

BINNY MILLS LIMITED

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

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

01.10.2022

Dear Sir/Madam,

Sub: Outcome of 15th Annual General Meeting held on 30th September 2022.

We hereby inform that the 15th Annual General Meeting of Binny Mills Limited was held on 30th September 2022 at 3.00 P.M. through Video Conferencing ("VC") facility having the registered office of the Company at No.4, Karpagambal Nagar, Mylapore - 600004 at 3.00 P.M. as deemed venue for the meeting. In this regard we are enclosing herewith the following:

1. Summary of the proceedings of the Fifteenth Annual General Meeting of Binny Mills Limited.

We request you to take the above on record.

Thanking you,

Yours faithfully,
For **Binny Mills Limited**

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RAJASEKARAN
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VAITHINATHAN
RAJASEKARAN
Date: 2022.10.01
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V. Rajasekaran
Managing Director

Encl: a/a

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

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FIFTEENTH ANNUAL GENERAL MEETING OF BINNY MILLS LIMITED PROCEEDINGS

The Fifteenth Annual General Meeting of Binny Mills Limited was held on 30th September 2022 at 03.00 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. Natarajan | Director |
| 4. Shri S. Varatharajan | Independent 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 of the meeting |

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

The meeting was attended by 41 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 15th Annual Report for the year 2021-2022 containing the Notice calling the 15th 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 23rd September, 2022. Notice of the 15th Annual General Meeting was sent to all the Members, whose email ID were registered with the RTA as on 2nd September, 2022.

E-voting by members was open to vote for three days viz., from Tuesday, the 27th September, 2022 at 9.00 a.m. (IST) to Thursday, 29th September 2022 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 1st October, 2022, the chairman of the meeting 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 15th 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 15th Annual General Meeting.

1. To receive, consider and adopt the Balance Sheet as at 31st March 2022 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 2022 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 2022 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 Shri V.R.Venkataachalam (DIN 00037524), who retires by rotation under section 152(6) of the Companies Act, 2013 and being eligible, offers himself 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 Shri. V.R.Venkataachalam (DIN 00037524), Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint Auditors and fix the remuneration for them.

In this context 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Ramesh & Ramachandran, Chartered Accountants, Chennai (Firm Registration No. 002981S) be and are hereby appointed as the Auditors of the Company (in place of M/s. N S R & Co., Chartered Accountants, Chennai, (Firm Registration No. 010522S), retiring Auditor, whose tenure expires at the conclusion of the ensuing Annual General Meeting) at the remuneration of Rs.1,50,000/- (Rupees one lakh fifty thousand only) exclusive of The Goods and Service tax and out of pocket expenses for the financial year 2022-23;

RESOLVED FURTHER THAT M/s Ramesh & Ramachandran, Chartered Accountants, if appointed as the Auditors of the Company, shall hold office from the conclusion of this 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company for conducting the audit of the Company for a term of five years commencing from 1st April, 2022;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Special Business:

4. Regularization of Shri N. Prasanna (DIN: 01684876) as Director of the company.

In this context to consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act 2013 ("the Act") and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and other applicable laws, Shri N. Prasanna (DIN: 01684876), who was appointed as an Additional Director of the Company with effect from 13th August 2022 by the Board of Directors pursuant to Section 161 of the Act as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

5. Approval of grant of loan to TCP Limited pursuant to Sections 185 and 186 of Companies Act, 2013.

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on 17.05.2022 and pursuant to the provisions of Sections 185 and 186 and all other applicable provisions of the Companies Act, 2013 read with relevant rules framed thereunder as amended from time to time, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to grant loan ("Proposed Loan") to TCP Limited (hereinafter referred as "borrowing company"), in which the directors(s) of the company is interested in, to an extent of Rs. 10,00,00,000/- (Rupees Ten Crores only), in one or more tranches, to be utilized by the borrowing company for its principal business activities and such other matters connected and incidental thereto, and such other terms and conditions as agreed between the parties;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary, negotiate, finalise or modify the terms and conditions applicable for the aforesaid loan and to take all necessary steps, to execute all such documents, deeds, instruments and writings and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary and suitable."

6. Approval of grant of loan to TCP Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on 17.05.2022 and pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to grant loan ("Proposed Loan") up to Rs. 10,00,00,000/- (Rupees Ten Crores only), in one or more tranches, to TCP Limited (hereinafter referred as "borrowing company"), a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR for the business activities of the borrowing company on such terms and conditions as may be mutually agreed between the Company and TCP Limited.;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary, negotiate, finalise or modify the terms and conditions applicable for the aforesaid loan and to take all necessary steps, to execute all such documents, deeds, instruments and writings and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary and suitable".

Note:

Based on the voting results and Scrutinizer report dated 1st October 2022, all resolutions were passed with requisite majority except for the Resolution No: 1, "TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON".

The resolution was not passed with requisite majority by the shareholders of the Company.

Chairman thanked the Members present for their active participation and announced that the meeting shall stand concluded. The meeting ended at 3:17 P.M. with a vote of thanks.

For Binny Mills Limited

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V. Rajasekaran
Managing Director