



BINNY LIMITED

Estd 1799
CIN No. : L 17111TN1969PLC005736

SEC/2023-24/SE/045

December 09,2023

The Manager-Corporate Service Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Scrip Code: 514215

Dear Sir/Madam,

Sub.: Annual Report for the Financial Year 2022-23 and Notice Convening the 54th Annual General Meeting of the Company.

Ref: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

This is in continuation of our letter dated 29th November,2023 and in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 we submit therewith the soft copy of the Annual report which comprises of the Director's report, Audited Financial Statements and Auditor's report thereon, for the financial year ended 31st March,2023, and the Notice convening the 54th Annual General Meeting of the Company which is scheduled on Thursday, December,28,2023 at 11:00 a.m. IST through Video Conferencing (VC) or other audio-visual means (OAVM).

In compliance with circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), copies of the Annual Report for the FY 2022-23 and Notice of the 54th AGM of the Company (including E-voting instructions) are being sent through electronic mode to all the Members whose email addresses are registered with the Registrar and Share Transfer Agent viz. Cameo Corporate Services Limited or the Depository Participant(s).

Please note that Members holding shares in physical form, whose email ID is not registered with the Company, may register their email ID by sending scanned copy of a signed request letter mentioning folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) in support of the address of the Member as registered with the Company, by email to investors@cameoindia.com

Alternatively, Members can register their email ids by entering the required details & OTP Number on the web portal created by the Registrar to an Issue & Share Transfer Agent of the Company at <https://investors.cameoindia.com/>.

This is for your information and records please.

Yours Faithfully,

For **BINNY LIMITED**

M.Nandagopal
Managing Director & Executive Chairman
Encl:aa

Regd. Office :

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

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

GSTIN: 33AAACB2529G1Z6 Website: www.binnyltd.in

BINNY



54th
ANNUAL REPORT
FINANCIAL YEAR 2022-23

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DIRECTORS	<p>Shri. M.Nandagopal – Managing Director & Executive Chairman</p> <p>Shri. Justice S. Jagadeesan – Independent Director</p> <p>Shri. Arvind Nandagopal – Director</p> <p>Smt. Nilima Sathya (Upto 29-11-2023) – Independent Director</p> <p>Shri. Dr. Major. D. Raja – Independent Director</p> <p>Shri. T. Krishnamurthy – Director (Finance) & CFO</p>
BANKERS	<p>HDFC Bank</p> <p>Axis Bank</p> <p>State Bank of India</p>
AUDITORS	<p>Sagar & Associates, Chartered Accountants, H.No. 6-3-244/5, Sarada Devi Street, Prem Nagar, Hyderabad - 500004</p>
REGISTERED OFFICE	<p>No.1, Cooks Road, Perambur, Chennai – 600012 Tamilnadu CIN : L17111TN1969PLC005736</p>

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NOTICE

Notice is hereby given that the Fifty Fourth Annual General Meeting of Binny Limited will be held Thursday 28th December, 2023 at 11 A.M. I.S.T by way of **Video Conferencing (“VC”) or other Audio-Visual Means (“OAVM”)**, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon.

Special Business:

2. To approve requests received from M/s. Tiger Farms and Enterprise Private Limited, person belonging to Promoter Group category for reclassification from “Promoter Group” category to “Public” category

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) including any statutory modification(s) or reenactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from BSE Limited, (hereinafter referred to as Stock Exchange), and such other statutory authorities as may be required, approval of the Members be and is hereby accorded for re-classification of the following Promoters/ Promoter Group (collectively referred to as ‘Outgoing Promoters’) from “Promoters / Promoter Group” category to “Public” category.”

Sr. No.	Name of Promoter/Promoter Group	No.of Shares Held	Percentage of the total equity capital of the Company (%)
1	Tiger Farms and Enterprise Private Limited	5750	0.03
Total		5750	0.03

“RESOLVED FURTHER THAT each of the above person have confirmed that all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations have been complied with.

“RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above persons, the Company shall effect such reclassification in the Shareholding pattern filed from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“RESOLVED FURTHER THAT any of the Directors (including any committee thereof or the officers authorised by the Board in this regard), /Company Secretary of the Company, be and are hereby severally authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/ fillings, undertakings, seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

Registered Office:
No: 1, Cooks Road
Perambur,
Chennai 600 012
Date: 29th November, 2023

ON BEHALF OF THE BOARD

M Nandagopal
Managing Director & Executive Chairman

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NOTES:

General Instructions for accessing and participating in the 54th Annual General Meeting of the Company through VC/ OAVM and voting through electronic means including remote e-Voting:

- In view of the continuation to Ministry of Corporate Affairs General circular No. 20/ 2020 dated 05.05.2020, General Circular No. 02/ 2022 dated 05.05.2022 and General Circular No. 70/ 2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020 has permitted companies, whose Annual General Meetings (AGM) are to be conducted on or before 31st December 2023, to hold their AGMs through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') not requiring the physical presence of the Members at a common venue. 54th AGM of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and applicable circulars issued in this regard. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.**
- Since the AGM is being held over video conferencing where physical attendance of members in any case has been dispensed with, a member entitled to attend and vote at the meeting will not be eligible to appoint proxies to attend the meeting instead of him/her. Accordingly, the proxy form and attendance slip are not attached to this notice.**
- In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting
- Members who have not registered or who wish to update their e-mail ID, postal address, telephone/mobile numbers, Permanent Account Numbers, bank account details are requested to register/intimate the same with their Depository Participant, if the shares are held by them in electronic form and in case of members holding shares in physical form, all intimations are to be sent to M/s. Cameo Corporate Services Limited, Registrar and Transfer Agent, at investor@cameoindia.com.
- Corporate members intending to send their Authorized representatives to attend the Meeting are requested to send to the Company a certified scanned copy of the Board Resolution authorizing their representatives to attend the AGM through VC or OAVM on its behalf and vote through remote e-voting. The said resolution/ authorization shall be sent to the following e-mail address vsureshpcs@gmail.com with a copy marked to investor@cameoindia.com
- In terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief particulars of the Directors who are proposed to be appointed/re-appointed at this meeting forms part of the notice.
- The Register of Members and the Share Transfer books of the Company will remain closed from **22-12-2023 to 28-12-2023** (both days inclusive) for the purpose of Annual General Meeting.
- In compliance with the aforesaid MCA Circulars dated 5th May 2020 and 13th January 2021, 14th December 2021 and 5th May 2022 and SEBI Circular dated May 12, 2020 and 15th January, 2021, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website at www.binnyltd.in and website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. For any communication, the shareholders may also send requests to the Company's Registrars Cameo Corporate Services Limited at investor@cameoindia.com. OTHER THAN THE ABOVE, NO PHYSICAL/HARD COPIES OF THE NOTICE AND THE ANNUAL REPORT WILL BE SENT TO THE SHAREHOLDERS. Please note that the above is in accordance with the various exemptions provided by the MCA and SEBI in connection with conduct of Shareholders' meetings during 2022.
- Members may note that the VC/OAVM Facility provided by CDSL allows participation of up to 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 54th AGM without any restriction on account of first-come first-served principle, in accordance with the circulars issued by MCA in this regard. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

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10. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. 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 transmission of shares, change of address etc. to RTA of the Company.
13. Members are requested to intimate changes, if any, in their registered address to the RTA. Members holding shares in dematerialized form are requested to intimate/update their e-mail address and PAN with their respective Depository Participants.
14. Members are requested to furnish a copy of the PAN Card to the RTA for registration of transfer / transmission of shares.
15. Members, who are individuals may avail the facility of nomination as provided in Section 72 of the Companies Act, 2013 wherein a member may nominate in the prescribed manner with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/DEMAT form, the nomination form may be filed with the respective Depository Participant.
16. In terms of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and amendments made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide the facility of remote electronic voting ('Remote E-Voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr. V. Suresh, Practicing Company Secretary, as the Scrutinizer for this purpose.
17. The Scrutinizer will scrutinize the votes cast at the Meeting and votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: www.binnyltd.in and on the website of CDSL at: <https://evotingindia.com>. The result will simultaneously be communicated to the stock exchange.
18. The register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in the Registered Office of the Company. Members can send an email for this purpose to binny@binnyltd.in.
19. Registration of e-mail address: In terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their e-mail addresses registered by following the procedure given below:
 - a. Those shareholders who have registered/not registered their mail address and mobile no. including address and bank details may please contact and validate/update their details with their Depository Participant in case of shares held in electronic form and with the Company's Registrar and Transfer Agent, M/s. Cameo Corporate Services Limited in case the shares are held in physical form.
 - b. Shareholders who have not registered their email address and in consequence thereof, the Annual Report, Notice of e-AGM and e-voting Notice could not be served, may temporarily get their e-mail address and mobile number provided with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, by writing an email to investor@cameoindia.com providing their email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and password. In case of any queries, shareholders may write to investor@cameoindia.com
 - c. Shareholders may also visit the website of the Company www.binnyltd.in or the website of the Registrar and Transfer Agent www.cameoindia.com for downloading the Annual Report and Notice of the e-AGM.
 - d. Alternatively Shareholders may send an e-mail request at the email id investor@cameoindia.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy

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and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending electronically the Annual report, Notice of e-AGM and the e-voting instructions.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **25-12-2023. at 9. A.M. TO 27-12-2023. @ 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 i.e., **01-12-2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful log in the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLoginThe system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress sand also able to directly access the system of all e-Voting Service Providers.</p>

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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

- 1) Click on "Shareholders" module.

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- 2) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Binny Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(i) Additional facility for Non – Individual Shareholders and Custodians- for remote voting only

Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; binny@binnyltd.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHARE HOLDERS ATTENDING AGM THROUGH VC/ OAVM AND E-VOTING DURING THE AGM ARE AS UNDER: -

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Registered Office:
No: 1, Cooks Road
Perambur,
Chennai 600 012
Date: 29th November,2023

ON BEHALF OF THE BOARD

M Nandagopal
Managing Director & Executive Chairman
DIN: 00058710

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard II on General Meetings)

Item No. 2:

The Company had received request letter dated November 22,2023 from M/s.Tiger Farms and Enterprise Private Limited (referred to as 'Outgoing Promoter') for reclassifying them from 'Promoters/Promoter Group' to 'Public' under regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The shareholding of Outgoing Promoters of the Company as on November 29, 2023 as follows:

Sr. No.	Name of Promoter/Promoter Group	No.of Shares Held	Percentage of the total equity capital of the Company (%)
1	Tiger Farms and Enterprise Private Limited	5750	0.03
Total		5750	0.03

The aforesaid promoter have in their respective request letter informed the Company that they are neither a part of the Board of Directors of the Company nor hold any Key Managerial Position in the Company. Further, they had confirmed in their letter that they do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement.

Based on the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid Outgoing Promoter seeking reclassification have confirmed that-

- i) They do not hold more than ten per cent of the total voting rights in the Company; The Outgoing Promoter hold 0.03% per cent of the total shareholding in the Company
- ii) They do not exercise control over the affairs of the Company whether directly or indirectly;

BINNY LIMITED

- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements and any special rights as on the date of this resolution, stands superseded;
- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, the aforesaid Outgoing Promoter have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the Listing Regulations.

In view of the provisions of Regulation 31A of the Listing Regulations and on satisfaction of the conditions specified in Regulation 31A (3)(b) of Listing Regulations and compliance of Regulation 31A (4) of Listing Regulations, the said requests for reclassification were considered, and approved by the Board of Directors at its meeting held on November 29, 2023.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'Promoters/ Promoter Group' category to 'Public', inter alia, requires approval of shareholders of the Company by way of an Ordinary Resolution, in which the Outgoing Promoter and persons related to the Outgoing Promoters will not vote to approve the resolution.

Accordingly, the Board recommends the resolution proposed in Item No.2 of the Notice for the approval of members by way of an Ordinary Resolution. Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchange for their approval.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution

BINNY LIMITED

DIRECTORS REPORT

Your Directors hereby submit the report on Business and Operations, along with the Audited Financial Results of the Company for the year ended 31st March 2023.

FINANCIAL HIGHLIGHTS FOR THE YEAR ENDED MARCH 31, 2023:

(Rs. in Lakhs)

Particulars	For the Year	
	2022-23	2021-22
Revenue	15441.17	8458.67
Expenditure	5585.58	3111.62
Profit / (Loss) before Depreciation & Tax	10283.92	5347.05
Depreciation	428.33	30.10
Profit / (Loss) before Exceptional item and tax	9855.59	5316.95
Exceptional item	-	-
Profit / (Loss) before Tax	9855.59	5316.95
Tax	3917.50	1970.26
Profit / (Loss) after Tax	5938.10	3346.69
Other comprehensive income/ (loss)	1444.79	694.63
Total comprehensive income	7382.89	4041.32

REVIEW OF OPERATIONS

The revenue from operations consists of the revenue recognized from sale of flats under Joint Development Project (JDA) to the tune Rs. 11336.71 lakhs.

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

The joint development project involving The Binny -SPR is currently encountering obstacles as a result of a lack of transparency from the developer. This has led to ongoing litigation at the Madras High Court and the Arbitration tribunal. Since January 2023, The Binny has not received its revenue from the developer. The tribunal has instructed the developer to provide all financial records to The Binny for auditing purposes, with the developer agreeing to comply. We anticipate commencing the audit on December 1st, 2023. Once the audit is complete, we will be able to ascertain the amount due to us from the developer.

JOINT DEVELOPMENT AGREEMENT (JDA) WITH M/S. RADIANCE REALTY DEVELOPERS INDIA LIMITED

Joint Development agreement entered into with Radiance Realty is getting revoked. Company would consider the other options for the said property.

DIVIDEND

The Company does not recommend any dividend for the year ended March 31, 2023.

DEPOSIT

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

SUBSIDIARY

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's subsidiary in Form AOC-1 is forming part of the Annual Report and Accounts.

DIRECTORS

NO RE-APPOINTMENT OF RETIRING DIRECTOR

Shri. Arvind Nandagopal (DIN: 00059009), Director, is liable to retire by rotation at the ensuing Annual General Meeting (AGM) pursuant to the provision of Section 152 (6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and is opted himself for out of reappointment as Director of the Company.

RESIGNATION OF KEY MANAGERIAL PERSONNEL

Shri.K.Senthilkumar, Compliance officer and Company Secretary was resigned with effect from 07th August, 2023.

Shri. Arvind Nandagopal (DIN: 00059009), Director, is opted himself for out of reappointment as Director of the Company with effect from 28th December, 2023.

Smt. Nilima Sathya, (DIN: 08066913), Independent Director has resigned from the Board of the Company with effect from 29th November, 2023.

PARTICULARS OF EMPLOYEES

No employee of the Company was in receipt of Remuneration during the Financial Year 2022-23 in excess of the sum prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF THE BOARD

The Board Meetings were conducted to review the Company's business and to discuss its strategies and plans. During the Year 8 Board Meetings were convened and held, the details of which are given in the Corporate Governance Report.

