

BINNY MILLS LIMITED

Regd Office : No. 4 , Karpagambal Nagar, Mylapore, Chennai - 600 004. Tamilnadu INDIA

e-mail : binnymills@bmlindia.com
website : www.bmlindia.com

CIN.:L17120TN2007PLC065807

Phone: +91-44-24991518
+91-44-29556340

22.02.2024

To,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001.

Scrip Code: 535620

Dear Sir/Madam,

Re: Intimation as per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

With reference to our intimation letter dated 21.02.2024 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby enclose the revised copy of the Postal Ballot Notice dated 22nd February 2024.

We hereby inform your good office that, the previous submitted postal ballot notice contained minor typographical errors which were inadvertently missed and have been rectified in this revised Postal Ballot Notice.

Please take the above intimation on your records.

Thanking you

Yours faithfully
For Binny Mills Limited



V.R. Venkatachalam
Chairman and Director
DIN: 00037524

Admn. Office: No. 9, Stephenson Road, Perambur, Chennai-600 012.

E-mail: binnymills.chennai@gmail.com binnymillslimited@gmail.com Mobile: +91-9600078319.

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21.02.2024

To,
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Dalal Street, Mumbai 400001.

Scrip Code: 535620

Dear Sir/Madam,

Re: Intimation as per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated 21st February 2024, seeking approval from the Members of the Company through E-voting by way of Special Resolution in respect to the following matter:

1. To Consider and approve to sell 2.76 acres of land situated at No.9 Stephenson Road, Perambur, Chennai – 600012 of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013

The Calendar events for the aforementioned Postal Ballot is attached as an annexure.

Please take the above intimation on your records.

Thanking you

Yours faithfully
For Binny Mills Limited

VENKATACHALAPATHY
ATHY
RAMASAMYUDAYAR
AR
VENKATACHALAM
Digitally signed by
VENKATACHALAPATHY
RAMASAMYUDAYAR
VENKATACHALAM
Date: 2024.02.21
16:44:50 +05'30'

V.R. Venkatachalam
Director
DIN: 00037524



Admn. Office: No. 9, Stephenson Road, Perambur, Chennai-600 012.

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Calendar events of Postal Ballot

S.no	Event	Date
1	Cut-off Date (for sending Notice and eligibility of e-voting)	16 th February, 2024 (Friday)
2	Date of completion of despatch of Postal Ballot Notice	21 st February, 2024 (Wednesday)
3	Start of e-voting (date & time)	24 th February, 2024 (Saturday)
4	End of e-voting (date & time)	24 th March, 2024 (Sunday)
5	Date of submission of results of Postal Ballot	On or before 26 th March, 2024 (Tuesday)

VENKATCHALAPAT¹ Digitally signed by
HY VENKATCHALAPATHY
RAMASAMYUDAYAR² RAMASAMYUDAYAR
VENKATCHALAM³ Date: 2024.02.21 16:45:09
VENKATCHALAM v05'30



Admn. Office: No. 9, Stephenson Road, Perambur, Chennai-600 012.

E-mail: binnymills.chennai@gmail.com binnymillslimited@gmail.com Mobile: +91-9600078319.

BINNY MILLS LIMITED
 CIN: L17120TN2007PLC065807
 Regd. Office: No.4, Karpagambal Nagar, Mylapore, Chennai 600004

NOTICE OF POSTAL BALLOT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Saturday, February 24, 2024 at 9:00 a.m. (IST)	Sunday, March 24, 2024 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given to the Equity Shareholders (“Members”) of Binny Mills Limited (“Company”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Management Rules”) and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings (“SS-2”) read with the General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (together “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (together “SEBI Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto (“SEBI Listing Regulations”), the resolution appended below is proposed to be passed as a Special Resolution by way of a postal ballot (“Postal Ballot”) through remote electronic voting process (“remote e-voting/e-voting”).

In accordance with Section 101 of the Act read with Rule 18 of the Rules and in compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 16, 2024 (“Cutoff Date”). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, Members can vote only through the remote e-voting. Accordingly, the Company is

pleased to offer a remote e-voting facility to all its Members to cast their votes electronically and has engaged the services of Central Depositories Services (India) Limited (“CDSL”) for facilitating the e-voting process. The Notice is also available on the website of the Company at <https://bmlindia.com/>.

Members are requested to read the instructions in the notes under the section “Instruction for shareholder for Remote e-voting” in this postal ballot notice to cast their vote(s) electronically. Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. IST on Sunday, March 24, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. The explanatory statement under Section 102(1) of the Act (“Explanatory Statement”) setting out the material facts concerning the proposed resolution and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company has appointed M/s. SPNP & Associates, Practicing Company Secretary (CP No. 3310) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his consolidated Scrutinizer Report of the total votes cast in favor or against, if any, to the Chairman cum Director, upon completion of the scrutiny of the votes cast through remote e-voting. The voting results along with the Scrutinizer Report shall be declared on or before Tuesday, March 26, 2024. The voting results along with the Scrutinizer’s Report shall be placed on the website of the Company, viz. <https://bmlindia.com/> and also on the website of CDSL viz., www.evotingindia.com in addition to being communicated to the Stock exchange i.e. BSE Limited at www.bseindia.com.

The resolution, as set out herein below, if passed by the requisite majority, will be deemed to have been passed on the last day of the Postal Ballot remote e-voting period i.e., Sunday, March 24, 2024, as if the same have been passed at a General Meeting of the Members convened in that behalf.

