

BINNY MILLS LIMITED

Regd Office : No. 4 , Karpagambal Nagar, Mylapore, Chennai - 600 004. Tamilnadu INDIA

e-mail : binnymills@bmlindia.com

website : www.bmlindia.com

CIN.:L17120TN2007PLC065807

Phone: +91-44-24991518

+91-44-29556340

14.09.2024

To,

Listing Department

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001.

Scrip code: 535620

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of order passed by the National Company Law Tribunal, Special Bench – I, Chennai on 13.09.2024

This is for your kind information and records.

Thanking You.

Yours faithfully,

For **Binny Mills Limited**

V.R Venkatachalam

Chairman Cum Director

DIN: 00037524



Encl: as above

Admn. Office: No. 9, Stephenson Road, Perambur, Chennai-600 012.

E-mail: binnymills.chennai@gmail.com binnymillslimited@gmail.com Mobile: +91-9600078319.



**IN THE NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH (COURT- I) CHENNAI**

**ATTENDANCE CUM ORDER SHEET OF THE HEARING
HELD ON 13.09.2024 THROUGH PHYSICAL HEARING**

PRESENT: JUSTICE RAMALINGAM SUDHAKAR, HON'BLE PRESIDENT
HON'BLE SHRI VENKATARAMAN SUBRAMANIAM, MEMBER (TECHNICAL)

IN THE MATTER OF : Shteetala Credit Holdings Pvt Ltd & 5 Others
Vs
Binny Mills Ltd and Others

MAIN PETITION NUMBER : CP/85(CHE)/2023

(IA/MA) APPLICATION NUMBERS

IA(CA)/51(CHE)/2024

ORDER

Ld. Counsel Ms. Priyanka Varma is present for the Petitioners.

Ld. Counsel Mr. Shailendran C.V is present for Respondent(s).

Order is pronounced in the open Court, which shall be uploaded on the NCLT website.

-sd-
(VENKATARAMAN SUBRAMANIAM)
MEMBER (TECHNICAL)

MS

-sd-
(JUSTICE RAMALINGAM SUDHAKAR)
PRESIDENT



**IN THE NATIONAL COMPANY LAW TRIBUNAL,
SPECIAL BENCH – I, CHENNAI**

CP/85(CHE)/2023

*Filed under Section 241, 242, 244 and other Applicable provisions of
the Companies Act, 2013*

*In the matter of **M/s Binny Mills Limited***

- 1. Sheetala Credit Holdings Private Limited**
Registered office at Flat No. J-62, T-1
(3rd Floor) Swapna Apt, Dilshad Colony, Shahdara,
New Delhi-110095
Administrative office at No 7,
Crescent Avenue, Kesavaperumal Puram,
Chennai 600028
- 2. Calcom Credit and Holdings Private Limited**
Registered office at
Flat No. J-62, T-1
(3rd Floor) Swapna Apt, Dilshad Colony, Shahdara,
New Delhi-110095
Administrative office at No 7,
Crescent Avenue, Kesavaperumal Puram,
Chennai 600028
- 3. Rajat Chakra Credit and Holdings Private Limited**
Registered office at
Flat No. J-62, T-1
(3rd Floor) Swapna Apt, Dilshad Colony, Shahdara,
New Delhi-110095
Administrative office at No 7,
Crescent Avenue, Kesavaperumal Puram,
Chennai 600028
- 4. Satluj Credit And Holdings Private Limited**
Registered office at
Flat No. J-62, T-1
(3rd Floor) Swapna Apt, Dilshad Colony, Shahdara,
New Delhi-110 095
Administrative office at No 7,
Crescent Avenue, Kesavaperumal Puram,
Chennai 600 028
- 5. Twentieth Century APCO Leasing Private Limited**



Registered office at CKS, Sector II, 5th Floor,
Salt Lake City, Kolkata-700091
Administrative office at No 7,
Crescent Avenue, Kesavaperumal Puram,
Chennai 600 028

6. **Mrs. N. Rajalakshmi W/o Mr. S. Natarajan/Respondent No.9**
Having residence at
No 7, Crescent Avenue, Kesavaperumal Puram,
Chennai - 600 028