COMMITTEES OF THE BOARD

The Board has the following Committees:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee;
- 3) Stakeholders Relationship Committee and
- 4) Corporate Social Responsibility Committee

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

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

BOARD EVALUATION

As per provision of Section 134(3) (p) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out a performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees for the financial year 2022-23.

DECLARATION BY INDEPENDENT DIRECTORS

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

As per the provision of Companies Act, 2013 read with Rules made there under, they have registered themselves in the databank earmarked for Independent Director and maintained by the Indian Institute of Corporate Affairs. In the opinion

of the Board, all the independent directors are persons of integrity and possesses the relevant expertise and experience in their respective fields

FAMILIARISATION PROGRAMMES:

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

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, copy of the Annual Return of the Company is available at company's website www.binnyltd.in

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

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

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

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

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

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 134(3)(c) of the Companies Act, 2013, the Board to the best of its knowledge and belief and according to the information and explanations obtained by it confirms that:

- (a) in the preparation of the annual financial statements for the financial year ended 31st March, 2023, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors 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 as at 31st March, 2023 and of the profit of the Company for the financial year ended 31st March, 2023;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a 'going concern' basis;
- (e) the directors had 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.

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

AUDITORS AND AUDITORS REPORT:

A. Statutory Auditors:

M/s. Sagar & Associates, Chartered Accountants, Hyderabad bearing Firm Registration No. 003510S, were appointed as Statutory Auditors of the Company at the 51st Annual General Meeting to hold office up to the conclusion of 56th Annual General Meeting of the Company to be held in the year 2025 on such remuneration of Rs. 5,90,000 (Rupees Five lakhs Ninety Thousand only), exclusive of applicable taxes thereon and out of pocket expenses.

As required under Regulation 33 of the Listing Regulations, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Statutory Auditors' Report

Auditors observation:

- 1. The 62 KLPD Distillery Unit has to be taken over by the Company with effect from 09.10.2021 as an on-going concern basis, in pursuance to the Scheme approved by the Shareholders in their EGM dated 09.10.2021. The Operational results of the Distillery Division for the period from 09.10.2021 to 31.03.2023 was arrived at Rs 603.96 Lakhs. The assets and liabilities of the Distillery Unit was transferred to the Company as on 15.02.2023. The profit for the period from 09.10.2021 to 15.02.2023 was provisionally arrived at Rs 765.00 Lakhs and transferred from the Related Party to the Company which is Provisional and the relevant accounting entries are not verified by us. The consequential impact on account of the above is not ascertained.*
- 2. As approved by the Share holders in the EGM dated 09.10.2021, for settlement of the advances recoverable from MBDL, the Company has to acquire / take over certain business and immovable properties of MBDL. The Company has entered into Registered Sale agreements along with Registered General Power of Attorney with right to sell, receive entire sale consideration and appropriate for its own, with MBDL for transfer of certain assets in pursuance of the Scheme approved by the Shareholders. On enquiry with the management, it was clarified that it is the industry practice of transferring land prevailing in Tamil Nadu and legal opinion has been obtained in this regard, however We are of the opinion that including the said land under inventory is not correct as per Generally Accepted Accounting Principles.*
- 3. The company did not obtain/receive balance confirmation from many vendors/parties including loans and advances other than related parties for the balances as on 31st March, 2023. We could not obtain external confirmations as required in SA-505 Standards on Auditing and are unable to comment on adjustments or disclosures if any that may arise.*
- 4. Transfer of properties at Ozhalur & Irukkandrampally is yet to be implemented as per the scheme approved by Shareholders on 09.10.2021. The Management clarified that the process of the transfer of the properties is possible only after the transfer of License since the said land is adjacent to the Distillery. Hence the respective sale consideration of Rs. 16200 Lakhs are being shown as "Outstanding" from Mohan Breweries & Distilleries Limited (MBDL) as on 31.03.2023.*
- 5. Rs. 4539.05 lakhs is the amount of outstanding in Trade/project advances to various parties for a period exceeding five years for which no provision has been made, since the Management is confident about the recovery. We are unable to comment on the recoverability of these Advances.*
- 6. A difference of Rs. 290.73 Lakhs between Cash balance as per Books Rs.290.77 Lakhs and Physical cash of Rs. 0.04 Lakhs as on 31.03.2023 as reported by the Internal Auditors of the Company was observed. On enquiry, Management expressed that the differential amount was given as advances, but for which details like parties to advances, nature of advances, terms and conditions were not provided . The consequential impact on account of the above is not ascertained.*
- 7. Noncompliance of Ind AS 18 with regards to accounting of receipts from sale under the head Revenue received in advance Rs. 2258.65 Lakhs for the Sales booked through sale agreement between the Company and M/s Sanklecha Infra Projects Private Ltd which is not taken as revenue since the title to the property (Land) has not been transferred from the Company. On enquiry, it was noted that though the title to the land is not transferred, Sankhlecha Infra Projects Private Ltd has taken possession of the land and completed the construction activities thereon without payment of the balance amount of Rs 1912.00 Lakhs as per the Sale Agreement between the Company and Sankhlecha Infra Projects Private Ltd. However, the management clarified that the land will be registered on receipt of balance payment.*

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8. *We are unable to obtain sufficient appropriate audit evidence regarding revenue from the Shriram Universal school against which 40% share has to be received by the Company as part of the JDA with SPR Constructions Private Limited, school being operational whereas no revenue is booked in the financials. The possible effects of the inability to obtain sufficient appropriate audit evidence are deemed to be material but not pervasive.*
9. *While the Outstanding Borrowings from SPR Management Services Pvt Ltd (JMFL) as on 31.03.2023 is Rs 248.04 Lakhs, as per the balance confirmation received from SPR Constructions Pvt Ltd, the Outstanding amount is Rs 927.80 Lakhs (Rs 903.28 Lakhs towards Principal and Rs 24.52 Lakhs towards Interest). The repayment of principal and interest has been accounted as per loan sanction letters.*

In the absence of correct statement of accounts as on 31.03.2023 from SPR Management Services Pvt Ltd, the consequential effect on the Financials of the Company is not ascertained.

Whereas, in case of SPR Constructions Pvt Ltd (Altico Capital India Ltd/SSG Advisors), the Outstanding Borrowings as on 31.03.2023 is Rs 1666.73 Lakhs which is not confirmed by SPR Constructions Pvt Ltd. The repayment of principal and interest has been accounted as per loan sanction letters.

In the absence of correct statement of accounts and confirmation of outstanding borrowings as on 31.03.2023 from SPR Construction Pvt Ltd, the consequential effect on the Financials of the Company is not ascertained.

10. *Vide clause No.12 of the Joint Development Agreement with SPR Construction Pvt Ltd., the minimum sale price is fixed periodically. However, we have observed that in some cases, sale deeds have been registered without adhering to the sale price strategy. Consequential impact on the revenue from operation is not ascertained.*

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Ind AS Financial Statements.

Management Response

For the qualifications made by the Auditors in their Audit Report, your Board of Directors would like to reply/clarify pointwise as under :

- 1) *Necessary Accounting Records including the Audited Financials of MBDL from whom the Distillery has been taken over are being arranged for Auditors' verification and the same will be duly reconciled with our records.*
- 2) *The Company has acquired/taken over certain business and immovable properties from MBDL as per the Scheme approved by the Shareholders of the Company in its EGM held on 9.10.2021 by entering into registered Sale Agreement and registered Power of Attorney (POA) with rights to sell, receive the entire Sale Consideration of the land and appropriate for its own and the same is as per the practice prevailing in the Real Estate Industry in Tamil Nadu and necessary Legal Opinion has been obtained by the Company in confirmation of the same.*
- 3) *Necessary steps are being taken to obtain the Confirmation of Balance from rest of the parties also.*
- 4) *Out of 112 acres of lands situated in Ozhalur and Irungundrampalli Villages, Chingleput of MBDL being taken over by the Company as per the Scheme approved by the Shareholders in its EGM held on 9.10.21 for a total sale consideration of Rs.16200 lakhs, 19.77 acres of Ozhalur land for a Sale Consideration of Rs.2467.75 lakhs have been registered in the month of November 2023 vide Sale Agreement dt.3.11.2023 and the Company is in the process of registering the balance lands.*
- 5) *Necessary steps are being taken including legal action for recovery of Rs.4539.05 lakhs being referred as outstanding in Advances to various parties in the Report. We are in the process of filing a legal case on RRB for recovery of Rs.2900 lakhs*

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- 6) *An amount of Rs.290.73 lakhs have been incurred by the Company as Incidental Expenses for certain approvals from the Government Authorities.*
- 7) *Only upon receipt of the balance Sale Consideration of Rs.1912 lakhs, the land will be registered.*
- 8) *SPR has constructed a School in the JDA land, but has leased it to their own Trust for 30 years without our consent. Binny is eligible for 40% revenue share from the School, but SPR has not disclosed the accounts nor shared the revenue with Binny. We are seeking the intervention of the Hon'ble High Court to void the illegal lease of JDA land and built-up area.*
- 9) *The matter is in Court / Tribunal and the Honourable High Court Single Judge had given an order to Binny not to write to banks. But in Division Bench, the Company got an approval to write, if the bank questions or writes to us. We are further seeking modification from the Division Bench to allow us to write and give us clarifications of loans outstanding.*
- 10) *Binny has already got Single Judge, Division Bench and Arbitral Tribunal Order that Individual Customers' Statement of Accounts and CRM data signed by SPR and the 3000 customers who have purchased the Apartments, Villas, Shops and Offices from the beginning must be fully given. The Sales Price Strategy that SPR has submitted in Court does not tally with the Original Sales Price Strategy signed by Binny which captures clearly the quarter it was signed and resonates with the signed JDA. Once SPR provides all the details as directed by the Hon'ble High Court and Tribunal, it will be reconciled with the Original Sales Price Strategy and we will take into consideration the prevailing market price which is captured in the channel partners' sales portals with which we will be able to ascertain our revenue share.*

B. Cost Auditors:

As the Company is not covered under the ambit of Section 148 of the Companies Act, 2013 read with the Companies (Cost records and Audit) Rules, 2014, the requirement for maintenance of cost records and appointment of Cost Auditor does not arise.

C. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Shri. V. Suresh, Practising Company Secretary has been appointed as Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the Financial Year 2022-23. The report of the Secretarial Auditor is enclosed as **ANNEXURE II** to this report. There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in the Report.

Reporting of fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, 2013.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Company has complied with requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on the Corporate Governance practices, the Auditors' Certificate on compliance of mandatory requirements thereof is given as an annexure to the Report as **ANNEXURE III**.

Management Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

RISK MANAGEMENT:

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

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

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

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PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

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

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company is maintaining adequate and effective Internal Financial Control (IFC) over Financial Reporting (FR) based on Guidance notes on Audit for Internal financial Control over financial reporting, for ensuring the orderly and efficient conduct of its business, including adherence to its policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. Apart from Internal Auditors, who review all the financial transactions and operating systems, the Company has also in place adequate Internal Financial controls with reference to Financial Statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

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 as follows:

Conservation of Energy

1.	The steps taken or impact on conservation of energy	During the year NIL
2.	The steps taken by the Company for utilizing alternate sources of energy	
3.	The capital investment on energy conservation equipment	

Technology Absorption

1.	The efforts made towards technology absorption	During the year NIL
2.	The benefits derived like product improvement, cost reduction, product development or import substitution	
3.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported, (b) the year of import, (c) whether the technology been fully absorbed, (d) if not fully absorbed, areas where absorption hasn't taken place, and the reasons thereof	
4.	The expenditure incurred on Research and Development	

Foreign Exchange Earnings and Outgo:

Foreign Exchange earned : Nil

Foreign Exchange used : Nil

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has constituted the Corporate Social Responsibility Committee during the year. The composition of Corporate Social Responsibility Committee is;

Shri. M Nandagopal- Chairman

Shri. Arvind Nandagopal - Member

Smt. Nilima Sathya - Member

SCOPE OF CSR POLICY

This policy will apply to all projects/ programmes undertaken as part of the Company's Corporate Social Responsibility and will be developed, reviewed and updated periodically with reference to relevant changes in Corporate Governance, statutory requirements and sustainable and innovative practices. The policy will maintain compliance and alignment with the activities listed in Schedule VII and Section 135 of the Companies Act, 2013 and the rules framed there under.

CSR POLICY IMPLEMENTATION

The Company shall undertake CSR Project/ programmes identified by the CSR Committee and approved by the Board of Directors in line with the CSR policy.

The CSR Policy of the Company is uploaded in the website of the Company, <http://www.binnyltd.in/images/policies/CSR Policy.pdf>

CSR ACTIVITIES

The Company is liable to spend a sum of Rs. 82.26 lakhs as per Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility for the year ended 31st March 2023. Rs. 3.23 lakhs has been paid for the CSR on going project of M/s. Environmental List Foundation of India. The entity has been registered with MCA for undertaking CSR activities and projects, the Registration number is CSR00002310. Balance amount of Rs. 79.03 lakhs has been deposited in the Unspent CSR Bank account.

CHANGE IN NATURE OF BUSINESS

There has been no change of business during the financial year under review

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.

DISCLOSURE IN TERMS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has Internal Complaints Committees as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

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.

ON BEHALF OF THE BOARD

Chennai
Date: 29th November, 2023

M Nandagopal
Managing Director & Executive Chairman
DIN:00058710

**DETAILS PERTAINING TO COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

	Name of the Director / KMP	Designation	Ratio to Median Remuneration	% Increase in Remuneration
1	Mr. Arvind Nandagopal	Managing Director	28.83:1	No Increase
	Mr. T. Krishnamurthy	Director (Finance) & CFO	16.10:1	No Increase
2	The percentage increase in the median remuneration of employees in the financial year			7.41%
3	The number of permanent employees on the rolls of the company			24
4	The explanation on the relationship between average increase in remuneration and company performance		Company Performance (Sales increase %)	197.43%
			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. Arvind Nandagopal	Managing Director	No increase	14680.90
	Mr. T. Krishnamurthy	Director (Finance) & CFO	No increase	
	Total		N.A.	
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 31 st March	2022	2023	increase / decrease
	No. of Shares	223,19,410	223,19,410	NIL
	Share price in BSE (Rs.)	410	254.80	-155.20
	EPS	14.99	26.61	11.62
	PE Ratio (based on audited results)	27.30	95.75	68.45
	Company's market cap (Rs.in lacs)	91,509.58	56,869.86	-346.39
			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 Managing Director and Director (Finance) & CFO	Nil
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 Managing Director and Director (Finance) & CFO	
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		N.A.	
9	Affirmation that the remuneration is as per the remuneration policy of the Company		Remuneration paid during the year 2022-23 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.

