

BINNY MILLS LIMITED

16th Annual General Meeting
will be held through Video Conferencing /
Other Audio Visual Means on
Friday, 15th September 2023
at 3.30 P.M. at the
Deemed Venue at
No.4, Karpagambal Nagar,
Mylapore, Chennai 600004

SIXTEENTH ANNUAL REPORT 2022 - 2023

BINNY MILLS LIMITED

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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. The e-voting period is from **12th September 2023 at 9 A.M. to 14th September 2023 at 5 P.M.** Please refer Note No.29 of the Notice for procedure for remote e-voting. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of **8th September 2023**, may cast their vote by remote e-voting. Please refer Note No.29 of the Notice for attending through Video Conferencing / Other Audio Visual Means.

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BINNY MILLS LIMITED

Corporate Identity Number [CIN]: L17120TN2007PLC065807

BOARD OF DIRECTORS

	DIN	
Shri V. R. Venkataachalam	00037524	Chairman and Director
Shri V. Rajasekaran	00037006	Managing Director (Till 04.11.2022)
Shri V. Sengutuvan	00053629	Director
Smt. V. Samyuktha	02691981	Director – Woman Director
Shri S. Natarajan	00155988	Director (Till 03.10.2022)
Shri S. Varatharajan	01819133	Independent Director
Shri M. Parthasarathi	03209175	Independent Director
Shri N. Jaiganesh	06969618	Independent Director
Shri N. Prasanna	01684876	Director (From 13.08.2022)

Registered Office:

TCP Sapthagiri Bhavan
No.4 (Old No.10)
Karpagambal Nagar,
Mylapore, Chennai 600 004.

Works:

No.9, Stephenson Road,
Perambur, Chennai 600 012.

Showrooms:

No.101 & 102, Andrews Building,
M G Road, Bangalore - 560 001.
Karnataka

No. 1/3, FKCCI Building,
K.G. Road, Bengaluru - 560 009.
Karnataka

Auditors:

Ramesh & Ramachandran.,
Chartered Accountants
Old no. 29/3, New no. 39,
Viswanathapuram Main Road,
Kodambakkam, Chennai 600 024.

Registrar and Share Transfer Agent:

Cameo Corporate Services Limited

“Subramanian Building”,
No.1, Club House Road,
Chennai 600 002.
Phone : 044 28460390 (5 lines)
Fax: 044 28460129
E-mail: investor@cameoindia.com

Internal Auditors:

Sankaran & Krishnan

Chartered Accountants
11/23, Komalam,
1st Main Road,
R.A. Puram,
Chennai 600 028.

Management:

Shri V.R. Venkataachalam,
Chairman and Director
Ms. S. Sahana,
Company Secretary (Till 30.06.2023)
Mrs. K. Aarthi,
Company Secretary (From 07.07.2023)

Listed at:

BSE Ltd.

Bank:

Indian Bank

East Abhiramapuram Branch,
Chennai - 600 004

Canara Bank

Chickpet Branch, Bengaluru - 560 011

Binny Mills Limited

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of Binny Mills Ltd (the Company) will be held on **Friday, the 15th September 2023 at 03:30 P.M.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility to transact the following business:

Ordinary Business of 15th AGM:

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.

Ordinary Business of 16th AGM:

2. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
3. To appoint a Director in place of Shri V. Sengutuvan (DIN: 00053629), 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**.

"RESOLVED THAT Shri V.Sengutuvan (DIN: 00053629), Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors
For Binny Mills Limited

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 : 11th August 2023
Place : Chennai

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/ 2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and read with General Circular No. 10/2022 dated 28th December 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.
2. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 16th AGM of the Company is being held through VC / OAVM. The deemed venue for the 16th AGM shall be the Registered Office of the Company at No.4, Karpagambal Nagar, Mylapore, Chennai 600004.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 16th AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this 16th AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 16th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, 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/EGM through VC/OAVM and cast their votes through e-voting.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing's body resolution/authorization etc., authorizing their representative to attend the 16th AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to sriram@prowiscorporate.com and may also upload the same at www.evotingindia.com.
5. Brief details of Shri V. Sengutuvan (DIN:00053629), who is being re-appointed, is annexed hereto, as per the requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
6. At the 15th AGM held on 30th September, 2022 Members approved the appointment of M/s. Ramesh & Ramachandran, Chartered Accountants, (Firm Registration No.002981S) as the Auditors of the Company for a period of 5 years to hold office from the conclusion of 15th AGM till the conclusion of the 20th AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of the auditors at the 16th AGM.

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7. Notice is also given that pursuant to section 91 of the Companies Act, 2013, and Rule 10 of the Companies (Management and Administration) Rules, 2014, as amended, that the **Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 9th September 2023 to Friday, 15th September 2023 (both days inclusive)** for the purpose of the 16th AGM.
8. The facility of joining the 16th AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the 16th AGM, i.e., from 03.15 p.m. to 03.45 p.m. and will be available for atleast 1,000 members on a first-come first-served basis. This rule, however, would not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 16th AGM along with the Annual Report 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 F.Y. 2022-23 will be available on the Company's website www.bmlindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) viz., www.evotingindia.com.
10. Further, those Members who have not registered their email addresses may temporarily get themselves registered with Company's Registrar and Share Transfer Agent, M/s Cameo Corporate Services Ltd by clicking the link: <https://investors.cameoindia.com>, fill in the details and submit for receiving the Annual Report for F.Y. 2022-23 also containing the Notice of the AGM. However, shareholders holding shares in demat form may get their e-mail address registered or updated with their Depository Participant.
11. Members attending the 16th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 8th September 2023 being Cut-off Date.
13. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. 8th September 2023, may obtain the login ID and password by sending a request to CDSL at www.evotingindia.com or to the RTA at investors@cameoindia.com.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 16th AGM.
15. Since the 16th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. The Statutory Registers will be available for inspection by the members at the registered office of the Company during business hours, except on holidays, up to and including the date of the Annual General Meeting of the Company.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in

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physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Share Transfer Agents, M/s Cameo Corporate Services Ltd. for assistance in this regard.

18. As required by Rule 18(3) of the Companies (Management & Administration) Rules, 2014, members are requested to provide their e-mail address to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time. Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant(s) (DP) in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the RTA in case the shares are held by them in physical form.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them in the Company. Nomination forms can be obtained from the Registrar and Share Transfer Agents (RTA) of the Company viz, Cameo Corporate Services Ltd. Members holding shares in dematerialized form may approach their respective Depository Participants (DPs) to avail and/or effect any change in the nomination facility. **Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company.**
22. M/s Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No.1, Club House Road, Chennai 600 002. Phone: 044-2846 0390 to 2846 0394 is the Company's Registrar and Share Transfer Agent for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Demat form, members may send requests or correspond through their respective DPs.
23. As provided in Rule 18(2) of the Companies (Management & Administration) Rules, 2014, **the notice of the meeting has been sent by e-mail to those shareholders whose registered e-mail address is available with the Company/RTA.**
24. Regulation 36(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that a listed company shall send soft copies of full annual report to all those shareholders who have registered their e-mail address for the purpose. Accordingly, **the Company has sent by e-mail the soft copy of the Annual Report to those shareholders whose registered e-mail address is available with the Company.**
25. The Annual Report of the Company sent to the members will be made available on the Company's website www.bmlindia.com. The physical copies of the documents pertaining to the items of business

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transacted at the Annual General Meeting will be available for inspection at the Registered Office of the Company during normal business hours on working days.

26. Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provide that every listed company shall provide to its members facility to exercise their right to vote at general meetings by electronic means. A member may exercise his right to vote at any general meeting by electronic means and company may pass shareholders' resolutions by electronic voting system (e-voting) in accordance with the aforesaid provisions.
27. The members may exercise their right to vote on the resolutions to be passed at this Annual General Meeting by remote e-voting. The Company may pass shareholders' resolutions by remote e-voting in accordance with the aforesaid provisions.
28. The Board of Directors has appointed Shri P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai, as the Scrutinizer for conducting the electronic voting (e-voting) process in accordance with the provisions of the Act and Rules made there under in a fair and transparent manner and he has consented to act as such.
29. **Voting by remote e-voting or by e-voting system on the day of the 16th AGM:**

The business set out in this Notice shall be conducted through electronic means by remote e-voting. 'Remote e-voting' means the facility of casting votes by a member using an electronic voting system from a place other than the venue of the 16th Annual General Meeting.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA and SEBI circulars, the Company is pleased to provide to its members the facility to exercise their right to vote on the resolutions set out in the Notice for the 16th Annual General Meeting by remote e-voting and e-voting during the meeting. Please note that only e-voting facility is provided. Since the AGM is held through Video Conferencing (VC) / Other Audio Visual Means (OAVM), the facility for voting through ballot paper shall not be made available at the meeting venue as members are not required to be physically present at the AGM Venue. Members attending the meeting through VC / OAVM and who have not already cast their vote by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system available during the 16th AGM.

For the purpose of e-voting, the Company has entered into an agreement with the Central Depository Services (India) Ltd (CDSL) for facilitating e-voting, as the authorised e-voting agency, to enable the shareholders to cast their votes electronically. The facility of casting votes by a member using remote e-voting as well as through the e-voting system on the day of the AGM will be provided by CDSL.

The process and manner of remote e-voting, e-voting during the AGM, the time schedule and the time period during which votes may be cast by remote e-voting, details about the log-in ID and the process and manner of generating or receiving the password and for casting of vote in a secure manner:

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I. The procedure and instructions for the voting through remote e-voting are as follows:

- (i) The remote e-voting period begins on **12th September 2023 at 9 A.M.** and ends on **14th September 2023 at 5 P.M.** During this period members of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date of 8th September 2023**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be entitled to change it subsequently or cast the vote again.
- (ii) The Company provides only remote e-voting facility and those members who have not cast their vote by remote e-voting by **14th September 2023 at 5 P.M.** shall not be entitled to vote by remote e-voting thereafter but may vote through the e-voting system on the day of the AGM.
- (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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 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.

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	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022-23058738 and 22-23058542-43.
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

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in demat form & physical shareholders.**

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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) Members 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 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 Members holding shares in Demat Form other than individual and for Members holding shares in physical form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by the Company / RTA in the PAN field or contact the Company / RTA. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account in order to login. 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 as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password

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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 Members 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 of Binny Mills Ltd.
- (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 Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Note for Non – Individual Shareholders and Custodians – Remote Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves 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 depository account(s) / folio numbers on which they wish to vote.
 - 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.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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; binnymills@bmlindia.com and binnymillslimited@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

II. Process for those Shareholders whose e-mail addresses are not registered with the Depositories for obtaining the Login credentials for e-voting for the Resolutions proposed in this Notice:

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 Aadhaar Card) by email to binnymills@bmlindia.com and binnymillslimited@gmail.com or agm@cameoindia.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participants (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.

III. The procedure and instructions for the voting through the e-voting system on the day of the 16th AGM are as follows:

- (i) The procedure for e-Voting on the day of the 16th AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the 16th 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 16th AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the 16th 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 through VC/OAVM facility.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the 16th AGM, however, they will not be eligible to vote at the 16th AGM.

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30. **Instructions for shareholders attending the 16th AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM):**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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 are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders who would like to express their views/ask questions on the items of business to be transacted at the 16th AGM, during the 16th the AGM, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number to binnymills@bmlindia.com. The Speaker registration shall commence from Monday, the 4th September 2023 at 9 A.M. and shall close on Friday, the 8th September 2023 by 5 P.M. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 16th AGM.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the 16th AGM.
8. The shareholders who do not wish to speak during the 16th AGM but have queries may send their queries in advance, mentioning their name, demat account number/folio number, email id, mobile number to binnymills@bmlindia.com and binnymillslimited@gmail.com.
9. The queries shall be sent during the period commencing from Monday, the 4th September 2023 at 9 A.M. and shall close on Friday, the 8th September 2023 by 5 P.M. These queries will be replied to by the company suitably by email or be will discussed during the meeting.
31. 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.
32. 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.

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33. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.
34. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **8th September 2023, being cut-off date.**
35. For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again during the 16th Annual General Meeting, the scrutiniser shall have access, after the closure of period for remote e-voting and before the start of the 16th Annual General Meeting, the details relating to members, such as their names, folios, number of shares held and such other information that the scrutiniser may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.
36. The scrutiniser shall, immediately after the conclusion of voting at the 16th Annual General Meeting, first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman shall declare the result of the voting forth with.
37. The results declared along with the report of the scrutiniser shall be placed on the Company's website www.bmlindia.com and on the website of CDSL immediately after the result is declared by the Chairman. The results shall also simultaneously be forwarded to the BSE which shall place the results on its website.

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INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS 2 - SECRETARIAL STANDARD ON GENERAL MEETINGS SEEKING RE-APPOINTMENT AT THE ENSUING 16TH AGM.

Name of Director	Shri V. Sengutuvan
Date of Birth	7 th December 1986
DIN	00053629
Date of Appointment	1 st June 2009
Expertise in specific functional areas	Experience in management and administration functions.
Qualifications	Graduate
Directorship held in other companies	1. TCP Ltd. 2. Indian Members Benefit Fund Ltd. 3. TCP Hotels Private Ltd. 4. Tanchem Imports & Exports Private Ltd. 5. Thiruvalluvar Textiles Private Ltd. 6. Transworld Pharma (Madras) Private Ltd. 7. The Narashimha Mills Private Ltd. 8. Thirumalai Realtor Private Ltd. 9. Thirubalaa Realtors Private Ltd. 10. Mookambika Realtors Private Ltd. 11. Matrix Foundations Private Ltd. 12. Cosy Realtors Private Ltd. 13. Transworld Breweries and Distilleries Private Ltd. 14. Transworld Medical Corporation Private Ltd. 15. Axiom Therapeutics Private Ltd. 16. Transworld Drugs and Pharmaceuticals Private Ltd. 17. Ramachandra Pharmaceuticals Private Ltd. 18. Mohan Breweries and Distilleries (AP) Private Ltd. 19. Mohan Breweries and Distilleries Ltd.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	Nil

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Shareholdings in the Company	74,600 Equity shares; and 32,000 9% Cumulative Redeemable Preference Shares
Disclosure of inter-se relationships between directors and Key Managerial Personnel	He is the son of Shri V.R. Venkataachalam Chairman & Director and brother of Mrs. V. Samyuktha, Woman Director

Explanatory statement in respect of item no. 1 of this notice which formed part of the notice calling the 15th Annual General Meeting, for which requisite number of votes were not cast in favor by the members and accordingly is being placed before the members for consideration and approval at this 16th AGM.

Item no. 1:

The resolution with respect to adoption of Annual Audited Financial Statements of the Company including the Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement and the reports of Board of Directors and Auditors for the financial year ended 31st March 2022, was not approved with requisite majority, nor modified by the Members, in the 15th Annual General Meeting held on 30th September 2022 (voting results published on 1st October, 2022). However, in compliance with applicable law, the said statements were filed by the Company with the Registrar of Companies on 4th November 2022, as provisional. It is to be noted that no modification has been proposed by the Company to the said Audited Financial Statements and the reports thereon.

Accordingly, the Board of Directors of the Company has proposed to present the said agenda (as was placed in the 15th AGM regarding the adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2022 along with the accompanying statements and reports) without any modification whatsoever in the said Financial Statements or reports thereon, for consideration and to pass the same with or without any modifications.

Your Board recommends the Ordinary Resolution as set out in Item No. 1 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

By Order of the Board of Directors
For Binny Mills Limited

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 : 11th August 2023
Place : Chennai

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DIRECTORS' REPORT

To,

The Members of the Company,

Your Directors have pleasure in presenting the Sixteenth Annual Report and the Audited Financial Statements of your Company for the financial year ended 31st March, 2023.

FINANCIAL SUMMARY [pursuant to Rule 8(5)(i) of the Companies (Accounts) Rules, 2014]

Based on Ind AS compliant Financial Statements

Particulars	31st March 2023 (In Rs. lakhs)	31st March 2022 (In Rs. lakhs)
Revenue from operations	756.33	769.96
Other income	146.01	93.69
Profit / (loss) before Finance cost, Depreciation and Exceptional item	335.15	314.72
Finance costs	1,365.39	1,345.94
Profit / (loss) before Depreciation and Exceptional item	(1,030.24)	(1,031.22)
Depreciation	1.66	1.11
Profit / (loss) before Tax and Exceptional item	(1,031.90)	(1,032.33)
Exceptional item	-	-
Profit / (loss) after Exceptional item before Tax	(1,031.90)	(1,032.33)
Provision for Tax (including Deferred tax)	55.90	90.95
Profit / (loss) after Tax	(1,087.80)	(1,123.28)
Other comprehensive income (loss)	(0.23)	(0.56)
Total comprehensive income / (loss) for the year	(1,088.03)	(1,123.84)

ECONOMIC SCENARIO:

The global economy is gradually recovering from the powerful blows of the Pandemic COVID-19 and Russia – Ukraine war. The Novel Corona virus has been a great challenge to the nation for past three years and in this year, the nation has almost recovered but not completely. The aftermath effects nemesis are still there. The inflation on the prices of commodities that rose sharply after Russia – Ukraine war have been moderated now. The Sri Lanka Economic Crisis in the year 2022 is an unanticipated event which affected India's export rate. Irrespective of these crisis and situations, there were factors which contributed to the growth of the economy globally. A detailed discussion in this regard is covered under the Management Discussion and Analysis Report forming part of this report.

OPERATIONS

The members may be aware that pursuant to the Demerger Scheme of Binny Ltd, the Agencies and Services Undertaking of Binny Ltd was transferred to and vested in the Company, with effect from 1st January 2010, the appointed date as per the Demerger Scheme.

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The Company operates in 3 divisions viz., Warehousing, Showrooms and Textiles. The Warehousing division has rented its warehouses and is deriving rental income from it. The Showrooms are engaged in retail selling of textile materials. The Textiles division is engaged in selling textile materials, particularly uniform materials, bed spreads, and other textile varieties. Earlier the Company operated in 4 divisions including Agencies. The agencies division was engaged in business of selling tarpaulin, raincoats and bags. Presently the Company does not have agencies division and functions with other 3 divisions mentioned above.

For the year 2022-23, the Rental income from Warehousing division was Rs. 351.22 lakhs as against Rs. 308.62 lakhs in the previous year, an increase by 13.81%. The sales made by the Showrooms division were Rs.110.95 lakhs as against Rs.117.23 lakhs in the previous year, a decrease by 5.35%. The Textiles division made sales of Rs. 292.71 lakhs as against Rs. 342.67 lakhs in the previous year, a decrease by 14.58%.

The aggregate amount of revenue from rent, sales and operating income were Rs. 756.33 lakhs as against Rs. 769.96 lakhs in the previous year.

The warehouse division has made a net profit of Rs. 280.17 lakhs as against Rs. 242.67 lakhs in the previous year, the showrooms division has incurred a net loss of Rs. 18.53 lakhs as against a Net loss of Rs. 9.24 lakhs in the previous year and the textiles division has earned a net loss of Rs. 2.86 lakhs as against a Net profit of Rs. 20.70 lakhs in the previous year.

The Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) had become applicable to the Company from the financial year 2017-18 onwards. Accordingly, the financial statements for the year ended 31st March 2023 have been prepared and presented after complying with the applicable Ind AS requirements.

PREFERENCE SHARES

The 28,14,18,142 (9%) Cumulative Redeemable Preference Shares (CRPS) of Rs.5/- each aggregating to Rs.140,70,90,710/- were redeemable on or before 12th May 2020. However the redemption period was extended for a further period of 5 years to be redeemed on or before 12th May, 2025.

The preference shareholders and the shares held by them are as follows:

Name of the shareholder	Number of shares
TCP Limited	27,60,54,066
Thiruvalluvar Textiles Private Ltd	52,64,076
Shri V. R. Venkataachalam	32,000
Smt.Radha	32,000
Shri V. Sengutuvan	32,000
Shri V. Rajasekaran	1,000
Shri D. Prasannamoorthy	1,000
Shri S. Varatharajan	1,000
Smt B. Meenakumari	1,000
Total	28,14,18,142

Preference share dividend is payable on the CRPS from the date of original allotment of shares by Binny Limited. The holders of the CRPS have preferential right to dividend over the equity share holders, as and when dividend is declared by the company.

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In accordance with the Ind AS requirements, the Paid-up Preference Share Capital on the 9% Cumulative Redeemable Preference Shares of Rs.140,70,90,710/- which was earlier classified as Share Capital has now been reclassified as Borrowings as Financial Liabilities under Non-current liabilities.

Pursuant to this classification, the preference dividend amount of Rs.12,66,38,164/- has been charged to Profit and Loss statement as Finance Cost for the year ended 31st March 2023 as against the amount of Rs.12,66,38,164/- in the previous year ended 31st March 2022.

The amount of Preference dividend payable has increased from Rs. 18,856.58 lakhs in the previous year to Rs. 20,122.97 lakhs in the current year.

Since the Company has incurred loss, the company cannot pay dividend this year. Hence, the company is not recommending preference dividend this year.

DIVIDEND ON EQUITY SHARES

The company is not recommending dividend on the equity shares for this year.

