

K.ELANGO VAN
M.B.A., M.L., F.C.S., FCMA
COMPANY SECRETARY



NEW NO : 38 PLOT NO: 61
AVM AVENUE FIRST MAIN ROAD,
VIRUGAMBAKKAM, CHENNA-600092
Mob:9444304990/9444164920
E mail : ke_govan@yahoo.com

CONSOLIDATED REPORT OF THE SCRUTINIZER
**[Pursuant to Section 108 of the Companies Act. 2013 and Rule 20(xii) of the
Companies (Management and Administration) Rules. 2014]**

To,

THE CHAIRMAN OF EXTRA ORDINARY GENERAL MEETING
HELD ON 17TH MAY, 2022 ,
BINNY MILLS LIMITED,
HAVING REGISTERED OFFICE AT:
NO.4 (OLD NO.10), KARPAGAMBAL NAGAR,
MYLAPORE, CHENNAI-600004.

EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BINNY MILLS LIMITED
HELD ON TUESDAY, THE 17 TH MAY, 2022 AT 4.00 P.M. [IST] THROUGH VIDEO
CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC" / OAVM")

In light of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ["MCA"] vide its Circular No. 74/2020 dated April 8, 2020, Circular No.17 /2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 29,2020, Circular No.39/2020 dated December 31,,2020 and Circular No. L0/2027 dated June 23,2021 and further circulars issued in this regard [collectively referred to as "MCA circulars"] and SEBI Vide Circular No. SEBI/HO/CFD/CMD7/CIR/P /2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMDZ/CIR/P/2021./11 dated January 15,2021 and further circulars issued in this regard [collectively referred to as "SEBI circulars"] permitted the holding of the Extra Ordinary General Meeting ["EGM "] through Video Conferencing/Other Audio Visual means ["VC"/OAVM") without the physical presence of the Members at a common venue.



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In compliance with the provisions of the Companies Act, 2013 ["Act"], SEBI [Listing Obligations and Disclosure requirements] Regulations, 2015 and MCA circulars, the Extra Ordinary General Meeting (EGM) of the Company was held through VC/OAVM and the facility to appoint proxy[ies] to attend and cast vote for the members was not made available at this EGM. Members were given the option of voting via remote e-voting and e-voting at the meeting as detailed in the Notice of the EGM 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, K. Elangovan, of Elangovan Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of BINNY MILLS LIMITED, CIN:L17120TN2007PLC065807 ["the Company"] for the purpose of voting by electronic means remote e-voting and was also appointed as the scrutinizer for the purpose of e-voting at the Company's Extra Ordinary General Meeting (EGM) held on 17TH May, 2022 through video conferencing/ other audio visual means pursuant to Section 108 of the Companies Act, 2013 [the Act] read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ['Rules'] and pursuant to the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice of EGM dated 14-02-2022.

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



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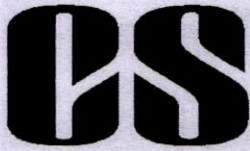
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Report on scrutiny:

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 EGM.
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 10TH May, 2022.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Saturday, the 14th day of May ,2022 [9:00 Hours IST) till Monday, the 16th day of May, 2022 [17:00 Hours IST) preceding the date of the EGM.
4. As on the cut-off date i.e. 10th May, 2022, there were 8514 Shareholders.
5. At the end of remote e-voting period on Monday, the 16th May, 2022 , at 5.00 PM, voting portal of CDSL was blocked forthwith.
6. 34 Shareholders attended the EGM 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 EGM on Tuesday, the 17th day of May, 2022, at 4.45 P.M, the votes cast through remote e-voting and e-voting at the EGM were unblocked by me in the presence of M/s S.Sahana and S.Venkateshkumar.

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<p>K.ELANGO VAN M.B.A., M.L., F.C.S., FCMA COMPANY SECRETARY</p>		<p>NEW NO : 38 PLOT NO: 61 AVM AVENUE FIRST MAIN ROAD, VIRUGAMBAKKAM, CHENNA-600092 Mob:9444304990/9444164920 E mail : ke_govan@yahoo.com</p>
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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 EGM through VC/OAVM.

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

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

ITEM NO. 1: AS SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 read with relevant rules framed thereunder as amended from time to time, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to grant loan (“Proposed Loan”) to TCP Limited (hereinafter referred as “borrowing company”) to the extent of Rs. 5,00,00,000/- (Rupees Five Crores only), in one or more tranches, to be utilized by the borrowing company for its principal business activities and such other matters connected and incidental thereto, a company in which the directors(s) of the company is interested in.”

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[Handwritten Signature]




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

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting At EGM	Through remote e voting	Through E-voting At EGM	Through remote e voting	Through E-voting At EGM	Through remote e voting
Number of Members voted	1	59	-	3	-	-
Number of Votes Cast By Members	5325	3585	-	653	-	-
% of total number of valid votes cast	100%	84.59%	-	15.41%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour - 93.17 %

Percentage of Votes against - 6.83 %

ITEM NO. 2: AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to grant loan ("Proposed Loan") up to Rs. 5,00,00,000/- (Rupees Five Crores only),



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in one or more tranches, to TCP Limited (hereinafter referred as "borrowing company"), a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR for the business activities of the borrowing company on such terms and conditions as may be mutually agreed between the Company and TCP Limited.;

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

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting At EGM	Through remote e voting	Through E-voting At EGM	Through remote e voting	Through E-voting At EGM	Through remote e voting
Number of Members voted	1	59	-	3	-	-
Number of Votes Cast By Members	5325	3585	-	653	-	-
% of total number of valid votes cast	100%	84.59%	-	15.41%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour - 93.17 %
Percentage of Votes against - 6.83 %

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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 EGM 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 EGM, then votes cast by him/ her by way of remote E-voting were only considered.

d. The shareholders /members who have voted through e-voting at the EGM made available during the EGM but did not participate in the meeting through VC/OAVM then the votes cast by the shareholders were considered as invalid as e-voting during the meeting was available only to shareholders attending the meeting.

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

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

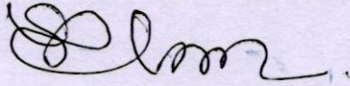
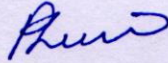



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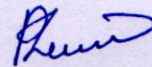
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13. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

 <p>K. ELANGOVAN Company Secretary C.P. No: 3552</p> <p>K ELANGOVAN Practicing Company Secretary Membership No: F1808 PR 892/2020 Certificate of practice No: 3552 UDIN: F001808D000337803</p> <p>Date: 18-05-2022 Place: CHENNAI</p>	  <p>S.VARATHARAJAN CHAIRMAN</p> <p>Date: 18-05-2022 Place: CHENNAI</p>
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K ELANGOVAN
Scrutinizer



INITIAL OF THE CHAIRMAN