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year 2022-23

[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

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March 2023, 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:

We 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 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the audit period)**
- (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, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(Not Applicable to the Company during the audit period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the audit period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the Company during the audit period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the audit period)**

BINNY LIMITED

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the audit period)**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India-Proof not provided for Circulation of Minutes under 7.4 of SS-1 is not fully complied with.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

Our observations/remarks are as under:

1. The Audited Financial Results for the year ended 31st March 2023 was submitted to BSE on beyond the due date under Regulation 33 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Newspaper advertisement for Extra-Ordinary General Meeting held on 14.05.2022 not filed with the Stock Exchanges under Regulation 47(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company has not filed the Related Party Transaction disclosure for the half year period 01.10.2022 to 31.03.2023 to the Stock Exchanges under Regulation 23(9) (Related party transactions) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Company has not uploaded the Audited Financials of its Subsidiary Company in its website as required under Regulation 46 (2) (s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The Company Secretary has not signed the Financial Statements as required under Section 134 of the Companies Act, 2013.
6. The Directors DIN 1. Mrs. Nilima Sathya and 2. Mr. Dr. Major Raja has been deactivated due to Non-filing of KYC with MCA.
7. The details of advances given as mentioned in the point No.3(iii) not ascertainable with respect to the related parties, if any.
8. Non-compliance of Ind AS 118 as mentioned in the point no.3(iv) of Statutory Audit Report.
9. The other matters with respect to accounts, as mentioned in the Statutory Audit Report.

We further report that the Board of Directors of the Company is constituted with Executive Directors, Non-Executive Directors, Independent Directors and Woman 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 Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We 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.

Place : Chennai
Date : 07.12.2023

For **V Suresh Associates**
Practising Company Secretaries

Udaya Kumar K R
Partner
FCS No.11533
C.P.No. 21973
Peer Review Cert. No: 667/2020
UDIN: F011533E002874131

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members
Binny Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 07.12.2023

For **V Suresh Associates**
Practising Company Secretaries

Udaya Kumar K R
Partner
FCS No.11533
C.P.No. 21973
Peer Review Cert. No: 667/2020
UDIN: F011533E002874131

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**i) Industry structure and developments:**

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

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

Self-sufficient integrated developments are the future of Indian real estate as prospective homeowners increasingly prioritize and seek proximity to essentials within walking radius. Our focus has been to create a sense of place and a robust framework for multiple asset types including residential, commercial, retail and civic buildings. Our developments offer different users distinct opportunities for social and cultural exchange in a people-centric and innovation-driven sustainable environment. Our careful approach includes creating a sense of belonging, brighter living experience, technological innovation, thoughtful amenities, safety, security and sustainability.

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.

Since May 2022, the RBI has hiked rates cumulatively by 140 basis points (bps) in quick succession, lifting policy rates now to 5.4 per cent, which is a touch above pre-pandemic levels of 5.1 per cent.

While the short-term outlook seems challenging given external supply shocks and geopolitical tension, we do believe the government is doing the right things to ensure a sustainable growth path for the country. The union budget presented this year was very supportive of the long-term growth of the real estate sector in India through its focus on urban infrastructure and the digital economy. The government's sharply expanded capital expenditure target for the year is expected to create job opportunities and higher economic activity.

iii) Segment-wise or product-wise performance:

Not Applicable

iv) Outlook:

By all indications, the Real estate sector will have turnaround in the next year or so. Indian economy is finally turning the corner though GDP growth is pegged at 7% during 2022-2023 fiscal year according to analysts at Morgan Stanley. The Indian Economy, they said, is set for its best run over a decade, as pent-up demand is being unleashed. 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.

Covid -19 impact on Residential Real Estate

During COVID-19 outbreak, the Real Estate Sector witnessed major disruptions due to construction delays and financing issues. However, the Company is backed by a strong Joint Development Partner, committed employees and a resilient business model based on which the impact may not be as significant as it has been on other local players. The revival of consumer sentiment could take longer than what was initially anticipated considering depletion of personal savings of most individuals and aspiring businesses. However, Covid-19 has also presented an opportunity for the integrated township project in a unique way. Greater family bonding during lockdown has increased the desire for providing an improved quality of life for their loved ones.

The pandemic has led to a paradigm shift in the attitude of customers towards residential properties. The uncertainty caused by the pandemic has reinstated the importance of home ownership. New trends emerged as a result of the pandemic such as preference for larger sized apartments, inclination towards reputed developers and a rising demand for township projects.

v) Risk and concerns:

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

- **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, etc.,

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

vi) Internal Control system and their adequacy

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

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

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

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

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

CORPORATE GOVERNANCE

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

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

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

1. BOARD OF DIRECTORS

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

1.1 Composition/Category of Directors/Attendance at Meetings/Directorships & Committee Memberships in other Companies as on March 31, 2023:

Name	Directorship	Attendance particulars		No. of Directorship, Committee Membership/ Chairmanship in other Companies			Date of appointment	Directorship in other Listed Entities
		Board Meeting	53rd AGM	Other Directorship in Public Limited Company*	Committee Membership*	Committee Chairman Ship*		
***Shri. M. Nandagopal	Promoter and Executive Chairman	8	Yes	9	1	-	03-10-2013	Independent Director in Mohan Meakin Limited
Justice S. Jagadeesan	Non-executive & Independent	8	Yes	1	-	-	05-09-2007	NA
**Smt. Madhaneswari Nandagopal	Non-executive Promoter	2	yes	----	-	----	11-01-1988	Non-Executive Non Independent Director in Binny Mills Limited & Non-Executive Independent Director in Ucal Fuel Systems Limited
*Shri. Arvind Nandagopal	Promoter and Managing Director	7	No	5	-	-	03-10-2013	NA
Shri.T.Krishnamurthy	Executive & Non-Independent	8	Yes	1	-	-	06-09-2017	NA
Smt. Nilima Sathya	Non-executive & Independent	7	Yes	1	-	-	12-02-2018	NA
Dr. Major D. Raja	Non-executive & Independent	7	No	1	-	-	14.02.2022	NA

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

***Shri.M.Nandagopal was appointed as Managing Director and Executive chairman of the Company with effect from 03rd October,2023.

* Shri. Arvind Nandagopal had relived from the post of Managing Director but continues as the Director of the company with effect from 02nd October,2023

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

**Smt. Madhaneswari Nandagopal, Non-Executive Director had resigned from the Board on 18.06.2022.

BINNY LIMITED

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

The Company has received the requisite declarations from its Independent Directors confirming that they meet the criteria of independence prescribed both under the Companies Act, 2013 and the Listing Regulations. The Board at its meeting held on 29th November, 2023 has taken on record the declarations received from the Independent Directors. In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the Management.

1.2 Board Meetings

During the year, Eight (08) Board Meetings of the Company were held on the following dates:

30.05.2022	18.06.2022	23.06.2022	13.08.2022
27.08.2022	14.11.2022	26.12.2022	14.02.2023

1.3 FAMILIARISATION PROGRAMMES OF INDEPENDENT DIRECTORS

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

1.4 SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

The Board of Directors have identified the skills/ expertise/ competencies fundamental for the effective functioning of the Company namely knowledge on Company's business, policies and culture, major risks/ threats and potential opportunities and knowledge of the industry in which the Company operates; technical/ professional skills and specialized knowledge in relation to Company's business and General Management, Business Strategy, Corporate Strategy, Governance practices, Financial Management.

All the Directors possess skills/ expertise and competencies as stated above. Shri. M Nandagopal, Executive Chairman and Shri. Arvind Nandagopal, Managing Director have an in-depth technical knowledge on the industry in which the company operates.

2. BOARD COMMITTEES

The Board has constituted various Committees for support in discharging its responsibilities. There are four Committees constituted by the Board namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The Company Secretary acts as the Secretary of the Committees of the Board

AUDIT COMMITTEE

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations 2015. The Committee consists of Three Independent Directors. The members of the Audit Committee are financially literate and have experience in financial management.

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

During the year, Five (05) Audit Committee Meetings of the Company were held on the following dates:

30.05.2022	13.08.2022	27.08.2022
14.11.2022	14.02.2023	

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

Name of the Member	Directorship in the Board	Committee Membership	Number of Meeting's Attended
Justice Shri. S. Jagadeesan	Independent Director	Chairman	5
Smt. Nilima Sathya	Independent Director	Member	4
Smt. Madhaneswari Nandagopal	Non-executive Director	Member	1
Dr.MajorD.Raja	Independent Director	Member	1

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

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval,with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c)of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) Qualifications if any, in the draft audit report;
 - Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilizationof proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow-up there on;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

3. NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee is governed by its Policy and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations 2015. The policy is available in the web link: http://www.binnyltd.in/policies_codes.html. There was no meeting held during the year. The Committee is composited as follows;

Name of the Member	Directorship in the Board	Committee Membership
Justice Shri. S Jagadeesan	Independent Director	Chairman
Smt. Nilima Sathya	Independent Director	Member
Dr.Major .D.Raja	Independent Director	Member

3.1 Brief description of terms of reference:

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

3.2 Performance evaluation criteria

- In terms of applicable provisions of the Companies Act, 2013 read with Rules framed there under and Part D of Schedule II of the Listing Regulations, 2015 and as per the Nomination and Remuneration policy, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis.
- Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2022-23.

4. REMUNERATION OF DIRECTORS

The ability to attract and retain talented and quality resources is a significant characteristic of any successful organisation. The Company's Remuneration policy formulated by the Nomination and Remuneration Committee provides the framework for remuneration of the Board members as well as all employees including the Key Managerial Personnel. This policy is guided by the principles and objectives as enumerated in Section 178 of the Companies Act, 2013 and Listing Regulations, 2015 to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

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The Non-Executive Independent Directors are also paid sitting fees within the limits prescribed under the Companies Act, 2013 for every Board/Committee meetings attended by them

a. Non-Executive Independent Directors:

Sitting Fees Paid 2022-23

Name	Rs. in Lakhs
Justice Shri.S. Jagadeesan	0.80
Shri. R Arunkumar	0.70
Smt. Nilima Sathya	0.70

During the year 2022-23 there is no pecuniary relationship or transactions made or entered between the Company and Non-Executive/Independent Directors.

b. Executive Chairman and Managing Director:

(In Lakhs)

Name of Director	Salary	Benefits	Bonus	Stock Options
Shri. M. Nandagopal, Executive Chairman	Nil	Nil	Nil	Nil
Shri. Arvind Nandagopal, Managing Director	60.05	Nil	Nil	Nil

The Company does not have any Employee Stock Option Scheme.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

5.1 Terms of Reference:

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

Further all the investors' / shareholders' grievances and the action taken by the Company to the satisfaction of the shareholders are brought to the attention of the Committee. The Committee had Twenty One meetings on the following dates during the year 2022-23 viz., 06.04.2022, 12.04.2022, 26.04.2022, 16.05.2022, 26.05.2022, 07.06.2022, 15.06.2022, 11.07.2022, 19.07.2022, 04.08.2022, 12.09.2022, 28.09.2022, 20.10.2022, 22.11.2022, 06.12.2022, 24.01.2023, 06.02.2023, 14.02.2023, 28.02.2023, 13.03.2023 and 23.03.2023

Name of the Member	Directorship in the Board	Committee Chairmanship/ Membership
Justice Shri. S. Jagadeesan	Independent Director	Chairman
Shri. M. Nandagopal	Executive Chairman	Member
Shri. Arvind Nandagopal	Managing Director	Member

Shri.K. Senthil Kumar, Company Secretary and Compliance Officer of the Company has resigned with effect from 07th August, 2023.

Cameo Corporate Services Limited, Chennai, is the Company's Registrar and Share Transfer Agent (RTA). The contact details are available in the General Shareholder Information section of the Report

BINNY LIMITED

5.2 Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2022-23 are given below:

Number of Complaints received	Nil
Number not solved to the satisfaction of Shareholders	Nil
Number of Pending Complaints	Nil

6. DETAILS OF GENERAL BODY MEETINGS:

6.1 Annual General Meeting

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

Financial Year	Date	Venue of AGM	Time	No. of special resolution(s) set out at the AGM
51 st AGM 2019-20	30.10.2020	AGM conducted through Videoconferencing ('VC')/ Other Audio Visual Means ('OAVM')	11.00 A.M	-
52 nd AGM 2020-21	15.11.2021	AGM conducted through Videoconferencing ('VC')/ Other Audio Visual Means ('OAVM')	11.00 A.M	-
53 rd AGM 2021-22	26.09.2022	AGM conducted through Videoconferencing ('VC')/ Other Audio Visual Means ('OAVM')	11.00 A.M	-

1.2 Postal Ballot:

- (1) During the Year, the Company approached the shareholders through Postal Ballot on July, 2022. The Details of the resolutions and the voting results are as follows:

Date of Postal Ballot Notice: July 11, 2022

Voting Period: July 18, 2022 to August, 16, 2022

Date of Declaration of Results: August 17, 2022

Particulars	Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution
ITEM NO. 1: Passed through Special Resolution. Approval for Enter into a Joint Development Agreement With M/s. Radiance Realty Developers India Limited or development of _ its Land at Selva Street MM Nagar, Valasaravakkam, Chennai-600 087.	1,67,06,466	1,67,04,915	1,551

BINNY LIMITED

Particulars	Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution
ITEM NO. 2: Passed through Special Resolution. Approval for Sale, transfer, dispose off its Windmill lands to an extent of 600 acres situated at Vadakkankulam Village, Radhapuram Taluk, Tirunelveli District, Tamilnadu or in any other.	1,67,06,466	1,66,97,703	8,763

- (2) Another Postal Ballot Notice was issued to the Shareholder by the Company. The Details of the Resolutions and the Voting Results are as follows:

Date of Postal Ballot Notice: September 12, 2022

Voting Period : September 15, 2022 to October 14, 2022

Date of Declaration of Results: October 17,2022

Particulars	Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution
ITEM NO. 1: Passed through Special Resolution. Sell / transfer / dispose off its Windmill lands to an extent of 250 acres situated at Panikarkulam and Ayyanaruthu Villages Kayathar Taluk, Tuticorin District, Tamilnadu or in any other manner on such terms and conditions as may be deemed fit by the Board..	1,69,21,037	1,69,19,462	1,575
ITEM NO. 2: Passed through Special Resolution. Amendments in the existing Clause (III) of the Main Objects Clause of the Memorandum of Association of the Company, dealing with the objects of the Company	1,69,21,037	1,66,80,210	2,40,827

Mr. V. Suresh, Practicing Company Secretary (CP.No: 6032) was appointed as the Scrutinizer for carrying out the above postal ballot process in a fair and transparent manner.

6.3 Procedure for Postal Ballot:

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

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

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

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

7. MEANS OF COMMUNICATION:

Your Company recognizes the significance of timely dissemination of information to shareholders. Accordingly, the quarterly, half-yearly and annual financial of the Company results were published in the leading English and Vernacular language newspaper, "Business Standard" (English) and "Makkal Kural" (Tamil) periodically.

In compliance with Regulation 46 of the Listing Regulations, 2015, all vital information, announcements and policies of the Company have been posted on the Company's website: <http://www.binnyltd.in>.

