE

To the Members of Binny Limited

I have examined the compliance of conditions of Corporate Governance by Binny Limited for the year ended 31st March 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company, with stock exchanges in India.

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 by ensuring the compliance of the conditions of the 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, and the representation made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I state that in respect of investor grievances received during the year ended 31st March 2015 no investor grievances are pending against the Company as per the records maintained by the Company and presented to the Share Transfer and Shareholders' / Investors' Grievance Committee of the Company.

I further 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 2015

V. Suresh
Practicing Company Secretary
FCS No. 2969
CP No. 6032

BINNY LIMITED

FORM NO.MGT 9

EXTRACT OF ANNUAL RETURN

As of Financial year ended on 31.03.2015

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	Company having Share Capital
5	Address of the Registered Office & Contact details	No.1, Cooks Road, Perambur, Chennai 600 012
6	Whether Listed Company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited Subramanian Building 1 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 turnover of the company shall stated)

S.No.	Name and Description of main products / services	NIC Code	% to total turnover of the Company
1	General Warehousing		86%

BINNY LIMITED

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

(i) Category-wise Share Holding

Name of the Company : BINNY LIMITED

Face Value : 5 /-

Paidup Shares as on 01-Apr-2014 : 22319410

Paidup Shares as on 31-Mar-2015 : 22319410

"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
b.	"CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)"	0	0	0	0	0	0	0	0	0
c.	BODIES CORPORATE	5298660	5750	5304410	23.7659	5273457	5750	5279207	23.6529	-0.1129
d.	"FINANCIAL INSTITUTIONS/ BANKS"	0	0	0	0	0	0	0	0	0
e.	ANY OTHER									
	SUB - TOTAL (A)(1)	16688770	5750	16694520	74.7982	16663567	5750	16669317	74.6852	-0.1129
2.	FOREIGN									
a.	"INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)"	0	0	0	0	0	0	0	0	0
b.	BODIES CORPORATE	0	0	0	0	0	0	0	0	0
c.	INSTITUTIONS	0	0	0	0	0	0	0	0	0
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	0	0	0	0	0	0	0	0	0
	"TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A) (1)+(A)(2)"	16688770	5750	16694520	74.7982	16663567	5750	16669317	74.6852	-0.1129

BINNY LIMITED

B.	PUBLIC SHARE-HOLDING									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	0	0	0	0	0	0	0	0
b.	"FINANCIAL INSTITUTIONS/BANKS"	971000	11260	982260	4.4009	971000	11260	982260	4.4009	0
c.	"CENTRAL GOVERNMENT/STATE GOVERNMENT(S)"	0	368590	368590	1.6514	0	368590	368590	1.6514	0
d.	VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0
e.	INSURANCE COMPANIES	452767	0	452767	2.0285	452747	0	452747	2.0284	0
f.	"FOREIGN INSTITUTIONAL INVESTORS"	0	0	0	0	0	0	0	0	0
g.	"FOREIGN VENTURE CAPITAL INVESTORS"	0	0	0	0	0	0	0	0	0
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	1423767	379850	1803617	8.0809	1423747	379850	1803597	8.0808	-0.0000
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	117738	113240	230978	1.0348	91251	92490	183741	0.8232	-0.2116
b.	INDIVIDUALS -									
	"I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH"	607461	1243244	1850705	8.2919	570856	1170597	1741453	7.8024	-0.4894
	"II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH"	1212595	34300	1246895	5.5865	1383730	20450	1404180	6.2912	0.7047
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
d.	ANY OTHER									
	CLEARING MEMBERS	2327	0	2327	0.0104	363	0	363	0.0016	-0.0087
	HINDU UNDIVIDED FAMILIES	14062	0	14062	0.0630	51388	0	51388	0.2302	0.1672
	NON RESIDENT INDIANS	461126	15140	476266	2.1338	450691	14640	465331	2.0848	-0.0489
	TRUSTS	40	0	40	0.0001	40	0	40	0.0001	0
		477555	15140	492695	2.2074	502482	14640	517122	2.3169	0.1094
	SUB - TOTAL (B)(2)	2415349	1405924	3821273	17.1208	2548319	1298177	3846496	17.2338	0.1130

BINNY LIMITED

	"TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)"	3839116	1785774	5624890	25.2017	3972066	1678027	5650093	25.3147	0.1129
	"SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED "									
	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
	Public	0	0	0	0	0	0	0	0	0
	TOTAL CUSTODIAN (C)	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	20527886	1791524	22319410	100.00	20635633	1683777	22319410	100.00	0

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

ii) Shareholding of promoters

Name of the Company : BINNY LIMITED

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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"	% of shares pledged / encumbered to total shares"	No of shares	% of total shares of the company"	% of shares pledged / encumbered to total shares"				
1	NANDAGOPAL M	8421310	37.7308	0	9201310	41.2255	40.2085	'IN30160411294983	AADPN2678L	0	8974310
2	ARTHOS BREWERIES LIMITED	1640220	7.3488	0	1615017	7.2359	7.2359	'IN30160411302713	AABCA4799E	0	1615017
3	"SHEETALA CREDIT AND HOLDINGS PRIVATE LIMITED"	850000	3.8083	0	850000	3.8083	0	'IN30131321578644	AAICS7668F	0	0
4	"SATLUJ CREDIT AND HOLDINGS PRIVATE LIMITED"	840000	3.7635	0	840000	3.7635	0	'IN30131321578652	AAICS7786G	0	0
5	"RAJAT CHAKRA CREDIT AND HOLDINGS PRIVATE LIMITED"	840000	3.7635	0	840000	3.7635	0	'IN30131321578677	AACCR9242A	0	0
6	"CALCOM CREDIT AND HOLDINGS PRIVATE LIMITED"	840000	3.7635	0	840000	3.7635	0	'IN30131321578804	AACCC5354N	0	0
7	NATE NANDHA	810800	3.6327	0	810800	3.6327	0	'IN30015910803385	AACPNT763L	0	0
8	ARVIND NANDAGOPAL	800000	3.5843	0	800000	3.5843	3.5843	'IN30160411294774	AAFPAG259G	0	800000
9	MADHANESWARI NANDAGOPAL	780000	3.4947	0	0	0.0000	0	'IN30160411296794	ALLPN9542N	0	0
10	RAJALAKSHMI N	578000	2.5896	0	578000	2.5896	0	'IN30131321578263	AAJPR3025P	0	0
11	"TWENTIETH CENTURY-APCO LEASING PRIVATE LIMITED"	288440	1.2923	0.0000	288440	1.2923	0.0000	'IN30131321578669	AACCT1854G	0	0
12	TIGERS FARMS PVT LTD	5750	0.0257	0.0000	5750	0.0257	0.0000	'00010447	AACCT9108R	0	0