COMPANY'S PERFORMANCE

Considering the difficult macro-economic conditions and challenging business environment, the Company's performance during the year under review was satisfactory.

FUTURE PLANS

The Company has plans to improve its sales performance in the Textile Division by focusing on whole sale customers while retaining the existing retail customers. The Company has plans to procure bulk orders for its Textile division in order to improve the sales and profit. The Company has plans to attract new customers for its retail textile sale. The Company also have plans to develop and make use of the Warehouse space to attract clients and derive the maximum benefit and income.

ECONOMIC AND BUSINESS ENVIRONMENT

Impact and recovery from the Pandemic:

During the FY 22-23, the Indian economy have progressed on after its encounter with the Novel Corona virus which was declared as Pandemic by the World Health Organization (WHO) in 2020. It is notable that India have recovered ahead of many nations in the World. However, the impact left by the Virus is unimaginable. One of the main reason for the recovery is the vaccination drive conducted by the Government. As on January 2023, India has been able to administer more than 220 crore COVID vaccine doses across the country. The financial year 2022-23 has opened a firm belief that the Indian economy is ready to grow at a fast pace and quickly ascend to the pre-pandemic growth path.

The various tackling measures and relaxations provided by the Government of India, the Reserve Bank of India and other regulators have ensured that there was enough liquidity in the hands of market participants during the last 3 years of Pandemic.

Impact of Russia – Ukraine war:

As been aware of Russia's invasion of Ukraine, heavy losses have been suffered on both sides. One of the biggest and most common impacts of the war in Ukraine on the Indian Economy was the struggle to contain domestic prices of key commodities. The inflation on the retail stood to 7.79% high which remained above the Reserve Bank of India's (RBI) tolerance band which is 2% to 6%. Further the inflation increased

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again on January 2023 to 6.52% after staying within 6% for 3 months. This increased the crude oil prices drastically. Other major impacts were sudden increase in repo rates, volatility in stock market, decrease in exports and decrease in Rupee value. There were other impacts too which affect the whole economy. However, visible recovery was also seen in the economy.

The Organization for Economy Co-operation and Development (OECD) and the Government of Ukraine launched a four-year Country Programme to support Ukraine's agenda for reform, recovery and reconstruction. This provided vital support for Ukraine during the war and also ensured the best use of reconstruction aid to promote economic development and the welfare of citizens.

G20 Summit:

The Group of Twenty (G20) is the combination of 19 Countries along with the European Union which was established in 1999 as a platform for Finance Ministers and Central Bank Governors to discuss international economic and financial issues. G20 plays a critical role in steering the global economy through the significant challenges it faces.

On 1st December, 2022 for the first time, India took over the holding of G20 presidency and will continue to hold till 30th November, 2023. The main aim of India is to achieve the inclusive development, higher economic growth, accelerating exports for core industries, moving up the global value chain, and expanding green sectors to meet climate action targets. India has used the G20 to promote its economic interests, such as securing market access for its goods and services.

OUTLOOK AND OPPORTUNITIES

After the overcome of pandemic, the financial stability is getting normalized. As the health and economic shocks of the pandemic and the Russia – Ukraine war which led to the spike in commodity prices in 2022, the Indian economy is thus well placed to grow at its potential in the coming decade. This is the primary reason for expecting India's growth outlook to be better than it was in the pre-pandemic years.

The Sri Lanka crisis have impacted our country in both ways. It had an impact on our export rate being declined compared to previous years rate. There was a steep fall on the rate of export made to Sri Lanka. On the other side, various countries have approached India for export of certain commodities which they buy from Sri Lanka. Thus there was an increase in sales. However the Government strike to balance the rapport between India and Sri Lanka.

India is already the fastest-growing economy in the world. The Country is becoming the world's fastest-growing startup ecosystem with 100+ Unicorn Startups as of 2022 and it's the third largest start-up ecosystem in the world. It has been forecasted by the Government that India will see a 10 times increase in its unicorn count, in the next 2-3 years.

The business transaction and trade related activities was made easier after the introduction of Digitalization in India. The Government took many initiatives and introduced news schemes under digitalization. Digital identity Aadhar, linked the bank accounts of the persons with PM-Jan DhanYojana. By this, the country has witnessed significant progress and massive expansion in access to bank accounts. The digitalization paved the way for India's business growth in the international markets.

BOARD OF DIRECTORS

Director's retirement by rotation:

Shri V. Sengutuvan, non-executive and non-independent Director, (DIN: 00053629), retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

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Director appointment made during the year:

Shri N. Prasanna (DIN: 01684876) was appointed as the Additional Director of the Company (non-executive and non-independent) at the Board Meeting held on 13th August 2022. Further his appointment as the Director of the Company was regularized at the 15th the Annual General Meeting held on 30th September, 2022.

Director's resignation made during the year:

Shri S. Natarajan, Director (DIN: 00155988) tendered his resignation from the Board of Directors of the Company with effect from 3rd October, 2022 and Shri V. Rajasekaran, Managing Director (DIN: 00037006) tendered his resignation from the Board of Directors of the Company with effect from 4th November, 2022.

The Board appreciate the valuable contributions made by them to the growth of the Company.

Independent Directors' meeting:

The independent directors met on 14th February, 2023 without the presence of other directors or members of Management. All the independent directors were present at the meeting. In the meeting, the independent directors reviewed performance of non-independent directors, the Board as a whole and Chairman. They assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

DISCLOSURES AS PER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8(5) OF THE COMPANIES (ACCOUNTS) RULES, 2014

Extract of Annual Return:

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the copy of Annual Return in prescribed form MGT-7 shall be placed on the Company's website at the link <https://www.bmlindia.com/> upon filing the same with the Registrar of Companies (ROC).

Further in accordance with the provisions of Section 134 (3) (a) of the Companies Act, 2013, the Annual Return as referred to in sub-section (3) of section 92 of the Companies Act 2013 shall be provided on the website of the Company at the web address www.bmlindia.com.

Number of meetings of the Board:

There were four Board meetings held during the year. The details of the Board meetings and the Committee meetings are given in the Report on Corporate Governance which forms part of the Annual Report.

Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the confirmation and explanations obtained by them, your Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013:

- i) That in the preparation of the Annual Accounts, for the year ended 31st March 2023, the applicable Accounting Standards had been followed along with proper explanation for material departures, if any;
- ii) That the Directors had selected such accounting policies and applied them consistently and made judgements 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 the end of the financial year ended 31st March 2023 and of the loss of the Company for that period;

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- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safe guarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- iv) That the annual accounts for the year ended 31st March 2023 had been prepared on a going concern basis.
- v) Internal financial controls had been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and;
- vi) Proper systems to ensure compliance with the provisions of all applicable laws had been devised and that such systems were adequate and operating effectively.

Declaration by Independent Directors:

The Board has received the declaration from all the Independent Directors as per Section 149(6) of the Companies Act, 2013 (the Act) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the Board is satisfied that all the Independent Directors meet the criteria of independence as mentioned in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and the Code of Conduct for Directors and senior management personnel.

Company's policy on Directors appointment and remuneration:

In accordance with section 178(4) of the Companies Act, 2013 and pursuant to Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (henceforth referred to as 'the Listing regulations'), the Nomination and Remuneration Committee has put in place the policy on diversity of Board of directors for appointment of directors taking into consideration the qualification and wide experience of the directors in the fields of textiles trading, banking, finance, administration and legal apart from compliance of legal requirements of the Company. The policy on diversity of Board of directors is annexed to the Directors' Report as **Annexure I**.

The Nomination and Remuneration Committee has laid down remuneration criteria for the directors, key managerial personnel and other employees in the Nomination and Remuneration Policy. It has also laid down, in the Nomination and Remuneration Policy, the evaluation criteria for performance evaluation of the directors including independent directors. The Nomination and Remuneration Policy is annexed to the Directors' Report as **Annexure II** pursuant to section 178(4) of the Companies Act, 2013.

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made in the Auditors' Report and in the Secretarial Audit Report:

The Auditors' Report to the Shareholders for the year under review have drawn attention to certain matters which are elaborated in the notes to the financial results. Apart from this, the Audit Report does not contain any other qualification, reservation, or adverse remark or disclaimer. The Secretarial Audit Report, given by a Company Secretary in practice, states that the Company is advised to appoint adequate number of Independent Director(s) and a Chief Financial Officer. The Company is taking all effective steps to appoint both the Independent Directors and Chief Financial Officer.

Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013:

The shareholders at their Extra-ordinary General Meeting held on 17th May 2022, by passing a special resolution, approved an unsecured loan to an extent of Rs. 5,00,00,000/- (Rupees Five Crores Only) to

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grant to TCP Limited in one or more tranches, at the interest rate of 10% for a term of 3 years and with such other terms and conditions as agreed between the Company and TCP Limited. Further, the shareholders, at their 15th Annual General Meeting held on 30th September 2022, by passing a special resolution in super session of the resolution passed at the Extra-ordinary General Meeting held on 17th May 2022, approved the further increase of the unsecured loan amount to Rs. 10,00,00,000/- (Rupees Ten Crores Only) upon the same terms and conditions as agreed between the Company and TCP Limited. These resolutions were in approval with the Board of Directors and Audit Committee.

Apart from the above, there are no other loans made, guarantees given or security provided or securities of any other body corporate acquired, during the year, under section 186 of the Companies Act, 2013.

Particulars of contracts or arrangements with related parties:

The Related Party Transactions (RPT's) entered into by the Company are given in the Notes on Accounts attached to the Financial Statements forming part of this Annual Report.

During the FY 22-23, the Company entered into an agreement with TCP Limited, being the borrower, a related party according to Regulation 2(1) (zb) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to grant an unsecured loan. The shareholders at their Extra-ordinary General Meeting (EGM) held on 17th May 2022, by passing a special resolution, approved an unsecured loan to an extent of Rs. 5,00,00,000/- (Rupees Five Crores Only) to grant to TCP Limited upon such terms and conditions as agreed between the Company and TCP Limited. Further, the shareholders, at their 15th Annual General Meeting held on 30th September 2022, by passing a special resolution in super session of the resolution passed at the EGM held on 17th May 2022, approved the further increase of the unsecured loan amount to Rs. 10,00,00,000/- (Rupees Ten Crores Only) upon the same terms and conditions as agreed between the Company and TCP Limited. These resolutions were in approval with the Board of Directors and Audit Committee. According to Regulation 23 of SEBI LODR Regulations, 2015, the transaction is considered as material transaction. However this transaction will not attract the provisions of section 188(1) of the Companies Act, 2013. These transactions were entered into in the ordinary course of business and on an arm's length basis and were in compliance with the provisions of the Companies Act, 2013 and Listing Regulations.

There are no contracts or arrangements with Related Parties referred to in section 188(1) of the Companies Act, 2013.

Apart from above, there are no other materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. None of the directors have any pecuniary relationships or transactions with the Company except for the payment of sitting fees. There are no particulars of RPT's to be disclosed in Form AOC-2.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website www.bmlindia.com.

The state of the Company's affairs:

The state of the Company's affairs is explained in the paragraph 'operations' in the Directors' Report.

The amount, if any, carried to reserves:

The Company has not transferred any amount to reserves.

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The amount, if any, which it recommends, should be paid by way of dividend:

The Board is not recommending payment of any dividend for this year.

Material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of report:

There are no material changes and commitments affecting the financial position of the Company, that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of report viz., for the period from 31st March 2023 to 11th August 2023.

Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information pursuant to section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is as follows:

(A) Conservation of energy:	Not Applicable.
(B) Technology absorption:	Not Applicable.
(C) Foreign exchange earnings and Outgo:	NIL

Risk Management Policy:

The Company has framed a Risk Management Policy to identify, communicate and manage material risks across the organization. The policy also ensures that responsibilities have been appropriately delegated for risk management. Key Risk and mitigation measures are provided in the Management Discussion and Analysis Report annexed to the Directors' Report.

The details about the policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year:

The provisions of section 135 of the Companies Act, 2013 are not applicable to the Company for the financial year under purview. Hence, the Company is not required to constitute the Corporate Social Responsibility Committee and form Corporate Social Responsibility Policy during the year under purview. However, pursuant to good corporate governance practice, your company demands adherence of social responsibility coupled with creation of value in the larger interest of the society. Your company and its dedicated employees continue to contribute towards several worthwhile causes. Your company aims to enhance the quality of life of the community in general and has a strong sense of social responsibility. Your Company and its employees have participated in welfare activities of the community.

Statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors:

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually, as well as the evaluation of the working of its various Committees. The manner in which the evaluation has been carried out has been explained in the Report on Corporate Governance.

The financial summary or highlights:

The financial summary is given in the Paragraph 'Financial summary' in the Directors' Report.

The change in the nature of business, if any:

There is no change in the nature of business during the year under review.

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The details of directors or key managerial personnel who were appointed or have resigned during the year:

Shri N. Prasanna (DIN: 01684876) was appointed as the Additional director (non-executive and non-independent) of the Company at the Board Meeting held on 13th August 2022. His appointment as the Director of the Company was regularized at the 15th Annual General Meeting held on 30th September, 2022.

Shri S. Natarajan, Director (DIN: 00155988) tendered his resignation from the Board with effect from 3rd October, 2022 and Shri V. Rajasekaran, Managing Director (DIN: 00037006) tendered his resignation from the Board with effect from 4th November, 2022.

There were no other directors or key managerial personnel who were appointed or have resigned during the year.

The names of Companies which have become or ceased to be subsidiaries, joint ventures or associate companies during the year:

There are no Companies which have become or ceased to be subsidiaries, joint ventures or associate companies during the year.

The details relating to deposits, covered under Chapter V of the Companies Act, 2013 and details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013:

The company has not accepted any deposits covered under Chapter V of the Companies Act, 2013.

The 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:

A case was filed by M/s. Sheetala Credit Holding Pvt Ltd & 5 Others (Petitioners) on M/s. Binny Mills Ltd & Others (Respondents) before the National Company Law Tribunal (NCLT) Special Bench (Court-I), Chennai, under Sections 213, 241, 242 and 244 of the Companies Act, 2013 on 8th August, 2023. Physical hearing took place on 9th August 2023. The NCLT vide its order dated 10th August 2023, deferred the agenda nos. 5, 6 and 7, which was proposed to be passed in the Board meeting scheduled on 11th August, 2023. As per the NCLT order the Board in its Meeting held on 11th August, 2023 has deferred the agenda nos. 5, 6 and 7. Further hearing of this matter is scheduled to be held on 27th September, 2023 at the NCLT, Chennai. The agenda 5, 6 and 7 is reproduced below:

5. Consideration and approval for the appointment of Shri T. Bhasker Raj (DIN: 02724086) as Additional Director (Executive) of the Company pursuant to Section 161 of the Companies Act, 2013.

6. Consideration and approval for change in designation of Shri T. Bhasker Raj (DIN: 02724086) from Additional Director to Managing Director of the Company pursuant to Section 196 of the Companies Act, 2013.

7. Consideration and approval for the appointment of Shri Saravanan Chandrasekaran (DIN: 01038557) as Additional Director (Non-executive and Independent) of the Company pursuant to Section 149 of the Companies Act, 2013.

Binny Mills Limited

The details in respect of adequacy of internal financial controls with reference to the Financial Statements:

The Company's well defined organizational structure, documented policy guidelines, defined authority matrix and internal financial controls ensure efficiency of operations, protection of resources and compliance with the applicable laws and regulations. Moreover, the Company continuously upgrades its systems and undertakes review of policies. The internal financial control is supplemented by regular reviews by management and standard policies and guidelines to ensure reliability of financial and all other records to prepare the financial statements and other data. The Audit Committee reviews the internal financial controls and also monitors the implemented suggestions.

Disclosure as to whether maintenance of cost records is required by the Company and whether such accounts and records are made and maintained

The Company is not required to maintain cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013.

Disclosure under section 22 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Disclosure as to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has a policy for prevention of sexual harassment of women at the workplace in accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed of during the year:

a) Number of complaints pending at the beginning of the year	Nil
b) Number of complaints received during the year	Nil
c) Number of complaints disposed of during the year	Nil
d) Number of cases pending at the end of the year	Nil

Other Disclosures:

1. No equity shares were issued with differential rights as to dividend, voting or otherwise.
2. No equity shares (including sweat equity shares) were issued to the employees of the Company under any Scheme.
3. The Company has not resorted to any buy-back of its equity shares during the year.
4. There was no fraud reported by the Auditors of the Company to the Audit Committee under section 143(2) of the Companies Act, 2013.
5. Composition of Audit Committee: (pursuant to section 177(8) of the Companies Act, 2013): The Audit Committee comprised of the following directors namely, Shri S. Varatharajan, Chairman,

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Shri M. Parthasarathi and Shri N. Jaiganesh. There was no change in the composition of the Audit Committee.

6. The disclosures on the composition of committees constituted by the Board under the Companies Act, 2013 and the Listing Regulations, as well as changes in their composition, if any, during the year is given in the Report on Corporate Governance attached to the Directors' Report.

DISCLOSURES BY A LISTED COMPANY UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year:

Since no director of the Company is in receipt of remuneration from the Company there are no particulars to be furnished.

The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

There is no increase in the remuneration to the aforesaid personnel in the financial year 2022-23.

The percentage increase in the median remuneration of employees in the financial year:

There were no increase in the median remuneration of employees in the financial year 2022-23.

The number of permanent employees on the roles of the Company:

There are 9 permanent employees on the roles of the Company as at 31st March 2023.

Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year viz., 2022-23 and its comparison with the percentile increase in the managerial remuneration:

There is no managerial remuneration paid during the financial year 2022-23. There was no increase in the salaries of employees during the financial year 2022-23.

Affirmation that the remuneration is as per the remuneration policy of the company:

The Company confirms that all the remuneration paid to the employee is as per the Remuneration Policy of the Company.

The key parameters for any variable component of remuneration availed by the directors:

The directors were not paid any remuneration during the financial year 2022-23.

Compliance with the applicable Secretarial Standards:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings, General Meetings and Dividend.

STATEMENT OF EMPLOYEES' PARTICULARS

The particulars required to be furnished under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is as follows:

Binny Mills Limited

During the year, there are no employees drawing remuneration of Rs.1 crore and 2 lakhs or more per annum in the aggregate, if employed throughout the financial year, or Rs. 8.50 lakhs or more per month, in the aggregate, if employed for a part of the financial year or was in receipt of remuneration which, neither in the aggregate nor at a rate, which in the aggregate, is in excess of that drawn by the Managing Director or holding, either by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

There are no employees who are posted and working in a country outside India, not being directors, or their relatives, drawing more than Rs. 60 lakhs per year or Rs. 5 lakhs per month, as the case may be.

AUDITORS

M/s. Ramesh & Ramachandran, Chartered Accountants, Chennai (Firm Registration No. 002981S) the Statutory Auditors of the Company, were appointed as the Auditors at the Fifteenth Annual General Meeting of the Company held on 30th September, 2022 for a period of five years and they shall hold office till the conclusion of the 20th Annual General Meeting to be held in the year 2027.

The Companies (Amendment) Act, 2017, has amended section 139 of the Companies Act, 2013 by omitting the first proviso to section 139 (1) which provided for ratification of appointment of auditor by the members at every Annual General Meeting. The amendment has been notified to have come into effect from 7th May 2018. Due to this, there is no need for ratification by the members the appointment of auditors at every Annual General Meeting till the completion of the five year term.

SECRETARIAL AUDIT

The Board has appointed Shri K. Elangovan, Company Secretary in Practice, Chennai, (Certificate of Practice No.: 3552 and Membership No: FCS 1808) to carry out Secretarial Audit under the provisions of section 204 of the Companies Act, 2013 for the financial year 2022-23. The Secretarial Audit Report is annexed to this report as **Annexure III**.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

Pursuant to section 177 (9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 22 of the Listing regulations, the Company has formulated and established a Whistle Blower Policy / Vigil Mechanism for providing a mechanism under which an employee and director of the Company may report their genuine concerns or grievances about violation of personnel policies of the Company, unethical behavior, suspected or actual fraud, violation of Company's code of conduct or ethics policy.

The Vigil Mechanism provides for adequate safeguards against victimization of directors / employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. It also ensures standards of professionalism, honesty, integrity and ethical behavior. The Whistle Blower Policy / Vigil Mechanism is uploaded on the Company's website www.bmlindia.com.

ANNEXURES TO THE DIRECTORS' REPORT

1. The Policy on Board Diversity – Annexure I
2. The Nomination and Remuneration Policy – Annexure II

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3. Secretarial Audit Report – Annexure III; and
4. Auditors' Certificate on Corporate Governance Compliance – Annexure IV

ATTACHMENTS TO THE DIRECTORS' REPORT

The Management Discussion and Analysis Report

The Management Discussion and Analysis Report, pursuant to regulation 34 (2) (e) and Schedule V of the listing regulations, is given as a separate Report and this report is part of the Directors' Report.

The Report on Corporate Governance

The Report on Corporate Governance, pursuant to regulation 34(3) and Schedule V of the listing regulations, together with Auditors' Certificate on Corporate Governance, the certificate duly signed by the Chairman & Director of the Company for the year ended 31st March 2023 as submitted to the Board of Directors at their meeting held on 11th August, 2023 and the declaration by the Chairman & Director of the Company regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct is included as a separate section in the Annual Report and this Report is part of the Directors' Report.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation for the continued co-operation and support extended by all concerned persons and authorities for the smooth and efficient functioning of the Company.

