THIRTEENTH ANNUAL GENERAL MEETING OF BINNY MILLS LIMITED PROCEEDINGS

The Thirteenth Annual General Meeting of Binny Mills Limited was held on 25th September 2020 at 03.30 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The following directors were present at the Meeting:

1. Shri V. Rajasekaran  
   Managing Director
2. Shri M. Parthasarathi  
   Independent Director
3. Shri S. Varatharajan  
   Independent Director
4. Shri S. Natarajan  
   Director

The following invitees were present at the Meeting:

1. Shri. N. Sowrirajan  
   Statutory Auditor
2. Shri. K. Elangovan  
   Secretarial Auditor
3. Shri. P. Sriram  
   Scrutinizer

Ms. S. Sahana, Company Secretary of the Company was present at the meeting.

The meeting was attended by 38 members through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Since Shri. V. R. Venkataachalam, Chairman, was not present at the meeting, Shri. V. Rajasekaran, Managing Director took the Chair of the meeting and conducted the proceedings. After ascertaining that the requisite quorum of members were present through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), Chairman proceeded with the conduct of the business of the meeting.

Chairman stated that the 13th Annual Report for the year 2019-2020 containing the Notice calling the 13th Annual General Meeting of the Company has already been sent to the members who has registered their email ID with the RTA/ Company and that with consent of the members present, it was taken as read.

Chairman stated that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided electronic voting facility to its members to cast their votes by remote e-voting (e-voting) on the resolutions moved in at the meeting. The Company has availed the e-voting services as provided by Central Depository Services (India) Limited (CSDL).
The Company has appointed Mr. Sriram Parthasarathy, Company Secretary in Practice, Chennai, as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The voting rights of Members shall be one vote for every equity share held by the members as on the cut-off date which is 18th September, 2020. Notice of the 13th Annual General Meeting was sent to all the Members, whose email ID were registered with the RTA as on 28th August, 2020.

E-voting by members was open to vote for three days viz., from Tuesday, the 22nd September, 2020 at 9.00 a.m. (IST) to Thursday, 24th September 2020 at 5.00 p.m. (IST). Members who have not already cast their vote by remote e-voting was provided with the same facility during the meeting.

On the basis of Scrutinizer's Report for the e-Voting dated 25th September, 2020, the chairman announced the Results of e-Voting stating that all the resolutions were passed with requisite majority.

The resolutions as set out in the Notice of the 13th Annual General Meeting of the Company that were duly approved by the members with requisite majority are recorded hereunder as the part of the proceedings of the 13th Annual General Meeting.

1. To receive, consider and adopt the Balance Sheet as at 31st March 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.

The following resolution was passed as an ordinary resolution:

"RESOLVED THAT the Balance Sheet as at 31st March 2020 and the Statement of Profit and Loss for the year ended on that date, the statement of changes in equity for the year ended on that date and the Cash Flow Statement for the year ended 31st March 2020 and the Directors' Report and the Auditors' Report thereon, placed before the meeting, be and are hereby approved and adopted."

2. To appoint a Director in place of Smt. V. Samyuktha (DIN: 02691981), who retires by rotation under section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary resolution.

The following resolution was as an ordinary resolution:

"RESOLVED THAT Smt. V. Samyuktha (DIN: 02691981), Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Since the next item of business pertains to the reappointment of Shri. V. Rajasekaran as Managing Director of the Company, he stepped down as Chairman and Shri. Parthasarathi, Director, took over as Chairman for the conduct of this item of business.
3. To reappoint Shri. V. Rajasekaran (DIN: 00037006) as the Managing Director of the Company for a further period of five years and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

The following resolution was passed as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force, and subject to any other approvals as may be required, the consent of the members of the Company be and is hereby accorded for re-appointment of Shri. V. Rajasekaran (DIN: 00037006) as the Managing Director of the company for a further period of five years with effect from 12th May, 2020."

"RESOLVED FURTHER THAT the Board of Directors or any of its Committee be and hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution"

On the passing of this resolution Shri. V. Rajasekaran, Managing Director, resumed as Chairman of the Meeting.

Chairman thanked the Members present for their active participation and announced that the meeting shall stand concluded. The meeting ended at 4.15 P.M. with a vote of thanks to the Chair.

For Binny Mills Limited

[Signature]
Company Secretary
CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies
(Management and Administration) Rules, 2014)

To,
THE CHAIRMAN OF 13TH ANNUAL GENERAL MEETING
BINNY MILLS LIMITED,
HAVING REGISTERED OFFICE AT:
NO.4(OLD NO.10)
KARPAGAMBAL NAGAR,
MYlapore,
CHENNAI-600004.

THIRTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BINNY MILLS LIMITED HELD ON FRIDAY 25TH SEPTEMBER, 2020 AT 3.30P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC"/OAVM")

In light of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and MCA circulars, the AGM of the Company was held through VC/OAVM and the facility to appoint proxy(ies) to attend and cast vote for the members was not made available at this AGM. Members were given the option of voting via remote e-voting and e-voting at the meeting as detailed in the Notice of the AGM and the Members who attended the meeting through VC/OAVM were counted for the purpose of reckoning the quorum under Section 103 of the Act.