BINNY LIMITED

III. 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

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						
	At the beginning of the year 01-Apr-2014	8421310	37.7308	8421310	37.7308	'IN30160411294983	AADPN2678L
	Purchase 30-Sep-2014	780000	3.4947	9201310	41.2255		
	At the end of the Year 31-Mar-2015	9201310	41.2255	9201310	41.2255		
2	ARTHOS BREWERIES LIMITED						
	At the beginning of the year 01-Apr-2014	1640220	7.3488	1640220	7.3488	'IN30160411302713	AABCA4799E
	Sale 18-Jul-2014	-21453	0.0961	1618767	7.2527		
	Sale 25-Jul-2014	-600	0.0026	1618167	7.2500		
	Sale 01-Aug-2014	-2650	0.0118	1615517	7.2381		
	Sale 08-Aug-2014	-500	0.0022	1615017	7.2359		
	At the end of the Year 31-Mar-2015	1615017	7.2359	1615017	7.2359		
3	"SHEETALA CREDIT AND HOLDINGS PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2014	850000	3.8083	850000	3.8083	'IN30131321578644	AAICS7668F
	At the end of the Year 31-Mar-2015	850000	3.8083	850000	3.8083		
4	"SATLUJ CREDIT AND HOLDINGS PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2014	840000	3.7635	840000	3.7635	'IN30131321578652	AAICS7786G
	At the end of the Year 31-Mar-2015	840000	3.7635	840000	3.7635		
5	"RAJAT CHAKRA CREDIT AND HOLDINGS PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2014	840000	3.7635	840000	3.7635	'IN30131321578677	AACCR9242A
	At the end of the Year 31-Mar-2015	840000	3.7635	840000	3.7635		

BINNY LIMITED

6	"CALCOM CREDIT AND HOLDINGS PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2014	840000	3.7635	840000	3.7635	'IN30131321578804	AACCC5354N
	At the end of the Year 31-Mar-2015	840000	3.7635	840000	3.7635		
7	NATE NANDHA						
	At the beginning of the year 01-Apr-2014	810800	3.6327	810800	3.6327	'IN30015910803385	AACPN7263L
	At the end of the Year 31-Mar-2015	810800	3.6327	810800	3.6327		
8	ARVIND NANDAGOPAL						
	At the beginning of the year 01-Apr-2014	800000	3.5843	800000	3.5843	'IN30160411294774	AAFPA6259G
	At the end of the Year 31-Mar-2015	800000	3.5843	800000	3.5843		
9	MADHANESWARI NANDAGOPAL						
	At the beginning of the year 01-Apr-2014	780000	3.4947	780000	3.4947	'IN30160411296794	ALLPN9542N
	Sale 30-Sep-2014	-780000	3.4947	0	0.0000		
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000		
10	RAJALAKSHMI N						
	At the beginning of the year 01-Apr-2014	578000	2.5896	578000	2.5896	'IN30131321578263	AAJPR3025P
	At the end of the Year 31-Mar-2015	578000	2.5896	578000	2.5896		
11	"TWENTIETH CENTURY-APCO LEASING PRIVATE LIMITED"						
	At the beginning of the year 01-Apr-2014	288440	1.2923	288440	1.2923	'IN30131321578669	AACCT1854G
	At the end of the Year 31-Mar-2015	288440	1.2923	288440	1.2923		
12	TIGERS FARMS PVT LTD						
	At the beginning of the year 01-Apr-2014	5750	0.0257	5750	0.0257	'00010447	AACCT9108R
	At the end of the Year 31-Mar-2015	5750	0.0257	5750	0.0257		

BINNY LIMITED

III. 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-2014	971000	4.3504	971000	4.3504	'IN30378610000023	AAACS8577K
	At the end of the Year 31-Mar-2015	971000	4.3504	971000	4.3504		
2	LIFE INSURANCE CORPORATION OF INDIA						
	At the beginning of the year 01-Apr-2014	452347	2.0266	452347	2.0266	'IN30081210000012	AAACL0582H
	At the end of the Year 31-Mar-2015	452347	2.0266	452347	2.0266		
3	RAMANATHAN SRINIVASAN						
	At the beginning of the year 01-Apr-2014	436000	1.9534	436000	1.9534	'IN30014210602692	ABTPS6467P
	At the end of the Year 31-Mar-2015	436000	1.9534	436000	1.9534		
4	SADAYAVEL KAILASAM						
	At the beginning of the year 01-Apr-2014	436000	1.9534	436000	1.9534	'IN30160411305537	AADPK5408K
	At the end of the Year 31-Mar-2015	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-2014	340940	1.5275	340940	1.5275	'G0000311	
	At the end of the Year 31-Mar-2015	340940	1.5275	340940	1.5275		
6	SAKTHIVEL J						
	At the beginning of the year 01-Apr-2014	286000	1.2813	286000	1.2813	'IN30160411297406	AABPS8764N
	At the end of the Year 31-Mar-2015	286000	1.2813	286000	1.2813		
7	V N MUNISAMY						
	At the beginning of the year 01-Apr-2014	100000	0.4480	100000	0.4480	'IN30160411297334	AAIPM5194K
	At the end of the Year 31-Mar-2015	100000	0.4480	100000	0.4480		

