



CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To,

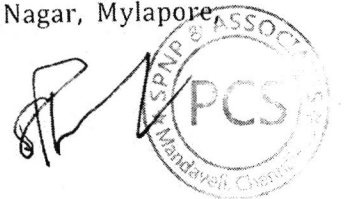
**The Chairman,
Binny Mills Limited,
No.4 (Old No.10), Karpagambal Nagar,
Mylapore, Chennai-600004.**

Dear Sir,

CONSOLIDATED REPORT OF THE SCRUTINIZER ON THE E-VOTING RESULTS OF THE SEVENTEENTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF BINNY MILLS LIMITED (CIN: L17120TN2007PLC065807) HELD ON TUESDAY 20TH AUGUST, 2024 AT 12.00NOON (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS ("VC"/OAVM")

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25 2023 ("MCA Circulars") has permitted the companies to conduct the Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM") without the physical presence of the Members at a common venue upto September 30, 2024. Accordingly, in compliance with the aforesaid MCA Circulars, the Annual General Meeting ("AGM") of the Company is being held through VC/ OAVM, without the physical presence of the Members.

Further, in accordance with the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with guidance and clarification issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at No.4 (Old No.10), Karpagambal Nagar, Mylapore Chennai-600004, which shall be the deemed venue of the AGM.



**SPNP & ASSOCIATES
Practising Company Secretaries**

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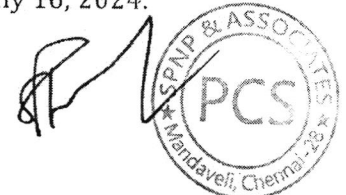


In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 17th Annual General Meeting ("AGM" or "Meeting") of the Members of M/s. BINNY MILLS LIMITED ("the Company") was held through VC/ OAVM, without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Listing Regulations and MCA circulars, the appointment of proxy (ies) to attend and cast vote for the Members at this AGM was not necessary. Members were given the option of voting via remote e- voting and e-voting at the Meeting as detailed in the Notice of the AGM and the Members who attended the Meeting through VC/OAVM were counted for the purpose of reckoning the quorum under Section 103 of the Act.

I, P. Sriram, Partner of SPNP & Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **M/s. BINNY MILLS LIMITED**, CIN: L17120TN2007PLC065807 ("the Company") to scrutinize the process of remote e-voting and e-voting at the AGM held on Tuesday, August 20, 2024 through VC/OAVM pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') and the Regulation 44 of the SEBI Listing Regulations, in respect of resolutions contained in the Notice of the AGM dated July 16, 2024.

The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through electronic means i.e., by remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the AGM dated July 16, 2024. My responsibility as a Scrutinizer is restricted to ensure that the voting process through remote e-voting and e-voting at the AGM is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer Report of the votes cast 'Favor' or 'Against' the resolutions contained in the Notice dated July 16, 2024.



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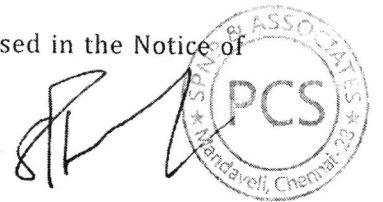
Report on scrutiny:

1. The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting and e-voting at the AGM.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 13th August, 2024.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Saturday, 17th August, 2024 (9:00 Hours IST) till Monday, 19th August, 2024 (17:00 Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 13th August 2024, there were 8197 Shareholders.
5. At the end of remote e-voting period on 19th August, 2024 at 5.00 PM, voting portal of CDSL was blocked forthwith.
6. 44 Shareholders attended the AGM through VC/OAVM and were counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. After the conclusion of the AGM on Tuesday, 20th August 2024 at 12.40 P.M, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me in the presence of Mr. Prasad K.V and Ms. Srimathi A.K.
8. The voting records of votes cast at the AGM and remote e-voting records were reconciled with the records maintained by M/s. Cameo Corporate Services Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on remote e-voting as well as voting at the AGM through VC/OAVM.
9. The total votes casted in favor or against all the resolutions proposed in the Notice of the AGM are as under:

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

ORDINARY BUSINESS:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

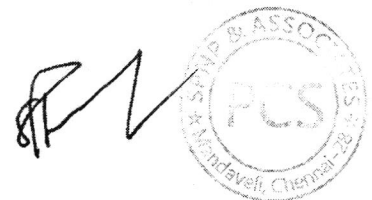
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

