

BINNY MILLS LIMITED

Regd Office : No. 4, Karpagambal Nagar, Mylapore, Chennai - 600 004. Tamil Nadu, India.

e-mail : binnymills@bmlindia.com

CIN : L17120TN2007PLC065807

Phone: +91-44-24991518

website : www.bmlindia.com

29.04.2025

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

Scrip Code: 535620

Dear Sir/Madam,

Re: Intimation as per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding EGM Notice

Pursuant to regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on **Thursday, 22nd May, 2025 at 12.00 Noon** through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Monday, 19th May, 2025 at 9:00 a.m. and will end on Wednesday, 21st May, 2025 at 5.00 p.m.

The aforesaid EGM Notice is also being uploaded on the Company's corporate website www.bmlindia.com.

Please take the above intimation on your records.

Thanking you

Yours faithfully
For **Binny Mills Limited**

V.R. Venkatachalam
Director
DIN: 00037524



BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

EGM Notice

Dear Member(s),

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Binny Mills Limited (“Company”) that an Extra-Ordinary General Meeting of the Company will be held on Thursday, May 22, 2025 at 12.00 Noon through Video Conferencing / Other Audio Visual Means to transact the following special businesses

Special Business:

- 1. Mr. Appointment of Mr. Ashwath Naroth(DIN: 05343532) as independent director of the company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 (10) and (11), 150, 152, if any, of the Companies Act, 2013, recommendation of Nomination and Remuneration Committee and Board , as per the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Ashwath Naroth(DIN: 05343532) be and is hereby appointed as Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a first term of five consecutive years from 14th February 2025 to 13th February 2030.”

“**RESOLVED FURTHER THAT** Mr.V.R. Venkatachalam be and is hereby authorized to do all such acts, deeds and things as necessary or expedient to give effect to this resolution.”

- 2. Mr. Appointment of Mr. T. Yeswanth (DIN: 01236613) as non-executive non-Independent Director of the Company.**

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

“**RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee and the Board , Mr. T. Yeswanth (DIN: 01236613) be and is hereby appointed as non-executive non-independent director of the company on the Board of Directors of the Company liable to retire by rotation with effect from 14th February 2025 in accordance with the Section 161 (1) of the Companies Act 2013.”

“**RESOLVED FURTHER THAT** Mr.V.R. Venkatachalam be and is hereby authorized to do all such acts, deeds, things as may be required to give effect to the above resolution, including filing of the relevant e-forms with the Registrar of Companies.”

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

3. Approval of grant/renew loan to TCP Limited pursuant to Sections 185 and 186 of Companies Act, 2013:

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Board in their meeting held on 14.02.2022 and pursuant to the provisions of Section 179(3)(f) of the Companies Act 2013 read with Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approval of the members, the consent of the Board be and is hereby accorded to renew/grant the outstanding loan and interest repayment of Rs. 8,51,28,949 /- (Eight Crores fifty one Lakhs twenty eight thousand and nine forty nine only) by M/s. TCP Limited, and to grant remaining (balance) loan amount up to total limit of Rs. 10,00,00,000/- (Rupees Ten Crores Only), in one or more tranches, at the rate of 10% per annum and upon such same terms and conditions for a term of 3 years.

“RESOLVED FURTHER THAT the Board of Directors (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) be and are hereby authorised to take all necessary steps relating to grant / renew the outstanding loan and interest repayment of loan by M/s. TCP Limited and to make, sign and execute, on behalf of the Company, such deeds, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to file Form MGT-14 with the Registrar of Companies, to make necessary entries in the registers of the Company and to do all such acts/deeds/things as may deem fit to give effects to this resolution”.

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

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on 17.05.2022 and pursuant to the provisions of 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 renewal of loan with existing outstanding interest and to grant remaining loan amount (“Proposed Loan”) up to Rs. **10,00,00,000/- (Rupees Ten Crores only)**, in one or more tranches, to TCP Limited (hereinafter referred as “borrowing company”), a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR for the business activities of the borrowing company on

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

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”.

By Order of the Board of Directors
For Binny Mills Limited

V R VENKATACHALAM
S/D-
Director
DIN: 00037524

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

Date: 25.04.2025
Place: Chennai

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

NOTES:

- a) Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the provision of the Companies Act, 203, the Company has decided to hold its Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue.
- b) In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this EGM.
- c) The relevant **explanatory statement** pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the items of the special business to be transacted at the EGM is annexed hereto and forms part of this Notice.
- d) In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company.
- e) The EGM Notice will also be available on the Company's website at binnymillslimited@gmail.com
- f) Since this EGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of Proxies by the Members will not be available for this EGM and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.
- g) The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h) Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC/OAVM on their behalf at the EGM by e-mail to binnymillslimited@gmail.com.
- i) All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e., April 22, 2024. Members

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

seeking to inspect such documents can send an email to binnymillslimited@gmail.com.