BINNY LIMITED

8	R APPAJI						
	At the beginning of the year 01-Apr-2014	100000	0.4480	100000	0.4480	'IN30160411297391	ANZPA7132M
	At the end of the Year 31-Mar-2015	100000	0.4480	100000	0.4480		
9	"KETAN JAYANTILAL KARANI JT1 : TRUPTI K KARANI"						
	At the beginning of the year 01-Apr-2014	74322	0.3329	74322	0.3329	'IN30027110174681	AMAPK8243M
	Purchase 11-Apr-2014	388	0.0017	74710	0.3347		
	Purchase 25-Apr-2014	1202	0.0053	75912	0.3401		
	Sale 16-May-2014	-17775	0.0796	58137	0.2604		
	Purchase 23-May-2014	3240	0.0145	61377	0.2749		
	Purchase 30-May-2014	160	0.0007	61537	0.2757		
	Purchase 13-Jun-2014	1923	0.0086	63460	0.2843		
	Purchase 18-Jul-2014	10000	0.0448	73460	0.3291		
	Sale 25-Jul-2014	-8300	0.0371	65160	0.2919		
	Sale 01-Aug-2014	-65000	0.2912	160	0.0007		
	Purchase 19-Sep-2014	2100	0.0094	2260	0.0101		
	Purchase 30-Sep-2014	400	0.0017	2660	0.0119		
	Purchase 10-Oct-2014	16175	0.0724	18835	0.0843		
	Sale 14-Nov-2014	-18835	0.0843	0	0.0000		
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000		
	HAVING SAME PAN						
9	"KETAN J KARANI JT1 : TRUPTI K KARANI"						
	At the beginning of the year 01-Apr-2014	0	0.0000	0	0.0000	'1204510000007054	AMAPK8243M
	Purchase 01-Aug-2014	65000	0.2912	65000	0.2912		
	Purchase 14-Aug-2014	2500	0.0112	67500	0.3024		
	Purchase 05-Sep-2014	1825	0.0081	69325	0.3106		
	Purchase 19-Sep-2014	727	0.0032	70052	0.3138		
	Sale 22-Sep-2014	-15000	0.0672	55052	0.2466		
	Purchase 30-Sep-2014	4910	0.0219	59962	0.2686		
	Purchase 03-Oct-2014	2111	0.0094	62073	0.2781		
	Purchase 10-Oct-2014	2000	0.0089	64073	0.2870		
	Purchase 14-Nov-2014	18835	0.0843	82908	0.3714		
	At the end of the Year 31-Mar-2015	82908	0.3714	82908	0.3714		
10	"LALITHA MAHAL- INGAM JT1 : ASHOKH BHARG- GAV"						
	At the beginning of the year 01-Apr-2014	41300	0.1850	41300	0.1850	'IN30154931152417	AEYPM6715J

BINNY LIMITED

	Sale 22-Sep-2014	-11000	0.0492	30300	0.1357		
	Sale 09-Jan-2015	-1640	0.0073	28660	0.1284		
	Sale 16-Jan-2015	-1757	0.0078	26903	0.1205		
	Sale 30-Jan-2015	-2755	0.0123	24148	0.1081		
	Purchase 06-Feb-2015	3056	0.0136	27204	0.1218		
	Sale 20-Mar-2015	-3411	0.0152	23793	0.1066		
	Sale 27-Mar-2015	-1100	0.0049	22693	0.1016		
	At the end of the Year 31-Mar-2015	22693	0.1016	22693	0.1016		
	NEW TOP 10 AS ON (31-Mar-2015)						
11	"DILNAVAZ S VARIAVA JT1 : SAM N VARIAVA JT2 : FIRDAUS S VARI- AVA"						
	At the beginning of the year 01-Apr-2014	12000	0.0537	12000	0.0537	'IN30047641203834	AACPV8677L
	Purchase 04-Apr-2014	2850	0.0127	14850	0.0665		
	Purchase 11-Apr-2014	4923	0.0220	19773	0.0885		
	Purchase 18-Apr-2014	850	0.0038	20623	0.0923		
	Purchase 25-Apr-2014	2500	0.0112	23123	0.1036		
	Purchase 02-May-2014	1000	0.0044	24123	0.1080		
	Purchase 09-May-2014	877	0.0039	25000	0.1120		
	Purchase 06-Jun-2014	1560	0.0069	26560	0.1189		
	Purchase 13-Jun-2014	4200	0.0188	30760	0.1378		
	Purchase 20-Jun-2014	3636	0.0162	34396	0.1541		
	Purchase 30-Jun-2014	3250	0.0145	37646	0.1686		
	Purchase 04-Jul-2014	500	0.0022	38146	0.1709		
	Purchase 11-Jul-2014	500	0.0022	38646	0.1731		
	Purchase 18-Jul-2014	4000	0.0179	42646	0.1910		
	Purchase 06-Mar-2015	4500	0.0201	47146	0.2112		
	Purchase 13-Mar-2015	9500	0.0425	56646	0.2537		
	At the end of the Year 31-Mar-2015	56646	0.2537	56646	0.2537		

BINNY LIMITED

III. 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	Shri M.Nandagopal						
	Executive Chairman						
	At the beginning of the year 1st April 2014	8421310	37.73	8421310	37.73	IN30160411294983	AADPN2678L
	Purchase 30th Sept.2014	780000	3.5	9201310	41.23		
	At the end of the year 31st March 2015	9201310	41.23	9201310	41.23		
2	Shri Arvind Nandagopal						
	Managing Director						
	At the beginning of the year 1st April 2014	800000	3.58	800000	3.58	IN 30160411294774	AAFPA6259G
	At the end of the year 31st March 2015	800000	3.58	800000	3.58		
3	Shri T.Krishnamurthy						
	CFO & Company Secretary						
	At the beginning of the year 1st April 2014	1550	0	1550	0	K 01152	AAAPK7442G
	At the end of the year 31st March 2015	1550	0	1550	0		

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

(Rs. In lacs)

	Secured Loan	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
(i) Principal Amount	7.31	-	-	
(ii) Interest due but not paid	-	-	-	
(iii) Interest accrued but not due	-	-	-	
Total	7.31	-	-	
Change in Indebtedness during the Financial Year				
Addition	2000	-	-	
Reduction				
Net Change	2007.31	-	-	

BINNY LIMITED

V. Remuneration of Directors and Key Managerial Personnel

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

Not applicable

Both Shri M.Nandagopal, Executive Chairman and Shri Arvind Nandagopal, Managing Director are not drawing any remuneration

B. Remuneration to other Directors

1	Independent Directors				
	Particulars of Directors	Justice Shri S.Jagadeesan	Dr.D.V.R.Prakash Rao	Mr.T.Radhakrishnan	Total
		Rs.			
	Fees for attending Board/ Committee Meeting	60000	10000	10000	80000
	Commission	--	--	--	--
	Others	--	--	--	--
	Total	60000	10000	10000	80000