... Petitioners

-Vs-

1. **Binny Mills Limited,**
Registered office address at No.4 (Old No.10)
Karpagambal Nagar, Mylapore,
Chennai 600 004.
2. **Shri V. R. Venkataachalam,**
Chairman (Promoter Director),
Binny Mills Limited,
Office address at No.4 (Old No.10)
Karpagambal Nagar, Mylapore,
Chennai 600 004
3. **Shri V. Sengutuvan,**
Promoter Director Binny Mills Limited,
Office address at No.4 (Old No.10)
Karpagambal Nagar, Mylapore,
Chennai 600 004.
4. **Smt. V. Samyuktha,**
Promoter Director - Woman Director Binny Mills
Limited,
Office address at No.4 (Old No.10)
Karpagambal Nagar,
Mylapore, Chennai 600 004
5. **Shri S. V aratharajan,**
Independent Director, Binny Mills Limited,
Office address at No.4 (Old No.10)
Karpagambal Nagar, Mylapore,



Chennai 600 004

6. **Shri M. Parthasarathi,**
Independent Director, Binny Mills Limited,
Office address at No.4 (Old No.10)
Karpagambal Nagar, Mylapore,
Chennai 600 004.
7. **Shri N. Jaiganesh,**
Independent Director, Binny Mills Limited,
Office address at No.4 (Old No.10)
Karpagambal Nagar, Mylapore,
Chennai 600 004
8. **Mr. S. Natarajan,**
Promoter, Binny Mills Limited,
Residing at 7, Crescent Avenue,
Kesavaperumal Puram,
Chennai 600028
9. **Securities and Exchange Board of India,**
Plot No.C4-A, 'G' Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051.
10. **BSE Limited,**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
11. **The Regional Director,**
Ministry of Corporate Affairs,
Office of the Regional Director,
Sastri Bhavan, V Floor, 26,
Haddows Road,
Chennai 600 006.

... Respondents

Order Pronounced on 13th September, 2024

CORAM:

JUSTICE RAMALINGAM SUDHAKAR (Hon'ble PRESIDENT)



**VENKATARAMAN SUBRAMANIAM, HON'BLE MEMBER
(TECHNICAL)**

*For Applicants: Anant Merathia, Advocate
For Respondents: P H Aravind Pandian, Senior Advocate*

ORDER

(Heard through video conferencing)

The Petitioner has originally filed this petition before this Tribunal alleging various acts of oppression and mismanagement by the 2nd Respondent and the majority shareholders in the affairs of the 1st Respondent Company and sought for following reliefs:

- a. *That this Tribunal may be pleased to waive the requirements specified in Clause (b) of Section 244 (1) of the Companies Act 2013, and consequently permit the Applicants to apply under Section 241 to 244 of the said Act for the reliefs as sought for in the main Company Petition filed on 07.08.2023 having e-filing number 3305118/02313/2023 and further direct the Registry to list the Company Petition for hearing;*
- b. *Pass any Other orders that this Hon'ble Tribunal deems fit and proper in the interest of justice;*

2. The Respondents did not file their reply and it is seen from the record of proceedings dated 10.08.2023, both the parties have come forward to resolve the issue in an amicable manner and accordingly this Tribunal granted time for the same. It is submitted that that during the last few months, the parties were engaged in serious mediation talks and have agreed to settle their differences and this Tribunal vide orders dated 10.08.2023, 27.09.2023, 10.11.2023, 12.01.2024 and 22.03.2024 granted time to the parties to report settlement.



3. In furtherance to the above, the Petitioner herein filed an Application IA/55(CHE)/2024 under Rule 11 of National Company Law Tribunal (NCLT) Rules, 2016 seeking reliefs as follows:

- a. That this Tribunal may be pleased to appoint a SEBI Registered Merchant Banker for the valuation of shares of the Respondent No.1 company so as to necessitate and further ensure settlement the parties;*
- b. Pass any other orders that this Hon'ble Tribunal deems fit and proper in the interest of justice;*

4. Pursuant to this Application this Tribunal by consent vide order dated 10.05.2024, appointed **IDBI Capital Markets & Securities Limited**, a SEBI Registered Valuer, to value the shares of the 1st Respondent company. Further, the Valuer was directed to submit the report before this Tribunal preferably within a period of 30 days from the date of receipt of this order.