Voting	Voted in favor of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	1	29	-	-	-	-
Number of Votes Cast by Members	1	2216963	-	-	-	-
% of total number of valid votes cast	100	100	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

PERCENTAGE OF VOTES IN FAVOR: 100 %

PERCENTAGE OF VOTES AGAINST: 0%



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ITEM NO.2: AS AN ORDINARY RESOLUTION

To appoint a director in place of Shri. N Prasanna (DIN:01684876), who retires by rotation and being eligible, offers himself for re-appointment

Voting	Voted in favor of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	1	29	-	5	-	-
Number of Votes Cast by Members	1	2216963	-	70106	-	-
% of total number of valid votes cast	100	96.93	-	3.07	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

PERCENTAGE OF VOTES IN FAVOR:96.93%

PERCENTAGE OF VOTES AGAINST:3.07 %



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SPECIAL BUSINESS:

ITEM NO.3: AS AN SPECIAL RESOLUTION

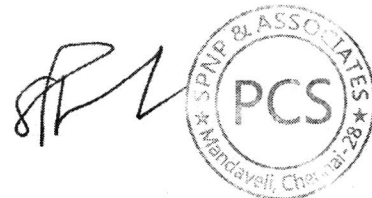
Regularization of Additional Director, Shri M. Padmanabhan (DIN: 00101997) by appointing him as Independent Director of the Company

Voting	Voted in favor of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	1	29	-	-	-	-
Number of Votes Cast by Members	1	2216963	-	-	-	-
% of total number of valid votes cast	100	100	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO :3

PERCENTAGE OF VOTES IN FAVOR: 100 %

PERCENTAGE OF VOTES AGAINST: 0 %



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ITEM NO.4: AS AN SPECIAL RESOLUTION

Regularization of Additional Director, Shri Perumal Viyash (DIN: 08350502) by appointing him as Independent Director of the Company

Voting	Voted in favor of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	1	29	-	-	-	-
Number of Votes Cast by Members	1	2216963	-	-	-	-
% of total number of valid votes cast	100	100	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO:4

PERCENTAGE OF VOTES IN FAVOR:100%

PERCENTAGE OF VOTES AGAINST: 0 %



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ITEM NO.5: AS AN SPECIAL RESOLUTION

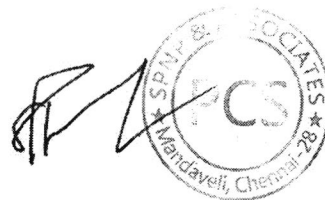
To Regularization of Additional Director, Shri Richard Henry (DIN: 05258395) by appointing him as Independent Director of the Company

Voting	Voted in favor of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	1	29	-	-	-	-
Number of Votes Cast by Members	1	2216963	-	-	-	-
% of total number of valid votes cast	100	100	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO:5

PERCENTAGE OF VOTES IN FAVOR:100%

PERCENTAGE OF VOTES AGAINST: 0 %



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ITEM NO.6: AS AN SPECIAL RESOLUTION

To Approve the Alteration of Articles of Association (AOA) of the Company

Voting	Voted in favor of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	1	29	-	-	-	-
Number of Votes Cast by Members	1	2216963	-	-	-	-
% of total number of valid votes cast	100	100	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO:6

PERCENTAGE OF VOTES IN FAVOR: 100%

PERCENTAGE OF VOTES AGAINST: 0 %



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10. It is to be noted that

- a. The shareholders/members who abstained from voting on specific resolutions under remote e-voting and e-voting at the AGM were not considered for reckoning valid votes.
- b. There were no invalid votes cast.
- c. The shareholders/members who have voted by way of remote e-voting and voted through e-voting at the AGM, then votes cast by him/ her by way of remote e-voting were only considered.

11. Based on the voting reported in the above table, the Chairman of the AGM can announce the results accordingly.

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

Thanking You,

For **SPNP & Associates**

Sriram Parthasarathy
Practicing Company Secretary
Membership No: 4862
Certificate of practice No: 3310
Peer Review No: 1913/2022
UDIN: **F004862F001008942**

For **BINNY MILLS LIMITED**



V. R Venkatachalam
Chairman & Director

Date: 21.08.2024

Place: Chennai

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