C. Remuneration to Key Managerial Person other than MD, Manager or

Particulars of Remuneration	Key Managerial Personnel Mr.T.Krishnamurthy, CFO & CS Rs. In lacs (Part of the year)
Gross Salary	
a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	15.42
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	--
Stock Option	--
Sweat Equity	--
Commission	--
-As % of profit	--
Others specify	--
Others, please specify	-
Total	15.42

BINNY LIMITED

ANNEXURE - VI

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. T. Krishnamurthy	CFO & Company Secretary	9.02:1	N.A.		
2	The percentage increase in the median remuneration of employees in the financial year			174%		
3	The number of permanent employees on the rolls of the company			18		
4	The explanation on the relationship between average increase in remuneration and company performance		Company Performance (Sales %)	-5.35		
			Average increase in remuneration	Nil		
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. T. Krishnamurthy	CFO & Company Secretary	N.A.			
	Total		N.A.	718.61		
	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	2014	2015	increase /decrease %	
		No. of Shares	223,19,410	223,19,410	NIL	
		Share price in Rs.				
		BSE	74.50	149.30	100.40	
		EPS	(27.14)	0.88	N.A.	
		PE Ratio (based on audited results)	N.A.	169.69	N.A.	
	Company's market cap (Rs.in crore)	166.28	333.23	100.40		
				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 CFO & CS	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 & CS.			
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		Not Applicable			
9	Affirmation that the remuneration is as per the remuneration policy of the Company		Remuneration paid during the year 2014-15 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, 2014

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.

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

1.

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 contracts/arrangements/transaction	Proposal to acquire 37.20 MW Wind Farm Project from MBDL, a Company under the same Management
c)	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchase Consideration of Rs.120 crores. Advance paid to be returned, if the transaction is not concluded/proceeded.
d)	Date of approval by the Board	3rd May 2014 (only in-principle approval, final approval is pending)
e)	Amount paid as advance, if any	Rs.60 crores
f)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	--

2.

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 contracts/arrangements/transaction	Purchase of 7.07 acres of land situated at Valasaravakkam, Chennai from MBDL, a Company under the same Management
c)	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchase Consideration of Rs.155.54 crores
d)	Date of approval by the Board	11th February 2015
e)	Amount paid as advances, if any	Rs.107.10 crores
f)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	31st March 2015

BINNY LIMITED

Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year 2014-15

[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 2015, 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 2015 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

BINNY LIMITED

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not Applicable for the year under review)**

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

Observations:

During the year, the Company has received a Show Cause Notice from the Registrar of Companies on 03rd December, 2014 in the matter of Sections 211, 292/293 of the Companies Act, 1956 and the Company has replied to the above notices on 2nd February 2015.

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 a Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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 : 05.08.2015

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

BINNY LIMITED

INDEPENDENT AUDITOR'S REPORT

To

The Members of Binny Limited, Chennai.

Report on the Financial Statements

We have audited the accompanying financial statements of Binny Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2015, 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 ("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. 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

BINNY LIMITED

the state of affairs of the Company as at 31st March, 2015, its Profit, and its cash flows for the year ended on that date.

Emphasis of Matter

We draw the attentions to Note No:25.5 with regard to the Income Tax demands and Service Tax Demands disputed before the authorities, which describes the uncertainty related to the outcome of the Appeals filed against the Orders of the Authorities. 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, 2015 (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 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

e. on the basis of written representation received from the Directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors of the Company is disqualified as on 31st March, 2015, from being appointed as a director in terms of section 164(2) of the Act;

f. 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, 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.25.5 to the financial statements.
- ii) The Company did not have any 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

Place: Chennai

Date : 27th May, 2015

R.THIRUMALMARUGAN

Partner

Membership No: 200102

BINNY LIMITED

ANNEXURE TO 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.
 - a. In our opinion and according to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. As per the information and explanations provided to us, the Company has physically verified the fixed assets during this year and there is no material discrepancies noticed on such verification.
2.
 - a. According to the information and explanations given to us, the management has conducted physical verification of inventory (Land) at reasonable intervals.
 - b. According to the information and explanations given to us the procedures of physical verification of inventory (Land) followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
 - c. According to the information and explanation given to us the Company is maintaining proper records of inventory (Land) and there are no material discrepancies noticed on physical verification.
3. According to the information and explanations given to us, the Company has granted, unsecured interest free loans repayable on demand to two companies, the parties covered in the register maintained under section 189 of the Act. The total outstanding at the year-end was Rs.93.04 lakhs. The overdue amount, receipt of principal amount and the interest are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business, for purchases of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls systems.
5. In our opinion and according to the information and explanation given to us, the Company has not accepted deposits from public during this year. Therefore the provisions of section 73 to 76 and relevant rules framed thereunder and any contravention of these provisions for the year under audit are not applicable.
6. As per the information and explanations given to us and represented by the Company the maintenance of cost records pursuant to the Rules made by the Central Government under sub-section (1) of Section 148 of the Act are not applicable for the year under audit.
7.
 - a. According to the information and explanation given to us, the Company is depositing 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, except few delays in depositing Income Tax TDS. There are no undisputed Statutory outstanding dues as at 31st March, 2015 for a period of more than six months from the date they become payable, except TDS on Interest amounting to Rs.203.71 lakhs pending for payment for 15 months.
 - b. According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess which have not been deposited on account of any dispute except IT demand for AY 2008-

BINNY LIMITED

09 Rs.19.21 lakhs, for AY 2010-11 Rs.11464.23 lakhs pending before CIT(A), Chennai and Service Tax penalty Rs.34.34 lakhs for the period Oct 2009 to Oct 2010 pending before CCE(A), Chennai.

c. According to the information and explanation given to us, there are no amount required to be transferred to investor education and protection fund in accordance with the provisions of the Act.