5. In terms of the above steps taken, a memo bearing SR. No 4113 dated 13.08.2024 is filed along with the valuation report and the joint memo of compromise entered into by parties.

6. The said 'Joint Memorandum of Compromise' dated - 13.08.2024 as entered into between the parties and signed by both Applicant & respondent, is extracted hereunder:



①

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI
BENCH

IA NO. 51 OF 2024

IN

COMPANY PETITION NO. 85 OF 2023

IN THE MATTER OF:

M/S. BINNY MILLS LIMITED

HAVING ITS REGISTERED OFFICE AT

NO.4 (OLD NO.10) KARPAGAMBAL NAGAR, MYLAPORE,
CHENNAI 600 004

AND IN THE MATTER OF:

SHEETALA CREDIT HOLDINGS PRIVATE LIMITED & 4 OTHERS

.... APPLICANTS

VS.

BINNY MILLS LIMITED & 9 OTHERS

..... RESPONDENTS

JOINT MEMO OF COMPROMISE FILED BY THE PARTIES ON THE
VALUATION REPORT OF BINNY MILLS LIMITED

1. It is submitted that the Applicants herein holding 18.98% of the equity shareholding of the Respondent No.1 Company have filed the Company Petition No. 85 of 2023 under Section 241, 242 and 244 of the Companies Act, 2013 alleging acts of Oppression and Mismanagement by the Respondents in conducting the affairs of the Respondent No. 1 company.
2. Subsequent to the filing of the Company Petition, the parties herein had mutually come forward to resolve issues in an amicable manner. Thereafter, vide Board Meeting dated 12.02.2024, the Board of Directors of the Respondent No.1 company considered and approved the sale of land under Section 180 (1) (a) of the Companies Act, 2013 subject to the approval of the shareholders. It is further submitted that the Applicants and Respondents herein have arrived at a common consensus to appoint a SEBI Registered Merchant Banker for the valuation of shares of the Respondent No. 1 Company here as part of the settlement and jointly executed a Memo dated 28.02.2024 for the appointment of a SEBI registered valuer.
3. The Applicants herein pursuant to the consensus between the parties, preferred this instant Interlocutory Application seeking directions from this Hon'ble Tribunal to appoint a SEBI registered valuer and this Hon'ble Tribunal had allowed the prayer sought by the

For Sheetala Credit & Holdings Private Limited
or Binny Mills Credit & Holdings Private Limited

[Signature]

(Director)

For Sheetala Credit & Holdings Private Limited
or Binny Mills Credit & Holdings Private Limited

[Signature]

(Director)

[Signature]



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Applicants and passed orders on 10.05.2024 appointing "IDBI Capital Markets & Securities Limited" as the Valuer. A copy of the Order dated 10.05.2024 is annexed herein as Annexure - 1.

4. It is submitted that the Valuation Report has been received by Binny Mills Limited which indicates that the approximate price per share is Rs. 861/- It is further submitted that as per the Valuation Report, the total values of shares held by the Petitioner group is Rs. 52,10,80,644/-. The Parties decided to arrive at mutual settlement and with the intervention of well-wishers from both sides and it was discussed for a lumpsum consideration. Based on the same, the Petitioners and the Respondents herein have come to mutual settlement for full and final amount of Rs.34,00,00,000/- payable by Binny Mills Limited to the Petitioner group by way of "buy back and reduction" of shares under Section 242 (b) & (c) of the Companies Act, 2013 so as to complete the transaction on or before 31.08.2024 ("Closing date"). A copy of the Valuation Report along with its annexures is annexed herein as Annexure-2.
5. It is further submitted that Binny Mills Limited is to receive monies from the sale of a portion of the property mentioned in the Valuation Report and the said consideration is to be kept in an Escrow Account of Binny Mills Limited as and when received to facilitate the buy-back of shares on or before 31.08.2024.
6. It is submitted that upon receipt of the full amount of Rs. 34,00,00,000/- into the Escrow Account, Binny Mills Limited shall forthwith make the payment of the full and final settlement of Rs. 34,00,00,000/- to the Petitioners on or before 31.08.2024.
7. It is therefore prayed, that the Hon'ble Tribunal may take on record this joint-memo and the Hon'ble Tribunal may exercise its powers under Section 242 (b) & (c) of the Companies Act, 2013 to pass the following orders:
 - a) Simultaneously upon payment of the amount of Rs. 34,00,00,000/- to the Petitioners, the Petitioner's shares in Binny Mills Limited as tabulated below shall stand cancelled and consequently, the share capital of Binny Mills Limited stands reduced to the extent.