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

8. GENERAL SHAREHOLER INFORMATION:

8.1 54th Annual General Meeting:

Date: 28th December, 2023 **Time:** 11:00AM

The AGM shall be conducted through Video Conferencing or Other Audio-Visual Means in compliance with applicable provisions of the Companies Act, 2013, Rules and the framework issued by the Ministry of Corporate affairs issued in this regard.

Venue: No.01, Cooks Road, Perambur, Chennai - 600012

8.2 Financial Year:

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

8.3 Date of Book Closure

22nd December, 2023 & 28th December, 2023 (both days inclusive)

8.4 Dividend payment date:

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

8.5 Listing of Stock Exchange:

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

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

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

8.6 Market Price:

The closing market price of equity shares on March 31, 2023 (last trading day of the year) was Rs.231.65 on BSE.

Monthly High/Low price of the Equity Shares traded during the year 2022-23 in BSE Limited is given as below;

(2022-23)	April	May	June	July	Aug	Sep	Oct	Nov	Dec	Jan	Feb	March	
BSE	High	428.5	369	278.75	267.6	428.5	453.8	415.25	396	358	453.8	349.75	283.5
	Low	353	260	225.1	230.1	233	317.3	308	329.55	295.35	225.1	249.5	221.25

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8.7 Registrar and Share Transfer Agent:

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

M/s CAMEO CORPORATE SERVICES LIMITED UNIT: BINNY 5 th Floor, Subramanian Building No. 1, Club House Road, Chennai 600 002 Phone: 044-28460390(5 lines); Fax: 044-28460129 Email: investor@cameoindia.com	Contact person: Shri. R D Ramaswamy Designation: Director Ms. Jessy Designation: Joint Manager
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8.8 Share Transfer System

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

The Stakeholders Relationship Committee meets as and when required to consider and approve the transfer, transmission of shares of the Company. The dematerialized shares are transferred directly to the beneficiaries through the depositories. As of March 31, 2023, there are no pending share transfers pertaining to the year under review.

8.9 Shareholding as on March 31, 2023

a) Distribution of equity Shareholding as at March 31, 2023.

Shareholding	Shareholders	%	Total Shares	% on equity capital
1 - 5000	11232	94.649	1580191	7.0798
5001 - 10000	313	2.6375	466828	2.0915
10001 - 20000	151	1.2724	429554	1.9245
20001 - 30000	64	0.5393	325756	1.4595
30001 - 40000	29	0.2443	209814	0.94
40001 - 50000	19	0.1601	174459	0.7816
50001 - 100000	36	0.3033	488990	2.1908
100001 - And Above	23	0.1938	18643818	83.5318
Total :	11867	100	22319410	100

b) Shareholding pattern as at March 31, 2023.

Category	% to Total Equity Capital
Promoters	74.69
Bodies Corporate	0.81
Bank/Financial Institutions	0.51
Resident	18.79

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Category	% to Total Equity Capital
HUF	1.05
Central Government/State Government/ President of India	1.66
Foreign National/Portfolio Investor	0.04
NRI	2.44
Trusts	0.01
Total	100.00

8.10 Dematerialization of Shares and Liquidity:

The detail of shares dematerialized and those held in physical form, as on March 31, 2023.

Particulars	No. of Shares	Percentage to the equity Capital
PHYSICAL	1433915	6.42
DEMAT		
NSDL	19367808	86.78
CDSL	1517687	6.80

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

8.11 Outstanding GDR / ADRs / Warrants or any Convertible Instrument, as on 31st March 2023:

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

8.12 Address for Communication:

Shri. T.Krishnamurthy, Director (Finance) & CFO
Address: Binny Limited, 1 Cooks Road, Perambur, Chennai 600 012
E-mail: binny@binnyltd.in
Phone: 044-26621053.

9. DISCLOSURES:

i. Materially Significant Related Party Transactions:

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

The policy on related party transactions has been placed on the Company's website and can be accessed through the following link:

http://www.binnyltd.in/policies/RELATED_TRANSACTIONS_POLICY.pdf

ii. Penalties / Strictures during last three years

No strictures/penalties were imposed on the Company by Stock Exchange 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.

iii. Whistle Blower Policy

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

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

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

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

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

Separate posts of Chairman and Managing Director:

The Positions of the Chairman and Managing Director are separate. Shri. M. Nandagopal as Executive Chairman and Shri. Arvind Nandagopal as Managing Director.

v. Subsidiary Companies/Associate Companies

The Company is having one Subsidiary Company.

vi. Disclosure of commodity price risks and commodity hedging activities

As the Company is not engaged in commodity business, commodity risk is not applicable. The foreign exchange risk is being managed/hedged to the extent considered necessary. The Company had not entered into any forward contracts for any foreign exchange risks during the year under review.

The Company has complied with the requirements of sub-para (2) to (10) of Schedule V of the Regulations.

vii. Utilization of funds raised through preferential allotment or qualified institutions placement

The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year ended March 31, 2023.

viii. Certificate from a company secretary in practice with regard to disqualification of directors

A certificate from Shri V Suresh, practicing company secretary certifying that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed and forms part of this report

ix. Details of recommendation of any committee of the Board which are not accepted by the Board

The Board of directors accepted all the recommendation(s) of the Committees of the Board during financial year ended March 31, 2023.

x. Details of fees paid to the statutory auditor(s) and all entities in the network firm/network entity of which the each of the statutory auditor is a part for the financial year ended March 31, 2023

Rs in Lakhs

Type of service	Fiscal 2023	Fiscal 2022
Statutory Audit	5.90	5.90
Other matters	4.60	4.60
Total	10.50	10.50

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xi. Disclosure of complaints received under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	FY 2022-23
No. of complaints on sexual harassments received during the year	Nil
No. of complaint disposed off during the year	Nil
No. of cases pending as on at end of the financial year	Nil

xii. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	NA
24	Corporate Governance Requirements with respect to subsidiaries of listed entity	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management Personnel	Yes
27	Other Corporate Governance Requirements	Yes
46 (2) (b) to (i)	Disclosures on website	Yes

10. CODE OF CONDUCT

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

The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct for 2022-23 in the Board meeting held on 29th November, 2023.

11. CERTIFICATION ON CORPORATE GOVERNANCE

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

12. MD/CFO CERTIFICATION

As required under Regulation 17 (8) of the Listing Regulations, 2015, the MD/CFO certificate for the financial year 2022-23 signed by Shri M. Nandagopal, Managing Director & Executive Chairman and Shri T. Krishnamurthy, Director (Finance) & CFO, was placed before the Board of Directors of your Company at their meeting held on 29th November, 2023 and the same is provided as Annexure to this Report.

13. DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with Regulation 26 read with Schedule V (D) of the Listing Regulations, 2015, I hereby confirm that all the Directors and the Senior Management Personnel have affirmed compliance with their respective code of conduct and ethics as applicable to them, for the year ended on 31st March 2023.

ON BEHALF OF THE BOARD

Chennai
Date: 29th November, 2023

M. Nandagopal
Managing Director & Executive Chairman
DIN:00058710

FORM NO. AOC-1

Statement containing the salient features of the financial statements of subsidiaries / associate companies / joint ventures (Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014 - AOC -1)

(In Rs in lakhs, except % of shareholding)

Sl. No	Name of the subsidiary	Financial period ended	Share Capital (Rs.in lakhs)	% of share holding	Remarks
1	Binny New Re Energy Limited	31.03.2023	1	99.94	Incorporated on 22.11.2021 and has yet to commence the operation

FORM NO. AOC - 2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of Companies (Accounts) Rules, 2015

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties during the financial year 2022-23 as referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

- 1. Details of Contracts or arrangements or transactions not at Arm's length basis: NIL**
- 2. Details of material contracts or arrangement or transactions at arm's length basis: NIL**

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

To the Members of

Binny Limited

We have examined the compliance of Corporate Governance by Binny Limited, for the year ended 31st March 2023, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

1. The Audited Financial Results for the year ended 31st March 2023 was submitted to BSE on beyond the due date under Regulation 33 (Financial Results) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Newspaper advertisement for EGM held on 14.05.2022 not filed with the Stock Exchanges under Regulation 47(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company has not filed the Related Party Transaction disclosure for the half year period 01.10.2022 to 31.03.2023 to the Stock Exchanges under Regulation 23(9) (Related party transactions) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Company has not uploaded the Audited Financials of its Subsidiary Company in its website as required under Regulation 46 (2) (s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We 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 : 07.12.2023

For **V Suresh Associates**
Practising Company Secretaries

Udaya Kumar K R
Partner
FCS No. 11533
C.P.No. 21973
Peer Review Cert. No: 667/2020
UDIN: F011533E002874327

BINNY LIMITED

MD / CFO Certification

To,
The Board of Directors,
Binny Limited, Chennai.

We, M.Nandagopal, Managing Director & Executive Chairman and T. Krishnamurthy, Director (Finance) & CFO of Binny Limited to the best of our knowledge and belief hereby certify that:

- A. We have reviewed the financial statements for the year ended on March 31, 2023 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year ended on March 31, 2023 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- (1) There have not been any significant changes in internal control over financial reporting during the year;
 - (2) There have not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

M. Nandagopal
Managing Director & Executive Chairman

T. Krishnamurthy
Director (Finance) & CFO

Place: Chennai
Date: 29th November, 2023

BINNY LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
BINNY LIMITED
No: 1, Cooks Road, Otteri,
Perambur Chennai 600012

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Binny Limited, having registered office at No: 1, Cooks Road, Otteri, Perambur, Chennai 600012 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr.Masilamani Nandagopal	00058710	23.03.1996
2	Mr. Sankara Mudaliar Jagadeesan	01799607	05.09.2007
3	Mr. Nandagopal Arvind	00059009	25.03.2005
4	*Mrs. Nilima Sathya	08066913	12.02.2018
5	Mr. T Krishnamurthy	02661966	04.09.2021
6	*Mr. Durai Raja	02775118	14.02.2022

* Mrs. Madhaneswari Nandagopal has resigned on 18.06.2022.

* Mrs.Nilima Sathya & Mr.Durai Raja DIN's are deactivated due to non-filing of Forms DIR-3 KYC.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date : 07.12.2023

For **V Suresh Associates**
Practising Company Secretaries

Udaya Kumar K R
Partner

FCS No. 11533
C.P.No. 21973

Peer Review Cert. No: 667/2020
UDIN: F011533E002874360

INDEPENDENT AUDITORS' REPORT

To

The Members of Binny Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of BINNY Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2023, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended and notes to the Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date except for the effects of the matters described in the Basis of Qualified Opinion section of our report.

Basis for Qualified Opinion

1. The 62 KLPD Distillery Unit has to be taken over by the Company with effect from 09.10.2021 as an on-going concern basis, in pursuance to the Scheme approved by the Shareholders in their EGM dated 09.10.2021. The Operational results of the Distillery Division for the period from 09.10.2021 to 31.03.2023 was arrived at Rs 603.96 Lakhs. The assets and liabilities of the Distillery Unit was transferred to the Company as on 15.02.2023. The profit for the period from 09.10.2021 to 15.02.2023 was provisionally arrived at Rs 765.00 Lakhs and transferred from the Related Party to the Company which is Provisional and the relevant accounting entries are not verified by us. The consequential impact on account of the above is not ascertained.
2. As approved by the Share holders in the EGM dated 09.10.2021, for settlement of the advances recoverable from MBDL, the Company has to acquire / take over certain business and immovable properties of MBDL. The Company has entered into Registered Sale agreements along with Registered General Power of Attorney with right to sell, receive entire sale consideration and appropriate for its own, with MBDL for transfer of certain assets in pursuance of the Scheme approved by the Shareholders. On enquiry with the management, it was clarified that it is the industry practice of transferring land prevailing in Tamil Nadu and legal opinion has been obtained in this regard, however We are of the opinion that including the said land under inventory is not correct as per Generally Accepted Accounting Principles.
3. The company did not obtain/receive balance confirmation from many vendors/parties including loans and advances other than related parties for the balances as on 31st March, 2023. We could not obtain external confirmations as required in SA-505 Standards on Auditing and are unable to comment on adjustments or disclosures if any that may arise.
4. Transfer of properties at Ozhalur & Irukkandrampally is yet to be implemented as per the scheme approved by Share holder on 09.10.2021. The Management clarified that the process of the transfer of the properties is possible only after the transfer of License since the said land is adjacent to the Distillery. Hence the respective sale consideration of Rs. 16200 Lakhs are being shown as "Outstanding" from Mohan Breweries & Distilleries Limited (MBDL) as on 31.03.2023.
5. Rs. 4539.05 lacs is the amount of outstanding in Trade/project advances to various parties for a period exceeding five years for which no provision has been made, since the Management is confident about the recovery. We are unable to comment on the recoverability of these Advances.

- 6 A difference of Rs. 290.73 Lakhs between Cash balance as per Books Rs.290.77 Lakhs and Physical cash of Rs. 0.04 Lakhs as on 31.03.2023 as reported by the Internal Auditors of the Company was observed. On enquiry, Management expressed that the differential amount was given as advances, but for which details like parties to advances, nature of advances, terms and conditions were not provided . The consequential impact on account of the above is not ascertained.
- 7 Noncompliance of Ind AS 18 with regards to accounting of receipts from sale under the head Revenue received in advance Rs. 2258.65 Lakhs for the Sales booked through sale agreement between the Company and M/s Sanklecha Infra Projects Private Ltd which is not taken as revenue since the title to the property (Land) has not been transferred from the Company. On enquiry, it was noted that though the title to the land is not transferred, Sanklecha Infra Projects Private Ltd has taken possession of the land and completed the construction activities thereon without payment of the balance amount of Rs 1912.00 Lakhs as per the Sale Agreement between the Company and Sanklecha Infra Projects Private Ltd. However, the management clarified that the land will be registered on receipt of balance payment.
- 8 We are unable to obtain sufficient appropriate audit evidence regarding revenue from the Shriram Universal school against which 40% share has to be received by the Company as part of the JDA with SPR Constructions Private Limited, school being operational whereas no revenue is booked in the financials. The possible effects of the inability to obtain sufficient appropriate audit evidence are deemed to be material but not pervasive.
- 9 While the Outstanding Borrowings from SPR Management Services Pvt Ltd (JMFL) as on 31.03.2023 is Rs 248.04 Lakhs, as per the balance confirmation received from SPR Constructions Pvt Ltd, the Outstanding amount is Rs 927.80 Lakhs (Rs 903.28 Lakhs towards Principal and Rs 24.52 Lakhs towards Interest). The repayment of principal and interest has been accounted as per loan sanction letters.

In the absence of correct statement of accounts as on 31.03.2023 from SPR Management Services Pvt Ltd, the consequential effect on the Financials of the Company is not ascertained.

Whereas, in case of SPR Constructions Pvt Ltd (Altico Capital India Ltd/SSG Advisors), the Outstanding Borrowings as on 31.03.2023 is Rs 1666.73 Lakhs which is not confirmed by SPR Constructions Pvt Ltd. The repayment of principal and interest has been accounted as per loan sanction letters.