8. In our opinion and according to the information and explanation given to us the accumulated losses as at the end of the financial is more than 50% of networth. The Company has not incurred cash losses during the financial year covered by our audit and incurred cash losses during the immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the financial institutions or banks or debenture holders.
10. In our opinion and according to the information and explanation given to us, the Company has given security of land for loans taken by others from financial institutions and the terms and condition whereof are not prejudicial to the interest of the company.
11. In our opinion and according to the information and explanation given to us, the term loans borrowed by the Company were applied for the purpose for which the loans were obtained.
12. According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Place: Chennai

Date : 27th May, 2015

R.THIRUMALMARUGAN
Partner
Membership No: 200102

BINNY LIMITED

BALANCE SHEET AS AT 31ST MARCH 2015

Rs in lakhs

	Note No.	As at 31-03-2015		As at 31-03-2014	
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds:					
(a) Share Capital	2	12837.62		12837.62	
(b) Reserves and Surplus	3	10619.50		10423.13	
(c) Money Received against Share warrants		<u> </u>	23457.12	<u> </u>	23260.75
(2) Share application money pending allotment					
(3) Non-current liabilities:					
(a) Long-term borrowings	4	1527.57		4.07	
(b) Deferred tax liabilities (Net)					
(c) Other Long-term liabilities	5	26438.44		7290.91	
(d) Long-term provisions	6	<u>12.59</u>	27978.60	<u>287.48</u>	7582.46
(4) Current liabilities:					
(a) Short-term borrowings					
(b) Trade payables	7	8.46		8.33	
(c) Other current liabilities	8	875.94		432.38	
(d) Short-term provisions	9	<u>47.00</u>	<u>931.40</u>	<u>-</u>	<u>440.71</u>
Total			<u><u>52367.12</u></u>	<u><u> </u></u>	<u><u>31283.92</u></u>
II. ASSETS:					
(1) Non-current assets					
(a) Fixed Assets					
(i) Tangible assets	10	331.64		30015.84	
(ii) Intangible assets					
(iii) Capital work-in-progress				27.19	
(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	21409.83		485.00	
(e) Other non-current assets	13	<u>29815.07</u>	51560.57	<u>120.16</u>	30652.22
(2) Current assets					
(a) Current investments					
(b) Inventories					
(c) Trade receivables	14	41.50		117.41	
(d) Cash and cash equivalents	15	254.10		6.72	
(e) Short-term loans and advances	16	0.10		0.09	
(f) Other current assets	17	<u>510.85</u>	<u>806.55</u>	<u>507.48</u>	<u>631.70</u>
Total			<u><u>52367.12</u></u>	<u><u> </u></u>	<u><u>31283.92</u></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 0049155

M. NANDAGOPAL
Executive Chairman
Chennai
27th MAY 2015

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 2015

		Rs.in lakhs		
		Note No	For the year ended 31-03-2015	For the year ended 31-03-2014
I	Revenue from operations	18	723.36	923.36
II	Other income	19	112.25	23.65
III	Total Revenue (I + II)		<u>835.61</u>	<u>947.01</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	0.03
	d Employee benefits expenses	21	91.11	65.75
	e Finance costs	22	243.75	2240.11
	f Depreciation and amortization expenses	10	65.18	24.45
	g Other expenses	23	<u>192.08</u>	<u>705.03</u>
	Total expenses		592.24	3035.37
V	Profit before exceptional and extraordinary items and tax (III - IV)		243.37	(2088.36)
VI	Exceptional items	24	<u>-</u>	<u>(3969.09)</u>
VII	Profit before extraordinary items and tax (V - VI)		243.37	(6057.45)
VIII	Extraordinary items		<u>-</u>	<u>-</u>
IX	Profit before tax (VII - VIII)		243.37	(6057.45)
X	Tax expenses			
	(1) Current tax		<u>47.00</u>	<u>-</u>
XI	Profit / (loss) for the year from continuing operations (IX -X - XIV)		196.37	(6057.45)
XII	Profit / (loss) from discontinuing operations		-	-
XIII	Tax expenses of discontinuing operations		-	-
XIV	Profit / (loss) from discontinuing operations (after tax) (XII - XIII)		<u>-</u>	<u>-</u>
XV	Profit / (loss) for the year (XI + XIV)		<u>196.37</u>	<u>(6057.45)</u>
XVI	Earnings per share:			
	Basic & Diluted		0.88	(27.14)

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 0049155

M. NANDAGOPAL
Executive Chairman
Chennai
27th MAY 2015

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 2015

	Rs in Lakhs	
	For the year ended 31-03-2015	For the year ended 31-03-2014
A Cash Flow from Operating Activities		
Profit / (Loss) for the year	196.37	(6,057.45)
Adjustments for:		
Depreciation	65.18	24.45
Dividend Income	(1.81)	(2.37)
Interest Earned	(9.24)	(3.06)
Loss on sale of assets	0.03	(0.80)
Finance cost	243.75	2,240.11
Loss on Sale of Investment	-	2,529.83
Fixed Assets Written off	-	18.91
Advances Written off	-	359.29
Provision for Doubtful Loans and Advances	-	389.03
Provision for Income Tax (net)	47.00	-
Operating Profit before working Capital changes	541.28	(502.06)
Increase / (Decrease) in Long Term Liabilities	19,147.53	5,414.02
Increase / (Decrease) in Long Term Provisions	(274.89)	(151.32)
Increase / (Decrease) in Trade Payables	0.13	(212.67)
Increase / (Decrease) in Other Current Liabilities	443.56	112.02
(Increase) / Decrease Long Term Loans & Advances	(20,924.83)	1,088.30
(Increase) / Decrease in Non current assets	0.12	98.38
(Increase) / Decrease in Trade Receivables	75.91	(365.08)
(Increase) / Decrease in Short Term Loans and Advances	(0.01)	60.03
(Increase) / Decrease in Other Current Assets	(3.37)	352.61
Cash from Operating activities	(994.57)	5,894.23
Direct Taxes paid (net)	-	(103.49)
Net Cash from Operating activities	(994.57)	5,790.74
B Cash flow from Investing activities		
Sale Proceeds of Investments	-	344.98
Purchase of fixed assets less CWIP in the last year	(48.97)	(40.87)
Sale of Fixed Assets	0.12	-
Dividend received	1.81	2.37
Interest received	9.24	3.06
Net Cash from investing activities	(37.80)	309.54

BINNY LIMITED

C Cash flow from financing activities

Finance Cost	(243.75)	(2,240.11)
Long Term Borrowing (Net)	1,523.50	(4,091.51)
Net Cash from financing activities	1,279.75	(6,331.62)
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	247.38	(231.34)
Cash and cash equivalent as at the beginning of the year	6.72	238.06
Cash and cash equivalent as at the end of the year	254.10	6.72

For and on behalf of the board

M. NANDAGOPAL
Executive Chairman
Chennai
27th MAY 2015

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

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 from Fixed Assets, the land value as appearing in the books of accounts are treated as cost of the land which are 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 made.