Special Business:

1. Sale of land under Section 180 (1) (a) of the Companies Act, 2013.

To Consider and approve to sell 2.76 acres of land situated at No.9 Stephenson Road, Perambur, Chennai – 600012 of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution:**

- A. “RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), other acts and rules as may be applicable and the enabling provisions in the clause B(4) of the Memorandum of Association of the Company, approval and consent of the members of the Company be and is hereby accorded to the Board of Directors to sell and transfer the land of 2.76 acres situated at No.9 Stephenson Road, Perambur, Chennai – 600012 in the manner that the Board may deem fit in the interest of the Company, to the potential buyer(s) on prevailing

market value towards its consideration, on such terms and conditions as may be deemed fit by the Board without further recourse to general meeting.”

- B. **“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers, and writings that may be required, on behalf of the Company and to decide the time, mode, manner, extent of tranches, if required and other terms and conditions including negotiating and finalising the terms of sale as may be necessary, for and on behalf of the company.”
- C. **“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and further to do all acts, deeds, matters and things and to execute all documents and writings as may be necessary, proper or desirable or expedient to give effect to the above resolutions”

By Order of the Board of Directors
For Binny Mills Limited

Sd/-
K. Aarthi
Company Secretary

Registered Office:
No.4, (Old No.10) Karpagambal Nagar,
Mylapore, Chennai 600 004.
CIN: L17120TN2007PLC065807
E mail Id: binnymills@bmlindia.com

Date: 22.02.2024
Place: Chennai

NOTES:

1. The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) and Secretarial Standards on General Meetings (“SS-2”) setting out material facts are appended herein below.
2. M/s. SPNP & Associates, Practicing Company Secretary (CP No. 3310) has been appointed as the Scrutinizer for conducting the postal ballot only through the remote e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on Friday, 16th February 2024 (“Cut-off date”) and whose e-mail IDs are registered with the Company/ Depositories.
4. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process and physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depositories Services (India) Limited (“CDSL”) for facilitating e-voting to enable the Members to cast their votes electronically.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/ RTA. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at <https://bmlindia.com/> at its weblink i.e. <https://bmlindia.com/sebi.html> and websites of the stock exchange, i.e., BSE Limited (“BSE”) at www.bseindia.com and on the website of CDSL at www.evotingindia.com
7. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolution, shall be available for inspection from 10:00 A.M. to 12:00 Noon on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of remote e-voting by the Members.

8. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) as on **Friday, 16th February 2024**. The Members whose name appears in the Register of Members/ list of Beneficial Owners as of **Friday, 16th February 2024** being the cut-off date, are entitled to vote on the Resolution set forth in this Postal Ballot Notice.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, 16th February 2024**, being the cut-off date fixed for the purpose.
10. The voting through electronic means will **commence on, Saturday, February 24, 2024 at 9:00 a.m. (IST) and will end on Sunday, March 24, 2024 at 5:00 p.m. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
11. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
12. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (“RTA”), M/s Cameo Corporate Services Ltd by clicking the link: <https://investors.cameoindia.com>. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
13. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated, and shall be hosted at the Company’s website at <https://bmlindia.com/>.
14. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot e-voting process will be declared on or before Tuesday, March 26, 2024, at the Registered Office of the Company. The result of the Postal Ballot (including e-voting), along with the Scrutinizer’s Report will be posted on the Company’s website <https://bmlindia.com/>.
15. The result of the Postal Ballot shall be communicated to the Stock Exchange where the equity shares of the Company are listed. The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, March 24, 2024, being the last date specified by the Company for remote e-voting.
16. The resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

17. The Company has designated an exclusive Email ID binnymillslimited@gmail.com for redressal of Members complaints/grievances. For any investor related queries, you are requested to write to us at the above Email ID.
18. 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, Marathon Futurex, 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.
19. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 24th February, 2024 at 9.00 a.m and ends on 24th March, 2024 at 5.00 p.m During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th February, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 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 Depository	<ol style="list-style-type: none"> 1) 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) 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. The 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

	<p>progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) 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. 2) 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 3) 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.
<p>Individual Shareholders (holding securities in demat mode) login through</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.</p>

their Depository Participants (DP)	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.
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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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) 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.

6) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Binny Mills Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; binnymillslimited@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 binnymillslimited@gmail.com or investor@cameoindia.com.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1:

Pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Therefore, Members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution from the shareholders to negotiate and sell a part of the fixed assets belonging to Binny Mills Limited comprising approximately 2.76 acres of land situated at No.9 Stephenson Road, Perambur, Chennai – 600012 on such terms and conditions as the Board may deem fit.

The part of 2.76 acres of land are encroached by other real estate agent. The Company has taken necessary steps by sending communication and notices. Irrespectively, the encroachment is being done which is consecutively affecting the value of land. As the litigation process cost is so high and it's time-consuming, the Board decided to sell the land to the potential buyer(s) on prevailing market value towards its consideration.

The sale of such part of fixed asset in Perambur belonging to Binny Mills Limited, may deemed to be considered as sale or disposal of part an undertaking under the provisions of Section 180 (1) (a) of the Companies Act, 2013.

The Company in their Board meeting held on 12th February, 2024 has accorded "In-principle" approval for such sale of a building situated at No.9 Stephenson Road, Perambur, Chennai – 600012, subject to approval of members, provided that transfer/sale procedure to be held in a fair and transparent manner, in the interest of the Company.

The Board is of the opinion that the proposed sale is in the overall best interest of the Company and recommends the passing of the resolution as set out in the accompanying notice as a special resolution by the members of the Company.

None of the Directors / Key Managerial Personnel/Managers of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding/directorship, if any