For and on behalf of the Board

V.R. Venkataachalam
Chairman & Director
[DIN: 00037524]

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

Date : 11th August, 2023
Place : Chennai

POLICY ON BOARD DIVERSITY

1. Purpose

Pursuant to Part D of Schedule II of the Listing regulations (in Para A (3)), the Company has framed a formal policy on Board Diversity which sets out a framework to promote diversity on Company's Board of Directors (the 'Board').

2. Vision

The Company recognizes the importance and benefits of having a diverse Board to enhance quality of its performance.

3. Policy Statement

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge, etc. of the members of the Board, necessary for achieving sustainable and balanced development. For appointments of persons to office of directors and deciding composition of the Board, the Nomination and Remuneration Committee and the Board shall also have due regard to this policy on Board Diversity. In this process, the Nomination and Remuneration Committee and the Board will take into consideration qualification and wide experience of the directors in the fields of textiles, manufacturing, finance, regulatory, administration and legal segment apart from compliance of legal and contractual requirements of the Company.

The total number of directors constituting the Board shall be in accordance with the Articles of Association of the Company. The Board of Directors of the Company shall have optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the statutory, regulatory and contractual obligations of the Company.

4. Review of Policy

The Nomination and Remuneration Committee will review the policy from time to time and make recommendations on any required changes to the Board for consideration and approval.

For and on behalf of the Board

V.R. Venkataachalam
Chairman & Director
[DIN: 00037524]

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

Date : 11th August, 2023
Place : Chennai

BINNY MILLS LIMITED

CIN: L17120TN2007PLC065807

REGISTERED OFFICE: No.4, Karpagambal Nagar, Mylapore, Chennai 600004

BINNY MILLS LIMITED – NOMINATION AND REMUNERATION POLICY RELATING TO THE REMUNERATION FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

(Pursuant to section 178 (4) of the Companies Act, 2013)

Constitution of Nomination and Remuneration Committee

Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and the provisions of Regulation 19 and Part D of Schedule II of the Listing Regulations requires the Board of Directors of every listed company to constitute the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall consist of three or more non-executive directors out of which not less than one-half shall be independent directors. The Chairperson of the Nomination and Remuneration Committee shall be an independent director.

Principle and Rationale:

The Role of the Nomination and Remuneration Committee shall be as follows:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- Carry out evaluation of every director's performance.
- Formulate the criteria for evaluation of performance of Independent Directors and the Board.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.

Accordingly, in adherence to the above said requirements and in line with the Company's philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of Binny Mills Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the directors, key managerial personnel and other employees of the Company as set out below:

Company Philosophy:

Binny Mills Ltd is an organisation committed to paying fair remuneration to its employees matching the responsibilities and performance. The organisation does not discriminate on grounds of age, gender, colour, race, ethnicity, language, caste, creed, economic or social status or disability. The Company's committed workforce, spread across its corporate office and factory locations, which has, over the years, transformed Binny Mills Ltd into a consistent growing organisation, forms the backbone of the Company.

Pay revisions and other benefits are designed in such a way to compensate good performance of the employees of the Company and motivate them to do better in future.

Binny Mills Limited

Employee recognition schemes in the form of Production incentive and Service award have also been introduced as successful tools in acknowledging their contribution.

The endeavour of the company is to acknowledge the contributions of its directors, key managerial personnel and other employees with best compensation and benefits that appropriately rewards performance in line with the regulatory and industry best practices.

Guiding Principles:

In the formulation of this Policy, the Nomination and Remuneration Committee has also endeavoured to ensure the guiding principles as prescribed u/s 178(4) of the Companies Act, 2013 and Part D of Schedule II of the Listing Regulations, are summarized hereunder:

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate human resource including directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- d) Facilitating effective shareholder participation in key Corporate Governance decisions such as the nomination and election of board members;
- e) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders;
- f) Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.

Nomination of the Directors:

The Nomination and Remuneration Committee of the Board of Directors is dedicated to ensuring the continuance of a dynamic and forward-thinking Board and recommend to the Board qualified candidates for directorship.

Before recommending a nominee's candidature to the Board for being appointed as a Director, the following criteria set out may be applied as guidelines in considering potential nominees to the Board of Directors.

General Criteria

- a) The background and qualifications of the Directors considered as a group should provide a significant combination of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities.
- b) Directors should be so selected such that the Board of Directors should remain as a diverse body, with diversity reflecting gender, ethnic background and professional experience. Because a mix of viewpoints and ideas enhances the Board's ability to function effectively, the Committee shall consider the diversity of the existing Board when considering potential nominees, so that the Board maintains a body of directors from diverse professional and personal backgrounds.

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- c) Potential nominees shall not be discriminated against on the basis of race, religion, national origin, sex, disability, or any other basis prohibited by law.
- d) Any nominee should be free of any conflict of interest which would violate any applicable law or regulation or interfere with the performance of the responsibilities of a director.
- e) Commitment of the nominee to understanding the Company and its industry, embracing the Company's values to help shape its vision, mission and strategic direction including oversight of risk management and internal control.
- f) Commitment of the nominee to spending the time necessary to function effectively as a Director, including attending and participating in Board meetings and its Committee meetings.

Specific Criteria

- a) Demonstrated business acumen, experience and ability to use sound judgment and to contribute to the effective oversight of the business and financial affairs of a large or medium sized, multifaceted, Indian Company.
- b) The nominee reflects the right corporate tone and culture and excels at board-management relationships.
- c) Experience in strategic planning and managing multidisciplinary responsibilities, the ability to navigate among diverse professional groups and points of view, a track record of communicating effectively in a global environment, and high standards of integrity and professional conduct.
- d) Nominees understand and endeavour to balance the interests of shareholders and / or other stakeholders and put the interests of the company above self-interest. He/she has demonstrated a commitment to transparency and disclosure.
- e) He/ she is committed to superior corporate performance, consistently striving to go beyond the legal and/or regulatory governance requirements to enhance, not just protect, shareholder value.
- f) Nominee contributes to effective governance through superior, constructive relationships with the Executive Directorate and management.

Remuneration of the Directors:

The Company strives to provide fair compensation to directors, taking into consideration industry benchmarks, Company's performance vis-à-vis the industry, responsibilities shouldered, performance/ track record, macroeconomic review on remuneration packages of heads of other similar sized companies.

The remuneration payable to the directors of the company, shall at all times be determined, in accordance with the provisions of Companies Act, 2013.

Appointment and Remuneration of Managing Director and Whole-time Director:

The terms and conditions of appointment and remuneration payable to the Managing Director and the Whole-time Director(s) shall be recommended by the Nomination and Remuneration Committee to the Board for its approval which shall be subject to approval by shareholders at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V to the Companies Act, 2013. Approval of the Central Government is not necessary if the appointment is made in accordance with the conditions specified in Schedule V to the Act.

Binny Mills Limited

In terms of the provisions of Companies Act, 2013, the Company may appoint a person as its Managing Director or Whole-time Director for a term not exceeding 5 (years) at a time. The executive directors may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

While recommending the remuneration payable to a Managing / Whole-time Director, the Nomination and Remuneration Committee shall, inter alia, have regard to the following matters:

- * Financial and operating performance of the Company
- * Relationship between remuneration and performance
- * Industry / sector trends for the remuneration paid to similar executives.

Annual Increments to the Managing / Whole-time Director(s) shall be within the slabs approved by the Shareholders. Increments shall be decided by the Nomination and Remuneration Committee at times it desires to do so but preferably on an annual basis.

Insurance Premium as part of Remuneration:

Where any insurance is taken by a company on behalf of its managing director, whole-time director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

However, if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration of Independent Directors:

Independent Directors may receive remuneration by way of

- * Sitting fees for participation in the Board and other meetings
- * Reimbursement of expenses for participation in the Board and other meetings
- * Commission as approved by the Shareholders of the Company

Independent Directors shall not be entitled to any stock options

Based on the recommendation of the Nomination and Remuneration Committee, the Board may decide the sitting fee payable to independent directors. Provided that the amount of such fees shall not exceed the maximum permissible under the Companies Act, 2013.

Remuneration to Directors in other capacity:

The remuneration payable to the directors including managing or whole-time director or manager shall be inclusive of the remuneration payable for the services rendered by him in any other capacity except the following:

- (a) The services rendered are of a professional nature; and

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- (b) In the opinion of the Nomination and Remuneration Committee, the director possesses the requisite qualification for the practice of the profession.

Evaluation of the Directors:

As members of the Board, the performance of the individual Directors as well as the performance of the entire Board and its Committees is required to be formally evaluated annually.

Section 178 (2) of the Companies Act, 2013 also mandates the Nomination and Remuneration Committee to carry out evaluation of every director's performance.

In developing the methodology to be used for evaluation on the basis of best standards and methods meeting international parameters, the Board / Committee may take the advice of an independent professional consultant.

Nomination and Remuneration of the Key Managerial Personnel (other than Managing / Whole Time Directors), key executives and senior management:

The executive management of a company is responsible for the day to day management of a company. The Companies Act, 2013 has used the term "Key Managerial Personnel" (KMP) to define the executive management.

The KMPs are the point of first contact between the company and its stakeholders. While the Board of Directors are responsible for providing the oversight, it is the key managerial personnel and the senior management who are responsible for not just laying down the strategies but for its implementation as well.

The Companies Act, 2013 has, for the first time, recognized the concept of Key Managerial Personnel. As per section 2(51) "Key Managerial Personnel", in relation to a company, means—

- (i) The Chief Executive Officer or the Managing Director or the Manager;
- (ii) The Whole-time Director;
- (iii) The Chief Financial Officer;
- (iv) The Company Secretary; and
- (v) Such other Officer as may be prescribed.

Among the KMPs, the remuneration of the CEO or the Managing Director and the Whole time Director(s), shall be governed by the Section on **Remuneration of the Directors** of this Policy dealing with "Remuneration of Managing Director and Whole-time Director".

Apart from the directors, the remuneration of

- * All the other KMPs such as the Company Secretary or any other Officer that may be prescribed under the statute from time to time; and
- * "Senior Management" of the Company defined in the clause 49 of the Listing Agreement with the Stock Exchanges i.e. personnel who are members of its core management team excluding the Board of Directors. Senior executives one level below the Board i.e. President cadre

Shall be determined by the Human Resources Department of the Company in consultation with the Managing Director and / or the Whole time Director.

Binny Mills Limited

The remuneration determined for all the above said senior personnel shall be in line with the Company's philosophy to provide fair compensation to key - executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests.

The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided by the Company's HR department.

Decisions on Annual Increments of the Senior Personnel shall be decided by the Human Resources Department in consultation with the Managing Director and / or the Whole time Director of the Company.

Remuneration of other employees:

Apart from the Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and local market conditions.

The Company considers it essential to provide incentives to the workforce to ensure adequate and reasonable compensation to the staff. The Human Resources Department shall ensure that the level of remuneration motivates and rewards high performers who perform according to set expectations for the employee.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package. The annual increments to the remuneration paid to the employees shall be determined based on the annual appraisal carried out by the Head of Departments of various departments.

Decisions on Annual Increments shall be made on the basis of this annual appraisal.

General:

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors.

Any or all the provisions of this Policy would be subject to the revision / amendment in the Companies Act, 2013, related rules and regulations, guidelines and the Listing Agreement on the subject as may be notified from time to time.

Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and / or the Board of Directors.

For and on behalf of the Board

V.R. Venkataachalam
Chairman & Director
[DIN: 00037524]

Registered Office:

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

Date : 11th August, 2023
Place : Chennai

**Form No.MR-3
Secretarial Audit Report
For the Financial Year ended 31st March, 2023
(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)**

To
The Members,
Binny Mills Limited
(CIN: L17120TN2007PLC065807)
Chennai 600004.

1. I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BINNY MILLS LIMITED (hereinafter referred to as the Company). Secretarial Audit was conducted with reference to the required books and records made available to me, in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and I am expressing my opinion thereon.
2. Based on my verification of the Company's books, records, papers, minutes books, various forms and returns filed and other records and returns maintained by the company and the discussion I had with its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report, on the basis of such records and information so provided, that in my opinion and understanding, the Company has during the audit period covering the financial year ended 31st March 2023, appears to have complied with the statutory provisions listed hereunder and also in my limited review the Company has proper and adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the forms and returns as filed, books including minutes books, papers and other records maintained by the Company and made available to me, for the audit period up to the financial year ended 31st March, 2023 according to the applicable provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made thereunder as applicable;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and Rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. The following guidelines and regulations stipulated under the Securities and Exchange Board of India Act, 1992 (SEBI ACT)
 - i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Binny Mills Limited

- iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - vi) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - ix) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
 - x) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
5. Other applicable laws on the operation of the Company and the rules made thereunder and I have examined the systems and procedures of the company as placed to ensure the compliance with general laws like Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, considering and relying upon representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliance under these laws and other applicable sector specific Acts, Laws, Rules and Regulations applicable to the company and its observance by them.
- I have examined the compliance with the applicable clauses of:
- 1. Secretarial Standards issued by The Institute of Company Secretaries of India.
 - 2. Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
- The Company has complied with the applicable provisions of the Act, Rules, Regulations, Standards, Guidelines etc., mentioned above during the period under review, except those matters noted hereunder:
- 1. The Company has to appoint adequate number Independent Director(s) in order to comply with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - 2. The Chief Financial Officer was relieved on 31st July, 2019 and the position remains vacant for the period under review. The Company is advised to fill this position forthwith.

I further report that the related documents that I have come across show that the Board of Directors of the Company is constituted as per applicable provisions with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to my observation made at (i) above, and 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 and adequate notices have been given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 for meaningful participation at the meeting.

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I also report that Board's decisions have been arrived at and recorded in the Minutes Book in line with the stipulations prescribed by the Companies Act, 2013, Rules made thereunder and the Secretarial Standards in operation.

I also report that pursuant to Section 185 of Companies Act 2013 read with applicable Rules and Regulation 23 of SEBI (LODR) 2015, the members at their Extra-ordinary General Meeting held on 17th May 2022, by passing a special resolution, approved a loan amount to the extent of Rs. 5,00,00,000/- (Rupees Five Crores Only) to grant to TCP Limited in one or more tranches, at the interest rate of 10% for a term of 3 years and with such other terms and conditions as agreed between the Company and TCP Limited. Further, the shareholders, at the Annual General Meeting held on 30th September 2022, by passing a special resolution, approved the further increase of the loan amount to Rs. 10,00,00,000/- (Rupees Ten Crores Only) reiterating the same terms and conditions.

I further report that the Enforcement Directorate (E.D.) issued a summon to the Managing Director of the Company, calling for certain documents under the Prevention of Money Laundering Act, 2002. Documents and explanations were provided and final orders are awaited from E.D.

I further report that a fine of Rs 4,60,000/- plus GST at 18% was imposed by the Bombay Stock Exchange (BSE) for non-appointment of Independent Directors and the same was paid within the prescribed time.

I further report that there appears to be adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that my audit is confined only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company.

Place : Chennai
Date : 05.05.2023

K.ELANGO VAN
FCS 1808
CP NO. 3522
PR 892/2020
UDIN: F001808E000257800

This Report is to be read with my testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Binny Mills Limited

Annexure A

To
The Members,
Binny Mills Limited
(CIN: L17120TN2007PLC065807)

My report of even date is to be read along with this supplementary testimony.

1. Maintenance of secretarial record is the responsibility of Management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes that were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion and in agreement with their observations and submissions.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have consulted the Management and Officers of the company about the compliance of laws, rules and regulations and happenings of events etc.,
5. The Secretarial Audit is neither an assurance as to the future viability of the company nor of the effectiveness with which the management has conducted the affairs of the company.

Place : Chennai
Date : 05.05.2023

K.ELANGOVAN
FCS 1808
CP NO. 3522
PR 892/2020
UDIN: F001808E000257800

ANNEXURE IV

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Para E of Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015)

To
The Members of
Binny Mills Limited

We have examined the compliance conditions of Corporate Governance by Binny Mills Ltd ("the Company") for the year ended 31st March 2023, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with the BSE Limited.

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 the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, Subject to the following:

1. The Company does not have the adequate number of Independent Directors to comply with the requirement of the Proviso to Regulation 17(1) (b) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
2. The office of Chief Financial Officer was vacated on 31st July, 2019, since then no appointment was made towards such position till the date of this report.
3. The office of the Managing Director was vacated on 4th November, 2022, since then no appointment was made towards such position till the date of this report.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the Management has conducted the affairs of the Company.

**For Ramesh and Ramachandran,
Chartered Accountants**
FRN: 002981S

G Suresh
Partner
Membership No: **029366**
UDIN: **23029366BGWQH6069**

Place: Chennai
Date : 05.07.2023

Binny Mills Limited

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Pursuant to regulation 34(2) (e) and Schedule V of the Listing Regulations)

This report is part of the Directors' Report

Indian Economy overview:

The Indian economy has positively faced all the critical situations well ahead of other emerging market economies with a strong macroeconomics fundamentals and internal policies. The Government visualized India to be a technology driven and knowledge based economy on the financial sector in the upcoming years. As visualized, the growth rate of technology in India is tremendous. The India's economic growth during the year has been principally led by private consumption and capital formation which helped to generate employment.

The Reserve Bank of India, allowed the settlement of international trade in India Rupees during the year 2022. Eighteen countries have agreed to settle the trade in India Rupees by opening Special Rupee Vostro Account (SRVA) in bank. This settlement will enhance the value of Indian rupee in international market by reducing the usage of dollars and other currency.

The improvement in the financial stability of Public Sector Banks has enabled them to increase credit supply, leading to rapid credit growth for the Micro, Small, and Medium Enterprises (MSME) sector.

The Economic Survey said that India's economic recovery from the pandemic is complete and the economy is expected to grow in the range of 6% to 6.8% in the coming financial year 2023-24. The Indian economy GDP decreased to 7.2% during the year 2022-23 when compared to 9.1% in 2021-22. This is due to aggressive rate hikes by the Reserve Bank of India in order to control the high inflation levels in the country. In addition to these factors, the slowdown in exports and consumer demand has also contributed in the decrease of GDP.

India's GDP dropped to 13.5% in the first quarter of financial year (FY) 2022-23, when compared to 20.1% in the first quarter of the previous financial year (PFY) 2021-22. Further in the second quarter, the economy further reduced to 6.3% when compared to 8.4% in the second quarter of the PFY 2021-22. During the third quarter of FY 22-23 there was a further decrease to 4.4% in the growth rate when compared to 11.2% in the third quarter of PFY 21-22. India's economy grew to 6.1% in the fourth quarter of FY 2022-23, pushing up the annual growth rate to 7.2% for the FY 2022-23.

The contribution of agriculture sector and other allied sectors towards the growth of Gross value added (GVA) during the FY 2022-23 is 3.3% and during the PFY 2021-22 is 3.5%. The share of agriculture in GDP in the FY 2022-23 is 18.3% and 19% in PFY 2021-22.

Indian pharmaceutical exports achieved a healthy growth of 22% during the FY 2022-23 which is higher than the corresponding pre-pandemic period of FY 2020. The performance of pharma exports during the year has been robust, sustaining growth despite the global trade disruptions and drop in demand for COVID-19 related treatments.

India's Merchandise imports and exports showed a growth of 54.71% and 43.18% during the FY 2022-23 as compared with FY 2021-22. India's trade deficit widened to 87.5% in FY 2021-22.

Indian Army is the third-largest military force. India exported military hardware worth Rupees 159.2 billion in the FY 2022-23 and it is the highest military export made when compared to the previous years.

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The services sector witnessed a swift increase in the FY 2022-23, at 8.4% compared to a contraction of 7.8% in the PFY. The improvement was driven by growth in the Trade, Hotel, Transport, Storage, Communication and Services related to broadcasting sub-sector.

The credit growth to the Micro, Small, and Medium Enterprises (MSME) sector has been extraordinarily high, over 30.6%, on average during the year, supported by the extended Emergency Credit Linked Guarantee Scheme (ECLGS).

Recovery from the Pandemic:

COVID-19 has impacted the worldwide economic growth. Many countries struggled for a period of three years and now are in the recovery stage. During the period many nations voluntarily helped the economically backward country for their recovery by providing medicines, vaccines, hospital equipment's etc.

Almost ninety percent of the countries has uplifted the lockdown, quarantines, social distancing, travel bans and other emergency measures. The Countries during the year observed a significant rise in the economic growth, business operation, international business, Stock markets trade etc.

During the pandemic, India was witnessed as the second most country affected with Corona virus after the United States of America (USA), the Government introduced many policies, programs, vaccination drive, help center, online services to the people for their recovery. The Government provided free treatment and vaccine to the people affected and also provided monetary reliefs to the family of the diseased person. Most of the educational institution went online during the period by providing them online classes. The Government has given extension and exemption to the companies for their regulatory compliance during the period. The digitalization boomed in the economy sector and most of the business transactions were made online. All these factors helped and boosted India to recover from the COVID-19.