	(Rs. in lakhs)	
	As at 31/03/2015	As at 31/03/2014
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	11694.21	11694.21
	(b) <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	30.09.2015
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 12.05.2015 have been extended till 12.05.2020.

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, 2015		As at 31st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Shri. Nandagopal M	9,201,310	41.22%	8,421,310	37.73%
Arthos Breweries Limited	1,615,017	7.23%	1,640,220	7.35%
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%

Rs.lakhs

As at 31 st March 2015	As at 31 st March 2014
------------------------------	------------------------------

NOTE 3 RESERVES AND SURPLUS

CAPITAL RESERVE (on Demerger)

As per last year balance sheet		<u>10287.55</u>	<u>10287.55</u>
	a)	<u>10287.55</u>	<u>10287.55</u>

Securities Premium Account

As per last year balance sheet		<u>1077.66</u>	<u>1077.66</u>
	b)	<u>1077.66</u>	<u>1077.66</u>

Revaluation reserve (as per Court Order)

As per last year balance sheet		<u>4906.62</u>	<u>4906.62</u>
	c)	<u>4906.62</u>	<u>4906.62</u>

BINNY LIMITED

Profit and Loss account		
As per last year balance sheet	(5848.70)	208.75
Profit for the year	196.37	(6057.45)
Less: Proposed dividends		
Tax on distributed profits	-	-
Balance of Profit / Loss	(5652.33)	(5848.70)
Less: Transfer to General Reserve	-	-
d)	<u>(5652.33)</u>	<u>(5848.70)</u>
(a+b+c+d)	10,619.50	10,423.13
Note-4	LONG-TERM BORROWINGS:	
Secured Loan - from Others	2030.81	7.31
Less: Current Maturity of Long-term Debt (Refer Note 8)	(503.24)	(3.24)
(Secured Loans are secured by Receivables from Sale of land and personal guarantee by Promoter Directors)		
	<u>1527.57</u>	<u>4.07</u>
Note-5	OTHER LONG TERM LIABILITIES	
Unsecured		
a Trade payable	-	4.19
b Due to related parties	1147.28	1229.09
c Others (Refer Note 25.6 & 25.7)	25291.16	6057.63
	<u>26438.44</u>	<u>7290.91</u>
Note-6	LONG TERM PROVISIONS	
a Employee Benefits	12.59	287.48
	<u>12.59</u>	<u>287.48</u>
Note-7	TRADE PAYABLE	
a Sundry Creditors for trade	8.46	8.33
b Dues to Micro, Small & Medium Enterprises	-	-
	<u>8.46</u>	<u>8.33</u>
Note-8	OTHER CURRENT LIABILITIES	
a Current Maturity of Longterm Debt (Refer Note 4)	503.24	3.24
b Statutory Payable	214.19	208.87
c Other payables	158.51	206.92
(Due to Related Party Rs. 1.40 lakhs - PY 1.40 lakhs)		
d Credit Balance in Bank Account	-	13.35
	<u>875.94</u>	<u>432.38</u>
Note-9	SHORT TERM PROVISIONS	
a Provision for income tax	47.00	-
	<u>47.00</u>	<u>-</u>

BINNY LIMITED

Note-10 : FIXED ASSETS - TANGIBLE

Description	Gross Carrying Amount			Accumulated Depreciation				Net Carrying Amount	
	As at 31st March, 2014	Addition	Deletion	As at 31st March, 2014	Addition	Deletion	As at 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
Land	29695.03	-	29695.03	-	-	-	-	-	29695.03
Buildings	697.63	62.82	25.09	415.51	42.27	25.09	432.69	302.67	282.12
Furniture & Fixtures & Office Equipments	52.74	11.84	28.95	26.74	20.74	28.95	18.53	17.10	26.00
Vehicles	15.82	1.50	0.37	3.13	2.17	0.22	5.08	11.87	12.69
Current year	30461.22	76.16	29749.44	445.38	65.18	54.26	456.30	331.64	30015.84
Previous year	30564.02	14.48	117.28	519.30	24.45	98.37	445.38	30015.84	30044.72

The Land held in Fixed Assets has been converted in to Stock-in-trade effective from 01-Dec-2014.

The Depreciation on Fixed Assets have been provided for as per the provisions of Schedule II of Companies Act, 2013 and the assets which were depreciated in full and retired from active use were written off.

Pursuant to the enactment of the Companies Act 2013, the Company has, effective 1st April 2014, reviewed and revised the estimated useful lives of its fixed assets, in accordance with the provisions of Schedule II of the Act. Due to this, excess depreciaion of Rs.37.87 lakhs was provided in the current year.

BINNY LIMITED

Note 11 NON-CURRENT INVESTMENTS

	No.of shares	Face value per share Rs.	As at 31/3/2015	Rs in lakhs As at 31/3/2014
a AT COST				
NON-TRADE QUOTED				
Fully paid Equity shares:				
State Bank of India (Market Value- Rs. 51.26 lacs)	19200	1	0.69	0.69
ICICI Bank Ltd (Market Value- Rs. 123.77 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

Rs.in lakhs

As at
31-03-2015 As at
31-03-2014

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	-
- Advance for Purchase of Land			10710.72	-
- Others			93.04	60.65
ii) Due from Others				
- Advance for Purchase of Land			606.07	424.07
- Others			4000.00	0.28
b Loans to Others - considered doubtful			359.29	359.29
			21769.12	844.29
Less: Provision for Doubtful Loans and Advances			359.29	359.29
			21409.83	485.00

Note-13 OTHER NON-CURRENT ASSETS

a Stock in trade (Land)			29815.07	120.16
(Refer Note No. 25.8 for Valuation and as certified by Management)				
			29815.07	120.16

