



**REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING
(POSTAL BALLOT)
BY THE MEMBERS OF BINNY MILLS LIMITED
(Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the
Companies (Management and Administration) Rules, 2014, as amended)**

To

The Chairman,
BINNY MILLS LIMITED,
NO 4, KARPAGAMBAL NAGAR MYLAPORE,
Chennai, Tamil Nadu, India, 600004.

Dear Sir,

**Sub: Report of Scrutinizer pursuant to passing of resolutions through (postal ballot)
remote e-voting - reg.**

I, P. Sriram, (Membership No. 4862 and Certificate of Practice No. 3310), Partner, SPNP & Associates, Practicing Company Secretaries, was appointed by the Board of Directors of **BINNY MILLS LIMITED**, (hereinafter referred as "the Company") as the Scrutinizer for the purpose of scrutinizing the voting by postal ballot through remote e-voting and ascertaining the requisite majority on voting carried out in respect of the resolutions as circulated in the Postal Ballot Notice dated February 22, 2024 pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules'), (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended

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and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 2/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ('MCA Circulars'):

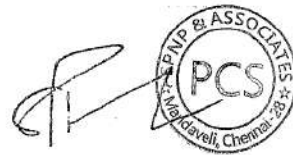
SL.NO	PARTICULARS OF SPECIAL RESOLUTIONS
1.	Sale of land under Section 180 (1) (a) of the Companies Act, 2013

As per guidelines prescribed by the MCA Circulars, physical copy of the Notice was not sent to the Members for this Postal Ballot and the approval of the Members was sought only by means of remote e- voting.

In accordance with the MCA Circulars and Listing Regulations, the Company had made necessary arrangements with M/s. Cameo Corporate Services Ltd, its Registrar and Share Transfer Agent (herein after referred as "RTA") as the agency to provide the remote e-voting facility.

The Postal Ballot Notice was sent to the Members whose names appeared in the List of Beneficial Owners received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') ('Depositories') as at the close of business hours on Friday, February 16, 2024 ('Cut-Off Date') whose e-mail addresses were registered with the Company/RTA/Depositories.

The Company through its RTA uploaded the resolutions together with explanatory statement on which remote e-voting was sought from the Members in the website of depository at <https://www.cdslindia.com/> and also hosted the same on the website of the Company, <https://bmlindia.com/>.





FURTHER, I REPORT THAT:

The Postal Ballot Notice dated February 22, 2024 were sent to 8,207 Members vide electronic mode to their email addresses and mobile numbers registered with the Depository Participants, as per the data downloaded from the NSDL/CDSL as on **Friday, February 16, 2024**. The Company has completed dispatch of Postal Ballot Notice through email on Thursday, February 22, 2024.

The remote e-voting period commenced on **Saturday, February 24, 2024**, 09:00 Hours (IST) and was closed on **Sunday, March 24, 2024** at 17:00 Hours (IST) for the Members exercising their vote through remote electronic voting. The remote e-voting modules were disabled by "RTA" for voting thereafter. All votes cast by e-voting through "RTA" received upto **Sunday, March 24, 2024** at 17:00 Hours (IST) being last date fixed by the Company for exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that **74** Members had exercised their vote through Remote electronic voting (Remote E-voting). The voting was reckoned in proportion to the paid-up value of the shares mentioned against the name of the shareholder in the Register of the Members as on **Friday, February 16, 2024**.

The summary of the remote e-voting is as per the attached **Annexure 1** and the results of the remote e-voting in respect of Item No:1 are given hereunder:



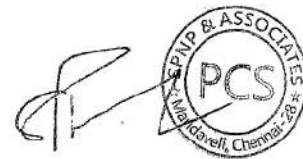
SPECIAL BUSINESS

ITEM NO. 1:

1. SALE OF LAND UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013

Details	No. of Members	No. of votes	Percentage (%)
Total Postal Ballot Received by:			
Electronic Mode	74	1613922	100
Physical Mode	-	-	-
Less: Invalid Postal Ballot	-	-	-
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	74	1613922	100
Postal Ballot with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	69	1613774	99.99
In Physical Mode	-	-	-
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	69	1613774	99.99
Postal Ballot with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	5	148	0.01
In Physical Mode	-	-	-
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	5	148	0.01

RESULT: Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is **99.99 %** and the total votes polled **AGAINST** SPECIAL RESOLUTION is **0.01%**



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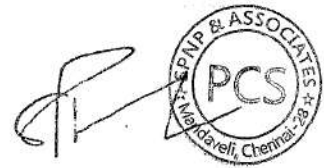


RESULT OF THE REMOTE E-VOTING:

The Special resolution for Item No. 1 set out in the Notice of the postal ballot requires that the votes cast in favour of the resolution shall not be less than three times the number of votes, if any, cast against the resolution by Members so entitled and voting.

I report that the said Special Resolutions have been passed by the Members with requisite majority.

For SPNP & Associates



Date: 26/03/2024

Place: Chennai

P.Sriram

Practicing Company Secretary

Membership No: 4862

Certificate of practice No: 3310

Peer Review No: 1913/2022

UDIN: F004862E003629582

SPNP & Associates

Practising Company Secretaries

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