This made ease of complying the provision and doing business for the companies. Vaccination helped most of the Countries and even India to recover. This was complemented by digital infrastructure through Co-WIN for mass vaccination and E-Sanjeevani for telemedicine. Around 220 crore people got vaccinated in India. Some of the schemes introduced by the Government during COVID-19 for the people are PM CARES for Children, Pradhan Mantri Garib Kalyan Yojana etc.

The Economic Survey said that India's economic recovery from the pandemic is complete and the economy is expected to grow from the current financial year. Post pandemic, India is being seen as the "New Manufacturing Hub" as there are geopolitical tensions in China's trade policy. Companies like Apple, Samsung and Google are shifting towards India, for their product's manufacturing.

Impact of Russia – Ukraine War on Indian Economy:

The war between Russia and Ukraine is been for a long time. Many countries including European nations was severally affected due to this war, as Russia is the second largest exporter of crude oil to the countries. The Russia-Ukraine conflict has further affected the supply chain resulting in price escalations of steel, cement, finishing materials, imported chemicals, and fuel, there by increasing the overall construction cost and resulting in a rise in housing prices.

India's close economic ties with both countries have been disrupted, leading to higher trading costs and reduced investment opportunities. Even the cost of consumer commodities have gone up.

India had shown a neutral stand for Russia and maintained a good International business relation which resulted India from getting discounted oil, fertilizer, and other commodities from Russia. As many country

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imposed restricted economic transaction on Russia, India took the opportunity to fill the vacuum created in stocks of wheat, maize, millet etc. India has sold 1.4 million tonnes of wheat in April 2022 to South Asia, Southeast Asia, the Middle East, Europe, and North Africa.

Impact of Sri Lankan Economic Crisis on Indian Economy:

Sri Lanka is currently facing an unpredicted crisis due to economic mismanagement. Other factor which contribute to the crisis are pandemic and expenditure of public funds. India is having trade practices in the sector of real estate, petroleum, refining manufacturing etc. These have been affected and will continue to get affected adversely if the crisis continues. The Indian export to Sri Lanka has deteriorated drastically.

India's international trade through water transport, faced a severe consequences due this crisis.

The Colombo port has become the most concerning part of the Indian economy. The Colombo port deals with more than 30% of India's container traffic along with 60% of transshipment. A disturbance in the services of Colombo port would certainly be harmful to the Indian economy. As of now, thousands of vessels sent from India to Sri Lanka are remaining undeclared at the port, along with several trans shipments. The major reason behind this disturbance is the transfer of the containers between the terminals has not been possible due to the ongoing commotion across Sri Lanka. To address this issue, there is a build-up of cargo meant for Sri Lanka at Indian ports. But it's quite evident that this will result in augmented cost and overcrowding problems at Indian ports. According to the reports, India has already started building a transshipment hub of its own in Kerala to deal with this crisis.

In Sri Lanka, India has some huge investments across industries such as real estate, tourism, hotel, telecommunication, manufacturing, banking, financial services, petroleum refining etc. These investments are affected due to the ongoing crisis in Sri Lanka and they might have to witness much worse situations in the coming days if the crisis still continues.

With regard to Sri Lanka, more than 10% of Sri Lanka's Gross Domestic Product (GDP) was contributed by the Tourism Industry which was widely affected during the pandemic. Further this crisis have affect the nation a lot leading to scarcity of basic needs and due to the market shut down, inflation has gone up. Many nations are helping Sri Lanka for its economy revival. The G7 (Group of Seven) countries have decided to help Sri Lanka with their debt repayments.

However amidst all this, a positive news is that many foreign buyers are contacting India for supply of tea. Sri Lanka is known for their Tea in the world market and is one of the largest supplier. But currently due to crisis, the world market are turning to India for tea import from Assam and Kolkata. Due to this the price of tea leaves have seen a sharp rise. This increased the sales and demand in the international market of tea in India.

Further in Sri Lanka its apparel sector is suffering as well. According to a recent report issued by US International Trade Administration, the apparel export industry which accounted a major share in the country's total exports, is foreseeing a heavy downfall. Meanwhile, the apparel orders from the various countries are now being sent to India.

Textile Industry Structure and developments:

The textile and apparel industry in India is one of the oldest industry and it is spread across the country. Export of textile around the globe plays a major role in Indian economy. The Indian textile industry is the

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third largest textile & clothing exporter in the world. However a notable decrease has been seen in the textile industry. According to a survey taken where the results of the survey was announced at the budget session in January 2023, the textile industry in India made a private investment of Rs. 10,000 Crore during the first half of 2022-23. However the investment was reduced to Rs. 7,000 Crore in the second half. The textile industry was not able to perform due to high demand. The textiles sector growth remained negative during April to November 2022. The sector witnessed negative growth of 0.4 per cent in April 2022, 3.1 per cent in June, 9 per cent in July, 12.5 per cent in August, 13 per cent in September, 18.7 per cent in October and 9 per cent in November 2022. Despite all this, the industry was able to see some growth during some months of the fiscal year. On the whole, the graph was erratic with very high and lows.

Ministry of Textiles has been allocated Rs 4,389.34 Crores for FY 2023-24. Textile industry in India has employed more than 4.5 crore people including a large number of women and the rural population. The new innovation in the textile industry is Digital textile technologies which have a good demand in the international market. India is currently the 5th largest producer of technical textiles in the world.

Government Initiatives:

The Government has taken a lot of initiatives to boost the export growth, attract investment and increase production in textile sector. The Production-Linked Incentive (PLI) scheme for textiles will promote production of high value Man Made Fibre (MMF), Garments and Technical Textiles in the country. Whereas, Pradhan Mantri Mega Integrated Textile Region and Apparel (PM MITRA) Park are being planned to be established across seven states of the Country. This will lead to reduction of logistic costs due to cluster-based approach of manufacturing and production of quality products with appropriate testing facilities. The Government provides adequate and timely financial assistance to the powerloom weavers to meet their credit requirements, for investment needs and for the working capital, in a flexible and cost effective manner. The Government waived customs duty on cotton imports from 14th April 2022 until 30th September 2022, to benefit the textile industry and lower prices for consumers. Government is implementing various policy initiatives and schemes to increase investment/expansion of textile industry including modernization of weaving and processing sector such as Amended Technology Upgradation Fund Scheme (A-TUFS), National Handloom Development Programme (NHDP), Integrated Processing Development Scheme (IPDS), Scheme for Integrated Textiles Parks (SITP), Samarth–Scheme for Capacity Building in Textiles Sector, etc.

Threats observed:

In the past three years, the Pandemic and Russia-Ukraine war has severely impacted on the global industries and altered market dynamics. Some of the threats observed in the Indian Textile Industry are increase in electric charge per unit, high power tariff, power shutdown, lack of raw materials and limited access to modern technology. The textile industry core operations runs with the power supply. As the Russia-Ukraine war is ongoing the price of all the commodities including the electric supply are increased to a higher rate. This increase has created a demand of electricity in the market.

India is in the blooming stage to the digitalization and modern technologies. The new innovation like carbon printing, go green initiatives requires modern technologies. Many of the textile industry are not in position to access or to afford for the modern technologies.

The handloom industry, was affected with insufficient capital requirements for raw materials, equipment and their lacked a formal management structures to tackle the pressure of uncertainty.

Binny Mills Limited

Warehouse Industry - Structure and developments:

A warehouse is an essential component of corporate infrastructure and one of the primary player in the global supply chain. India's warehousing sector has seen a tremendous change over the decades from being unorganized godown structures to getting recognized as a prominent asset class. Since the outbreak of COVID-19, the usage of warehousing facilities by e-commerce platforms has risen sharply. Warehouse investment recorded a second greatest percentage of institutional real estate investment in the year 2022, accounting to 31% respectively.

Government initiatives:

The Government's warehousing policy focuses on creating exclusive warehousing zones through public-private partnerships in order to reduce transportation and logistics costs and accelerate growth. The government will invest Rs. 7.5 lakh crore in infrastructure, logistics development, and multi-modal connectivity in FY 2023. The Government has encouraged the warehouses to be designed and integrated with technologies such as the Internet, robotics, and artificial intelligence (AI). The Government has allowed the foreign companies to make a direct investment in warehousing sector by allowing 100% foreign direct investment in logistics parks and warehouses.

Threats observed:

As real-estate and construction costs are rising, it has become important for warehouse operators to maximize utilization of each available square feet of space and also to build more economical structures. As India is emerging as a manufacturing hub in the international market, it is required to accommodate the manufactured goods in the warehouse. The number of warehouse in India is compatible less, when compared to the production process. Lack of storage place and easy access to warehouse can lead to delay in manufacture of the products.

Risks and concerns:

The company is engaged in trading business. Hence, the risks associated with the stiff competition in retail textile business are the major risk for the Company. But, the company has built up reputation among the buyers and has created a brand image for its products. Hence, it is confident of mitigating the effects of the risks.

Internal control systems and their adequacy:

The Company has proper and adequate internal control systems commensurate with its size and nature of operations, to provide reasonable assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly and that all applicable statutes and corporate policies are duly complied with.

Human Resources Development and Industrial Relations:

The Company attaches considerable importance to Human Resource Development and harmonious industrial relations. There are senior and experienced professionals managing the operations of its divisions. The company takes all efforts to train its employees to make them a skilled employee. The overall industrial relations, during the year, were cordial.

Environmental protection:

The Environmental Policy of your company is maintaining clean and green environment and ecofriendly atmosphere. Your company has been complying with applicable environmental regulations and preventing

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pollution in all operations. Your company continues to strive for energy saving and conservation of natural reserves.

Risk Management:

Risk Management is an ongoing process. Constitution of the Risk Management Committee is not applicable to the company. However with regard to the exposure of risk in conducting the business, the Company is exposed mainly to Credit Risk and Cash Management Risk in its business operations. The Company has taken over few business divisions of erstwhile Binny Ltd along with the respective business division employees. Their expertise in dealing with suppliers and customers has helped to mitigate the Credit Risk. The sales collections at the showrooms of the Company are mainly in the form of cash. This exposes our Company to cash management risk. In order to mitigate the same, the Company ensures efficient and secured collection at its showrooms. The cash collections are deposited in the Company's bank account the next day. The Company has also adopted stringent checks and internal controls at its showrooms. At the Head Office of the Company, each day's collections are monitored and reconciled on a daily basis. Such procedures and internal controls has helped to mitigate Cash Management Risk.

Segment wise and Product wise performance:

The details are given in the Para 'Operations' in the Directors' Report

Outlook:

The details of outlook are given in the Para 'Outlook and Opportunities' in the Directors' Report.

Discussion on financial performance with respect to operational performance:

The details are given in the Para 'Operations' in the Directors' Report.

Details of any change in the Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

There is no return on Net Worth.

Cautionary Statement:

This report contains forward looking statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower, economic conditions, government policies and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto.

For and on behalf of the Board

V.R. Venkataachalam
Chairman & Director

[DIN: 00037524]

Registered Office:

No.4, (Old No.10) Karpagambal Nagar,
Mylapore, Chennai 600 004.

CIN: L17120TN2007PLC065807

Date : 11th August, 2023

Place : Chennai

Binny Mills Limited

REPORT ON CORPORATE GOVERNANCE

(Pursuant to regulation 34 (3) and Para C of Schedule V of the Listing regulations)

The Report for the financial year ended 31st March, 2023 on compliance by the Company with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given below.

1. Company's Philosophy on Corporate Governance Code:

The Company's philosophy on Corporate Governance Code aims at enhancing the shareholders' value in the Company in the long-term through assisting the Board and the senior management in taking prudent business decisions and prudent financial management. It also aims at transparency and professional approach in all decisions and activities of the Company. The Company's philosophy is also for achieving excellence in Corporate Governance by conforming to the prevalent guidelines on Corporate Governance and excelling, wherever it is possible. It also provides for periodical review of the existing systems and controls for further improvements.

2. Board of Directors:

Composition:

The composition of the Board of Directors is in conformity with regulation 17 of the Listing regulations except that the Company has to appoint adequate number of independent director(s). The Directors on the Board are experienced, competent and highly respected persons in their respective field.

The present strength of the Board is seven directors. There are three Independent Directors, who exercise independent judgment in the Board's deliberations, discussions and decisions. Not less than fifty percent of the Board comprises of Non-Executive directors. According to Regulation 17(1)(b) of the Listing Regulations, the regular Non-Executive Chairman is a Promoter of the Company and consequently one-half of the Board should comprise of Independent Directors.

Shri V.R. Venkataachalam is the Non-Executive Chairman of the Company. Shri V. Rajasekaran, Managing Director of the company resigned with effect from 4th November 2022.

The day to day management of the affairs of the Company is entrusted with the senior management personnel, headed by the Chairman and Managing Director. In absence of Managing Director, other entrusted Director(s) manage the day to day affairs of the Company who functions under the overall supervision, direction and control of the Board of Directors of the Company.

Observation:

Shri V. Rajasekaran, Managing Director resigned from his directorship with effect from 4th November 2022. The position remains vacant as on the date of this report. The Board is taking all the necessary steps to appoint a Managing Director.

Independent Directors:

The Company has three Independent Directors and they have affirmed compliance with the requirements of the Listing regulations. Their appointment is for a term of five consecutive years on the Board of the Company. They were eligible for reappointment for another term of five consecutive years on passing of a special resolution by the Company. Their reappointment for a second term of 5 consecutive financial years from 1st April 2019 to 31st March 2024 was approved at the 12th Annual General Meeting by way of a special resolution.

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The Independent Directors have made disclosures confirming that there is no material, financial and / or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large.

As provided in the proviso under Regulation 17 (A) (1) of the Listing Regulations, as of 31st March, 2023, none of the Independent Directors of the company served as an Independent Director in more than seven listed entities and as per Regulation 26 of the Listing Regulations none of the directors is a member of more than ten committees or acting as a Chairperson of more than five committees across all listed companies in which he / she is a director.

Observation:

As mentioned above, the Company has to appoint adequate number Independent Director(s) in order to comply with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Performance evaluation by the Board of Directors of its own performance, the Directors individually and that of Independent Directors:

As provided in section 134(3) (p) of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance and that of the Directors, individually. As provided in regulation 17 (10) of the Listing regulations, the Board has carried out an annual performance evaluation of the Independent Directors. The details of the evaluation procedures are given under the heading 'Performance Evaluation' in this Report.

Separate meeting of the Independent Directors:

As provided in regulation 25 (3) of the Listing regulations, a separate meeting of the Independent Directors of the Company was held on 14th February 2023 to evaluate the performance of Non-Independent Directors and the Board of directors as a whole, to review the performance of the Chairman and every Independent Director, who were evaluated on parameters such as functioning of the Board, frequency of the Board Meetings and Committee Meetings, attendance, level of engagement and contribution, independence of judgment's, safeguarding the interest of the Company and its stakeholders. The meeting was attended by all Independent Directors.

The Independent Directors expressed their satisfaction on the performance and effectiveness of the Board, individual Non-Independent Board members and the Chairman. They also expressed satisfaction with the quality, quantity and timeliness of flow of information between the Company management and the Board of directors to effectively and reasonably perform their duties.

Familiarization Programme for Independent Directors:

Pursuant to regulation 25 (7) of the Listing regulations, the Company had familiarization programmes for the Independent Directors, on a continuous basis, about the operations of the Company and other details from time to time, inter alia, as follows:

1. The Independent Directors were informed about their roles, responsibilities and duties under the Companies Act, 2013 and the Listing regulations through Board papers and appointment letter given to them.

Binny Mills Limited

2. Presentations were made and discussions were held from time to time on major developments in the areas of the Companies Act 2013 and the Listing regulations.
3. The Directors, including Independent Directors, were updated about the industry, the Company's business model, various business activities, competition faced by the Company and such other issues through presentations at the Board meetings.

As required to be disclosed by Para C (2) (g) of Schedule V of the Listing regulations, the details of such familiarization programmes has been disclosed on the Company's website www.bmlindia.com as provided in regulation 46 (2) (i) of the Listing regulations.

Board functioning and procedure:

The Board plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibilities and accountabilities are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the Management towards the set goals and sets accountability, with a view to ensure that the corporate philosophy and objective is accomplished. It also sets standards of corporate behaviour and ensures ethical behaviour at all times and strict compliance with the laws and regulations. The Board holds periodic meetings every year to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of the performance of the company, its future plans, strategies and other pertinent issues relating to the company. The Board periodically reviews compliance reports of all laws applicable to the company prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances. The Board satisfies itself that plans are in place for orderly succession for appointments to the Board and to senior management positions. Some of the powers of the Board have also been delegated to Committee(s), which monitors the day-to-day affairs relating to operational matters. The Board thus exercises close control over the overall functioning of the Company with a view to enhance the Shareholder value.

Information placed before Board of Directors:

The information, as required under Part A of Schedule II of the Listing regulations, is placed before the Board of Directors. The agenda for the Board Meetings setting out the business to be transacted at the meeting along with the explanatory notes on the agenda items, for consideration at the Board Meetings, are circulated to the directors, seven days before the Board Meeting date, to enable the directors to have a proper study and deliberation on the agenda matters, to take appropriate decisions. In some instances, documents are tabled at the meetings and presentations are also made by the respective executives on the matters related to them at the Board or Committee meetings. The Directors have complete freedom to express their opinions at the Board Meetings and the Board takes decisions after detailed discussions.

Number of Board Meetings held during the year and the dates on which they were held:

(Pursuant to Para C (2) (d) of Schedule V of the Listing regulations)

As prescribed in regulation 17(2) of the Listing regulations, during the year four Board Meetings were held on 30th May 2022, 13th August 2022, 14th November 2022 and 14th February 2023 with a maximum time gap of 120 days between any two meetings.

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Membership in Committees:

As required by Regulation 26 of Listing Regulations none of Directors is a member of more than ten committees or acting as Chairperson of more than five committees across all listed entities in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

Further, for the purpose of reckoning the aforesaid limit only 3 committees, viz., the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship committee alone are considered and committees in Public Limited companies alone are considered.

Code of conduct:

The Board has laid down the Code of Conduct ("Code") for the Board members and Senior Management Personnel of the Company as required under regulation 17(5) (a) of the Listing regulations. Pursuant to regulation 26(3) of the Listing regulations, all members of the Board of directors and senior management personnel of the Company have affirmed compliance with the Code for the financial year ended 31st March 2023. A declaration to this effect, duly signed by the Chairman in absence of Managing Director (CEO), as required in Para D of Schedule V of the Listing regulations, is included in the 'Report on Corporate Governance' which forms part of this Annual Report. The Code has also been posted on the website of the company www.bmlindia.com as provided in regulation 46 (2) (d) of the Listing regulations.

The Code suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013, as required under regulation 17(5) (b) of the Listing regulations. The Code also lays down that an Independent Director shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in the Listing Agreement as provided in regulation 25(5) of the Listing regulations..

Composition and category of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of other Boards or Board Committees in which the director is a member or Chairperson: (Pursuant to Para C (2) (a), (b) and (c) of Schedule V of the Listing regulations)

Composition of Board of Directors as of 31st March, 2023

The details are given in the Table below:

Name of Director	Category	Number of Board meetings attended during the year	Attendance at the last AGM	Number of other company Boards in which the director is a member	Number of other Board Committees in which the director is a member or chairman
Shri V.R.Venkataachalam DIN: 00037524	Promoter, Non- Executive Chairman & Director	1	No	18 (Public: 3 Private: 15)	1

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Name of Director	Category	Number of Board meetings attended during the year	Attendance at the last AGM	Number of other Company Boards in which the director is a member	Number of other Board Committees in which the director is a member or chairman
Shri V. Sengutuvan DIN: 00053629	Promoter, Non- Executive Director	1	No	19 (Public: 3 Private: 16)	-
Mrs. V. Samyuktha DIN: 02691981	Promoter, Non- Executive Woman Director	1	No	13 (Public: 2 Private: 11)	-
Shri S. Varatharajan DIN: 01819133	Non- Executive and Independent Director	3	Yes	3 (Private: 3)	-
Shri M. Parthasarathi DIN: 03209175	Non-Executive and Independent Director	4	Yes	3 (Public: 1 Private: 2)	2
Shri N. Jaiganesh DIN: 06969618	Non-Executive and Independent Director	1	No	-	-
Shri N. Prasanna DIN: 01684876	Promoter and Non- Executive Director	2	Yes	13 (Private: 13)	-

Note:

- While considering the total number of directorship of directors, their directorships in private companies and Section 8 companies have been included and their directorship in the Company has been excluded.
- The membership and chairmanship of directors in committees do not include their membership and chairmanship in the committees of the Company.
- Shri V. R. Venkataachalam, Promoter and Non-Executive Chairman, is the father of Shri V. Sengutuvan, Promoter and Non- Executive Director and Mrs. V. Samyuktha, Promoter and Non- Executive Woman Director. Shri V. Sengutuvan and Mrs. V. Samyuktha are brother and sister. The other director(s) are not related to any other director(s).
- Shri V. R. Venkataachalam, Promoter and Non-Executive Chairman, holds 15,40,254 equity shares of Rs.10/- each aggregating to Rs.1,54,02,540/- and 32,000 9% Cumulative Redeemable Preference of Rs.5/- each aggregating to Rs.1,60,000/- in the Company.
- Shri V. Sengutuvan, Promoter and Non- executive Director, holds 74,600 equity shares of Rs.10/- each aggregating to Rs.7,46,000/- and 32,000 9% Cumulative Redeemable Preference of Rs.5/- each aggregating to Rs.1,60,000/- in the Company.
- No other director is a director in any listed entity.