BINNY LIMITED

	Rs.in lakhs	
	As at 31-03-2015	As at 31-03-2014
Note-14 TRADE RECEIVABLE		
(unsecured-considered good)		
a Trade receivables outstanding for more than six months from the date they became due for payment	-	9.18
b Trade receivables (others) Due from Related Party Rs. 18.86 lacs - PY 14.35 lacs)	41.50	108.23
	<u>41.50</u>	<u>117.41</u>
Note-15 CASH AND CASH EQUIVALENTS		
a Balance with banks	232.93	5.43
b Cash on hand	21.17	1.29
	<u>254.10</u>	<u>6.72</u>
Note-16 SHORT TERM LOANS AND ADVANCES		
(Un secured and considered good)		
a Advance to Employees	0.10	0.09
	<u>0.10</u>	<u>0.09</u>
Note-17 OTHER CURRENT ASSETS		
a Interest accrued on deposits	5.64	-
b Wealth tax paid under protest	404.92	313.02
c Prepaid expences	2.42	0.60
d TDS & Service tax input credit	87.36	148.01
e Deposits with Govt Dept	10.51	45.85
	<u>510.85</u>	<u>507.48</u>
		Rs in lakhs
	For the year ended 31/03/2015	For the year ended 31/03/2014
Note-18 REVENUE FROM OPERATIONS		
a Lease Rent	718.61	922.36
b Sale of Land	4.75	1.00
	<u>723.36</u>	<u>923.36</u>
Note-19 OTHER INCOME		
a Interest income	9.24	3.06
b Dividend income	1.81	2.37
c Miscellaneous Income (Recovery of Expenses)	52.68	18.22
d Write back of balances	48.52	-
	<u>112.25</u>	<u>23.65</u>

BINNY LIMITED

Rs in lakhs

	For the year ended 31/03/2015	For the year ended 31/03/2014
Note-20 CHANGES IN INVENTORIES		
Opening Stock-in-trade (Land)	120.16	120.19
Add: Transfer from Fixed Assets (Refer Note 10)	29695.03	-
	(A) <u>29815.19</u>	<u>120.19</u>
Less: Cost of land sold to Employees	0.12	0.03
Closing Stock-in-trade (land)	(B) <u>29815.07</u>	<u>120.16</u>
Decrease / (Increase) in stock	(A)-(B) 0.12	0.03
Note-21 EMPLOYEE BENEFIT EXPENSES		
a. Salaries and wages	76.98	59.16
b. Contribution to PF and other funds	6.33	3.89
c. Staff welfare expenses	7.80	2.70
	<u>91.11</u>	<u>65.75</u>
Note-22 FINANCE COST		
Interest on Secured Loan	194.83	-
Liquidated Damages	-	2,037.10
Interest on Wealth-tax & Income tax	48.92	201.52
Interest - Others	-	1.49
	<u>243.75</u>	<u>2240.11</u>
Note-23 OTHER EXPENSES		
a. Insurance	0.83	0.45
b. Power and Fuel	25.88	19.65
c. Repairs and Maintenance- Building	10.74	30.33
d. Repairs and Maintenance - Machinery	7.91	8.02
e. Rates and taxes	37.22	47.15
f. Payment to statutory auditors		
i) Statutory Audit Fee	13.80	12.24
ii) Certification Fee	2.25	2.57
iii) Taxation matters	0.25	3.50
g. Legal, Professional and consultancy	29.86	95.34
h. Cash discount and sales promotion	-	2.79
i. Security charges	13.90	10.91
j. Bad debts written off	-	389.03
k. Travelling Expenses	4.89	18.93
l. Postage, Printing & Stationery	17.65	9.02

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	Rs in lakhs	
	For the year ended 31/03/2015	For the year ended 31/03/2014
m. Donation	0.25	20.00
n. Loss on Sale of Assets	0.03	(0.80)
o. Miscellaneous expenses	26.62	35.90
	<u>192.08</u>	<u>705.03</u>

NOTE-24 EXCEPTIONAL ITEMS

a. WT relating to earlier years	-	1,061.06
b. Loss on sale of Investments	-	2,529.83
c. Fixed Assets written off	-	18.91
d. Provision for Doubtful Loans and Advances	-	359.29
	<u>-</u>	<u>3,969.09</u>

NOTE: 25 OTHER NOTES ON ACCOUNTS

25.1. 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)	
	31.03.2015	31.03.2014
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 above up to 31/03/2015	760.31	729.69
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 ITAT, Chennai)	19.21	19.21
e Income Tax demand for Asst. Year 2010 – 2011 (pending before CIT (A), Chennai)	11464.23	11464.23
f Claims against the company not acknowledged as Debts	196.55	131.32
g Arrears of 9.75% Cumulative Preference dividend (till 30-Sep-2014)	22.00	20.73
h Arrears of 9% Cumulative Preference dividend for the period (till 30-Sep-2014)	7995.00	7468.77
i Service tax penalty relating to FY 2009-10 (pending before Commissioner of Central Excise (Appeals), Chennai)	34.34	-
25.2 Foreign Exchange inflow and outflow	-	-

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- 25.3. 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 31-03-2015 resulting in a Net Deferred Tax asset. As a prudent measure, this net deferred tax asset has not been recognized in the accounts.
- 25.4. The company has received wealth tax demand from AY 1993-94 to AY 2003-04 and 2005-06 to 2010-11 of Rs.2553.78 lakhs for which the company has filed appeals with ITAT, Chennai. 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.
- 25.5.a. The company has received Income Tax demand for Asst. year 2008 – 09 Rs.19.21 lakhs which is disputed before ITAT, Chennai. The Company has also received Income Tax demand for Asst. Year 2010 – 2011 demanding a sum of Rs.11464.23 Lakhs and company has filed appeals before CIT (A). The Company has also filed a writ before the High Court and the HC has stayed the demand. Considering the company's chance of success in appeal no provision has been made in the accounts.
- 25.5.b.. During the year, the company has received order from the Service tax department demanding penalty of Rs. 34.34 lacs 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. Since, it is considered that the case shall be favorable to the Company no provision was made in the books.
- 25.6. During the previous year, the company has entered in to MOU for sale of land held as stock in trade. The company has received Rs. 19145.58 lacs as advance for sale of land. The transfer of title, settlement of employees occupying some portion of the land etc are under progress. 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 were shown as Other Long Term Liabilities as on 31-Mar-2015.
- 25.7. The Company has discontinued its Warehousing operations from January, 2015. In order to carry on the real estate activity the land held in Fixed Assets have been converted in to Stock-in-trade effective 01.12.2014 The company has entered in to MOU for development of land held as stock-in-trade for real estate activities. As per MOU the company has received Rs. 6145.57 lakhs, as part of interest free Security Deposit which was shown as Other Long-term liabilities.
- 25.8. During the year, the 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 was utilized for write off losses as per the sanctioned scheme of Demerger by the High Court. Hence, the value of Inventory is taken as 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