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman

P Sriram & Associates
Practising Company Secretaries
I, P. Sriram, Proprietor of P. Sriram & Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of BINNY MILLS LIMITED, CIN:L17120TN2007PLC065807 ("the Company") for the purpose of voting by electronic means (remote e-voting) and was also appointed as the scrutinizer for the purpose of e-voting at the Company’s Annual General Meeting held on 25th September, 2020 ("AGM") through video conferencing / other audio visual means pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and pursuant to the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice of AGM dated 30th July, 2020.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means i.e. by remote e-voting and e-voting at the AGM through VC/OAVM for the resolutions contained in the Notice. My responsibility as scrutinizer is restricted to ensure conduct of remote e-voting and e-voting at the AGM in fair and transparent manner and to make a Consolidated Scrutinizer’s Report of the votes cast ‘For’ or ‘Against’ the resolutions stated in the Notices.

**Report on scrutiny:**

1. The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting and e-voting at the AGM.

2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 18th September, 2020.

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, 22nd September, 2020 (9:00 Hours IST) till Thursday, 24th September, 2020 (17:00 Hours IST) preceding the date of the AGM.

4. As on the cut-off date i.e. 18th September, 2020, there were 8,685 Shareholders.

5. At the end of remote e-voting period on September 24, 2020 at 5:00 PM, voting portal of CDSL was blocked forthwith.

6. 38 Shareholders attended the AGM through VC/OAVM and were counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. After the conclusion of the AGM on Friday, September 25, 2020 at 04:15 PM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr. Ganeshram.

8. The voting records of votes cast at the AGM and remote e-voting records were reconciled with the records maintained by M/s. Cameo Corporate Services Limited the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on remote e-voting as well as voting at the AGM through VC/OAVM.

9. The total votes casted in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman
CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS AND E-VOTING AT THE AGM IS AS UNDER:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

<table>
<thead>
<tr>
<th>Voting</th>
<th>Voted in favour of the resolution</th>
<th>Voted against the resolution</th>
<th>Votes invalid</th>
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</thead>
<tbody>
<tr>
<td>Through E-voting at AGM</td>
<td>-</td>
<td>Through E-voting at AGM</td>
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</tr>
<tr>
<td>Number of Members voted</td>
<td>1</td>
<td>20</td>
<td>-</td>
</tr>
<tr>
<td>Number of Votes Cast by Members</td>
<td>5</td>
<td>22,96,271</td>
<td>-</td>
</tr>
<tr>
<td>% of total number of valid votes cast</td>
<td>100%</td>
<td>99.99%</td>
<td>0.01%</td>
</tr>
</tbody>
</table>

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favor –99.99%

Percentage of Votes against –0.01%

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman
ITEM NO:2: AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN THE PLACE OF SMT.V.SAMYUKTHA (DIN: 02691981), WHO RETIRES BY ROTATION UNDER SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

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<tr>
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<td>Through E-voting at AGM</td>
<td>Through remote e-voting</td>
<td></td>
</tr>
<tr>
<td>Number of Members voted</td>
<td>1</td>
<td>20</td>
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<td>100%</td>
<td>99.99%</td>
<td>-</td>
</tr>
</tbody>
</table>

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favor – 99.99%

Percentage of Votes against – 0.01%

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman
ITEM NO.3: AS AN ORDINARY RESOLUTION

TO RE-APPOINT SHRI. V. RAJASEKARAN (DIN 00037006) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF FIVE YEARS

<table>
<thead>
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<tr>
<td>Number of Members voted</td>
<td>1</td>
<td>20</td>
<td>-</td>
</tr>
<tr>
<td>Number of Votes Cast by Members</td>
<td>5</td>
<td>22,96,255</td>
<td>-</td>
</tr>
<tr>
<td>% of total number of valid votes cast</td>
<td>100%</td>
<td>99.99%</td>
<td>-</td>
</tr>
</tbody>
</table>

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favor – 99.99%

Percentage of Votes against – 0.01%
10. It is to be noted that
   a. The shareholders/members who abstained from voting on specific resolutions under remote e-voting and e-voting at the AGM were not considered for reckoning valid votes.
   b. There were no invalid votes cast.
   c. The shareholders/members who have voted by way of remote e-voting and voted through e-voting at the AGM, then votes cast by him/her by way of remote e-voting were only considered.
   d. The shareholders/members who have voted through e-voting at the AGM made available during the AGM but did not participate in the meeting through VC/OAVM then the votes cast by the shareholders were considered as invalid as e-voting during the meeting was available only to shareholders attending the meeting.

11. Based on the voting reported in the above table, all resolutions are passed with requisite majority, I request the Chairman of the AGM to announce the results accordingly.

12. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed herewith.

13. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

P. Sriram
Practicing Company Secretary
Membership No: F4862
Certificate of practice No: 3310
UDIN: F004862B000780439

Date: 26.09.2020
Place: Chennai

SIGNATURE OF THE CHAIRMAN OF THE MEETING:
Date: 26.09.2020
Place: Chennai