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Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations the Board of Directors has identified the following requisite skills/ expertise and competencies for the effective functioning of the Company which are currently available with the Board:

S. No.	Name of the Director and Designation	Core skills/ expertise/ competencies
1	Shri V.R. Venkataachalam Chairman and Director	Industrialist. Wide experience in promoting companies. Long experience in managing companies and expertise in decision making process.
2	Shri V. Sengutuvan Promoter and Non-Executive Director	Industrialist. Varied experience in managing diverse businesses and in administration functions.
3	Mrs. V. Samyuktha Promoter and Non-Executive Woman Director	Industrialist. Wide experience in administration functions and expertise in textile industry.
4	Shri S. Varatharajan Independent Director	Experience in the areas of Corporate Strategy and financial services. Expertise in administration functions.
5	Shri M. Parthasarathi Independent Director	Company Executive. Wide and varied experience in business management and administration. Expertise in strategic decision making and corporate finance.
6	Shri N. Jaiganesh Independent Director	Experience in management and administration functions.
7	Shri N. Prasanna Promoter and Non-Executive Director	Entrepreneur. Have profound knowledge and experience in the field of food and beverages industry

Pursuant to Clause C (2) (i) of Schedule V read with regulation 34(3) of the Listing Regulations, in the opinion of the Board all the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

Performance Evaluation: (Pursuant to section 134(3) (p) of the Companies Act, 2013 and Para C (13) of Schedule V of the Listing Regulations)

As provided in section 134(3) (p) of the Companies Act, 2013, Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees for the financial year 2022-23. As provided in regulation 17 (10) of the Listing regulations, Board has carried out an annual performance evaluation of the Independent Directors.

The evaluation process was carried out through a structured evaluation procedures covering various aspects of the functioning of the Board and its Committees viz., The sufficiency of the existing Committees in relation to the existing size and nature of operations, their roles in decision making, frequency of their meetings, attendance at the meetings, their level of engagement and participation at the meetings, the exercise of independence of judgment, performance of their duties and obligations, their contribution in enhancing the Board's overall effectiveness and implementation of good Corporate Governance practices.

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The Board has expressed its satisfaction with the evaluation process and also of the performance of all the Directors, Board and its Committees which reflected the overall engagement of the Board and its Committees with the Company.

The observations made during the evaluation process were noted and based on the outcome of the evaluation and feedback of the Directors, the Board and the management agreed on various action points to be implemented in subsequent meetings. The observations included those relating to further improvement in participation and deliberations at the meetings and conduct of the meetings, circulation of board presentations and its content.

Policy for prohibition of Insider Trading:

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations 2015, (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code for Prohibition of Insider Trading for Directors/ Designated persons of the Company, relating to dealings by them in the securities of the Company.

The Code also provides for periodical disclosures from Directors and Designated persons as well as pre-clearance of transactions by such persons.

The Securities and Exchange Board of India (SEBI), vide notification no. SEBI/LAD-NRO/GN/201/59 has notified SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, with effect from 1st April 2019. The Company, has, accordingly, amended its Code for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

3. Audit Committee:

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act 2013 read with Regulation 18 and Part C of Schedule II of the Listing Regulations.

The following Non-Executive directors are the members of the Audit Committee:

Shri S. Varatharajan, Chairman of the Committee

Shri M. Parthasarathi; and

Shri N. Jaiganesh;

All the members of the Audit Committee are Independent Directors. The members of the committee are financially literate with ability to read and understand the financial statement. The Chairman of the committee has related financial management expertise by way of experience in financial management in his field of business. The Company Secretary acts as the Secretary to the Audit Committee.

The Audit Committee shall have such powers, duties and responsibilities and shall function in such manner as provided in Section 177 of the Companies Act, 2013 and Regulation 18(3) and Part C of Schedule II of the Listing Regulations.

Meetings and attendance during the year:

During the year four Audit Committee Meetings were held on 30th May 2022, 13th August 2022, 14th November 2022 and 14th February 2023. Requisite quorum was present for all the meetings held during the year. The Statutory Auditors and Managing Director and the Head of Accounts Department

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of the Company and invitees, if any, attend the Audit Committee meeting to provide information and clarifications.

S. No	Name of the Directors	Designation	No. of Meetings held during the year	No. of Meetings attended during the year
1	Shri S. Varatharajan DIN: 01819133	Chairman, Non- Executive and Independent	4	4
2.	Shri M. Parthasarathi DIN: 03209175	Non- Executive and Independent	4	4
3	Shri N. Jaiganesh DIN: 06969618	Non- Executive and Independent	4	1

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

Terms of Reference:

The terms of reference of the Audit Committee, *inter alia* includes:

- Overseeing the financial reporting process.
- To ensure proper disclosure in the quarterly, half yearly and Annual Financial Statements.
- To recommend appointment, re-appointment of auditors and the fixing of their remuneration. Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing, with the management, the Financial Statements before submission to the Board.
- Reviewing, with the management, performance of statutory and internal auditors, adequacies of the internal control systems.
- Reviewing the adequacy of internal audit function 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.
- Reviewing, with the management, the statement of uses / application of funds.
- Discussing with Internal auditors on any significant findings and follow up there on.
- Reviewing the findings of any internal examinations 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.
- Discussing 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 discuss with the management, the senior internal audit executives and the statutory auditor/ s the Company's major risk exposures and guidelines and policies to govern the processes by which risk assessment and risk management is undertaken by the Company, including discussing

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the Company's major financial risk exposures and steps taken by management to monitor and mitigate such exposures and from time to time conferring with another Committee/s of the Board about risk exposures and policies within the scope of such other Committee's oversight.

- To review the functioning of the Whistle Blower Mechanism.
- Approval of appointment of CFO (i.e., the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- 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.
- To review the financial Statements.
- Granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

4. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee has been constituted by the Board as per the requirements of the provisions of Section 178 (1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The following Non-Executive directors are the members of the Nomination and Remuneration Committee:

Shri S. Varatharajan, Chairman of the Committee

Shri M. Parthasarathi; and

Shri N. Jaiganesh;

The Chairman of the Committee is an Independent Director. All the other members of the Committee are also Independent Directors. The Company Secretary acts as the secretary to the Committee.

Meetings and attendance during the year:

The Nomination and remuneration committee meeting was held on 13th August, 2022. All the Directors was present during the meeting.

Functions of the Committee:

- i. It shall formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ii. It shall identify 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 or removal.

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- iii. It shall formulate criteria for evaluation of Independent Directors and the Board.
- iv. It shall carry out an evaluation of every directors' performance.
- v. It shall devise a policy on Board diversity.
- vi. It shall recommend to the Board of directors a policy relating to the remuneration for the directors, key managerial personnel and other employees. (Nomination and Remuneration Policy).

Pursuant to the provisions of section 178(3) and (4) of the Companies Act, 2013 and Part D Para A (1) of Schedule II of the Listing regulations, the Committee has recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees which is laid down in the Nomination and Remuneration Policy and was approved at the Board Meeting held on 30th January 2015. The Nomination and Remuneration Committee has also laid down, in the Nomination and Remuneration Policy, the evaluation criteria for evaluation of directors including independent directors. The Nomination and Remuneration Policy is disclosed in the **Annexure II** to the Directors' Report .

Remuneration of directors:

The Non-Executive and independent directors do not have any pecuniary relationship or transactions with the company. At present no remuneration is paid to the Managing Director or any other director.

Payment of sitting fees to directors:

The Non-Executive Directors are paid sitting fees of Rs.5,000/- per meeting for attending the meetings of the Board and Committees. The details of sitting fees paid in the year 2022-2023 are as follows:

Director	Sitting fees paid Rs.
Shri V.R. Venkataachalam	5,000
Shri V. Sengutuvan	5,000
Shri S. Varatharajan	45,000
Shri M. Parthasarathi	50,000
Shri N. Jaiganesh	20,000
Mrs. V. Samyuktha	5,000
Total	1,30,000

Since the Company does not pay any remuneration to any of its directors, there are no disclosures to be made on the remuneration of directors with regard to elements of remuneration package of individual directors and details of fixed component and performance linked incentives. The Company has not entered into any service contract with any director which provides for notice period and severance fees.

Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:

At present the company does not have any Stock Option Scheme.

Disclosure of shares held by Non- executive directors:

Shri V.R. Venkataachalam, Non-Executive Chairman, holds 15,40,254 equity shares of Rs.10/- each in the Company constituting 48.31% of the paid-up equity shares of the Company and 32,000 9%

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Cumulative Redeemable Preference Shares of Rs.5/- each and Shri V. Sengutuvan, Director, holds 74,600 equity shares of Rs.10/- each in the Company constituting 2.34% of the paid-up equity shares of the Company and 32,000 9% Cumulative Redeemable Preference Shares of Rs.5/- each. No other Non-Executive directors hold equity shares in the Company.

5. Stakeholders Relationship Committee:

The “Stakeholders’ Relationship Committee” is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2018.

The Stakeholder Relationship Committee consist of following Non-Executive Independent directors as the members:

Shri S. Varatharajan, Chairman of the Committee

Shri M. Parthasarathi;

Shri N. Jaiganesh

The company secretary acts as the secretary to the committee.

The Stakeholders Relationship Committee was constituted to consider and resolve the grievances of shareholders and other security holders of the Company. The Committee shall expedite the process of share transfers. The Board has delegated the powers of registration of share transfers to the committee. Any major transfers approved at the Stakeholders Relationship Committee meetings are placed before the Board.

The Committee in particular looks into:

- The listing of securities on stock exchanges.
- The shareholders’ and investors’ complaints on matters relating to transfer of shares, non-receipt of dividends and matters related thereto and resolve the grievances.
- The matters that can facilitate better investor services and relations.
- Attending to investors’ queries and complaints regarding transfer, dividend, annual reports, etc.
- Attending to complaints of investors routed by SEBI (SCORES) /Stock Exchanges.
- The amounts transferable to Investor Education and Protection Fund.
- The profile of investors.
- Taking decision on waiver of requirement of obtaining the Succession Certificate/ Probate of Will, on case to case basis, within the parameters set out by the Board.

Meetings of the committee:

The Stakeholder Relationship Committee meeting was not held during the financial year 2022-23.

The status of investor grievances is monitored by the Committee periodically and the minutes of the Committee are made available to the Board. The complaints received from the Shareholders, SEBI (SCORES) / Stock Exchanges and others are reviewed and they are replied to by the Company / Registrar & Share Transfer Agents regularly. The status of the pending complaints as well as the system of Redressal mechanism is reviewed by the Committee periodically.

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Name and designation of compliance officer:

Compliance Officer: Mrs. K. Aarthi (appointed with effect from 7th July 2023)
 Company Secretary
 Phone: 044-24991518
 Fax: 091-44-24991777
 Email: binnymills@bmlindia.com

Company Secretary/Compliance Officer during the year under review: Ms. S. Sahana (up to 30th June 2023).

Shareholders' / Investors complaints status: (1-4-2022 to 31-3-2023)

Particulars	No. of complaints
Complaints pending as on 1 st April, 2022:	Nil
Complaints received during the period 1 st April, 2022 to 31 st March, 2023	0
Complaints identified and reported under Regulation 13(3) of Listing regulations	0
Complaints disposed of during the year ended 31 st March, 2023	0
Complaints unresolved as of 31 st March, 2023	Nil

As on 31st March, 2023, no investor grievance has remained unattended/ pending for more than thirty days.

The company's Registrar and Share Transfer agents, viz., Cameo Corporate Services Ltd., also redresses all shareholders'/Investors' complaints/grievances.

All valid share transfers, received during the year ended 31st March 2023, have been acted upon. There are no pending share transfers, both in physical form as well as in Demat category, as on 31st March 2023.

6. General Body Meetings:

Location and time of the last three Annual General Meetings:

Year	Date	Time	Location
2021-22	30-09-2022	3.00 P.M.	Through Video Conferencing having the deemed venue at 'TCP Sapthagiri Bhavan', No.4, (Old No.10), Karpagambal Nagar, Mylapore, Chennai 600004
2020-21	24-09-2021	3.00 P.M.	Through Video Conferencing having the deemed venue at 'TCP Sapthagiri Bhavan', No.4, (Old No.10), Karpagambal Nagar, Mylapore, Chennai 600004
2019-20	25-09-2020	3.30 P.M.	Through Video Conferencing having the deemed venue at 'TCP Sapthagiri Bhavan', No.4, (Old No.10), Karpagambal Nagar, Mylapore, Chennai 600004

- a) A special resolution was passed in the 15th AGM regarding the grant of unsecured loan to TCP Limited pursuant to Sections 185 and 186 of Companies Act, 2013. No other special resolution was passed in the previous three AGM except the above.

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- b) In compliance with the Act, all the members were given an option at the 15th AGM held on 30-09-2022, to vote through electronic means on all the resolutions of the Notice using the CDSL platform. The Board of Directors had appointed Shri. P. Sriram (Membership No. FCS 4862), a Practicing Company Secretary (PCS No.3310), Chennai, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner and all the resolutions were passed with requisite majority.

7. Disclosures:

- (a) There are no materially significant related party transactions with the Company's promoters, directors, key managerial personnel, or their relatives, which may have potential conflict with the interests of the Company at large. Disclosures on transactions with related parties, as required under the relevant Indian Accounting Standard, have been included in the Notes on Accounts attached to the Financial Statements. A statement in summary form of transactions with related parties in the ordinary course of business is placed before the Audit Committee and the Board on quarterly basis. Omnibus approval has been obtained for transactions of repetitive nature.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website www.bmlindia.com.

None of the directors have any pecuniary relationships or transactions with the Company except the payment of sitting fees. The details of the transactions with Related Party are given in the Notes to the Financial Statement.

- (b) Following are the instances of non-compliance by the company::
- The Company has to appoint adequate number of Independent Director(s) to comply with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In this regard, the BSE Ltd, being the stock exchange where the shares are listed, has levied penalty for the quarter ended December 2022 and March 2023 for the said non-compliance. Further the BSE Ltd vide its notice dated 20th June 2023, has transferred the scrips of the Company to 'Z' / 'ZP' / 'ZY' group with effect from 3rd July, 2023 due to the non-compliance for two consecutive quarters. Further, on 18th July, 2023, the BSE issued a notice to the Company regarding suspension of trading in securities of companies for non-compliance with Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for two consecutive quarters i.e., December 2022 & March 2023. According to the notice, the said non-compliance should be complied by the Company on or before 14th August, 2023, if not the trading in securities of the said companies will be suspended until the compliance is being made.
 - The position of Chief Financial Officer remains vacant for the period under purview.
 - The position of Managing Director remains vacant since the resignation of Shri V. Rajasekaran with effect from 4th November, 2022.
- c) The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the Listing Regulation. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Chairman, in absence of the Managing Director. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also posted on the website of the company.

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- d) The Company has adopted the Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The Vigil Mechanism as per Regulation 22 of Listing Regulations ensures standards of professionalism, honesty, integrity and ethical behavior. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website www.bmlindia.com.
- e) The Company does not have any material listed/unlisted subsidiary company as defined in Regulation 24 of Listing Regulations. However, the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website www.bmlindia.com.
- f) The Company has complied with all the mandatory requirements as stipulated in Listing Regulations and fulfilled the non-mandatory requirements as prescribed in discretionary requirements as specified in Part E of the Schedule II of Listing Regulations of the following:
1. **The Board:** The Company has a non-executive Chairman and Chairman's office is maintained at the Company's expense.
 2. **Shareholder Rights:** The half yearly financial performance and a summary of the significant events in the last six-months are not sent to each household of shareholders.
 3. **Modified opinion in Audit Report:** The Company's financial statements are with unmodified audit opinion.
 4. **Reporting of Internal Auditor:** The Internal Auditor reports directly to the Audit Committee.
- g) The Company has complied with all the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulation except that the Company has to appoint adequate number of Independent Director(s) to comply with the requirements of regulation 17 (1) of the Listing regulations.
- h) The Company has complied with all the requirements of Corporate Governance Report as contained in Clause C (2) to (10) of Schedule V read with Regulation 34(3) of the Listing Regulations.
- i) No equity shares of the Company were suspended from trading during the financial year 2022-23.
- j) A Certificate has been issued by M/s. Ramesh & Ramachandran, Statutory Auditor confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board / the Ministry of Corporate Affairs or any such statutory authority.
- k) The Company has not raised funds through preferential allotments or Qualified Institutions Placement under Regulation 32 (7A) of the Listing Regulations.
- l) In the financial year 2022-23 Board has accepted all recommendations of its Committees.
- m) The details of total fees for all services paid by the Company to the Statutory auditors are as follows:

Particulars	Amount (in Rs. lakhs)
Statutory audit fees	1.50
Tax audit fees	-
Certification fees	-

- (n) The disclosure in relation to Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors Report.

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Share Capital Audit

Share Capital Audit as required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, read with SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated 31/12/2002 and SEBI Circular No. CIR/MRD/DP/30/2010:

A qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and to the Board of Directors.

8. Means of Communication: (to shareholders)

The Audited financial results, the quarterly results and the half yearly results of the Company are published as follows:

Newspapers wherein results normally published: Financial Express (English) and Malai Malar (Tamil)

Website where displayed: www.bmlindia.com

Whether the website also displays official news releases and Presentations made to Institutional investors or analysts: NA

Shareholders have been provided with an opportunity to provide their email id for receiving correspondence and annual report in electronic form. The annual report has been sent in electronic form to shareholders, who have provided their email Id. Physical copies of the annual report have been provided to such shareholders based on a request received from them for this purpose.

The Company does online filing with BSE Limited (BSE) through web based application: BSE Listing Centre.

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations including material information having a bearing on the performance / operations of the Company or other Price Sensitive information.

The Board of Directors has approved a policy for determining materiality of events and has authorized the Managing Director for the purpose of determining materiality of an event or information and making disclosures to the Stock Exchange..

9. General Shareholder Information : (As at 31st March 2023)

1. 16th Annual General Meeting:

Date : 15th September 2023
Time : 3:30 P.M.
Venue : Deemed Venue: No.4 Karpagambal Nagar, Mylapore, Chennai 600 004
Meeting held by Video Conferencing / Other Audio Visual Means.

2. Financial Year : 2023-24

3. Book Closure Date : 9th September 2023 to 15th September 2023
(Both days inclusive)
On account of AGM.

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4. Dividend payment Date : Not applicable
5. Financial Calendar : 2023-24
 - Annual General Meeting : September 2023
 - Unaudited results for 1st quarter : last week of July, 2023
 - Unaudited results for 2nd quarter : last week of October, 2023
 - Unaudited results for 3rd quarter : last week of January, 2024
 - Audited results for 31st March 2024 : last week of May, 2024
6. Listing on Stock Exchanges : The equity shares of the company are listed on The BSE Limited, P J Towers, Dalal Street, Mumbai 400 001.
7. Stock Code
 - a) BSE Ltd : 535620
 - b) Demat ISIN No. in NSDL and CDSL : INE160L01011

The Company has paid the annual listing fee and custodian fees for the year 2023-24 to the BSE Ltd and to the Depositories.

The equity shares of the Company are facilitated to be traded in the demat form at the National Securities Depository Ltd and Central Depository Services (India) Ltd.

8. Market Price Data

The high and low market price and volume of shares traded during each month of the financial year ended 31st March 2023 are given below:

Month	BSE Limited		
	Share Prices		Volume
	High (Rs.)	Low (Rs.)	(No. of shares)
April 2022	157.10	100.00	13,421
May 2022	153.90	125.40	1,115
June 2022	129.10	96.90	3,815
July 2022	122.65	97.50	3,318
August 2022	149.35	107.00	4,691
September 2022	186.00	129.20	10,193
October 2022	149.00	118.00	6,471
November 2022	152.95	118.15	2,239
December 2022	126.20	103.30	4,775
January 2023	107.80	93.40	7,182
February 2023	114.95	88.25	1,923
March 2023	107.00	82.25	6,992

Binny Mills Limited

9. Binny Mills Ltd Share Price performance in comparison to BSE Sensex:

Binny Mills Ltd Share Price at the BSE in comparison to BSE Sensex

Month	Binny Mills Ltd . Share price at close (Rs.)	BSE Sensex at close
April 2022	154.65	57,060.87
May 2022	125.40	55,566.41
June 2022	116.85	53,018.94
July 2022	110.85	57,570.25
August 2022	149.35	59,537.07
September 2022	135.85	57,426.92
October 2022	148.00	60,746.59
November 2022	118.15	63,099.65
December 2022	106.10	60,840.74
January 2023	95.15	59,549.90
February 2023	89.00	58,962.12
March 2023	87.60	58,991.52

10. Registrar and Transfer Agents:

M/s Cameo Corporate Services Ltd.,
 'Subramanian Building', 5th Floor,
 No.1, Club House Road,
 Chennai 600002.
 Tel No. 044-28460390 – 28460394
 Fax No. 044-28460129
 E-mail ID: cameo@cameoindia.com

Shareholders / Investors are requested to forward share transfer documents, Dematerialisation requests and other related correspondence directly to Cameo Corporate Services Ltd at the above address for speedy response.