Petitioner/Shareholder name	No. of shares
Sheetala Credit And Holdings P Limited	1,21,428
Calcom Credit And Holdings P Limited	1,20,000
Rajat Chakra Credit And Holdings P Limited	1,20,000
Sathuj Credit And Holdings P Limited	1,20,000
Twentieth Century Apco Leasing P Limited	41,205
Rajalakshmi N	82,571
Total Shares	6,05,204

- b) Pass any other orders as it deems fit.

For Sheetala Credit & Holdings P Limited
For Twentieth Century Apco Leasing P Limited

[Signature]

(Director)

For Sheetala Credit & Holdings P Limited

For Calcom Credit & Holdings P Limited

For Rajat Chakra Credit & Holdings P Limited

[Signature]
(Director)



3

It is therefore prayed before this Hon'ble Tribunal that this Memo shall be treated part and parcel of the Application filed and this Tribunal may be pleased to take it on record and oblige.

For Rajat Chakra Credit & Holdings P Limited
For Twentieth Century Apco Leasing P Limited

[Signature]
(Director)

Dated at this the 12th day of August, 2024 at Chennai

[Signature]

For Sheetala Credit & Holdings P Limited
For Calcom Credit & Holdings P Limited
For Rajat Chakra Credit & Holdings P Limited

[Signature]
(Director)

FOR THE PETITIONERS

V.R.W. -
FOR THE RESPONDENTS

7. Thus it is submitted that orders be passed in terms of the Memorandum of Settlement more particularly para 5, 6 & 7 of the settlement, which reads as under:-

5. It is further submitted that Binny Mills Limited is to receive monies from the sale of a portion of the property mentioned in the Valuation Report and the said consideration is to be kept in an Escrow Account of Binny Mills Limited as and when received to facilitate the buy-back of shares on or before 31.08.2024.
6. It is submitted that upon receipt of the full amount of Rs. 34,00,00,000/- into the Escrow Account, Binny Mills Limited shall forthwith make the payment of the full and final settlement of Rs. 34,00,00,000/- to the Petitioners on or before 31.08.2024.
7. It is therefore prayed, that the Hon'ble Tribunal may take on record this joint-memo and the Hon'ble Tribunal may exercise its powers under Section 242 (b) & (c) of the Companies Act, 2013 to pass the following orders:
 - a) Simultaneously upon payment of the amount of Rs. 34,00,00,000/- to the Petitioners, the Petitioner's shares in Binny Mills Limited as tabulated below shall stand cancelled and consequently, the share capital of Binny Mills Limited stands reduced to the extent.

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Twentieth Century Apco Leasing P Limited	41,205
Rajalakshmi N	82,571
Total Shares	6,05,204

- b) Pass any other orders as it deems fit.

For Satluj Credit & Holdings P Limited
For Twentieth Century Apco Leasing P Limited

[Signature]
(Director)

For Sheetala Credit & Holdings P Limited
For Calcom Credit & Holdings P Limited
For Rajat Chakra Credit & Holdings P Limited

[Signature]
(Director)



8. The Learned Counsel for the Petitioner has also relied upon Section 242 of the Companies Act, 2013 which deals with the Powers of this Tribunal;

242. Powers of Tribunal.— (1) If, on any application made under section 241, the Tribunal is of the opinion—

(a) that the company's affairs have been or are being conducted in a manner prejudicial or oppressive to any member or members or prejudicial to public interest or in a manner prejudicial to the interests of the company; and

(b) that to wind up the company would unfairly prejudice such member or members, but that otherwise the facts would justify the making of a winding-up order on the ground that it was just and equitable that the company should be wound up, the Tribunal may, with a view to bringing to an end the matters complained of, make such order as it thinks fit.