In the absence of correct statement of accounts and confirmation of outstanding borrowings as on 31.03.2023 from SPR Construction Pvt Ltd, the consequential effect on the Financials of the Company is not ascertained.

- 10 Vide clause No.12 of the Joint Development Agreement with SPR Construction Pvt Ltd., the minimum sale price is fixed periodically. However, we have observed that in some cases, sale deeds have been registered without adhering to the sale price strategy. Consequential impact on the revenue from operation is not ascertained.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report.

BINNY LIMITED

Sr. No.	Key Audit Matter	How our audit addressed the Key Audit Matter
1.	<p>Revenue recognition:</p> <p>Revenue from real estate projects is recognized upon transfer of control and ownership of such real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements/ other legally enforceable documents. Pending recognition of revenue, the advance amounting to Rs 49,167.82 Lakhs is kept under Other Non Current Liabilities- Revenue received in advance.</p> <p>We identified this as a key audit matter because though the sale considerations are being received from the customers based on the Payment Schedule annexed to the Construction Agreement entered with the Customers, these amounts will be shown as "Revenue received in advance" until registration of sale deeds.</p> <p>(Refer Note No. 2.5 to the Financial Statements, on Revenue Recognition)</p>	<p>Our audit procedures included, among others:</p> <ol style="list-style-type: none"> a. Review of Joint Development Agreement between the Company (Owner) and M/s SPR Construction Private Limited (Developer) b. Review of Revenue Audit Report in respect of collection of sale proceeds from SPR Construction Private Limited. c. Disclosures made in the Notes to accounts. d. Management representation on the Accounting Policy on Revenue recognition and the accounting of the project advances received from the Developer. <p>Based on the above procedures performed, we concluded that the Company's Policy on Revenue recognition and accounting of Project advances received is adequate and reasonable.</p>

Emphasis of Matter

We draw attention to the following matters in the Notes to the financial statements:

1. Wealth Tax paid under protest Rs. 4.05 crores is Outstanding under Other Current Assets from 2015, the details of the respective cases and their current status are not provided.
2. As per the information and explanation provided by company, an amount of Rs. 2162.59 lacs have been incurred by M/s. SPR Infrastructure Pvt Ltd towards Govt infra & Shelter fund charges, Govt. water and TNEB charges and Documentation charges for the registered units upto 31-3-2023. Out of which 40% of amount i.e. 865.06 lacs has been taken into books of the company as the company's share of common expenses vide JDA clause No. 4.2.

Our opinion is not modified in respect of these matters.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 Act, with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial

performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (IndAS) prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be

thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020("the Order") issued by the Central Government in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the said Order.
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 purposes of our audit.
 - (b) Except for the matter described in the Basis for Qualified Opinion paragraphs in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above in our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the Internal Financial Controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2".
 - (g) With respect to the other matters to be included in the Auditor's report in accordance with the requirement of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to explanation given to us, remuneration paid or payable by the company to the directors during the year is in accordance with the section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements. Refer Note No. 37.1 to the Financial Statements;
 - b. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

BINNY LIMITED

- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
- i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediates") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- ii. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - Provide any guarantee, security or the like form or on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d)(ii) contain any material mis-statement.
- (l) No Dividend has been declared or paid during the year by the Company.

For Sagar & Associates,
Chartered Accountants
Firm's Registration No. 003510S

D. MANOHAR
Partner

Membership No.: 029644
UDIN: 23029644BGUDNK3047

Place: Chennai
Date : Nov 29, 2023

ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of BINNY LIMITED on the Financial Statements for the year ended 31 March 2023

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- (B) According to the information and explanations give to us and on the basis of our examination of the records of the Company, the Company has no Intangible assets. Accordingly, clause 3 (i) (a) (B) of the order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its Property, Plant and equipment by which all the Property, Plant and equipment are physically verified by the management on a yearly basis. No material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties disclosed in the financial statements are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) The Company holds inventory of lands as "Stock-in-trade". This inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on such verification except control over inventory (land) as follows:
- Agreement of sale entered with Sankhlecha Infra Projects Pvt Ltd (buyer) for sale of 3.336 Acres of Company's land at Peramburfora total consideration of Rs. 4170.00 Lakhs and for which Advance Rs. 2258.00 Lakhs was received by the Company and kept under "Revenue in received in advance" as on 31.03.2023. But the buyer has completed construction on the land under agreement even though the Sale deed is not registered and balance amount of Rs. 1912.00 lakhs is not yet received by the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not availed any working capital limits. Accordingly, clause 3 (ii) (b) of the order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured during the year.
- (iv) According to the information and explanation given to us and on the basis of our examination of the records the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in relation to loans given and investments made.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the order is not applicable.
- (vi) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of Section 148 of the Act. Hence, the provision of Clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of sales tax, Service tax, Duty of excise and value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanation given to us and on the basis of our examination of the records the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including Goods and Services Tax ('GST'), provident fund Employees State Insurance, Income- tax, Duty of customs, Cess and other material statutory dues have been deposited with delays. The statutory dues

BINNY LIMITED

outstanding as on 31st March 2023 for a period of more than six months from the date they become payable are noted below:

- 1) GST payable : Rs.48.58 lakhs
- (b) According to the information and explanation given to us, there are no dues of GST, provident fund, employees State Insurance, Income- tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on accounts of disputes, except for the following:

Name of Statue	Nature of Dues	Period	Forum where Dispute is Pending	Amount (In Rs. Lakhs)
GST	GST on Transfer of Development Rights GST on 40% Gross Revenue	2017-18 to 2021-22	GST Department	12756.09
Electricity Board	Estimated surcharge on belated payment of Electricity Charges on revision of Tariff rates for the period from 01-12-82 to 31-12-87	01-12-82 to 31-12-87	Balance Payable	25
Income Tax	Income Tax demand for Asst. Year 2008-09 (pending before Hon'ble High Court, Chennai)	2008-09	pending before Hon'ble High Court, Chennai	19.21
Wealth Tax	Wealth-tax Demand from Asst. Year 2011-12 to 2014-15	2011-12 to 2014-15	pending before AO to give 'Giving Effect Order to CWT (A) Order	574.73
Wealth Tax	Wealth-tax (Re-assessment) Demand from Asst. Year 1993-94 to AY 2000-01 and 2005-06 to 2010-11	AY 1993-94 to 2010-11	pending before CWT (A), Chennai	1823.66
Wealth Tax	Wealth-tax Demand from Asst. Year 2001-02 to AY 2004-05	AY 2001-02 to 2004-05	pending before ITAT, Chennai	717.68
Income Tax	Income-tax demand for Asst. year 2010-11	2010-11	pending before ITAT, Chennai	0.59
Income Tax	Income-tax demand for Asst. Year 2014-15	AY 2014-15	pending before CIT(A), Chennai	82.53
Income Tax	Income-tax demand for Asst. Year 2015-16	AY 2015-16	pending before AO to give 'Giving Effect Order to CIT (A) Order	654.13
	Claims against the company not acknowledged as Debts			183.81

- (viii) According to the information and explanations give to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, Previously unrecorded as income in the books of account, in the Tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations give to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year. Accordingly, clause 3 (ix) (a) of the order is not applicable.
- (b) According to the information and explanations give to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank of financial institution or government of government authority.

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- (c) According to the information and explanations given to us by the management, in our opinion, term loans availed by the Company were, applied by the Company for the purposes for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, Clause 3(ix) (d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiary as defined under the Companies Act, 2013. Accordingly, Clause 3(ix) (e) of the order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary as defined under the Companies Act, 2013. Accordingly, Clause 3(ix) (f) of the order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, Clause 3(x) (a) of the order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares of fully or partly convertible debentures during the year. Accordingly, Clause 3(x) (b) of the order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Company Act, 2013 has been filed by the auditors in Form ADT -4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As per information and explanation received from the company, there are no whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company; Accordingly, Clause 3(xii) of the order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the company has an internal audit system. However, it is not commensurate with the size and nature of its business since certain aspects such as payroll, tax payments, applicability of accounting standards, tax positions, tax compliances, Statutory compliance etc., are out of the scope of Internal Audit.
- (b) We have considered the internal audit reports of the company issued for the period under audit period.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons or persons connected to its directors and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, Accordingly, Clause 3(xvi) (a) of the order is not applicable.
- (b) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, Accordingly, Clause 3(xvi) (b) of the order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, Clause 3(xvi) (c) of the order is not applicable.

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- (d) According to the information and explanations provided to us during the course of audit, the Company is a standalone company and has no other group company. Accordingly, the requirements of Clause 3(xvi) (d) are applicable.
- (xvii) The company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year; Accordingly, Clause 3(xviii) of the order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payments of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not Capable of meeting its liabilities existing at the date of balance sheet date. We however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of Companies Act, 2013 Pursuant to any project except the following:

Financial Year	Amount identified for spending on CSR activities for "other than Ongoing Projects	Unspent amount of above	Amount Transferred to Fund specified in Schedule VII to the Act	Due date of transfer to the specified fund	Actual date of transfer to the specified fund
2022-23	82.26 lakhs	79.23 lakhs	79.23 lakhs	30.09.2023	28.04.2023

For Sagar & Associates
Chartered Accountants
Firm's Registration No. 0035105

D. MANOHAR
Partner
Membership No.: 029644
UDIN: 23029644BGUDNK3047

Place: Chennai
Date : Nov 29, 2023

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of BINNY LIMITED on the Financial Statements for the year ended 31 March 2023

Report on the Internal Financial Controls with reference to the Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls with reference to Financial Statements of BINNY Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud

may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the Company does not have adequate internal control over financial reporting on criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. As a result, we are unable to obtain sufficient and appropriate audit evidence to provide a basis for our opinion whether the company had adequate internal control over financial reporting and whether such internal control was operating effectively as on 31st March, 2023.

Based on the limited audit procedures performed by us during the course of our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial control over financial reporting as at 31st March, 2023:

1. Internal Control over Physical cash and passing of vouchers:

Difference between Physical cash balance Rs. 0.04 Lakhs as per Internal Audit Report for March 2023 & Tally cash balance Rs. 290.77 Lakhs as on 31.03.2023. On enquiry, Management expressed that the differential amount was given as advances, but for which details like parties to advances, nature of advances, terms and conditions were not provided .

2. Control over land/inventory:

Agreement of sale entered with Sankhlecha Infra Projects Private Ltd(buyer) for sale of Company's land of 3.336 Acres at Perambur for total consideration Rs. 4170.00 Lakhs and for which Advance Rs. 2258.00 Lakhs received and kept under "Revenue in received in advance". But the buyer has completed the construction on the said land even though the Sale deed is not registered and the balance amount of Rs. 1912.00 Lakhs is not received.

3. Control over Revenue and land

School was constructed as part of Joint Development Agreement(JDA) with SPR Constructions Private Limited which is operational, but the company share of 40% revenue was not recognized though the Shriram Universal School.

4. Control over Reconciliation of expenditure:

The Company does not have an appropriate internal control system to reconcile 40% share of allocable expenditure/ permissible deductions incurred by SPR Constructions Private Limited in JDA, no confirmation/invoice raised by SPR for said 40% share for the financial year 2022-23.

5. Control over GST liability:

SPR Constructions Private limited has not furnished to the company GST payment challans and returns as proof of payment to Government as per JDA since inception.

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

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and these material weaknesses have affected our opinion on the financial statements of the Company and we have issued a qualified opinion on the financial statements.

For Sagar & Associates
Chartered Accountants
Firm's Registration No. 0035105

D. MANOHAR

Partner

Membership No.: 029644

UDIN: 23029644BGUDNK3047

Place: Chennai

Date : Nov 29, 2023

BINNY LIMITED

BALANCE SHEET AS AT 31ST MARCH 2023

(Amount in INR lakhs, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non Current Assets			
Property, plant and equipment	4	3,269.58	225.19
Financial assets			
Investments	5	1.01	1.01
Other non-current assets	6	5,503.33	18,085.07
Total non-current assets		8,773.92	18,311.27
Current Assets			
Inventories	7	54,060.54	28,740.29
Financial assets			
Investments	5	89.24	78.01
Other Financial Assets	8	23,201.78	38,249.37
Trade receivables	9	365.62	81.43
Cash and cash equivalents	10	835.07	208.59
Bank balances other than cash and cash equivalent	11	285.51	282.80
Other current assets	12	5,271.70	3,560.49
Total current assets		84,109.46	71,200.99
Total assets		92,883.38	89,512.26
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	1,115.97	1,115.97
Other equity	14	41,437.35	35,508.96
Total equity		42,553.32	36,624.94
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15	76.47	84.11
Provisions	16	71.20	21.48
Deferred tax liabilities (Net)	28	-180.45	11.22
Other non-current liabilities	17	38,488.93	49,167.82
Total non-current liabilities		38,456.16	49,284.63
Current liabilities			
Financial liabilities			
Borrowings			
Trade payables	18	41.80	43.01
Other financial liabilities	19	7,942.85	1,758.28
Other current liabilities	20	89.47	104.29
Provisions	16	43.93	12.05
Current tax liabilities (net)	21	3,755.86	1,685.08
Total current liabilities		11,873.91	3,602.70
Total liabilities		50,330.07	52,887.33
Total equity and liabilities		92,883.39	89,512.26
Significant Accounting Policies	2		

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our Report of even date
for M/s **SAGAR & ASSOCIATES**
Chartered Accountants
Firm Regn No 003510S

M. NANDAGOPAL
Managing Director & Executive Chairman
DIN: 00058710
Place: Chennai
Date : 29th November 2023

ARVIND NANDAGOPAL
Director
DIN: 00059009

T. KRISHNAMURTHY
Director (Finance) & CFO
DIN: 02661966

Partner: D. MANOHAR
Membership No. 029644

BINNY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023

(Amount in INR lakhs, unless otherwise stated)

	Notes	Year ended 31 March 2023	Year ended 31 March 2022
Income			
Revenue from operations	22	14,680.90	7,435.80
Other Income	23	760.27	1,022.88
Total income		<u>15,441.17</u>	<u>8,458.67</u>
Expenses			
Changes in inventories of stock-in-trade	24	1,444.76	688.84
Employee benefits expense	25	452.50	194.21
Finance costs	26	753.77	1,570.52
Depreciation	4	428.33	30.10
Other expenses	27	2,506.23	658.04
Total expenses		<u>5,585.58</u>	<u>3,141.70</u>
Profit /(Loss) before exceptional items and tax		9,855.59	5316.97
Exceptional items		-	-
Profit /(Loss) before tax		<u>9,855.59</u>	<u>5,316.97</u>
Income tax expense/(Benefit)			
Current tax		4,109.17	1,433.34
Current tax pertaining to prior periods		-	538.52
Deferred tax	28	-191.67	-1.59
Total income tax expense/(Benefit)		<u>3,917.50</u>	<u>1,970.27</u>
Profit/(Loss) for the year		<u>5,938.10</u>	<u>3,346.70</u>
Other comprehensive income for the year			
Re-measurement gains / (loss) on post employment benefit obligations		-	-
Reversal of revaluation reserve		1,444.79	694.63
Total Other Comprehensive Income for the year		<u>1,444.79</u>	<u>694.63</u>
Total comprehensive income for the year		<u>7,382.89</u>	<u>4,041.33</u>
Earnings / (Loss) per share			
Basic earnings /(loss) per share (INR)		26.61	14.99
Diluted earnings /(loss) per share (INR)		26.61	14.99
Significant Accounting Policies	2		
The accompanying notes are an integral part of the financial statements.			