11. Share Transfer System:

(a) Share Transfers:

The authority to approve share transfers has been delegated by the Board to the Stakeholders' Relationship Committee (SRC). Physical share transfers are registered and returned generally within a period of fifteen days from the date of receipt, if the documents are correct and valid in all respects. The SRC considers the transfer proposals generally once in fifteen days in a month. Shareholders / Investors are requested to send share transfer related documents directly to our Registrar and Transfer Agents, viz., M/s Cameo Corporate Services Ltd., whose address is given in Para 10 of this section.

(b) Nomination facility:

Individual shareholders holding shares in physical form can nominate any person for the shares held by them. This will save the nominee from going through the lengthy process of getting the shares later on transmitted to his / her name. For further details, shareholders may write to our Registrar and Transfer Agents, viz., M/s Cameo Corporate Services Ltd., whose address is given in Para 10 of this section.

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- (c) Correspondence regarding Change of address, etc.:

Shareholders are requested to ensure that any correspondence for change of address, change in Bank Mandates, etc., should be signed by the first named shareholder. Shareholders who hold shares in Demat form should correspond with the Depository Participant with whom they have Demat Account.

12. Distribution of shareholding as on 31st March 2023:

- (A) Distribution Schedule as on 31st March 2023:

Number of Shares held	Number of Shareholders		Amount of shares (in Rs.)	
	Total	% to total shareholders	Total	% to total holdings
1 – 5,000	8,326	98.5792	24,37,820	7.6457
5,001 – 10,000	51	0.6038	3,76,390	1.1804
10,001 – 20,000	31	0.3670	4,48,160	1.4055
20,001 – 30,000	7	0.0828	1,65,070	0.5177
30,001 – 40,000	3	0.0355	1,06,350	0.3335
40,001 – 50,000	2	0.0236	84,140	0.2638
50,001 – 1,00,000	6	0.0710	4,39,290	1.3777
1,00,001 and above	20	0.2367	2,78,27,520	87.2753
TOTAL	8,446	100.0000	3,18,84,740	100.0000

- (B) Distribution of Shareholding (Category wise) as on 31st March 2023:

Category	Number of shares held	% of total shareholding
Promoters	23,87,010	74.86
Mutual Funds	-	-
Financial Institutions/ Banks	87,824	2.76
Central Government / State Government	52,654	1.66
Non Resident Indians	66,222	2.07
Bodies Corporate	28,048	0.87
Resident individuals	5,60,483	17.58
Others	6,233	0.20
TOTAL	31,88,474	100.00

13. Dematerialisation of shares and liquidity:

For dematerialization of Equity shares, the company has entered into a tripartite agreement with the **National Securities Depository Ltd., (NSDL)** and **Central Depository Services (India) Ltd., (CDSL)**.

Binny Mills Limited

Details of shares in Demat and Physical Form as on 31st March 2023:

Particulars	No. of Shareholders	No. of Shares	% to Capital
NSDL	1,445	27,82,070	87.25
CDSL	1,019	1,94,618	6.11
Physical Form	5,982	2,11,786	6.64
Total	8,446	31,88,474	100.0000

14. Outstanding GDRs/ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity:

The Company has not issued any GDR'S or ADR'S No Warrants or any Convertible Instruments are outstanding.

15. Commodity price risk or foreign exchange risk and hedging activities:

Not Applicable

16. Locations : Binny Mills Ltd
No.9, Stephenson Road,
Perambur, Chennai 600 012.

16. Address for Correspondence : Binny Mills Limited
And Registered Office No.4, (Old No.10) Karpagambal Nagar,
Mylapore,
Chennai 600 004, India.
Ph: 044-24991518
E-mail: binnymills@bmlindia.com

For and on behalf of the Board

V.R. Venkataachalam
Chairman & Director
[DIN: 00037524]

Registered Office:
No.4, (Old No.10) Karpagambal Nagar,
Mylapore, Chennai 600 004.
CIN: L17120TN2007PLC065807

Date : 11th August, 2023
Place : Chennai

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**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

**(Pursuant to Regulation 26(3) and Para D of Schedule V of the Securities and Exchange Board of
India (Listing Obligations & Disclosure Requirements) Regulations, 2015)**

The Board of Directors of Binny Mills Limited has adopted Code of Conduct to be followed by all Members of the Board and Senior Management Personnel of the Company respectively in compliance with the Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

As per Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended 31st March, 2023.

For Binny Mills Ltd

V.R. Venkataachalam
Chairman & Director
DIN: 00037524

Place : Chennai 600004
Date : 29th May, 2023

Binny Mills Limited

**MANAGING DIRECTOR (CEO) COMPLIANCE CERTIFICATE TO THE BOARD OF DIRECTORS
(Pursuant to Regulation 17(8), Part B of Schedule II and Para C (13) of Schedule V of the
Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements)
Regulations, 2015)**

To,

The Board of Directors of Binny Mills Ltd

I, to the best of my knowledge and belief, certify that —

- a. I have reviewed the financial statements and the cash flow statement for the year ended 31st March 2023 and that to the best of my knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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 my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware of and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have disclosed, based on my evaluation, wherever applicable, to the Auditors and the Audit Committee that:
 - There were no significant changes in internal controls over financial reporting during the year;
 - The significant changes in accounting policies during the year, if any, have been disclosed in the notes to the financial statements; and
 - There were no instances of significant fraud of which I am aware of and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

**V.R. Venkataachalam
Chairman & Director
DIN: 00037524**

Place : Chennai 600004

Date : 29th May, 2023

Note: Regulation 17 (8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, requires the Chief Executive Officer and the Chief Financial Officer to provide Compliance Certificate to the Board of Directors as specified in part B of Schedule II.

Further the FAQs on SEBI (LODR) Regulations, 2015 specifies that in absence of CEO/CFO, such certificates may be signed by the officials who hold powers, duties and responsibilities of a CEO/ CFO irrespective of their designations.

Accordingly, the Compliance certificate issued to the Board by the Chairman of the Company is enclosed.

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INDEPENDENT AUDITOR'S REPORT

To
The Members of Binny Mills Limited
Report on the Ind AS Financial Statements
Opinion

We have audited the accompanying IND AS financial statements of M/s. Binny Mills Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the 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 financial statements give the information required by the Companies Act, 2013 ("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 loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the IND AS financial statements 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 IND AS 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 (ICAI) together with the ethical requirements that are relevant to our audit of the IND AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit 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 Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Emphasis of matter

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

Note No. 34(a) with regard to case filed against the Company (Binny Mills Ltd) by Square Project Associates in respect of arrears of rent payable for the showroom at Bengaluru, the case has been dismissed by the Honourable Court of Civil Judge, Bengaluru. The Company has created provision for possible liability for rent and damages amounting to Rs. 23.25 lakhs in the books and though the case has been decided in company's favour and in expectation of further litigations, the liability for rent and damages is retained by the Company in the books.

Binny Mills Limited

Note. No. 34(b) which indicates that the Company is a resulting company of the demerger scheme of erstwhile Binny Ltd and the company was not provided with the list of pending litigations for which it is liable and hence the liability if any arising out of the pending litigations will be provided for and settled as and when it arises.

Note No. 34(c) with regard to case filed against the Company (Binny Mills Ltd) along with Binny Ltd and B&C Mill Ltd and in which case most of the demands raised by the Union has been decided in favour of the Union by the Honourable Additional Labour Court, Chennai. Since the liability of the company is not ascertained and the Company along with other respondents is preferring an appeal before the higher forum, no provision has been made in the books.

Note No. 35 with regard to the Company being the resulting company of demerger scheme of erstwhile Binny Limited, An asset amounting to Rs. 3.29 Crores (Advance made to Ravikumar properties) was transferred to Binny mills Limited during the scheme of demerger via Court order. The company has received an enquiry relating to above advance from Prevention of money laundering Act. As the said asset is received Via court order, hence the possibility of contravening the provisions of PMLA Act does not arise. Further management is confident in recovering the receivable; therefore no provision has been made in the books of accounts.

Note No. 36 with regard to company being the resulting company of demerger scheme of erstwhile Binny Limited, has met the liabilities of the scheme of demerger to fast track the demerger on behalf of binny limited amount to Rs. 9.73 Crores and the same is recoverable from parent Company (Binny limited). The management is confident in recovering the receivable; therefore no provision has been made in the books of accounts.

Our opinion is not modified in respect of above matters.

Other Matter

The Financial Statements of M/s. Binny Mills Limited for the year ended 31st March, 2022 was audited by another auditor who has expressed an unmodified opinion on those Financial Statement vide his report dated 30th May 2022.

Other information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our Auditors' Report thereon. The other information included in the Company's annual report other than the financial statements and Auditor's report is expected to be made available to us after the date of this auditor's report.

Our opinion on the IND AS 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 IND AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

Management's Responsibility for the IND AS 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 IND AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the

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Company in accordance with the Ind AS 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 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 IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the IND AS financial statements, management 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 management 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 Responsibilities for the Audit of the IND AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the IND AS 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the IND AS 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 IND AS 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 IND AS financial statements, including the disclosures, and whether the IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Binny Mills Limited

Materiality is the magnitude of misstatements in the IND AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 IND AS 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 Section 143(3) of the Act, based on our audit 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) 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, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid IND AS financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

The company has not provided/paid remuneration to any of its directors during the financial year.
 - 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

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- i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements.
 - ii. The Company does not have any long term contracts for which there were any material foreseeable losses including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(c) Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. 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, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Ramesh and Ramachandran**
Chartered Accountants
FRN: 002981S

Place : Chennai
Date : 29.05.2023

G Suresh
Partner
Membership No: 029366
UDIN: 23029366BGWQES1009

Binny Mills Limited

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Binny Mills Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **BINNY MILLS LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control 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. 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 respective 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, 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 internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

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external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control 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.

For **Ramesh and Ramachandran**
Chartered Accountants
FRN: 002981S

Place : Chennai
Date : 29.05.2023

G Suresh
Partner
Membership No: 029366
UDIN: 23029366BGWQES1009

Binny Mills Limited

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Binny Mills Limited of even date)

- i. In respect of the Company's fixed assets:
 - (a) (A) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not own any intangible assets during the year. Accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable.
 - (b) The property, plant and equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were 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 and with reference to **Note no.45** in the financial statements, the title deeds of immovable properties disclosed in the financial statements are held in the name of the Company.
 - (d) According to information and explanations given to us and audit procedures performed by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
 - (e) According to information and explanations given to us and audit procedures performed by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii.
 - (a) The inventory, except goods-in-transit and stock lying with third parties, 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. According to information and explanations given to us and audit procedures performed by us, no discrepancies were noticed on verification between the physical stocks and book records that were more than 10% in the aggregate of each class of inventory.
 - (b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable.
- iii.
 - (a) 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 provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any parties as under:

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	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	Nil	Nil	Nil	Nil
- Joint Ventures	Nil	Nil	Nil	Nil
- Associates	Nil	Nil	Nil	Nil
- Others	Nil	Nil	4.80 Crore	Nil
Balance outstanding as at balance sheet date in respect of above cases				
- Subsidiaries	Nil	Nil	Nil	Nil
- Joint Ventures	Nil	Nil	Nil	Nil
- Associates	Nil	Nil	Nil	Nil
- Others	Nil	Nil	8.09 Crore	9.73 Crores

- (b) According to the information and explanations given to us and audit procedures performed by us, we are of the opinion that the investment made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the Company's interest.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of following loans given by the Company, there is no stipulation of schedule of repayment of principal and payment of interest and accordingly, we are unable to make specific comment on the regularity of repayment of principal and payment of interest.

Name of the parties	Amount of loan	Remarks
RaviKumar Properties Private Limited	3.29 Crore	There is no stipulation of schedule of repayment of principal or payment of interest.
Binny Limited	9.73 Crore	There is no stipulation of schedule of repayment of principal or payment of interest.

Further, the Company has given advance in the nature of loan amounting to 4.80 Crore repayable in three years to TCP Limited during the year.

- (d) Since the schedule of repayment of principal and payment of interest was not stipulated in respect of advances in the nature of loans provided in the earlier years, overdue amount as required to be reported under clause 3(iii)(d) could not be commented upon.

Binny Mills Limited

- (e) Since the schedule of repayment of principal was not stipulated in respect of advance in the nature of loans provided, whether the said advance in the nature of loans have fallen due during the year could not be commented upon.
- (f) The Company has not granted either any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence reporting under Clause 3(iii)(f) of the Order is not applicable to the Company.
- iv. According to information and explanations given to us and on the basis of our examination of the records of the Company, in respect of investments made and loans, guarantee and security given by the Company, the provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.

The Company has provided requisite disclosures in its financial statements as to the advance made to Binny Ltd. amounting to Rs.9.73 Crores (including unamortised interest cost) and TCP Limited amounting to Rs. 4.80 Crores and these are in accordance with the provisions of section 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence reporting under clause 3 (v) of the Order is not applicable.
- vi. According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it and/ or services provided by it. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii. In respect of statutory dues:
 - (a) According to the information provided and explanations given to us and based on our examination of the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it. There are no material outstanding statutory dues existing as on the last day of the financial year which is outstanding for more than six months from the day these becomes payable.
 - (b) According to the information provided and explanations given to us, there are no statutory dues relating to Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information provided and explanations given 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 assessment under the Income Tax Act, 1961 as income during the year and accordingly reporting under clause 3(viii) of the Order is not applicable.
- ix. (a) The company has not taken any loan or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the order is not applicable to the Company.

(b) According to the information and explanation given to us and on the basis of the examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

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- (c) According to the information and explanations given to us, the Company has not obtained any term loans during the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an over all examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (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 obligations of its subsidiaries, associates or joint ventures as defined under Companies Act, 2013.
- (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 subsidiaries, joint ventures or associate companies as defined under the Companies Act, 2013.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information provided 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 or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) According to the information and explanations given by the management and based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies 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) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit.
- xii. According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under 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 entered with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. (a) According to the information and explanations given to us and audit procedures performed by us, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

Binny Mills Limited

- xv. According to the information and explanations given to us, in our opinion the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities.
- (c) The Company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.
- xvii. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly reporting under 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 realization of financial assets and payment 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 as and when they fall due within a period of one year from the 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 information and explanation as made available to us by the management of the Company 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. The requirements as stipulated by the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.

For **Ramesh and Ramachandran**
Chartered Accountants
FRN: 002981S

Place : Chennai
Date : 29.05.2023

G Suresh
Partner
Membership No: 029366
UDIN: 23029366BGWQES1009

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BALANCE SHEET AS AT 31ST MARCH, 2023
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Notes	As at 31 st March, 2023	As at 31 st March, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	4	3.01	2.04
Investment Property	5	15,565.28	15,566.15
Financial assets			
Other non-current financial assets	6	1,729.74	1,242.51
Deferred Tax assets (net)	7	34.46	23.42
Income Tax assets (net)	30	30.73	21.02
Other non-current assets	8	13.99	14.14
Total non-current assets		17,377.21	16,869.29
Current assets			
Inventories	9	161.50	174.13
Financial assets			
Trade receivables	10	41.73	118.98
Cash and cash equivalents	11	102.40	418.31
Other Current Assets	12	13.71	3.59
Total current assets		319.34	715.01
Total Assets		17,696.55	17,584.30
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	318.85	318.85
Other equity	14	(17,052.74)	(15,964.69)
Total equity		(16,733.59)	(15,645.84)
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15	14,070.91	14,070.91
Provisions	16	15.29	13.99
Total non-current liabilities		14,086.20	14,084.90
Current liabilities			
Financial liabilities			
Trade payables			
Total outstanding dues of creditors other than micro and small enterprises	17	91.81	159.70
Other financial liabilities	18	20,188.62	18,929.09
Other current liabilities	19	62.61	55.52
Provisions	20	1.21	0.93
Income Tax Liabilities (Net)	30	—	—
Total current liabilities		20,344.25	19,145.24
Total liabilities		34,430.44	33,230.14
Total Equity and Liabilities		17,696.55	17,584.30

The accompanying notes form an integral part of the financial statements

For and on behalf of the board

As per our report of even date attached
For Ramesh and Ramachandran
Chartered Accountants
(Firm Registration No.002981S)
G. Suresh
Partner
Membership No. 029366
UDIN: 23029366BGWQES1009

V.R.Venkataachalam
Chairman
DIN: 00037524

M. Parthasarathi
Director
DIN: 03209175

S. Sahana
Company Secretary
Membership No. 62108

Place : Chennai
Date : 29.05.2023

Binny Mills Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Note No.	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
A Income			
Revenue from operations	21	756.33	769.96
Other income	22	146.01	93.69
Total income		902.34	863.65
B Expenses			
Cost of materials consumed	23	25.31	40.28
Purchases of stock in trade	24	299.71	344.86
Changes in inventories of stock in trade	25	12.63	(12.89)
Employee Benefits Expense	26	37.34	33.72
Finance costs	27	1,365.39	1,345.94
Depreciation and amortisation expense	28	1.66	1.11
Other expenses	29	192.20	142.96
Total expenses		1,934.24	1,895.98
C Profit before exceptional items and tax		(1,031.90)	(1,032.33)
Exceptional items		–	–
D Profit/ (Loss) before tax from continuing operations		(1,031.90)	(1,032.33)
Income tax expense	30		
Current tax		62.30	63.52
Taxes relating to earlier years		4.68	(0.73)
Deferred tax charge/ (credit)		(11.08)	28.16
E Profit/ (Loss) for the year		(1,087.80)	(1,123.28)
F Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations		(0.18)	(0.44)
Income tax adjustment relating to these items		(0.05)	(0.12)
Other comprehensive income for the year, net of tax		(0.23)	(0.56)
Total comprehensive Income/ (Loss) for the year		(1,088.03)	(1,123.84)
Earnings per share	31		
Basic earnings per share		(34.12)	(35.23)
Diluted earnings per share		(34.12)	(35.23)

The accompanying notes form an integral part of the financial statements

For and on behalf of the board

V.R.Venkataachalam
Chairman
DIN: 00037524

M. Parthasarathi
Director
DIN: 03209175

S. Sahana
Company Secretary
Membership No. 62108

As per our report of even date attached
For Ramesh and Ramachandran
Chartered Accountants
(Firm Registration No.002981S)
G. Suresh
Partner
Membership No. 029366
UDIN: 23029366BGWQES1009

Place : Chennai
Date : 29.05.2023

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Statement of Changes in Equity for the year ended 31st March , 2023
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(A) Equity Share Capital

(1) Current reporting period

Balance as at 1st April 2022	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance as at 31st March 2023
318.85	–	–	–	318.85

(2) Previous reporting period

Balance as at 1st April 2021	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance as at 31st March 2022
318.85	–	–	–	318.85

(B) Other Equity
(1) Current reporting period

	Share application money pending allotment	Equity component of compound- ing financial instru- ments	Capital Reserve	Securities premium	Other Reserves (specify nature)	Retained earnings	Debt instru- ments through other compre- hensive income	Equity instru- ments through other compre- hensive income	Effective portion of cash flow hedges	Revalua- tion surplus	Exchange difference on translating the financial statements	Other items of other compre- hensive income (specify nature)	Money received against share warrant	Total
Balance as at 1st April 2022	-	-	29.40	-	-	(15,944.09)	-	-	-	-	-	-	-	(15,964.69)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the previous year	-	-	-	-	-	(1,087.82)	-	-	-	-	-	(0.23)	-	(1,088.05)
Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	(0.23)	-	-	-	-	-	0.23	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	-	-	29.40	-	-	(17,082.14)	-	-	-	-	-	-	-	(17,052.74)

(2) Previous reporting period

	Share application money pending allotment	Equity component of compound- ing financial instru- ments	Capital Reserve	Securities premium	Other Reserves (specify nature)	Retained earnings	Debt instru- ments through other compre- hensive income	Equity instru- ments through other compre- hensive income	Effective portion of cashflow hedges	Revalua- tion surplus	Exchange difference on translating the financial statements	Other/items of other compre- hensive income (specify nature)	Money received against share warrant	Total
Balance as at 1st April 2021	-	-	29.40	-	-	(14,870.25)	-	-	-	-	-	-	-	(14,840.85)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the previous year	-	-	-	-	-	(1,123.28)	-	-	-	-	-	(0.56)	-	(1,123.84)
Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	(0.56)	-	-	-	-	-	0.56	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2022	-	-	29.40	-	-	(15,994.09)	-	-	-	-	-	-	-	(15,964.69)

The accompanying notes form an integral part of the financial statements
For and on behalf of the board

VR.Venkataachalam
Chairman
DIN: 00037524

M. Parthasarathi
Director
DIN: 03209175

S. Sahana
Company Secretary
Membership No. 62108

As per our report of even date attached
For Ramesh and Ramachandran
Chartered Accountants
(Firm Registration No.002981S)
G. Suresh
Partner
Membership No. 029366
UDIN: 23029366BGWQES1009

Place : Chennai
Date : 29.05.2023

Binny Mills Limited STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023 <i>(All amounts are in Lakhs of Indian Rupees unless otherwise stated)</i>

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Cash Flow From Operating Activities		
Profit/(loss) before income tax	(1,031.80)	(1,032.33)
Adjustments for		
Depreciation and amortisation expense	1.66	1.11
Interest Income	(1.21)	(8.41)
Rental income	(351.22)	(308.62)
	(1,382.67)	(1,348.25)
Change in operating assets and liabilities		
(Increase)/ decrease in other financial assets	(487.23)	(334.74)
(Increase)/ decrease in other assets	(9.97)	328.04
(Increase)/ decrease in inventories	12.62	(12.89)
(Increase)/ decrease in trade receivables	77.24	(28.47)
Increase/ (decrease) in provisions and other liabilities	1,267.99	1,278.58
Increase/ (decrease) in trade payables	(67.89)	43.33
Cash generated from operations	(589.91)	(74.40)
Less : Income taxes paid (net of refunds)	(76.69)	(64.82)
Net cash from operating activities (A)	(666.60)	(139.22)
Cash Flows From Investing Activities		
Purchase of PPE (including changes in CWIP)	(1.74)	(15.58)
(Investments in)/ Maturity of fixed deposits with banks	335.40	(132.84)
Interest received	1.21	8.41
Rent received	351.22	308.62
Net cash used in investing activities (B)	686.09	168.61
Cash Flows From Financing Activities	-	-
Net cash from/ (used in) financing activities (C)	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	19.49	29.39
Cash and cash equivalents at the beginning of the financial year	82.91	53.52
Cash and cash equivalents at end of the year	102.40	82.91

Notes:

- The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".
- Components of cash and cash equivalents

Balances with banks		
- in current accounts	101.21	81.96
Cash on hand	1.19	0.95
	102.40	82.91

For and on behalf of the board

V.R.Venkataachalam
Chairman
DIN: 00037524

M. Parthasarathi
Director
DIN: 03209175

S. Sahana
Company Secretary
Membership No. 62108

As per our report of even date attached
For Ramesh and Ramachandran
Chartered Accountants
(Firm Registration No.002981S)
G. Suresh
Partner
Membership No. 029366
UDIN: 23029366BGWQES1009

Place : Chennai
Date : 29.05.2023

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

1. Corporate Information

Binny Mills Ltd was incorporated as a Public Limited Company on December 20, 2007. The company was issued Certificate for Commencement of Business on February 6, 2008. The Company is engaged in the business of providing services and trading of goods. The company derives rental income by letting out on rent, its warehouses situated in Perambur, Chennai. Apart from this the Company is indulged in retail sales of textiles, from its textile division at Chennai and from the showrooms in Bangalore.

