



**K. ELANGO VAN,  
MBA ML FCS FCMA  
ELANGO VAN & ASSOCIATES  
COMPANY SECRETARIES**

**NEW NO.10, OLD NO.71,  
KASI ESTATE 2 ND STREET,  
JAFFERKHANPET,  
CHENNAI -600083  
Mob: 9444304990/9840311717  
E mail:srbcos@gmail.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,  
BINNY MILLS LIMITED,  
NO.4 (OLD NO.10), KARPAGAMBAL NAGAR,  
MYLAPORE,  
CHENNAI-600004.

**EXTRA - ORDINARY GENERAL MEETING OF THE MEMBERS OF BINNY MILLS LIMITED HELD ON  
THURSDAY 22<sup>ND</sup> MAY, 2025 AT 12.00 NOON (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, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 08, 2021, Circular No.21/2021 dated December 14, 2021, Circular No.02/2022 dated May 05, 2022 and Circular No.10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ("MCA Circulars") and Circulars issued by the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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 and other subsequent circulars issued in this regard, has permitted the companies to hold the General Meetings through video conferencing ("VC") or other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

**CHAIRMAN**



**K. ELANGO VAN**  
Company Secretary  
C.P. No: 3552



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Hence, in compliance with the above Circulars, the Extra Ordinary General Meeting ('EGM') of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company at No.4, Karpagambal Nagar, Mylapore, Chennai 600004.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and MCA circulars, the appointment of proxy (ies) to attend and cast vote for the Members at this EGM 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 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, Practicing Company Secretary, holding M.No.F1808 and CP No.3552 was appointed as Scrutinizer by the Board of Directors of **M/s. 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 held on 22<sup>nd</sup> May, 2025 ("EGM") 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 **25<sup>th</sup> April, 2025**.

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 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 Notice.

**CHAIRMAN**



**K. ELANGOVAN**  
Company Secretary  
C.P. No: 3552



**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 **15<sup>th</sup> May, 2025**.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from **Monday, 19<sup>th</sup> May, 2025 (9:00 Hours IST)** till **Wednesday, 21<sup>st</sup> May, 2025 (17:00 Hours IST)** preceding the date of the EGM.
4. As on the cut-off date i.e. 15<sup>th</sup> May, 2025, there were 8186 Shareholders.
5. At the end of remote e-voting period on 21<sup>st</sup> May, 2025 at 5.00 PM, voting portal of CDSL was blocked forthwith.
6. 35 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 Thursday, 22<sup>nd</sup> May, 2025 at 12.28 P.M, the votes cast through remote e-voting and e-voting at the EGM were unblocked by me at 12.28 P.M in the presence of Mr.M.Chinnarasu and Mr.Sathish Kumar who are not employees of the company.
8. The voting records of votes cast at the EGM 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 casted in favour or against all the resolutions proposed in the Notice of the EGM are as under:

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

**SPECIAL BUSINESS:**

**ITEM NO. 1: AS A SPECIAL RESOLUTION**

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

| Voting                                | Voted in favour of the resolution |                    | Voted against the resolution |                    |                    |                    | Votes invalid      |                    |
|---------------------------------------|-----------------------------------|--------------------|------------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
|                                       | Through voting EGM                | E-at remote voting | Through voting EGM           | E-at remote voting | Through voting EGM | E-at remote voting | Through voting EGM | E-at remote voting |
| Number of Members voted               | Nil                               | 22                 | Nil                          | Nil                | Nil                | Nil                | Nil                | Nil                |
| Number of Votes Cast by Members       | Nil                               | 1604423            | Nil                          | Nil                | Nil                | Nil                | Nil                | Nil                |
| % of total number of valid votes cast | Nil                               | 100%               | Nil                          | Nil                | Nil                | Nil                | Nil                | Nil                |
| Total                                 | 1604423                           |                    | 0                            |                    |                    |                    | 0                  |                    |

**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:**

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

| Voting                                | Voted in favour of the resolution |                      | Voted against the resolution |                      |                    |                      | Votes invalid      |                      |
|---------------------------------------|-----------------------------------|----------------------|------------------------------|----------------------|--------------------|----------------------|--------------------|----------------------|
|                                       | Through voting EGM                | E-at remote e-voting | Through voting EGM           | E-at remote e-voting | Through voting EGM | E-at remote e-voting | Through voting EGM | E-at remote e-voting |
| Number of Members voted               | Nil                               | 22                   | Nil                          | Nil                  | Nil                | Nil                  | Nil                | Nil                  |
| Number of Votes Cast by Members       | Nil                               | 1604423              | Nil                          | Nil                  | Nil                | Nil                  | Nil                | Nil                  |
| % of total number of valid votes cast | Nil                               | 100%                 | Nil                          | Nil                  | Nil                | Nil                  | Nil                | Nil                  |
| Total                                 | 1604423                           |                      | 0                            |                      |                    |                      | 0                  |                      |

**CONSOLIDATED RESULT ON VOTING ITEM NO: 2.**

Percentage of Votes in Favor – 100%

Percentage of Votes against – 0%

**CHAIRMAN**



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**ITEM NO.3: AS A SPECIAL RESOLUTION:**

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

| Voting                                | Voted in favour of the resolution |                    | Voted against the resolution |                    |                    |                    | Votes invalid      |                    |
|---------------------------------------|-----------------------------------|--------------------|------------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
|                                       | Through voting EGM                | E-at remote voting | Through voting EGM           | E-at remote voting | Through voting EGM | E-at remote voting | Through voting EGM | E-at remote voting |
| Number of Members voted               | Nil                               | 22                 | Nil                          | Nil                | Nil                | Nil                | Nil                | Nil                |
| Number of Votes Cast by Members       | Nil                               | 1604423            | Nil                          | Nil                | Nil                | Nil                | Nil                | Nil                |
| % of total number of valid votes cast | Nil                               | 100%               | Nil                          | Nil                | Nil                | Nil                | Nil                | Nil                |
| Total                                 | 1604423                           |                    | 0                            |                    |                    |                    | 0                  |                    |

**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 A SPECIAL RESOLUTION:**

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

| 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               | Nil                               | 22                      | Nil                          | 0                       | Nil                     | 0                       |
| Number of Votes Cast by Members       | Nil                               | 1604423                 | Nil                          | 0                       | Nil                     | 0                       |
| % of total number of valid votes cast | Nil                               | 100%                    | Nil                          | 0%                      | Nil                     | Nil                     |
| Total                                 | 1604423                           |                         | 0                            |                         | 0                       |                         |

**CONSOLIDATED RESULT ON VOTING ITEM NO: 3.**

Percentage of Votes in Favor – 100%

Percentage of Votes against – 0%

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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. 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.

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. 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 EGM.



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Company Secretary  
C.P. No: 3552

**CHAIRMAN**

**K.ELANGO VAN**  
Practicing Company Secretary  
Membership No: F1808  
Certificate of practice No: 3552  
Peer Review No: 892/2020  
UDIN:F001808G000409710

PLACE: Chennai

DATE: 22-05-2025