For and on behalf of the Board of Directors

As per our Report of even date
for M/s **SAGAR & ASSOCIATES**
Chartered Accountants
Firm Regn No 0035105

M. NANDAGOPAL
Managing Director & Executive Chairman
DIN: 00058710
Place: Chennai
Date : 29th November 2023

ARVIND NANDAGOPAL
Director
DIN: 00059009

T. KRISHNAMURTHY
Director (Finance) & CFO
DIN: 02661966

Partner: D. MANOHAR
Membership No. 029644

BINNY LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

(A) Equity share capital

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
	(in lakhs)	(in INR lakhs)	(in lakhs)	(in INR lakhs)
Equity shares of Rs.5 each issued, subscribed and fully paid				
Opening	223.19	1,115.97	223.19	1,115.97
Add: issue during the year	-	-	-	-
Closing	223.19	1,115.97	223.19	1,115.97

(B) Other equity

(Amount in INR lakhs, unless otherwise stated)

Particulars	Reserve and surplus					Items of OCI	Total
	Capital Reserve	Securities premium reserve	Revaluation Reserve	Retained earnings	Others	Remeasurement gains on post employment benefit obligations	
Balance as at 1 April 2021 (A)	10,287.54	1,077.66	4,453.68	8,985.46	7,343.64	9.98	32,157.96
Adjustments:							
Net Profit for the year	-	-		4,041.33	-	-	4,041.33
Other comprehensive income	-	-	-694.63	-	-	4.30	-690.34
Balance as at 31 March 2022 (A)	10,287.54	1,077.66	3,759.05	13,026.79	7,343.64	14.28	35,508.96
Balance as at 1 April 2022 (A)	10,287.54	1,077.66	3,759.05	13,026.79	7,343.64	14.28	35,508.96
Adjustments:							
Net Profit for the year	-	-		7,382.89	-	-	7,382.89
Other comprehensive income	-	-	-1,456.74	-	-	2.24	-1,454.50
Adjustments Total (B)	-	-	-1,456.74	7,382.89	-	2.24	5,928.39
Balance as at 31 Mar 2023 (A) + (B)	10,287.54	1,077.66	2,302.30	20,409.68	7,343.64	16.52	41,437.34

For and on behalf of the Board of Directors

As per our Report of even date
for M/s **SAGAR & ASSOCIATES**
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DIN: 00058710
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Director (Finance) & CFO
DIN: 02661966

Partner: D. MANOHAR
Membership No. 029644

BINNY LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2023

(Amount in INR Lakhs, unless otherwise stated)

	Year Ended 31 March 2023	Year Ended 31 March 2022
Cash flow from operating activities		
Profit before tax	9,855.59	5,316.97
Depreciation and amortization expenses	428.33	30.10
Finance cost	753.77	1,570.52
Interest income	-760.27	-1,002.33
Profit on sale of Investments	-	-17.72
Operating income before working capital changes	10,277.41	5,897.54
Changes in working capital		
(Decrease)/increase in trade payables	-1.21	-29.52
Decrease/ (increase) in inventories	-25,320.25	688.84
Decrease/ (increase) in trade receivables	-284.19	22.25
Decrease/ (increase) in Bank balances considered as other than cash and cash equivalents	-2.70	-2.55
(Decrease)/ increase in other current liabilities	-14.82	-253.60
(Decrease)/ increase in non-current liabilities	-10,678.89	-1,972.95
(Decrease)/Increase in provisions	81.60	-0.03
(Decrease)/ increase in other financial liabilities	6,184.57	325.17
Decrease/ (increase) in other financial assets	15,047.60	1,211.88
Decrease/(increase) in other current assets	-1,711.21	81.69
Decrease/(Increase) in non-current assets	12,581.74	26,625.37
Cash generated/used in operations	6,159.66	32,594.09
Income tax paid	2,047.57	1,002.51
Net cash flows used in operating activities (A)	4,112.09	31,591.57
Cash flow from Investing activities		
Payment for property, plant and equipment and intangible assets	-3,472.72	-119.20
Purchase of Investments (Including Fair Value Changes)	-11.75	-11.25
Interest received	760.27	2.83
Net cash flow from investing activities (B)	-2,724.20	-127.62
Cash flow from Financing activities		
FD created	-	-
FD redeemed	-	-
Preference Shares redeemed	-	-26,515.42
Repayment of borrowings	-7.64	-3,451.60
Interest paid	-753.77	-1,570.52
Net cash flow from financing activities (C)	-761.41	-31,537.54
Net increase in cash and cash equivalents (A+B+C)	626.48	-73.58
Cash and cash equivalents at the beginning of the year	208.59	282.17
Cash and cash equivalents at the end of the year	835.07	208.59
Cash and cash equivalents comprise (Refer note 11 & 12)		
Balances with banks		
On current accounts	544.30	-5.44
Cash on hand	290.77	214.03
Other Bank Balances		
Total cash and bank balances at end of the year	835.07	208.59

2

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our Report of even date
for M/s **SAGAR & ASSOCIATES**
Chartered Accountants
Firm Regn No 0035105

M. NANDAGOPAL
Managing Director & Executive Chairman
DIN: 00058710
Place: Chennai
Date : 29th November 2023

ARVIND NANDAGOPAL
Director
DIN: 00059009

T. KRISHNAMURTHY
Director (Finance) & CFO
DIN: 02661966

Partner: D. MANOHAR
Membership No. 029644

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

(Amount in INR lakhs, unless otherwise stated)

1 General Information

Binny Limited (the "Company") is a public limited company domiciled in India and was incorporated on June 30, 1969 under the provisions of the Companies Act, 1956. Its registered and principal office of business is located at No. 1, Cooks Road, Perambur Chennai - 600012. The Company is primarily engaged in the business of real estate development. The shares of the Company are listed in the Bombay Stock Exchange (BSE).

2 Significant accounting policies

2.1 Basis of Preparation of Financial Statements

The financial statements have been prepared using the significant accounting policies and measurement basis summarised below. These were used throughout all periods presented in the financial statements.

(a) Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

(b) Current / non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

(c) Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amounts in the financial statements are presented in Indian Rupees in Lakhs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Per share data are presented in Indian Rupees to two decimal places.

(d) Use of estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for detailed discussion on estimates and judgments.

2.2 Property, plant and equipment

Recognition and Initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses.

Depreciation methods, estimated useful lives

Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives prescribed in Schedule II to the Act:

Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale from property plant and equipment is provided up to the date preceding the date of sale. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.3 Foreign Currency Transactions

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.4 Fair value measurement

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.5 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Recognition of revenue from real estate development

Revenue from real estate projects is recognized upon transfer of control and ownership of such real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements/ other legally enforceable documents

Projects are executed through joint development arrangements not being jointly controlled operations, wherein the Company provides land to possessor and the possessor undertakes to develop properties on such land, the possessor has agreed to transfer certain percentage of constructed area or certain percentage of the revenue proceeds, the revenue from the development and transfer of constructed area/revenue sharing arrangement in exchange of such development rights/land is being accounted on hand over the property to the customer.

Other Income

Interest Income is recognised on accrual basis using effective interest method (EIR) as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

2.6 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.7 Inventories

Inventories primarily constitute land and related development activities, which is valued at lower of cost or Net Realizable Value. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

As regards assets transferred form Property, plant & equipment (PPE), the carrying cost as per the PPE block has been considered as cost which is much 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.

2.8 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

2.9 Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

2.10 Cash and cash equivalents including Statement of Cash Flows

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and balances with banks, as defined above as they are considered an integral part of the company's cash management process.

2.11 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

(i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments within the scope of Ind AS 109 are measured at fair value. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. The Company has currently exercised the irrevocable option to classify its investment in Mutual Funds as Fair Value through Profit and Loss (FVTPL).

(iii) Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument.

ECL impairment loss allowance/reversal recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet.

(iv) Derecognition of financial assets

A financial asset is derecognized only when

- a) the rights to receive cash flows from the financial asset is transferred or
- b) the company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

(iii) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

2.12 Employee Benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Other long-term employee benefit obligations

(i) Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

(ii) Defined benefit plans

Gratuity: The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise. Leaves under defined benefit plans can be encashed only on discontinuation of service by employee.

2.13 Contributed equity

Equity shares are classified as equity share capital.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.14 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting interest on preference shares and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.15 Borrowing costs

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit or loss as incurred

3 Significant accounting judgments, estimates and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Defined benefit plans (gratuity benefits and leave encashment)

The cost of the defined benefit plans such as gratuity and leave encashment are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

BINNY LIMITED

(Amount in INR lakhs, unless otherwise stated)

CONSOLIDATE DEPRECIATION FOR THE YEAR ENDED 31ST MARCH 2023

Note-4 : FIXED ASSETS - TANGIBLE

Description	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1 st April, 2022	Addition for the year	Deletion for the year	As at 31 st March, 2023	As at 1 st April, 2022	Addition for the year	Deletion for the year	As at 31 st March, 2023	As at 31 st March, 2023	As at 31 st March, 2022
		Rs.P.	Rs.P.			Rs.P.	Rs.P.			
Buildings	1,16,67,750	9,24,39,216	-	10,41,06,966	41,77,411	1,10,06,442	-	1,51,83,853	8,89,23,113	74,90,339
Furniture, Fixtures & Office Equipments	43,43,384	25,33,49,287	-	25,76,92,671	28,65,395	2,92,13,888	-	3,20,79,283	22,56,13,388	14,77,989
Vehicles	2,22,49,097	14,83,818	-	2,37,32,915	86,98,354	26,12,905	-	1,13,11,259	1,24,21,656	1,35,50,743
Current year	3,82,60,231	34,72,72,321	-	38,55,32,552	1,57,41,159	4,28,33,236	-	5,85,74,395	32,69,58,157	2,25,19,072
Previous year	2,77,65,534	1,19,19,697	14,25,000	3,82,60,231	1,38,28,128	30,09,708	10,96,677	1,57,41,159	2,25,19,072	1,39,34,316

Description	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1 st April, 2021	Addition for the year	Deletion for the year	As at 31 st March, 2022	As at 1 st April, 2021	Addition for the year	Deletion for the year	As at 31 st March, 2022	As at 31 st March, 2022	As at 31 st March, 2021
		Rs.P.	Rs.P.			Rs.P.	Rs.P.			
Buildings	1,16,67,750	-	-	1,16,67,750	37,57,158	4,20,253	-	41,77,411	74,90,339	79,10,592
Furniture, Fixtures & Office Equipments	42,67,453	75,931	-	43,43,384	25,87,241	2,78,154	-	28,65,395	14,77,989	16,79,122
Vehicles	1,18,30,331	1,18,43,766	14,25,000	2,22,49,097	74,83,729	23,11,302	10,96,677	86,98,354	1,35,50,743	43,44,602
Current year	2,77,65,534	1,19,19,697	14,25,000	3,82,60,231	1,38,28,128	30,09,708	10,96,677	1,57,41,159	2,25,19,072	1,39,34,316
Previous year	2,70,11,222	7,51,222	-	2,77,62,444	1,12,97,326	25,30,802	-	1,38,28,128	1,39,34,316	1,57,16,897

BINNY LIMITED

(Amount in INR lakhs, unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
5 Financial Assets- Investments		
Investment in equity instrument designated as at fair value through Profit and Loss		
Unquoted equity shares		
30,000 equity shares of Tamilnadu Chromates & Chemicals Limited		
9,994 equity shares of Binny New Re - Enegrty Limited	1.01	1.01
Investment in Mutual Funds	89.24	78.01
	<u>90.25</u>	<u>79.02</u>
Current	89.24	78.01
Non- Current	1.01	1.01
Aggregate Cost of:		
Quoted investments	89.24	78.01
Unquoted investments	1.01	1.01
Aggregate market value of:		
Quoted investments	89.24	78.01
Unquoted investments	1.01	1.01
6 Other non-current assets		
Advances to related parties - Others	31.33	31.33
Advances to others		
Considered Good	5,472.00	4,053.74
Considered Doubtful	359.29	359.29
Less - Provision for doubtful advances	-359.29	-359.29
Total other non-current other assets	<u>5,503.33</u>	<u>4,085.07</u>
Loans or advances in the nature of loans are granted to promoters, directors, KMP's and the related parties (as defined under CA, 2013) either serverall or jointly or with any other person, that are:		
a. Repayable on demand or		
b. Without specifying any terms or period of repayment		
Type of Borrower	Amount of Loan/Advance in the nature of loan outstanding	% to Total Loan/Advance in the nature of loan outstanding
Promoters	NIL	-
Directors	NIL	-
KMPs	NIL	-
Related Parties	20991	-
Mira Textiles and Industries Ltd - Rs. 17.46 Lacs		
Binny New Re Energy Limited - Rs. 263.11		
MBDL - Rs.20709.97		
7 Inventories		
Stock-in-Trade (Land)	54,060.54	28,740.29
	<u>54,060.54</u>	<u>28,740.29</u>
8 Other financial assets - Current		
Due from Related Party for Purchase of Windmill	8,067.98	8,722.81
Advances for purchase of Land	10,500.00	14,000.00
Advance to related party for Purchase of 12.43 Acres of Land	2,141.99	28,064.76
Due from Others	2,491.81	1,461.81
Total	<u>23,201.78</u>	<u>52,249.37</u>

BINNY LIMITED

(Amount in INR Lakhs, unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
9 Trade receivable		
Unsecured		
- Considered good	365.62	81.43
- Considered doubtful	-	-
Less : Allowance for bad and doubtful debts	-	-
	365.62	81.43
Further classified as:		
Receivable from related parties	17.46	17.46
Receivable from others	348.16	63.97
Total	365.62	81.43

Trade Receivables ageing schedule as at 31st March, 2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payments				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	284.19	0.09	58.70	22.64	365.62
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
Total	284.19	0.09	58.70	22.64	365.62

10 Cash and Cash Equivalents

Balances with banks		
In current accounts with Scheduled Banks	544.30	-5.44
	-	-
Cash on hand	290.77	214.03
Total cash and cash equivalents	835.07	208.60

11 Bank Balances Other than Cash and Cash Equivalents

Fixed deposit with banks with maturity more than 3 months but less than 12 months		
- Pledged	60.51	57.80
- Others	225.00	225.00
Total	285.51	282.80

12 Other current assets

Advance for Windmill	2,918.05	2,918.05
Interest accrued on deposits	22.41	22.41
Wealth tax paid under protest	404.92	404.92
TDS Paid Under Protest	329.02	-
Prepaid expenses	10.98	6.84
Balance with Government Authorities	410.55	306.39
Inventories	109.34	-
Deposits	97.98	4.22
Other Advances	968.46	-102.34
Total	5,271.70	3,560.49

BINNY LIMITED

(Amount in INR Lakhs, unless otherwise stated)

As at 31 March 2023 As at 31 March 2022
No. of shares in Lakhs

13 Equity share capital

The Company has only one class of equity share capital having a par value of INR 5 per share, referred to herein as equity shares.