2. Basis of preparation of financial statements

(i) Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Use of estimates and judgements

The preparation of financial statements in conformity with IND AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2A. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(iii) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals). The financial statements are approved for issue by the Company's Board of Directors on 29.05.2023.

2A Critical accounting estimates and management judgments

In application of the accounting policies, which are described in note 2, the management of the Company is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Binny Mills Limited

Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Property, Plant and Equipment (PPE)

The residual values and estimated useful life of PPEs are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment for trade receivables is done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward-looking estimates at the end of each reporting date.

Impairment of Non-financial assets (PPE)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management's judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Defined Benefit Plans and Other long-term benefits

The cost of the defined benefit plan and other long-term benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases,

mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long-term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore vary from the figure estimated at end of each reporting period.

3. Significant Accounting Policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

b) Fair value measurement

The Company has applied the fair value measurement wherever necessitated at each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

Binny Mills Limited

- i) In the principal market for the asset or liability;
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non - financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and the best use or by selling it to another market participant that would use the asset in its highest and best use.

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 minimising 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 market 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; and

Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company has designated the respective team leads to determine the policies and procedures for both recurring and non - recurring fair value measurement. External valuers are involved, wherever necessary with the approval of Company's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

C) Revenue Recognition

Sale of goods

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue on sale of goods is recognised when the risk and rewards of ownership is transferred to the buyer, which generally coincides with the despatch of the goods or as per the terms agreed with the customers.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. It comprises of invoice value of goods after deducting discounts, volume rebates and applicable taxes on sale. It also excludes value of self-consumption.

Rental income

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease, if the escalation is not a compensation for increase in cost inflation index.

Revenues in respect of rental income and hire charges received are recognized in accordance with the terms of the agreement.

d) Property, plant and equipment

Deemed cost option for first time adopter of Ind AS

Under the previous GAAP (Indian GAAP), the property, plant and equipment were carried in the balance sheet at cost less accumulated depreciation. The company has elected to continue the carrying amount of PPE in the existing financials as the deemed cost as at the date of transition, viz., 1 April 2016.

Presentation

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under other non-current assets and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Component Cost

All material / significant components have been identified for our plant and have been accounted separately. The useful life of such component are analysed independently and wherever components are having different useful life other than plant they are part of, useful life of components are considered for calculation of depreciation.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Machinery spares / insurance spares that can be issued only in connection with an item of fixed assets and their issue is expected to be irregular are capitalised. Replacement of such spares is charged to revenue. Other spares are charged as revenue expenditure as and when consumed.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) Depreciation on property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount for assets is the cost of an asset, or other amount substituted for

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cost, less 5% being its residual value. Depreciation is provided on straight line method, over the useful lives specified in Schedule II to the Companies Act, 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion / disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded / sold. Additions to fixed assets, costing Rs. 5,000 each or less are fully depreciated retaining its residual value.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Investment property

Investment properties are properties held to earn rentals and / or for capital appreciation (including property under construction for such purposes).

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 - Property, plant and equipment's requirements for cost model. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Company depreciates investment property as per the useful life prescribed in Schedule II of the Companies Act, 2013.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property is derecognised.

g) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Costs are determined based on weighted average basis.

h) Financial Instruments

Financial assets

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

Financial assets are classified into the following categories:

- | Financial instruments (other than equity instruments) at amortised cost
- | Financial Instruments (other than equity instruments) at Fair value through Othercomprehensive income (FVTOCI)
- | Other Financial Instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- | Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial instruments other than equity instruments at amortised cost

The Company classifies the financial instruments (other than equity instruments) at amortised cost, if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- b) Contractual terms of the asset give rise on specified dates, to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised 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 amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial instruments other than equity instruments at FVTOCI

Financial Instruments (other than equity instruments) at FVTOCI, if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial Instruments (other than equity instruments) included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the profit and loss statement. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial instruments other than equity instruments at FVTPL

The Company classifies all Financial Instruments (other than equity instruments), which do not meet the criteria for categorization as at amortized cost or as FVTOCI, as at FVTPL.

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Financial Instruments (other than equity instruments) included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents solely payments of principal and interest thereon, are measured as detailed below depending on the business model:

Classification	Name of the financial asset
Amortised cost	Trade receivables, Loans to employees, and others, deposits, interest receivable and other advances recoverable in cash.
FVTOCI	Equity investments in companies other than Subsidiaries and associates as an option exercised at the time of initial recognition.
FVTPL	Other investments in equity instruments, forward exchange contracts. (to the extent not designated as hedging instrument)

Derecognition

A financial asset is primarily derecognised when:

- i The rights to receive cash flows from the asset have expired, or
- i The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement~ and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets other than equity instruments and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial assets other than equity instruments which are measured at FVTOCI

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- c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other 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 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, life time ECL is used. If, in a subsequent period, 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 recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the life time ECL which results from default events that are possible within 12 months after the reporting date.

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 cash short falls), discounted at the original EIR. When estimating the cash flows, the Company considers all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation of ECL for various financial instruments is described below:

- I **Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:** ECL is presented as an allowance, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- I **Financial instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

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For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of the financial asset	Impairment Testing Methodology
Trade Receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other financial assets	When the credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, 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 recognising impairment loss allowance based on 12-month ECL

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised 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 amortisation is included as finance costs in the statement of profit and loss.

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

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

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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Gains or losses on liabilities held for trading are recognised in the profit and loss.

For liabilities designated as FVTPL, fair value gains / losses attributable to changes in own credit risk are recognized in OCI. These gains / losses are not subsequently transferred to profit and loss.

However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Derecognition of financial liabilities

A financial liability is derecognised 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 recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

S.No.	Original classification	Revised classification	Accounting treatment
1	Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in P&L.
2	FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.

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S.No.	Original classification	Revised classification	Accounting treatment
3	Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification
4	FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However cumulative gain or loss in OCI is adjusted against fair value. Consequently the asset is measured as if it had always been measured at amortised cost
5	FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
6	FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognised in OCI is reclassified to P&L at the reclassification date.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

i) Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings costs are expensed in the period in which they occur.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

j) **Taxes**

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from 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 reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

k) **Retirement and other employee benefits**

Short-term employee benefits

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund and super annuation

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fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plans

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Other long-term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

l) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

m) Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

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Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Necessary provision for doubtful debts, claims, etc., are made if realisation of money is doubtful in the judgement of the management.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.

n) Cash and cash equivalents

Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

o) Cash Flow Statement

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

p) Earnings per share

The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

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4. Property, plant and equipment

All amounts are in lakhs of Indian Rupees

Particulars	Tangible Assets						
	Land	Buildings	Furniture and Fixtures	Vehicles	Computers	Office Equip-ments	Total
Gross carrying value as at March 31, 2021	0.14	0.02	0.16	6.58	2.35	4.61	13.85
Additions	-	-	-	-	0.59	-	0.59
Disposals	-	-	-	-	-	-	-
Gross carrying value as at March 31, 2022	0.14	0.02	0.16	6.58	2.94	4.61	14.44
Additions	-	-	-	-	0.54	1.20	1.74
Disposals	-	-	-	-	-	-	-
Gross carrying value as at March 31, 2023	0.14	0.02	0.16	6.58	3.48	5.81	16.18
Accumulated Depreciation as at March 31, 2021	-	-	-	6.22	1.74	4.06	12.02
Depreciation/Amortisation Charge for the year	-	-	-	-	0.19	0.19	0.38
Ind AS Adjustments	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2022	-	-	-	6.22	1.93	4.25	12.40
Depreciation/Amortisation Charge for the year	-	-	0.01	-	0.47	0.32	0.80
Ind AS Adjustments	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2023	-	-	0.01	6.22	2.40	4.57	13.20
Carrying Value							
As at March 31, 2021	0.14	0.02	0.16	0.37	0.61	0.56	1.86
As at March 31, 2022	0.14	0.02	0.16	0.37	1.01	0.37	2.04
As at March 31, 2023	0.14	0.02	0.16	0.37	1.08	1.25	3.01

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5. Investment Property

All amounts are in lakhs of Indian Rupees

Particulars	Land	Buildings	Total
Gross carrying value as at April 1, 2020	15,518.00	17.30	15,535.30
Additions	—	18.14	18.14
Disposals	—	—	—
Ind AS adjustments	—	—	—
Cost as at March 31, 2021	15,518.00	35.44	15,553.44
Additions	—	14.99	14.99
Disposals	—	—	—
Ind AS adjustments	—	—	—
Cost as at March 31, 2022	15,518.00	50.43	15,568.43
Additions	—	—	—
Disposals	—	—	—
Ind AS Adjustments	—	—	—
Cost as at March 31, 2023	15,518.00	50.43	15,568.43
Accumulated Depreciation as at April 1, 2020	—	1.20	1.20
Depreciation/Amortisation			
Charge for the year	—	0.35	0.35
Ind AS Adjustments	—	—	—
Disposals	—	—	—
Accumulated Depreciation as at April 1, 2021	—	1.55	1.55
Charge for the year	—	0.73	0.73
Ind AS Adjustments	—	—	—
Disposals	—	—	—
Accumulated Depreciation as at March 31, 2022	—	2.28	2.28
Charge for the year	—	0.87	0.87
Ind AS Adjustments	—	—	—
Disposals	—	—	—
Accumulated Depreciation as at March 31, 2023	—	3.15	3.15
Net Block			
As at April 1, 2020	15,518.00	16.10	15,534.40
As at March 31, 2021	15,518.00	33.89	15,551.89
As at March 31, 2022	15,518.00	48.15	15,566.15
As at March 31, 2023	15,518.00	47.28	15,565.28

Binny Mills Limited

All amounts are in lakhs of Indian Rupees

	As at March 31, 2023	As at March 31, 2022
6 Other non-current financial assets		
(Advance considered good - unsecured)		
Advance to Related Parties	1,278.23	712.95
Advance – Others – Refer Note 44	227.16	205.80
Unamortised interest cost	224.35	323.76
	1,729.74	1,242.51
7 Deferred Tax Asset (Net)		
Deferred Tax Liability		
Employee Benefits	0	-
On Fixed Assets	0	-
Provision for doubtful debts	0	-
Disallowance for payments covered U/s.43B	0	-
Other adjustments	0	-
	0	-
Deferred Tax Asset		
Employee benefits	4.25	0.65
Provision for doubtful debts	3.57	-
Disallowance for payments covered U/s.43B	5.21	3.68
On Fixed Assets	6.78	1.47
Other adjustments	14.65	17.63
	34.46	23.42
Net deferred tax (liability)/asset	34.46	23.42
	-	-
	34.46	23.42
8 Other non-current assets		
(Unsecured, considered good)		
Advances other than Capital advances		
Others	13.99	14.14
	13.99	14.14
9 Inventories		
(valued at lower of cost and net realisable value)		
Stock-in-trade	161.50	174.13
<i>*Includes goods in transit - Nil (March 31, 2022 - Rs.10.74 Lakhs)</i>	161.50	174.13

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All amounts are in lakhs of Indian Rupees

	As at	As at
	March 31, 2023	March 31, 2022
10 Trade receivables		
Trade receivables - considered good, unsecured	54.56	118.98
	54.56	118.98
Less : Allowance for expected credit loss	-	-
Less : Provision for Doubtful Debts	12.83	-
	41.73	118.98

**Includes Rs.3.02 lakhs (March 31, 2021 Rs.0.28 lakhs) receivable from related party*

Trade receivables ageing schedule

Particulars as on March 31, 2023

Outstanding for following periods from due date of payment

Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables - considered good	-	40.78	0.69	-	0.26	12.83	54.56
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Less: Provision for Doubtful Debts	-	-	-	-	-	-12.83	-12.83
Total	-	40.78	0.69	-	0.26	-	41.73

Trade receivables ageing schedule

Particulars as on March 31, 2022

Outstanding for following periods from due date of payment

Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables - considered good	-	103.88	1.54	0.73	12.83	-	118.98
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Total	-	103.88	1.54	0.73	12.83	-	118.98

Binny Mills Limited

All amounts are in lakhs of Indian Rupees

	As at March 31, 2023	As at March 31, 2022
11 Cash and cash equivalents		
Cash on Hand	1.19	0.95
Balances with Banks		
- In Current Account	101.21	81.96
- In Deposit Account	0.00	335.40
	102.40	418.31
12 Other current assets		
(Unsecured, considered good)		
Others		
Advance to staff	0.55	0.49
Prepaid expenses	0.50	0.34
Balances with government authorities	7.60	2.76
Deposits	1.39	4.51
Interest receivable	3.67	-
	13.71	3.59
13 Capital		
Authorised Share Capital		
32,00,000 Equity shares of Rs. 10 each	320.00	320.00
	320.00	320.00
Issued Share Capital		
31,88,474 Equity shares of Rs. 10 each	318.85	318.85
	318.85	318.85
Subscribed and fully paid up share capital		
31,88,474 Equity shares of Rs. 10 each	318.85	318.85
	318.85	318.85
Notes:		
a) Reconciliation of number of equity shares subscribed	Shares	Shares
Balance as at the beginning of the year	31,88,474	31,88,474
Add: Issued during the year	-	-
Balance at the end of the year	31,88,474	31,88,474
b) Shares issued for consideration other than cash		

Particulars	Number of shares as at	
	March 31, 2023	March 31, 2022
Shares out of the issued, subscribed and paid up share capital were allotted in the last five years pursuant to the various schemes of amalgamation without payments being received in cash	NIL	NIL

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c) **Rights, preferences and restrictions in respect of equity shares issued by the Company**

- 1 The company has only one class of equity shares having a par value of Rs.10 each. The equity shares of the company having par value of Rs.10/- rank pari-passu in all respects including voting rights and entitlement to dividend. The dividend proposed if any, by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year, the Company has not declared any dividend.
- 2 In the event of liquidation, shareholders will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholder.

d) **Shareholders holding more than 5% of the total share capital**

Name of the share holder	March 31, 2023		March 31, 2022	
	No. of shares	% of holding held	No. of shares	% of holding held
Shri.V.R.Venkataachalam	15,40,254	48.31	15,40,254	48.31

e) **Details of Shares held by Promoters as at 31.03.2023**

Promoter Name	No of shares	% of total Share	% change during the year
Promoters:-			
V R Venkatachalam	1,540,254	48.307%	—
Rajalakshmi N	82,571	2.590%	—
V Sengutuvan	74,600	2.340%	—
Dr Andal Arumugam	8,987	0.282%	—
Nandagopal M	1,615	0.051%	—
Namitha Shanmugam	21	0.001%	—
Shanmugam E	659	0.021%	—
Promoters group:-			
TCP Limited	63,670	1.997%	—
Arthos Breweries Limited	92,000	2.885%	—
Sheetala Credit and Holdings Private Limited	121,428	3.808%	—
Satluj Credit and Holdings Private Limited	120,000	3.764%	—
Twentieth Century-Apco Leasing Private Limited	41,205	1.292%	—
Rajat Chakra Credit and Holdings Private Limited	120,000	3.764%	—
Calcom Credit and Holdings Private Limited	120,000	3.764%	—

Binny Mills Limited

All amounts are in lakhs of Indian Rupees

	As at March 31, 2023	As at March 31, 2022
14 Other Equity		
Capital Redemption Reserve	29.40	29.40
Other Comprehensive Income	—	—
Profit and Loss Account	(17,082.14)	(15,994.09)
	(17,052.74)	(15,964.69)
a) Capital Redemption Reserve		
Balance at the beginning of the year	29.40	29.40
Additions during the year	—	—
Deductions/Adjustments during the year	—	—
Balance at the end of the year	29.40	29.40
b) Other comprehensive income		
Balance at the beginning of the year	—	—
Additions during the year	(0.23)	(0.56)
Deductions/ Adjustments during the year	0.23	0.56
Balance at the end of the year	—	—
c) Profit and loss account		
Balance at the beginning of the year	(15,994.09)	(14,870.25)
Net profit for the period	(1,087.82)	(1,123.28)
Adjustment for shortfall in dividend	—	—
Transfer from Other Comprehensive Income	(0.23)	(0.56)
Transfer to Capital Redemption Reserve	—	—
Balance at the end of the year	(17,082.14)	(15,994.09)
15 Non-Current Liabilities - Financial Liabilities: Borrowings		
Unsecured		
9% Cumulative Preference Share Capital	14,070.91	14,070.91
	14,070.91	14,070.91
Note:-“Cumulative Preference Share Capital” Classified under financial liabilities as required by Ind AS 109 - Financial Instruments		
Authorised Capital		
28,15,00,000 9% Cumulative Redeemable Preference Shares of Rs.5/- each	14,075.00	14,075.00
	14,075.00	14,075.00

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All amounts are in lakhs of Indian Rupees

	As at March 31, 2023	As at March 31, 2022
Issued, Subscribed and Paidup Capital		
28,14,18,142 9% Cumulative Redeemable Preference Shares of Rs.5/- each	14,070.91	14,070.91
	14,070.91	14,070.91
16 Provisions		
Provisions for employee benefits		
Provision for gratuity	12.75	11.60
Provision for compensated absence	2.54	2.39
	15.29	13.99
17 Trade payables		
Outstanding dues to creditors other than micro enterprises and small enterprises	91.81	159.70
	91.81	159.70

Trade payables ageing schedule

Particulars as on March 31, 2023

Outstanding for following periods from due date of payment

Particulars	Not due*	Less than 1 year	1-2 years	2 - 3 years 3 years	More than	Total
Others	30.43	61.38	–	–	–	91.81
Total	30.43	61.38	–	–	–	91.81

*unbilled dues

Trade payables ageing schedule

Particulars as on March 31, 2022

Outstanding for following periods from due date of payment

Particulars	Not due*	Less than 1 year	1-2 years	2 - 3 years 3 years	More than	Total
Others	11.27	148.43	–	–	–	159.70
Total	11.27	148.43	–	–	–	159.70

*unbilled dues

Binny Mills Limited

All amounts are in lakhs of Indian Rupees

	As at March 31, 2023	As at March 31, 2022
18 Other current financial liabilities		
Rent advance received	65.65	72.51
Preference Dividend Payable	20,122.97	18,856.58
	20,188.62	18,929.09
19 Other current liabilities		
Other Payables	62.60	53.67
Advance received from customers towards supply of goods	0.01	1.85
	62.61	55.52
20 Provisions		
Provisions for employee benefits		
Provision for Gratuity	0.53	0.48
Provision for Compensated absence	0.68	0.45
	1.21	0.93
21 Revenue from operations		
Sale of Products	403.67	459.91
Sale of services- rent	351.22	308.62
Other Operating Revenue	1.44	1.43
	756.33	769.96
22 Other income		
Interest income	145.97	85.28
Reversal of Dividend Distribution Tax	–	–
Other non operating income	0.04	8.41
	146.01	93.69
23 Cost of materials consumed		
Packing Materials	2.04	40.28
Freight Charges	5.21	–
Packing Charges	6.01	–
Labelling, Stitching and Stenciling	12.05	–
	25.31	40.28
24 Purchases of stock in trade		
Purchases of stock in trade	299.71	344.86
	299.71	344.86