(2) Without prejudice to the generality of the powers under sub-section (1), an order under that subsection may provide for—

(a) the regulation of conduct of affairs of the company in future;

(b) the purchase of shares or interests of any members of the company by other members thereof or by the company;

(c) **in the case of a purchase of its shares by the company as aforesaid, the consequent reduction of its share capital;**

(d) restrictions on the transfer or allotment of the shares of the company;

(e) the termination, setting aside or modification, of any agreement, howsoever arrived at, between the company and the managing director, any other director or manager, upon such terms and conditions as may, in the opinion of the Tribunal, be just and equitable in the circumstances of the case;

(f) the termination, setting aside or modification of any agreement between the company and any person other than those referred to in clause (e):



Provided that no such agreement shall be terminated, set aside or modified except after due notice and after obtaining the consent of the party concerned;

(g) the setting aside of any transfer, delivery of goods, payment, execution or other act relating to property made or done by or against the company within three months before the date of the application under this section, which would, if made or done by or against an individual, be deemed in his insolvency to be a fraudulent preference;

(h) removal of the managing director, manager or any of the directors of the company;

(i) recovery of undue gains made by any managing director, manager or director during the period of his appointment as such and the manner of utilisation of the recovery including transfer to Investor Education and Protection Fund or repayment to identifiable victims;

(j) the manner in which the managing director or manager of the company may be appointed subsequent to an order removing the existing managing director or manager of the company made under clause (h);

(k) appointment of such number of persons as directors, who may be required by the Tribunal to report to the Tribunal on such matters as the Tribunal may direct;

(l) imposition of costs as may be deemed fit by the Tribunal;

(m) any other matter for which, in the opinion of the Tribunal, it is just and equitable that provision should be made.

(3) A certified copy of the order of the Tribunal under sub-section (1) shall be filed by the company with the Registrar within thirty days of the order of the Tribunal.

(4) The Tribunal may, on the application of any party to the proceeding, make any interim order which it thinks fit for regulating the conduct of the company's affairs upon such terms and conditions as appear to it to be just and equitable.

(5) Where an order of the Tribunal under sub-section (1) makes any alteration in the memorandum or articles of a company, then, notwithstanding any other provision of this Act, the company shall not have power, except to the extent, if any, permitted in the order, to make, without the leave of the Tribunal, any alteration whatsoever which is inconsistent with the order, either in the memorandum or in the articles.



(6) Subject to the provisions of sub-section (1), the alterations made by the order in the memorandum or articles of a company shall, in all respects, have the same effect as if they had been duly made by the company in accordance with the provisions of this Act and the said provisions shall apply accordingly to the memorandum or articles so altered.

(7) A certified copy of every order altering, or giving leave to alter, a company's memorandum or articles, shall within thirty days after the making thereof, be filed by the company with the Registrar who shall register the same.

(8) If a company contravenes the provisions of sub-section (5), the company shall be punishable with fine which shall not be less than one lakh rupees but which may extend to twenty-five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than twenty-five thousand rupees but which may extend to one lakh rupees, or with both.

Thus, it is evident that Section 242(2) (c) of the Companies Act, 2013 enables this Tribunal while passing an order under Section 241 of the Companies Act, 2013 for the reduction of share capital of the Company.

9. It is stated by the two Learned Counsels that they were part and parcel of the voluntary mediated settlement which was done in a fair and open manner in the best interest of both Applicants and Respondents without any coercion. The active and positive role of Learned Advocates is appreciated.

10. In the above circumstances, the Joint Memorandum of Settlement entered into between the parties is taken on record. Since the dates specified in paragraph No. 5 & 6 of the Memorandum of Settlement has already expired, as suggested by Ld. Counsel for the applicant and respondent, the date has to be reset for compliance in terms of para 5 & 6 of the joint memorandum of settlement. Accordingly, the date



31.08.2024 given in para 5 & 6 of the memorandum of settlement stands modified and read as 18.10.2024 all other terms remains the same. It is further ordered that parties will strictly proceed as set out in the joint memorandum of settlement and in particular to para 5, 6 & 7 of the joint memo dated 13.08.2024 on the dates as amended. The petition stands ordered and allowed in the above terms. However, for reporting compliance of the above, more particularly in terms of the para 5, 6 & 7 of the Joint Memo of compromise, the matter be listed caption "for reporting compliance" on 25.10.2024.

Main CP. No. 85(CHE)/2023 stands **allowed** as above.

-Sd-

**Justice Ramalingam Sudhakar
(President)**

-Sd-

**Venkataraman Subramaniam
Member (Technical)**

13.09.2024