Authorized

2,28,20,000 (31 March 2020 - 2,28,20,000) Equity Shares of Rs. 5 each	1,141.00	1,141.00
	1,141.00	1,141.00

Issued, subscribed and paid up

2,23,19,410 (31 March 2020 - 2,23,19,410) equity shares of Rs. 5 each fully paid	1,115.97	1,115.97
	1,115.97	1,115.97

Total

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	223.19	1,115.97	223.19	1,115.97
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	223.19	1,115.97	223.19	1,115.97

(b) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having par value of Rs.5/- per share. Each shareholder is entitled to one vote per share held. Dividend if any declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at 31 March 2023		As at 31 March 2022
	Number of shares	% of holding in the class	Number of shares
Mr. Nandagopal M	10012110	44.85%	10012110
Mohan Breweries and Distilleries Limited	4236440	18.98%	4236440
Arthos Breweries Limited	1615017	7.23%	1615017

(d) Disclosure of Shareholding of Promoters in Equity Shares

Name of the Promoter	Equity Shares held by Promoters as at 31.03.2023		Equity Shares held by Promoters as at 31.03.2022	
	Number of shares	% of holdings to total shares	Number of shares	% of holdings to total shares
Nandagopal M	10012110	44.86	10012110	44.86
Mohan Breweries and Distilleries Limited	4236440	18.98	4236440	18.98
Arthos Breweries Limited	1615017	7.24	1615017	7.24
Arvind Nandagopal	800000	3.58	800000	3.58
Tigher Farms and Enterprises Private limited	5750	0.03	5750	0.03

BINNY LIMITED

(Amount in INR Lakhs, unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
14 Other equity		
Capital Reserve on Demerger	10,287.54	10,287.54
Capital Redemption Reserve	11,721.64	11,721.64
Securities premium reserve (SPR)	1,077.66	1,077.66
Revaluation Reserve	2,302.30	3,759.05
Surplus/(deficit) in the Statement of Profit and Loss	8,688.04	1,305.15
Accumulated Other Comprehensive Income	16.52	14.28
Others	7,343.64	7,343.64
Total other equity	<u>41,437.35</u>	<u>35,508.97</u>
(A) Capital Reserve on Demerger		
Opening balance	10,287.54	10,287.54
Closing balance	<u>10,287.54</u>	<u>10,287.54</u>
(B) Capital Redemption Reserve		
Opening balance	11,721.64	-
Closing balance	<u>11,721.64</u>	<u>11,721.64</u>
(C) Securities Premium Reserve (SPR)		
Opening balance	1,077.66	1,077.66
Closing balance	<u>1,077.66</u>	<u>1,077.66</u>
(D) Revaluation Reserve		
Opening balance	3,759.05	4,453.68
Deletion	-1,456.74	-694.63
Closing balance	<u>2,302.30</u>	<u>3,759.05</u>
(E) Surplus/(Deficit) in the Statement of Profit and Loss		
Opening balance	1,305.15	8,985.46
Add: Net Profit / (loss) for the current year	7,382.89	4,041.33
Less: Transfer to Capital Redemption Reserve	-	11,721.64
Closing balance	<u>8,688.04</u>	<u>1,305.15</u>
(F) Accumulated Other Comprehensive Income		
Opening balance	14.28	9.98
Additions / (Deletion)	2.24	4.30
Closing balance	<u>16.52</u>	<u>14.28</u>
(G) Others (Refer Note below)*		
Opening balance	7,343.64	7,343.64
Additions	Nil	Nil
Closing balance	<u>7,343.64</u>	<u>7,343.64</u>

* Represents net gain on initial recognition of financial assets and financial liabilities from Promoter

BINNY LIMITED

(Amount in INR Lakhs, unless otherwise stated)

Nature and Purpose of Reserves

Capital Reserve

As per sanctioned scheme of arrangement, certain assets and liabilities have been transferred to resulting companies. The reserve denotes the excess of liabilities over assets transferred to the resulting companies. Capital reserve is not available for the distribution to the shareholders.

Securities Premium Reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve will be utilised in accordance with provisions of the Act.

Revaluation Reserve

It has arisen out of revaluation of Land Parcel of the Company. From the Revaluation Reserve, during the demerger, Miscellaneous and P&L Debit balances, in terms of Clause 8.2 of the sanctioned scheme, has been adjusted. Revaluation reserve is not available for distribution to the share holders. During the year revaluation reserve has been reversed to the extent of Rs. 1,456.74 lakhs. The reason for such reversal is partial sale of assets on which the reserve was created.

Retained Earnings [Surplus/(Deficit) in the Statement of Profit and Loss]

This represents accumulation of Profit/ (loss) of all preceding financial year's

	As at 31 March 2023	As at 31 March 2022
15 Non-current borrowings		
Financial Liabilities		
Cumulative Redeemable Preference Shares		
Authorized		
11,80,000 (31 March 2020 - 11,80,000) 9.75% Cumulative Redeemable Preference Shares of Rs.5 each	59.00	59.00
54,20,00,000 (31 March 2020 - 54,20,00,000) 9% Cumulative Redeemable Preference Shares of Rs.5 each	27,100.00	27,100.00
	<u>27,159.00</u>	<u>27,159.00</u>
Issued, Subscribed and fully paid up		
5,48,800 (31 March 2020 - 5,48,800) 9.75% Cumulative Redeemable Preference Shares of Rs.5 each	-	-
23,38,84,055 (31 March 2020 - 23,38,84,055) 9% Cumulative Redeemable Preference Shares of Rs.5 each	-	-
Interest accrued on preference shares at Actual interest rate	-	-
Total (A)	<u>-</u>	<u>-</u>
Term Loans		
From Others (Secured) (Refer Note 15.1)	76.47	84.11
Less: Current maturities of Long Term Debt		
Total (B)	<u>76.47</u>	<u>84.11</u>
Total Non-Current Borrowings (A) + (B)	<u>76.47</u>	<u>84.11</u>

15.1 Repayment Terms and security disclosures for outstanding long term borrowings

Facility of Rs. 87 lakhs from Sundaram finance ltd; balance amount is repayable in 59 equal monthly installments starting from June 2021

Facility of Rs. 9.61 lakhs from Sundaram finance ltd; balance amount is repayable in 47 equal monthly installments starting from December 2021

The above loans are secured by way of Vehicles purchased under the HP

(a) Facility of Rs. 4999.73 lakhs from SPR Constructions Pvt Ltd (Altico Capital India Ltd) repayable in 12 quarterly installments from Mar,2021.

(b) Facility of Rs. 3100.00 lakhs from SPR Management Services Pvt Ltd (JM Financial Credit Solution Limited) repayable in 33 Monthly installments from Oct 2020.

Interest and principal repayment account has been accounted based on loan sanction letters as loans account statement (Altico and JM) and confirmation of balance (Altico) not received from SPR Constructions Pvt Ltd and SPR Management Services Pvt Ltd.

^ Facilities mentioned in (a) and (b) are secured by exclusive charge by way of registered mortgage on the land of the Joint Venture Project.

BINNY LIMITED

(Amount in INR Lakhs, unless otherwise stated)

16 Provisions

	Long term		Short term	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Provision for gratuity (unfunded)	55.11	14.60	27.86	3.59
Provision for Bonus (unfunded)	-	-	-	1.87
Provision for leave encashment (unfunded)	16.09	6.88	16.07	6.59
Total Provisions	71.20	21.48	43.93	12.05

17 Other non-current liabilities

	As at 31 March 2023	As at 31 March 2022
Revenue received in advance (Refer Note 36.5)	38,488.93	49,167.82
Total other long term liabilities	<u>38,488.93</u>	<u>49,167.82</u>

18 Trade payables

Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues of creditors other than micro enterprises and small enterprises*	41.80	43.01
Total trade payables	<u>41.80</u>	<u>43.01</u>

* Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

Trade Payables ageing schedule: As at 31st March, 2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payments				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	10.80	-	31.00	41.80
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
Total	0.00	10.80	0.00	31.00	41.80

19 Other Financials Liabilities

Current Maturity of Long-term Debt	-	-
Interest Accrued but not due	-	-
Other payables	6,969.47	784.89
Dues to Related Party	973.38	973.38
Total financial liability	<u>7,942.85</u>	<u>1,758.28</u>

20 Other current liabilities

Statutory dues payable	89.47	104.29
Other Current Liabilities		
Total other current liabilities	<u>89.47</u>	<u>104.29</u>

21 Current Tax liabilities (net)

Current tax payable	3,755.86	1,685.08
Total Current Tax Liabilities	<u>3,755.86</u>	<u>1,685.08</u>

BINNY LIMITED

(Amount in INR Lakhs, unless otherwise stated)

	31 March 2023	31 March 2022
22 Revenue from operations		
Lease rent	225.12	-
Sale of land	246.00	-
Sale of flats	11,336.71	6,379.39
Sale of shop units	505.26	878.41
Sale of Villa	2,367.81	178.00
Total revenue from operations	14,680.90	7,435.80
23 Other income		
Interest income	3.02	2.83
Other misc income	0.46	17.72
Other Income - Distillery	756.80	-
Interest income on other financial assets carried at amortised cost	-	1,002.33
Total other income	760.27	1,022.88
24 Changes in inventories of stock-in-trade		
Inventories at the beginning of the period		
-Stock-in-Trade (Land)	28,740.29	29,429.13
Add: Purchase of Land - 12.43 Acres	26,765.00	-
Less, Sale of land and UDS proportionate to Flats sold	1,444.76	688.84
Inventories at the end of the period	54,060.54	28,740.29
25 Employee benefits expense		
Salaries, wages, bonus and other allowances	424.53	174.56
Contribution to Provident Fund and ESI	19.37	12.85
Staff welfare expenses	8.60	6.80
Total employee benefits expense	452.50	194.21
26 Finance costs		
Interest on Secured Loan	639.58	1,570.52
Interest - Others	114.19	-
Total finance costs	753.77	1,570.52
27 Other expenses		
Insurance	13.24	4.76
Power and Fuel	14.46	17.09
Repairs and Maintenance - Building	14.07	15.05
Brokerage or Commission Charges	10.00	-
Rates and taxes	0.05	18.02
Payment to Auditors	10.50	10.50
Legal, Professional and consultancy	254.69	215.21
Travelling Expenses	21.13	27.17
Postage, Printing & Stationery	3.43	3.20
Donation & Charity	1.00	50.00
Marketing expenses	1,030.36	223.07
Statutory provisions (CSR)	82.26	41.01
General and Administration Expenses	183.22	29.65
Project Development Expenses	865.04	-
Miscellaneous expenses	2.79	3.30
Total other expenses	2,506.23	658.03

*Note : The following is the break-up of Auditors remuneration (exclusive of service tax / GST)

BINNY LIMITED

(Amount in INR Lakhs, unless otherwise stated)

	31 March 2023	31 March 2022
As auditor:		
Statutory audit	5.90	5.90
In other capacity:		
Taxation matters		
Other matters	4.60	4.60
Total	10.50	10.50
28 Income Tax		
(A) Deferred tax relates to the following:		
Deferred tax assets		
On property, plant and equipment	-	0.76
On Advances to related parties	-	
On others	-	219.66
	<u>-</u>	<u>220.42</u>
Deferred tax liabilities		
On property, plant and equipment	-180.45	11.22
On Advances to related parties		
On others	-	-
	<u>-180.45</u>	<u>11.22</u>
Deferred tax asset, net	<u>-180.45</u>	<u>232.47</u>
(B) Reconciliation of deferred tax assets/ (liabilities) (net):		
Opening balance as of 1 April	3,115.74	1,682.40
Tax liability recognized in Statement of Profit and Loss	4,109.17	1,433.34
Closing balance as at 31 March	<u>7,224.91</u>	<u>3,115.74</u>
(C) Income tax expense		
- Current taxes	4,109.17	1,433.34
Current tax - prior periods	-	538.52
- Deferred tax charge / (income)	-191.67	-1.59
Total	<u>3,917.50</u>	<u>1,970.27</u>
(D) Reconciliation of tax charge		
Profit / (Loss) before tax	9,855.59	5,316.97
Income tax expense at tax rates applicable		
Tax effects of:		
- On account of differential tax rates	-191.67	-1.59
- Permanent Differences	-	-
Income tax expense	<u>-191.67</u>	<u>-1.59</u>

29 Earnings per share

Basic earnings per share amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

BINNY LIMITED

(Amount in INR Lakhs, unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
The following reflects the income and share data used in the basic and diluted EPS computations:		
Profit/(loss) attributable to equity holders	7,382.89	2,352.16
Less: preference dividend after-tax	-	-
Profit/(loss) attributable to equity holders after preference dividend	7,382.89	2,352.16
Add: Interest on convertible preference shares	-	-
Profit / (loss) attributable to equity holders adjusted for the effect of dilution	<u>7,382.89</u>	<u>2,352.16</u>
Weighted average number of equity shares for basic EPS (in lakhs)	223.19	223.19
Basic earnings per share (INR)	26.61	14.99
Diluted earnings per share (INR)	26.61	14.99

30 Employee benefits

(A) Defined Contribution Plans

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss –

Employers' Contribution to Provident Fund and Employee State Insurance (Refer note 25)	19.37	12.85
--	-------	-------

(B) Defined benefit plans

a) Gratuity payable to employees - unfunded	24.45	24.45
b) Compensated absences for Employees - unfunded	14.80	14.80

i) Actuarial assumptions

	Compensated Absence		Employee's gratuity fund	
	As at	As at	As at	As at
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Discount rate (per annum)	6.70%	6.26%	6.80%	6.80%
Rate of increase in Salary	5.00%	5.00%	5.00%	5.00%
Attrition rate	5.00%	5.00%	5.00%	5.00%

ii) Changes in the present value of defined benefit obligation

	Compensated Absence		Employee's gratuity fund	
	As at	As at	As at	As at
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Present value of obligation at the beginning of the year	14.79	14.42	24.44	26.73
Interest cost	0.90	0.90	1.67	1.67
Past service cost	-	-	-	-
Current service cost	0.77	0.77	1.01	1.01
Curtailements	-	-	-	-
Settlements	-	-	-	-
Benefits paid	(1.08)	(1.08)	(0.90)	(0.90)
Actuarial (gain)/ loss on obligations	(0.22)	-0.22	(4.08)	(4.08)
Present value of obligation at the end of the year*	15.16	14.79	22.15	24.44
Non Current	6.88	6.88	14.60	14.60
Current	7.92	7.92	9.85	9.85