25.9. 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. Nate Nandha	Director (till 31-03-2015)
Shri. S. Natarajan	Director
Shri. S. Jagadeesan	Director
Smt. T. Manisriram	Director
Shri. T. Radhakrishnan	Director
Shri. D.V.R. Prakash Rao	Director
Shri. P.K. Sundaresan – KMP	CFO and Company Secretary (till 30-06-2014)
Shri. T. Krishnamurthy – KMP	CFO and Company Secretary (w.e.f. 13-10-2014)

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-15	31-Mar-14	31-Mar-15	31-Mar-14
Other Long Term Liabilities:				
Binny Mills Limited	(6.43)	(171.20)	1147.28	1153.71
(Advance received for Sale of Land)				
Mohan Breweries and Distilleries Ltd	(75.38)	Nil	Nil	75.38
Long term Loans and Advances given:				
Mohan Breweries and Distilleries Ltd	6000.00	Nil	6000.00	Nil
(for Purchase of Windmill)				
Mohan Breweries and Distilleries Ltd	10710.72	Nil	10710.72	Nil
(for Purchase of Land)				

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Mira Textiles & Industries Ltd.	15.00	Nil	15.00	Nil
Mother Mira Industries Ltd.	17.39	Nil	78.04	60.65
Other Current Liabilities:				
Mira Textiles & Industries Ltd.	Nil	Nil	1.40	1.40
Trade Receivables				
Mira Textiles & Industries Ltd.	4.51	5.66	18.86	14.35
Exceptional Items:				
Loss on Sale of Investment in Binny Engineering Ltd (Subsidiary till 25-Sep-2013)	Nil	2529.83	Nil	Nil
Other Expenses:				
Loan to Binny Engineering Ltd written off (Subsidiary till 25-Sep-2013)	Nil	8.97	Nil	Nil
Salary to KMPs:				
	23.09	14.33	Nil	Nil

25.10. Earnings per Share:

(Rs. in lakhs)

Particulars	Year ended 31 st March	
	2015	2014
Profit available to Equity Share holders used as Numerator – (A)	196.37	(6057.45)
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.	0.88	(27.14)

25.11. As per actuarial valuation as on 31-03-2015 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)	
Unfunded Liabilities				
Unfunded Liabilities				
Assumptions	31/03/15	31/03/14	31/03/15	31/03/14
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	18.44	52.05	1.71	4.29
Interest Cost	1.39	3.74	0.13	0.28
Current Service Cost	1.03	0.86	0.92	0.78
Benefit Paid	(1.97)	(10.53)	(0.09)	(1.52)
Actuarial (gain) / Loss on obligations	(8.05)	27.68	(0.90)	(2.12)
Liability at the end of the Period	10.82	18.44	1.77	1.71
Amount Recognised in the Income Statement				
Current Service Cost	1.03	0.86	0.92	0.78
Interest Cost	1.39	3.74	0.13	0.28
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain) /Loss to be Recognised	(8.05)	(27.68)	(0.90)	(2.12)
Expenses Recognised in Profit & Loss A/c	(5.62)	(23.08)	0.15	(1.06)
Amount Recognised in the Balance Sheet				
Opening Net Liability	18.42	52.03	1.71	4.29
Expenses as above	(5.62)	(23.08)	0.15	(1.06)
Employers Contribution paid / Benefits Paid	(1.97)	(10.53)	(0.09)	(1.52)
Closing net Liability	10.83	18.42	1.77	1.71

25.12. LEASE

The lease rentals paid during the year and the future lease obligations of EMI Hire Purchase Agreement as on March 31, 2015 are as follows:

(Rs.in lakhs)

Lease rentals paid (including HP EMI's)	31st March, 2015	31st March, 2014
Lease rentals (including EMI) paid during the year	3.24	0.84
Future lease obligations		
	As at 31st March, 2015	As at 31st March, 2014
Due within 1 year from the balance sheet date	3.24	3.24
Due between 1 and 5 years	2.16	5.67
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, 2015	Dep Block as at 31st March, 2015	Net Block as at 31st March, 2015	Net Block as at 31st March, 2014
Vehicles	9.83	1.61	8.22	9.29

- 25.13. 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.
- 25.14. The Company is not liable to spend any amount as per Section 135 of the Companies Act, 2013 for the year ended 31-Mar-2015..
- 25.15. There are no amounts to be transferred to Investor Education and Protection Fund as at the year ended 31-Mar-2015.
- 25.16. Previous year figures have been regrouped wherever necessary to conform to current year classifications.

For and on behalf of the Board

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

M. NANDAGOPAL

Executive Chairman

Chennai

27th MAY 2015

ARVIND NANDAGOPAL

Managing Director

T. KRISHNAMURTHY

CFO & CS

R.THIRUMALMARUGAN

Partner

BINNY LIMITED

BINNY LIMITED

CIN: L17111TN1969PLC005736

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

Tel: 044-26621063 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)

46th Annual General Meeting on 30th September 2015

Full name of the members attending _____

(In block capitals)

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

Name of Proxy _____

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

I hereby record my presence at the 46th 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 Wednesday, the 30th September 2015.

(Member's /Proxy'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: 044-26621063 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 46th Annual General Meeting of the company, to be held on the 30th day of September 2015 at 11.00 A.M. 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:

Resolutions:

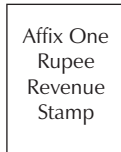
Sl. No	Resolution(S)	Vote	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2015		
2.	Re-appointment of Shri S.Natarajan (DIN 00155988), Director, who retires by rotation		
3.	Re-appointment of Statutory Auditors, M/s.CNGSN Associates LLP, Chartered Accountants, Chennai (Registration No.004915S)		

BINNY LIMITED

Special Business			
4.	Re-appointment of Shri M.Nandagopal (DIN 00058710) as whole-time director, designated as Executive Chairman, liable to retire by rotation, on the same terms and conditions		
5.	Payment of remuneration to Shri Arvind Nandagopal (DIN 00059009), whole-time director, designated as Managing Director of the Company.		
6.	Appointment of Smt. T.Manisriram (DIN 06966170) as Independent Director of the Company		
7.	Appointment of Shri T.Radhakrishnan (DIN 06702023) as Independent Director of the Company		
8.	Appointment of Dr.D.V.R.Prakash Rao (DIN 01099479) as Independent Director of the Company		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__



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