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All amounts are in lakhs of Indian Rupees

	For the year ended March 31, 2023	For the year ended March 31, 2022
25 Changes in inventories of work-in-progress, stock in trade and finished goods		
Opening Balance		
Stock in trade (traded items)	174.13	161.24
	174.13	161.24
Closing Balance		
Stock in trade (traded items)	161.50	174.13
	161.50	174.13
(Increase)/ Decrease in inventories	12.63	(12.89)
26 Employee benefits expense		
Salaries and wages	29.06	24.74
Contribution to Gratuity Fund	1.01	0.49
Contribution to provident and other funds	1.96	3.68
Staff welfare expenses	3.68	3.58
Contribution to compensated absences	1.63	1.23
	37.34	33.72
27 Finance Cost		
Dividend on Preference shares	1,266.38	1,266.38
Other finance cost	99.01	79.56
	1,365.39	1,345.94
28 Depreciation and amortisation expense		
Depreciation	1.66	1.11
	1.66	1.11

Binny Mills Limited

All amounts are in lakhs of Indian Rupees

	For the year ended March 31, 2023	For the year ended March 31, 2022
29 Other expenses		
Rent	7.58	7.47
Insurance	0.87	1.00
Power and Fuel	4.08	3.64
Repairs to building	40.08	15.33
Rates and taxes	21.61	19.38
Payment to Auditors		
for audit	1.50	1.50
for certification	0.68	0.50
Selling expenses	0.16	23.03
Professional charges	26.95	9.59
Provisional for Doubtful Debts	12.83	—
Legal fees paid	16.75	19.21
Security Charges	23.94	19.06
Miscellaneous expenses	35.17	23.24
	192.20	142.96
30 Income tax expense		
(a) Income tax expense		
Current tax		
Current tax on profits for the year	62.30	63.52
Adjustments for current tax of prior periods	4.68	(0.73)
Total current tax expense	66.98	62.79
Deferred tax		
Deferred tax adjustments	(11.08)	28.16
Total deferred tax expense/(benefit)	(11.08)	28.16
Income tax expense	55.90	90.95

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All amounts are in lakhs of Indian Rupees

	For the year ended March 31, 2023	For the year ended March 31, 2022		
b) The current tax expense for the year can be reconciled to the accounting profit as follows:				
Profit before tax from continuing operations	(1,031.90)	(1,032.33)		
Income tax expense calculated on continuing operations at 27.82%	(287.07)	(287.19)		
Income tax expense calculated on discontinued operations at spl rates	–	–		
Effect of expenses/ (income) that are not treated differently for tax purposes	354.05	349.98		
Current tax expense	66.98	62.79		
c) Income tax recognised in other comprehensive income				
Deferred tax				
Remeasurement of defined benefit obligation and equity instruments	(0.05)	(0.12)		
Total income tax recognised in other comprehensive income	(0.05)	(0.12)		
d) Movement of deferred tax expense during the year ended March 31, 2023				
Deferred tax (liabilities)/ assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and Intangible Assets	1.47	5.31	–	6.78
Expenses allowable on payment basis under the Income Tax Act	4.01	1.25	(0.05)	5.21
Disallowances U/s 40a (ia)	–	–	–	–
Timing difference in Service tax offered as trading receipt	–	–	–	–
Other temporary differences	17.94	4.52	–	22.47
	23.42	11.08	(0.05)	34.46
	–	–	–	–
	23.42	11.08	(0.05)	34.46

Binny Mills Limited

All amounts are in lakhs of Indian Rupees

e) Movement of deferred tax expense during the year ended March 31, 2022

Deferred tax (liabilities)/ assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and Intangible Assets	17.76	(16.29)	–	1.47
Expenses allowable on payment basis under the Income Tax Act	(1.15)	5.29	(0.12)	4.01
Disallowances U/s 40a (ia)	15.54	(15.54)	–	–
Timing difference in Service tax offered as trading receipt	0.03	(0.03)	–	–
Other temporary differences	19.53	(1.59)	–	17.94
	51.71	(28.16)	(0.12)	23.42
MAT Credit entitlement	–	–	–	–
	51.71	(28.16)	(0.12)	23.42

**For the year ended
March 31, 2023**

**For the year ended
March 31, 2022**

f) Details of Non Current Tax Assets (Net) and Current Tax Liabilities (Net)

Non Current Tax Assets (Net)		
Advance Income Tax and TDS (net of provisions)	30.73	21.02
	30.73	21.02
Current Tax Liabilities (Net)	–	–
	–	–
Net Current Tax Asset (Net)	30.73	21.02

31 Earnings per share

Profit for the year attributable to owners of the Company	(1,088.03)	(1,123.28)
Weighted average number of ordinary shares outstanding	31,88,474	31,88,474
Basic earnings per share (Rs)	(34.12)	(35.23)
Diluted earnings per share (Rs)	(34.12)	(35.23)

32 Earnings in foreign currency

FOB value of exports	Nil	Nil
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33 Expenditure in foreign currency

Nil	Nil
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34 Commitments and contingent liability

All amounts are in lakhs of Indian Rupees

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Contingent Liabilities **	Rs.	Rs.
Rent payable to M/s Square Projects Associates for the Company's showroom	24.45	23.25

- (a) **The Company had a pending litigation in the Court of City Civil Judge of Bengaluru, in the form of rent payable by the Company to M/s Square Projects Associates for the Company's show Room at M.G. Road, Bengaluru. The case is decided during the year in favour of the Company and the claim for arrears of rent has been rejected by the Honourable Court. However the Company has created provision for possible liability of rent payable to the extent of Rs.13.65 lakhs and for rent damages of Rs.9.60 lakhs in the books of accounts in the respective years itself. The Company is paying property tax for the Show Room at M.G. Road, Bengaluru for the period under litigation and the amount so paid is shown as receivable from M/s Square Projects Associates in the Balance Sheet. Though the case has been decided in Company's favour and in expectation of further litigations, the liability for rent and damages is retained in the books.
- (b) The Company is a Resulting Company of the Demerger Scheme of erstwhile Binny Ltd. Subsequent to the Demerger, the Company was not provided with the list of litigations that are pending and for which the Company may become liable. Hence, the liability of the Company, if any, arising out of the settlement of the pending litigations, will be provided for and settled as and when the liability arises.
- (c) The Company along with management of Binny Ltd and B&C Mill Ltd had a pending litigation in the Additional Labour Court, Chennai regarding various demands raised by Chennai Perunagar Jananayaka Thozhilalar Sangam (Union) in respect of 22 employees. The case is decided in favour of union for 6 out of 10 demands raised. The liability of the Company is not ascertained and the Company along with other respondents is preferring an appeal before higher forum and hence no provision is made in the books.

35 The Company being the resulting company of demerger scheme of erstwhile Binny Limited, an asset amounting to Rs. 3.29 Crores (Advance made to Ravikumar properties) was transferred to Binny mills Limited during the scheme of demerger via Court order. The company has received an enquiry relating to above advance from Prevention of money laundering Act. As the said asset is received Via court order, hence the possibility of contravening the provisions of PMLA act does not arise. Further management is confident in recovering the receivable, therefore no provision has been made in the books of accounts.

36 The company being the resulting company of demerger scheme of erstwhile Binny Limited, has met the liabilities of the scheme of demerger to fast track the demerger on behalf of binny limited amount to Rs. 9.73 Crores and the same is recoverable from parent Company (Binny limited). The management is confident in recovering the receivable, therefore no provision has been made in the books of accounts.

37 Operating Segments

The company is engaged in the business of Trading goods and providing services and therefore, has only one reportable segment in accordance with Ind AS 108 'Operating Segments'. The operations of the Company is only within India and accordingly, no disclosure based on geographical location is applicable.

Binny Mills Limited

38 Operating lease arrangements	Rs. in lakhs	
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
As Lessor		
The Company has entered into operating lease arrangements for certain surplus facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties.		
Total lease income recognised in the Statement of Profit and Loss	351.22	308.62
As Lessee		
The Company has entered into operating lease arrangements for certain facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties.		
Lease payments recognised in the Statement of Profit and Loss	7.58	7.47

39 Financial Instruments

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long term and short-term borrowings. For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

All amounts are in lakhs of Indian Rupees

Gearing Ratio:	March 31, 2023	March 31, 2022
Debt	14,070.91	14,070.91
Less: Cash and bank balances	102.40	418.31
Net debt	13,968.51	13,652.60
Total equity	(16,733.89)	(15,645.84)
Net debt to equity ratio (%)	-83.47%	-87.26%

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All amounts are in lakhs of Indian Rupees

Categories of Financial Instruments	March 31, 2023	March 31, 2022
Financial assets		
a. Measured at amortised cost		
Other non-current financial assets	1,729.74	1,247.02
Trade receivables	41.73	118.98
Cash and cash equivalents	102.40	418.31
b. Measured at fair value through other comprehensive income (FVTOCI)		
Investments (non-current)	–	–
c. Mandatorily measured at fair value through profit or loss (FVTPL)		
Investments (current)	–	–
Derivative instruments	–	–
Financial liabilities		
a. Measured at amortised cost		
Borrowings	14,070.91	14,070.91
Other non-current financial liabilities	–	–
Trade payables	91.81	159.70
Other financial liabilities	20,188.62	18,929.09
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Derivative instruments	–	–

Financial risk management objectives

The treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities are exposed to such risk.

Foreign currency risk management

The Company's operations does not involve transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations does not arise. Accordingly, the Company does not have any exposure to such risks.

There are no hedged or unhedged foreign currency exposures outstanding at as March 31, 2023 and March 31, 2022.

Binny Mills Limited

Disclosure of hedged and unhedged foreign currency exposure

The Company does not have any exposure relating to hedged and unhedged foreign currency transactions/ balances.

Foreign currency sensitivity analysis

The Company's operations does not involve transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations does not arise. Accordingly, the Company does not have any exposure to such risks.

Interest rate risk management

The Company does not have any borrowings and accordingly is not exposed to interest rate risk which arises, if it borrow's funds at both fixed and floating interest rates.

Interest rate sensitivity analysis

The Company does not have any borrowings and accordingly there is no disclosure made in respect of interest rate sensitivity analysis.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is not subject to major credit risk as the majority of its trade receivables are covered by means of interest free security deposit taken at the inception of the agreement.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank guarantee/letter of credit or security deposits. The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Cash and Cash Equivalents and Bank Deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies. Investments of surplus funds are made only with approved Financial Institutions/Counterparty. Investments primarily include investment in units of quoted Mutual Funds, etc. These Mutual Funds and Counterparties have low credit risk.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective

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of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit and mutual funds, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

All amounts are in lakhs of Indian Rupees

March 31, 2023	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Borrowings	–	14,070.91	–	14,070.91
Trade payables	91.81	–	–	91.81
	91.82	14,070.91	–	14,162.72
March 31, 2022	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Borrowings	–	14,070.91	–	14,070.91
Trade payables	159.70	–	–	159.70
	159.70	14,070.91	–	14,230.61

March 31, 2023	March 31, 2022
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Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):

Nil Nil

40 Related party disclosure

a) List of parties having significant influence

The Company does not have any holding, subsidiary, associate or joint venture company

Companies in which directors are interested	TCP Limited Thiruvalluvaar Textiles Private Limited Binny Limited
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Key management personnel (KMP) / Directors

Shri V.R.Venkataachalam	Promoter, Non- Executive Chairman
Shri V. Sengutuvan	Promoter, Non- Executive Director
Shri S. Natarajan	Promoter, Non- Executive Director
Shri V. Rajasekaran	Managing Director- Executive and Non Independent
Smt S. Sahana	Company Secretary

Binny Mills Limited

b) Transactions during the year

All amounts are in lakhs of Indian Rupees

S.No.	Nature of transactions	Year ended March 31, 2023	Year ended March 31, 2022
1	Shri V.R.Venkataachalam Sitting fees	Nil	0.05
2	Shri V. Sengutuvan - Sitting fees	Nil	0.05
3	Shri M. Parthasarathi Sitting fees	0.4	Nil
4	Shri S. Varatharajan - Remuneration	0.3	Nil
5	Smt V Samyuktha - Sitting fees	Nil	0.05
6	Smt S. Sahana - Remuneration	6.07	6.17
7	Redemption of preference shares	Nil	Nil
8	Advance to Binny Ltd	7.87	7.03
9	TCP Ltd Sale of goods during the year	3.74	3.45
10	Advances given	480.00	–
11	Interest income	37.38	–

c) Balances at the end of the year

All amounts are in lakhs of Indian Rupees

S.No.	Nature of transactions	Year Ended March 31, 2023	Year Ended March 31, 2022
1	Preference Shares Allotted: TCP Limited Thiruvalluvar Textiles Private Limited Shri V.R. Venkataachalam, Director Shri V. Sengutuvan, Director Shri V Rajasekaran, Managing Director	13,802.70 263.20 1.60 1.60 0.05	13,802.70 263.20 1.60 1.60 0.05
		14,069.15	14,069.15
2	Other Payables: Shri V.R. Venkataachalam, Director	0.63	0.63
3	Advance given to Binny Ltd	1,022.58	914.81
4	TCP Ltd – Outstanding for supplies made	–	3.02
5.	TCP Ltd – Advance to Related Parties	480.00	0

- 1 The transactions with the related parties were made in the ordinary course of business and on arm's length basis. Hence, the transactions will not attract the provisions of section 188(1) of the Companies Act, 2013.
- 2 No amounts have been written off, or provided for, or written back, during the year, in respect of debts due from, or to, the related parties.

41 Retirement benefit plans

Defined contribution plans

Employees Provident Fund

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the Provident fund as well as Employee State Insurance Fund.

The total expense recognised in profit or loss of Rs. 1.96 lakhs (for the year ended March 31, 2022: Rs. 3.68 lakhs) represents contribution payable to these plans by the Company at rates specified in the rules of the plan.

Defined benefit plans

Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance, if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

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The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2023	March 31, 2022
Discount Rate	7.14% p.a	6.24% p.a.
Rate of increase in compensation level	4.00% p.a.	4.00% p.a.
Attrition Rate	3.00% p.a.	3.00% p.a.
Expected Rate of Return on Plan Assets	Not applicable	Not applicable
Mortality Table	IALM (2012-14) Ult.	IALM (2012-14) Ult.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

All amounts are in lakhs of Indian Rupees

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

Amount recognised under Employee Benefits Expense in the Statement of profit and Loss:

Current service cost	0.62	0.46
Net interest expense	0.76	0.64
Return on plan assets (excluding amounts included in net interest expense)	—	—
Components of defined benefit costs recognised in profit or loss	<u>1.38</u>	<u>1.10</u>

Amount recognised in Other Comprehensive Income (OCI) for the Year :

Remeasurement on the net defined benefit liability comprising:

Actuarial (gains)/losses recognised during the period	(0.18)	(0.60)
Components of defined benefit costs recognised in other comprehensive income	<u>(0.18)</u>	<u>(0.60)</u>
Total	<u>1.20</u>	<u>0.50</u>

- i. Current service cost and the net interest expense for the year are included in the 'Employee Benefits Expense' in profit and loss.
- ii. The remeasurement of the net defined benefit liability is included in other comprehensive income.

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All amounts are in lakhs of Indian Rupees

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:	March 31, 2023	March 31, 2022
Present value of defined benefit obligation	13.28	12.08
Fair value of plan assets	—	—
Net liability arising from defined benefit obligation	13.28	12.08
Funded	—	—
Unfunded	13.28	12.08
	13.28	12.08

The above provisions are reflected under 'Provision for employee benefits - Gratuity' (Long and short-term provisions) [Refer note 16 and 20].

Movements in the present value of the defined benefit obligation in the current year were as follows:

Opening defined benefit obligation	12.08	11.59
Current service cost	0.62	0.46
Interest cost	0.76	0.64
Actuarial (gains)/losses	(0.18)	(0.60)
Benefits paid	—	—
Closing defined benefit obligation	13.28	12.08

Movements in the fair value of the plan assets in the current year were as follows:

Opening fair value of plan assets	—	—
Interest Income	—	—
Expected return on plan assets (excluding amounts included in net interest expense)	—	—
Contributions	—	—
Benefits paid	—	—
Actuarial gains/(loss)	—	—
Closing fair value of plan assets	—	—

Sensitivity analysis

In view of the fact that the Company, for preparing the sensitivity analysis, considers the present value of the defined benefit obligation which has been calculated using the projected unit credit

Binny Mills Limited

method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet there is no disclosure to be made.

(b) Compensated absences

The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense recognised during the year is Rs.1.63 Lakhs (previous year Rs. 1.23 Lakhs).

42 Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under

	31.03.2023	31.03.2022
(a) Tthe principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year	Nil	Nil
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Developement Act, 2006 (27 of 2006) along with the amount of payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
(c) Amount of Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
(e) The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil

* This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

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43 Additional Regulatory information:-

(a) Disclosure regarding advances in the nature of loan to related parties

Type of Borrower	Amount of advance in the nature of loan outstanding	% to the total loans and advances in the nature of loans
Binny Limited - at amortised value as on 31.03.2023	102,257,601	59.12%

(b) Ratio analysis

Ratios	Numerator	Denominator	As at 31st March 2023	As at 31st March 2022	% Variance
Current Ratio	Current Assets	Current Liabilities	1.40	2.48	-43.58%
Debt Equity Ratio	Debt (Borrowings Preference shares)	Shareholders Equity	-0.84	-0.90	-6.50%
Debt service coverage Ratio	Earnings available for Debt service#	Debt Service (preference dividend)	0.11	0.11	-3.93%
Return on equity ratio	Net profit for the year	Shareholders equity	0.07%	0.07%	-9.46%
Inventory Turnover Ratio	Revenue from operations (sale of products)	Average inventory	2.41	2.74	-12.30%
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade receivables	8.72	7.35	18.58%
Trade Payables Turnover Ratio	Purchases	Average Trade payables	2.58	2.79	-7.37%
Netcapital Turnover Ratio	Revenue from operations	Working Capital	-0.038	-0.042	-9.59%
Netprofit Ratio	Net profit for the year	Revenue from operations	-1.44%	-1.46%	-1.44%
Return on capital employed	Profit before tax and finance costs	Capital employed (Networth + Borrowings)	-0.13%	-0.20%	-37.11%**

Binny Mills Limited

- * due to Redemption of Fixed deposit
- *** due to finance cost charged during the year
- # Earnings available for Debt Service = Net profit after tax + non cash operating expenses + Interest + other adjustments

Note 1: Cumulative Redeemable preference shares of the company is classified as Financial liability as per IND AS and hence the same is considered as debt for computing the ratios. Since the preference shares is a financial liability, preference dividend payable is treated as finance cost and the ratios has been computed accordingly.

Note 2: Preference dividend payable is grouped under current liabilities based on the definition in Schedule III to the Act, which inter alia requires the company to mandatorily classify liability as current liability if the company does not have an unconditional right to defer settlement of the liability. Accordingly while calculating current ratio, the said preference dividend payable grouped under current liabilities is excluded since the same is not expected to be settled within one year from the balance sheet date

- 44** The Company has advanced monies to Ravikumar Properties Private Ltd in the earlier years towards purchase of property. Since the said transaction did not materialise the said advance is treated as advance - others in the financial statements and agreement has been entered into by the company with Ravikumar Properties Private Ltd to this effect.
- 45** Pursuant to the Demerger Order dated 22.04.2010 of the Honourable Madras High Court, the Company had received its share of land from M/s Binny Limited to the extent of 27.76 acres. However the title deeds is yet to be transferred in the name of the Company. The property tax and other taxes pertaining to the land belonging to the Company are being assessed in the name of Binny Mills Limited and the same has been duly paid by the Company

46 Acknowledgement of Balances

The Company has obtained confirmation of balances from all the banks. In respect of Advances, Debtors and Creditors, the confirmation of balances were sought for by the Company and has been obtained in few cases.

47 Other Statutory Information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

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- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
 - (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- 48** Previous year figures have been regrouped/reclassified wherever necessary to conform to current year figures

For and on behalf of the board

V.R.Venkataachalam
Chairman
DIN: 00037524

M. Parthasarathi
Director
DIN: 03209175

S. Sahana
Company Secretary
Membership No. 62108

As per our report of even date attached
For Ramesh and Ramachandran
Chartered Accountants
(Firm Registration No.002981S)

G. Suresh
Partner
Membership No. 029366
UDIN: 23029366BGWQES1009

Place : Chennai
Date : 29.05.2023

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If Undelivered please return to :

Binny Mills Limited.,
TCP Sapthagiri Bhavan, 1st Floor,
No.4, (Old No.10) Karpagambal Nagar,
Mylapore, Chennai - 600 004.