- j) Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the EGM at to binnymillslimited@gmail.com.
- k) In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- l) The Shareholders, seeking any information with regard to any matter to be placed at the EGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act are requested to write to the Company on or before 15th May, 2025 through email on binnymillslimited@gmail.com. The same will be replied by/on behalf of the Company suitably in due course of time.
- l) Members holding shares either in physical form or in dematerialized form, as on Thursday, 15th May, 2025 i.e. cut-off date, who would like to express their views or ask questions during the EGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at binnymillslimited@gmail.com on or before 19th May, 2025. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

EXPLANATORY STATEMENT [Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 and 2 of the accompanying Notice:

Item No. 1:

Mr. Appointment of Mr. Ashwath Naroth(DIN: 05343532) is currently an Independent Director of the Company.

Proposed Term

Mr. Ashwath Naroth(DIN: 05343532) is proposed to be appointed as an Independent Director for a term of 5 [*five*] consecutive years with effect from February 14, 2025, until February 13, 2030 subject to the approval of Members of the Company being sought *via* this EGM.

Proposal and Rationale for appointment

a) Brief profile, Experience, Present Engagement, Expertise in specific functional areas:

A results-driven professional with expertise in finance, risk management, luxury brand operations, hospitality, and commodity trading. Passionate about strategic growth, innovation, and delivering excellence across industries. Studied BSc in Management at State University of New York, Potsdam.

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

He is currently associated with Volo - design & trading company - overseeing design, commodity, and chemical trading operations with a focus on innovation. Member of the University Equestrian Team.

Education :

State University of New York, Potsdam (2004-2010)
- BSc in Management (Summa Cum Laude)
- Majors: Finance, Marketing, Management | Minors: Economics, Mathematics

Confirmations:

is qualified to be appointed as a Director in terms of provisions of Section 164 of the Act and has provided his consent to act as a Director;

ii. meets the criteria of independence as mentioned in Section 149(6) of the Act and SEBI Listing Regulations;

iii. is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India and any other competent regulatory authority;

iv. is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company and

v. is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The nomination and remuneration committee and board recommends appointment of Mr. Ashwath Naroth as an independent director of the company.

Terms and Conditions of Appointment:

Mr.ashwath naroth will be appointed as independent director of the company effective from February 14, 2025 till February 13,2030.

Disclosure of Interest:

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ashwath Naroth, to whom the resolution relates, are concerned, or interested in the Resolution mentioned in Item No. 2 of the Notice.

The Board hereby recommends the same for approval of the Members *via* a **Special Resolution**.

PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SS-2

Name of the Director	Ashwath Naroth
Date of Birth/Age	October 11, 1986
Date of First Appointment on the Board	February 14, 2025

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company
Shareholding in the Company including shareholding as a beneficial owner as on the date of notice	Nil
Relationship with other Directors/ Key Managerial Personnel	Nil
Number of Meetings attended during the FY 24-25	1
Membership/Chairperson of Statutory Committees of the Board as on the Date of Notice	Audit committee, Member, TCP Limited Normination & Remuneration Committee Member, TCP Limited, Corporate Social Responsibility Committee Member, TCP Limited.
Directorship of other Companies as on date of Notice	Listed Company(ies): Nil Unlisted Company(ies): Veryndia Social Private Limited
Listed Entities from which the Director has resigned in the past three years.	NIL

Item No. 2:

Mr. Appointment of Yeswanth Thillainayagam, (DIN: 01236613) Non Executive Director of the Company.

Proposed Term

Mr. Yeswanth Thillainayagam is proposed to be appointed as a Non-Executive, Non-Independent Director with effect from February 14, 2025, liable to retire by rotation, subject to the approval of Members of the Company being sought *via* this EGM.

Proposal and Rationale for appointment

a) Brief profile, Experience, Present Engagement, Expertise in specific functional areas:

Results-driven business leader with deep expertise in real estate development, corporate strategy, and legal affairs. Skilled in navigating complex real estate litigation and financial structuring. Currently

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

leading the development of one of Chennai's largest upcoming retail and hospitality projects in partnership with a top-tier real estate developer.

Education : Bachelor of Arts (Corporate Secretaryship) - University of Madras

Spearheading the development of one of India's largest retail and hospitality projects in collaboration with a leading real estate developer.