*Included in provision for employee benefits (Refer note 16)

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(Amount in INR Lakhs, unless otherwise stated)

iii) Expense recognized in the Statement of Profit and Loss

	Compensated Absence		Employee's gratuity fund	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Current service cost	0.77	0.77	1.01	1.01
Past service cost	-	-	-	-
Interest cost	0.90	0.90	1.67	1.67
Expected return on plan assets	-	-	-	-
Actuarial (gain) / loss on obligations	-	-	-	-
Settlements	-	-	-	-
Curtailments	-	-	-	-
Total expenses recognized in the Statement Profit and Loss*	1.67	1.67	2.69	2.69

*Included in Employee benefits expense (Refer Note 25).

iv) Assets and liabilities recognized in the Balance Sheet:

	Compensated Absence		Employee's gratuity fund	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Present value of unfunded obligation as at the end of the year	15.16	14.79	22.15	24.44
Unrecognized actuarial (gains)/losses	-	-	-	-
Unfunded net asset / (liability) recognized in Balance Sheet*	15.16	14.79	22.15	24.44

*Included in provision for employee benefits (Refer note 16)

v) A quantitative sensitivity analysis for significant assumption as at 31 March 2022 is as shown below:

	Compensated Absence		Employee's gratuity fund	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Impact on defined benefit obligation				
Discount rate				
Present Value obligation at the end of the year	15.16	14.79	22.15	24.44
1% increase	(0.63)	(0.58)	(1.06)	(1.20)
1% decrease	0.69	0.53	1.17	1.36
Rate of increase in salary				
Present Value obligation at the end of the year	15.16	14.79	22.15	24.44
1% increase	0.55	0.51	0.86	1.26
1% decrease	(0.50)	0.56	(0.88)	(1.15)
Withdrawal rate				
Present Value obligation at the end of the year	15.16	14.79	22.15	24.44
25% increase	0.05	-0.05	0.10	0.12
25% decrease	(0.06)	0.05	(0.11)	(0.13)
Mortality rate				
Present Value obligation at the end of the year	15.16	14.79	22.15	24.44
10% increase	-0.00	-0.00	0.00	0.004
10% decrease	0.00	0.00	-0.00	-0.004

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vi) Maturity profile of defined benefit obligation	Employee's gratuity fund	
Year	As at	As at
	31 March 2023	31 March 2022
Less than 5 Years	0.08	17.25
5 - 10 years	81.50	4.10
10 - 15 years	10.47	-
15 - 20 years	7.95	-
More than 20 years	-	-

31 Related Party Disclosures:

(A) Names of related parties and description of relationship as identified and certified by the Company:

i) Entity under common control (Companies in which one or more Directors of the company / their relatives are also Directors)

Mohan Breweries & Distilleries Ltd
Binny Mills Ltd.
Mira Textiles & Industries Limited

ii) Key Management Personnel (KMP)

Mr. M. Nandagopal
Mr. Arvind Nandagopal
Mr. T Krishnamurthy

(B) **Details of transactions with related party in the ordinary course of business for the year ended:**

(i) Entity under common control	Nature of Transaction	As at	As at
		31 March 2023	31 March 2022
Mohan Breweries & Distilleries Ltd (for Purchase of 12.43 Acres of Land)	Interest Income (Net of TDS)	-	700.15 cr
Mohan Breweries & Distilleries Ltd (for Purchase of Windmill)	Interest Income (Net of TDS)	-	201.95 Cr
Interest expense on liability component of convertible preference shares	Interest on Preference shares	-	263.07 Dr
(ii) Key Management Personnel (KMP)			
Compensation of key management personnel			
Short term employee benefit			
Mr. Arvind Nandagopal (Managing Director)	Managerial remuneration	60.05 Dr	62.77 Dr
Mr. T. Krishnamurthy (Director (Finance) & CFO)	Director (Finance) & Chief Financial Officer	60.05 Dr	48.92 Dr

(C) **Amount due to/from related party as on:**

	As at	As at
	31 March 2023	31 March 2022
(i) Entity under common control		
Other financial liabilities		
Binny Mills Ltd.	973.38	973.38
Current Financial assets - Others		
Mohan Breweries & Distilleries Ltd (for Purchase of 12.43 Acres of Land)	2,141.99	28,641.99

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(Amount in INR Lakhs, unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
Other Non-Current assets		
Mohan Breweries & Distilleries Ltd (for Purchase of 7.07 Acres of Land)	10,500.00	14,000.00
Mother Mira Industries Limited	31.33	31.33
Other current assets		
Mohan Breweries & Distilleries Ltd (for Purchase of Windmill)	8,067.98	8,722.81
Trade receivables		
Mira Textiles & Industries Limited	17.46	17.46
(ii) Key Management Personnel (KMP)		
Employee related payables		
Mr. Arvind Nandagopal (Managing Director)	-	44.98

(D) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except for borrowings and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2022: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

32 Ratio Analysis

		31-03-2023	31-03-2022
1	Current Ratio	7.08	19.76
2	Debt Equity Ratio	1.18	1.44
3	Debt Service Coverage Ratio	0.83	0.99
4	Return on Equity Ratio	5.32	3.00
5	Inventory Turn Over Ratio	0.09	0.02
6	Trade Receivables Turnover Ratio	0.02	-
7	Trade Payables Turnover Ratio	0.00	-
8	Net Capital Turnover Ratio	2.76	0.11
9	Net Profit Ratio	0.38	0.45
10	Return on Capital employed	0.25	0.18

33 Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

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(Amount in INR Lakhs, unless otherwise stated)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

	As at 31 March 2023	As at 31 March 2022
Level 1 (Quoted price in active markets)		
Investments in Equity instruments FVTPL	1.01	0.01
Investments in mutual funds FVTPL	89.24	55.55
Financial assets measured at amortized cost		
Trade receivables	-	-
Non-Current Financial assets - Others	-	-
Current Financial assets - Others	2,141.99	27,414.61
Security deposits	-	-
Financial liabilities measured at amortized cost		
Liability component of convertible preference shares	-	26,599.53
Term Loans	76.47	-

The carrying amount of cash and cash equivalents, trade receivables, fixed deposits, trade payables, other payables and short-term borrowings are considered to be the same as their fair values.

34 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no exposure to the risk of changes in market interest rates.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's fixed deposits, interest bearing security deposits and loans are carried at fixed rate. Therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency). The company has no exposure to the risk of changes in foreign exchange rates.

(B) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks.

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(Amount in INR Lakhs, unless otherwise stated)

Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2023 and 31 March 2022 is the carrying amounts as mentioned in Note 6 to 10 excluding Note 7 - Inventories.

(C) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

The table below summarizes the maturity profile of the Company's financial liabilities:

	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
As at 31 Mar 2023					
Short term borrowings	-	-	-	-	-
Long-term borrowings	-	-	76.47	-	76.47
Trade payables	-	-	41.08	-	41.08
Other financial liability	-	6,969.47	973.38	-	7,942.85
	-	6,969.47	1,090.93	-	8,060.39
As at 31 March 2022					
Short term borrowings	-	-	-	-	-
Long-term borrowings	-	-	84.11	-	84.11
Trade payables	12.05	30.96	-	-	43.01
Other financial liability	67.62	717.28	973.38	-	1,758.28
	79.67	748.24	1,057.49	-	1,885.40

35 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing which represents liability component of Convertible Preference Shares and Secured borrowings. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		As at 31 March 2023	As at 31 March 2022
Total equity	(i)	41,437.34	32,157.97
Total debt	(ii)	76.47	26,599.53
Overall financing	(iii) = (i) + (ii)	41,513.82	58,757.50
Gearing ratio	(ii)/ (iii)	0.00	0.45

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2022 and 31 March 2023.

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36.1 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:

Particulars	As at 31 March 2023	As at 31 March 2022
(A) Estimated surcharge on belated payment of Electricity Charges on revision of Tariff rates for the period from 01-12-82 to 31-12-87	25.00	25.00
(B) Income Tax demand for Asst. Year 2008-09 (pending before Hon'ble High Court, Chennai)	19.21	19.21
(C) Wealth-tax Demand from Asst. Year 2011-12 to 2014-15 (pending before AO to give 'Giving Effect Order to CWT (A) Order)	574.73	574.73
(D) Wealth-tax (Re-assessment) Demand from Asst. Year 1993-94 to AY 2000-01 and 2005-06 to 2010-11 (pending before CWT (A), Chennai)	1,823.66	1,823.66
(E) Wealth-tax Demand from Asst. Year 2001-02 to AY 2004-05 (pending before ITAT, Chennai)	717.68	717.68
(F) Income-tax demand for Asst. year 2010-11 (pending before ITAT, Chennai)	0.59	0.59
(G) Income-tax demand for Asst. Year 2014-15 (pending before CIT(A), Chennai)	82.53	82.53
(H) Income-tax demand for Asst. Year 2015-16 (pending before AO to give 'Giving Effect Order to CIT (A) Order)	710.35	710.35
(I) GST Demand Intimation for FY 2017-18 to FY 2022-23	12,756.09	-
(J) Claims against the company not acknowledged as Debts	183.81	183.81
(K) Gurantees excluding Financial Gurantees	NIL	NIL
(L) Other Money for which the company is contingently liable	NIL	NIL
(M) Commitments	NIL	NIL

36.2 Foreign Exchange inflow

NIL

Foreign Exchange outflow

NIL

36.3 Re-assessment of Wealth tax for the AYs 1993-94 to 2000-01 and 2005-06 to 2010-11 was done by the Assessing Officer by re-instating the same demand of Rs. 1823.66 lakhs as was done previously with the mention that the demand is modifiable subject to the outcome of Valuation Report. Appeal against Wealth-tax demand of Rs. 717.68 lakhs pertaining to AY 2001-02 to 2004-05 is pending before 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 12 – Other Current Assets.

37 Provision was not made in the books of accounts of the company for the following disputes pending before authorities considering that the cases shall favour the company.

- (A) The Income-tax demand of Rs. 19.21 lakhs for AY 2008-09 raised by AO was disputed before ITAT and ITAT partly allowed the appeal of the company. However, the Income-tax Department has preferred an appeal before Hon'ble High Court of Madras.
- (B) The Income-tax demand of Rs. 11464.23 lakhs for AY 2010-11, raised by AO was disputed before CIT(A). CIT(A) allowed the appeal in favour of the company and AO has passed the 'Giving effect Order' to the CIT(A) Order. As per the order passed by CIT(A), the tax payable is Rs. 0.59 lakhs. However, the Income-tax department has preferred appeal against the CIT (A) Order.
- (C) The Wealth-tax Assessment for AY 2011-12 to 2014-15 was completed by AO demanding a sum of Rs. 574.73 lakhs. On Appeal to the CWT (A), Chennai, he has partially allowed the appeal. The company is yet to receive 'Giving Effect Order' from the AO for the same.
- (D) The Income-tax demand of Rs.82.53 lakhs for AY 2014-15 raised by AO was received during the financial year 2016-17. Against the demand, the company has appealed before CIT (A), Chennai.
- (E) The AO has raised a demand of Rs. 710.35 lakhs for the AY 2015-16.. On Appeal to CIT(A), Chennai, he has partly allowed the appeal. "Giving Effect Order' is yet to be received.

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- 38 The company has entered in to 'Joint Development Agreement' (JDA) for development of land area of 63.89 acres into a Township. As per JDA the company has received Rs. 25,000 lakhs, as interest free Security Deposit and a sum of Rs. 22441 lakhs has been received from JDA escrow account which are shown under 'Revenue Received in Advance'. Further the company is in the process of reconciliation of this account for any amounts adjustable against the permissible deduction like Marketing fees etc as per the JDA.
- 39 The remaining land held in Fixed Assets has been converted in to Stock-in-trade with effect from 01-12-14. The Fixed Asset value of land includes revaluation addition made during previous years. Some portion of revaluation reserve utilized for write off losses as per the sanctioned scheme of Demerger by the High Court. Hence, the value of Inventory is taken as of the value of Fixed Asset standing as on the date of conversion in to stock-in-trade which is much less than net realizable value.
- 40 Managerial remuneration has been paid as per section 197 of Companies Act, 2013 read with Schedule V of Companies Act, 2013.
- 41 Advance Recoverable from Related Party/Third Party - Rs. 23,201.78 lakhs
- 42 The company has received notices from GST Department asking to pay a sum of Rs. 12,756.09 lakhs consisting of the following demands for the Financial Years from 2017-18 to 2022-23.
1. GST on 40% of the Company Gross Revenue Share from SPR - Binny Project - Rs. 5,883 lakhs
 2. GST on Transfer of Developmental Rights (TDR) for SPR - Binny Projects - Rs.6,752 lakhs
 3. GST on other Miscellaneous Items of Rs. 121.09 lakhs
- As per JDA entered into with M/s. SPR Constructions Pvt Ltd, SPR is totally responsible for the GST liability for total 100% Gross Revenue including our 40% Gross Revenue Share. Hence no Liability will arise in this regard.
- As regards GST on TDR, as per the Legal Consultation there will not be any liability on the company
- Company has already furnished objection letters with the GST Department along with supportings and copies of documents.
- 43 The company has not entered into any long term contracts including derivatives and there are no outstanding obligations, there are no forceable losses on these as at the year end
- 44 The company is liable to spend a sum of Rs. 82.26 Lakhs as per section 135 of the Companies Act 2013 relating to Corporate Social Responsibility for the year ended 31-03-2023.
- Out of this Rs.3.23 lakhs has been paid for a continuous CSR project and the unspent CSR amount Rs.79.03 lakhs has been deposited in the specific bank account opened in Axis Bank.

Corporate Social Responsibility

Rs. In Lakhs

	2022-23	2021-22
1 Amount Required to be spent by Company	82.26	41.66
2 Amount of Expenditure Incurred	-3.23	-41.66
3 Deposited in Unspent CSR Bank account	-79.03	-

- 45 Based on the Supreme Court Judgement dated February 28, 2019, the Company was required to reassess the components to be included in the basic salary for the purposes of deduction of Provident Fund. However, the Company believes that there will be no impact and hence has not provided for any additional liability as on March 31, 2022 in the books of accounts.
- 46 There are no amounts to be transferred to Investor Education and Protection Fund as at the year ended March 31, 2023
- 47 In accordance with Ind AS 108 on "operating segments", the Company operates in two business segments viz. Real Estate business and Distillery w.e.f 09.10.21
- 48 Previous year figures have been regrouped/reclassified to confirm to the figures of current Year.

For and on behalf of the Board of Directors

As per our Report of even date
for M/s **SAGAR & ASSOCIATES**
Chartered Accountants
Firm Regn No 0035105

M. NANDAGOPAL
Managing Director & Executive Chairman
DIN: 00058710
Place: Chennai
Date : 29th November 2023

ARVIND NANDAGOPAL
Director
DIN: 00059009

T. KRISHNAMURTHY
Director (Finance) & CFO
DIN: 02661966

Partner: D. MANOHAR
Membership No. 029644

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