Extensive experience in high-stakes real estate litigation, ensuring legal compliance and efficient dispute resolution.

Legal Affairs: Civil, Criminal, Writ, NCLT, Direct & Indirect Taxation

Business Strategy & Operations

Finance & Equity Analysis

Confirmations:

i. is qualified to be appointed as a Director in terms of provisions of Section 164 of the Act and has provided his consent to act as a Director;

ii. is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority.

Disclosure of Interest:

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Yeswanth Thillainayagam, to whom the resolution relates and Mr. V.R. Venkatachalam director who is the maternal uncle of Mr. Yeswanth Thillainayagam and Ms.Samyuktha.V first cousin of Mr. Yeswanth Thillainayagam, are concerned, or interested in the Resolution mentioned in Item No. 2 of the Notice.

The Board hereby recommends the same for approval of the Members *via* an **Ordinary Resolution**

PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SS-2

Name of the Director	Yeswanth Thillainayagam
Date of Birth/Age	03-04-1983
Date of First Appointment on the Board	February 14, 2025
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

	the Board and/or Committee meetings of the Company
Shareholding in the Company including shareholding as a beneficial owner as on the date of notice	Nil
Relationship with other Directors/ Key Managerial Personnel	Mr. V.R. Venkatachalam director is the maternal uncle of Mr. Yeswanth Thillainayagam and first cousin of Ms.Samyuktha.V
Number of Meetings attended during the FY 24-25	1
Membership/Chairperson of Statutory Committees of the Board as on the Date of Notice	Audit committee, Member, TCP Limited Normination & Remuneration Committee Member, TCP Limited.
Directorship of other Companies as on date of Notice	Listed Company(ies): Nil Unlisted Company(ies): Crystal Creations Indian Pvt. Ltd. Photon Enterprises Pvt. Ltd. Ahava Deccan Builders LLP Egmore Benefit Saswatha Nidhi Ltd. Madras Elephant Estate Pvt. Ltd. TCP Limited
Listed Entities from which the Director has resigned in the past three years.	NIL

Item No. 3 & 4:

In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person *in whom any of the Director of the Company is interested* subject to the condition that approval of the shareholders of the Company is obtained by way of **Special Resolution** and requisite disclosures are made in the Explanatory Statement.

As per Regulation 23 of SEBI LODR, a Material Related Party Transaction requires approval of the members of the company through a **Special resolution**.

The loan amount to the extent of Rs. 10,00,00,000/- (Rupees Ten Crores Only), to be lent/re-new upto remaining balance to TCP Limited in one or more tranches, at the interest rate of 10% for a term of 3 years, which will be used by the borrowing company for the purpose of its principal business activities only.

The Audit Committee of the Company, at its meeting held on 25th April 2025, approved the proposed loan, subject to approval of the Board of Directors and members and fulfilment of other requirements, if any. Further, the Board of Directors of the Company, at its meeting held on 25th April 2025, was pleased

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

to approve the proposed loan/renewal, subject to the approval of the members of the Company and other requisite approvals and requirements, if any.

In this regard the Board at its meeting held on 25th April 2025 decided to seek approval of the members by way of Special Resolution pursuant to Section 185 and 186 of the Act for granting/Renew loan(s) to TCP Limited in whom any of the Director(s) of the Company is interested, as may be required from time to time and as the quantum of the loan exceeds the prescribed threshold limit.

The board of directors approved the renewal of the loan under same and existing conditions loan extended for a period of three years.

Except Directors Shri. V. R. Venkataachalam, Smt. V. Samyuktha, Mr.T. Yeswanth none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution.

The Board is of the opinion that the proposed loan is in the best interests of the Company, and therefore, recommends the Resolution set out in the Notice for the approval of the members.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at binnymillslimited@gmail.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **May 19, 2025** and ends on **May 21, 2025**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

on the cut-off date **May 19, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

	<p>3) 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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at</p>

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

evoting@nsdl.co.in or call at toll free no.: 1800
1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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. Shareholders 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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• 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.

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password 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 shareholders 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 for the relevant <Company Name> on which you choose to vote.
- (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 a demat account holder has forgotten the login 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; srbcos@gmail.com and binnymillslimited@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

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 who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

BINNY MILLS LIMITED
No.4, Karpagambal Nagar, Mylapore, Chennai – 600 004
CIN: L17120TN2007PLC065807
Email : binnymills@bmlindia.com
Website: www.bmlindia.com

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.

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 toll free no. 1800 22 55 33

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 toll free no. 1800 22 55 33.