

NOTICE

Notice is hereby given that the Fifty Sixth Annual General Meeting of Binny Limited will be held on Wednesday the 31st December, 2025 at 2.30 P.M. I.S.T by way of Video Conferencing (“VC”) or other Audio-Visual Means (“OAVM”), to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company together with the Reports of the Auditors and Board of Directors thereon for the Financial Year ended March 31, 2025
2. To appoint a director in place of Mr. Nutrajan Ramesh (DIN: 00356383) Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be and is hereby accorded to reappoint Mr. Nutrajan Ramesh (DIN: 00356383), as a Director of the Company who is liable to retire by rotation.”

Special Business:

3. **To consider and, if thought fit, to pass with or without modification, the following Resolutions as a Special Resolution.**

“**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into a Joint Development Agreement (JDA) with M/s.Osian Constructions Private Limited, Chennai for development of an residential complex on Joint Development Model (JDA) at its Land Area of 12.43 acres located at Valasaravakkam, Chennai, on such terms and conditions and with effect from such date as may be decided by the Board of Directors of the Company.”

“**FURTHER RESOLVED THAT** Mr.Sathyannarayanan Balakrishnan, Whole Time Director of the Company be and is hereby authorized to finalise and execute the Joint Development Agreement (JDA) with M/s.Osian Constructions Private Limited Chennai, all such other agreements, Power of Attorney and other documents as the Board may deem necessary or required and to do all such other acts, deeds, matters and things which are incidental and consequential thereto or which may be considered necessary by the Board of Directors of the Company.”

4. To consider and, if thought fit, to pass with or without modification, the following Resolutions as a Special Resolution.

RESOLVED THAT the members hereby take note that, pursuant to the **order of the Securities and Exchange Board of India dated 31st July 2024**, Company has filed an affidavit of compliance before SAT in this regard as recorded in the proceedings before the **Securities Appellate Tribunal (SAT), Mumbai**, the **settlement between Binny Limited and Mohan Breweries & Distilleries Limited (“MBDL”)** has been fully implemented, and all sale deeds contemplated therein have been executed and registered, and the properties stand duly transferred in the name of the Company.

RESOLVED FURTHER THAT the members hereby take note in respect of 850 (Eight hundred fifty) acres of Windmill Lands situated at Tirunelveli/Tuticorin Districts in the state of Tamil Nadu taken over by the company from M/s Mohan Breweries and Distilleries Limited (**MBDL**) forming part of the settlement referred to in the SEBI Order, the said property was sold directly by **MBDL** and the sale consideration of Rs. 30.44 was received by Binny Limited. The receipt of such proceeds by the Company constitutes full and valid compliance with the settlement in respect of that asset and shall be deemed to be part of the implementation of the SEBI Order. The Members further note that out the said parcel, land parcel of 50 acres is yet to be sold. As and when the same is sold, the Company will receive the proceeds from the said sale.

RESOLVED FURTHER THAT the members hereby take note the JDA being entered into with M/s Osian construction Pvt. Ltd, in respect 12.43 acres of land situated at Valasaravakkam, Chennai, taken over by the company from M/s Mohan Breweries and Distilleries Limited (**MBDL**) forming part of the settlement referred to in the SEBI Order.

The valuation report obtained from an Independent registered valuer as per the direction of the SAT order dated 11.09.2025 supports the consideration and confirms that the transfers were effected at fair value.

The Company has thereby fully complied with SEBI’s directions and with the orders of the Hon’ble Securities Appellate Tribunal.

5. To remove Mr. Rajeev Bakshi (DIN: 00032253) from the office of Independent Director of the Company with effect from the date of this meeting pursuant to Section 115 read with Section 169 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to remove Mr. Rajeev Bakshi (DIN: 00032253), Independent Director, from the Directorship of the Company with immediate effect”

6. To remove Mrs. Jamuna (DIN: 10550658) from the office of Independent Director of the Company with effect from the date of this meeting pursuant to Section 115 read with Section 169 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to remove Ms. Jamuna (DIN: 10550658), Independent Director, from the Directorship of the Company with immediate effect”

ON BEHALF OF THE BOARD

For **BINNY LIMITED**

SATHYA NARAYANAN BALAKRISHNAN

WHOLE-TIME DIRECTOR

DATE: 04.12.2025

PLACE: CHENNAI

Notes:

1. Annual General Meeting through video conference /other video conference:

The Ministry of Corporate Affairs (“MCA”) permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of AGM through VC/OAVM, collectively referred to as “MCA Circulars”] and The Securities and Exchange Board of India (“SEBI”) also issued Circular dated May 12, 2020, October 3, 2024 and the latest being Circular dated September 22, 2025, (hereinafter together referred as “Circulars”), has permitted the Companies to conduct the AGM through VC/OAVM until further notice and the requirement of Regulation 44(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) is dispensed with temporarily.

In compliance with these Circulars, the AGM of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of members at a common venue. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of members such as Body Corporates, the President of India or the Governor of a State can attend the AGM through VC/OAVM and cast their votes through e-voting. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.

In case of joint holders attending the AGM, only such joint holder who is first by the order in which the names stand in the register of members will be entitled to vote.

The Company has opted Central Depository Services (India) Limited (“CDSL”) for conducting the AGM.

In line with the aforesaid SEBI and MCA Circulars, the Notice of AGM is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/ Depositories. Shareholder may note that Notice have been uploaded on the website of the Company at <https://binnylimited.in/>.

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e www.evotingindia.com.

Shareholders holding shares in physical mode may share the particulars by email to investor@cameoindia.com to get the soft copy of the Notice of AGM. Members can attend and participate in the AGM through VC/ OAVM facility only.

2. 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 through VC/OAVM and cast their votes through e-voting

3. Members who have not registered or who wish to update their e-mail ID, postal address, telephone/mobile numbers, Permanent Account Numbers, bank account details are requested to register/intimate the same with their Depository Participant, if the shares are held by them in electronic form and in case of members holding shares in physical form, all intimations are to be sent to M/s. Cameo Corporate Services Limited, Registrar and Transfer Agent, at investor@cameoindia.com.

4. Corporate members intending to send their Authorized representatives to attend the Meeting are requested to send to the Company a certified scanned copy of the Board Resolution authorizing their representatives to attend the AGM through VC or OAVM on its behalf and vote through remote e-voting. The said resolution/ authorization shall be sent to the following e-mail address srirampcs@gmail.com with a copy marked to investor@cameoindia.com.

5. In terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief particulars of the Directors who are proposed to be appointed/re-appointed at this meeting forms part of the notice.

6. The Register of Members and the Share Transfer books of the Company will remain closed from 29TH December,2025 to 31ST December,2025 (both days inclusive) for the purpose of Annual General Meeting.

7. Members may note that the VC/OAVM Facility provided by CDSL allows participation of up to 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the 56TH AGM without any restriction on account of first-come first-served principle, in accordance with the circulars issued by MCA in this regard. The Members can join the 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.

8. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

10. The Registrar and Transfer Agent ('RTA') of the Company is M/s. Cameo Corporate Services Limited, No. 1, Subramanian Building, Club House Road, Anna Salai, Chennai-600002, Tamil Nadu. Please send all correspondence including requests for transmission of shares, change of address etc. to RTA of the Company.

11. Members are requested to intimate changes, if any, in their registered address to the RTA. Members holding shares in dematerialized form are requested to intimate/update their e-mail address and PAN with their respective Depository Participants.

12. Members are requested to furnish a copy of the PAN Card to the RTA for registration of transfer / transmission of shares.

13. Members, who are individuals may avail the facility of nomination as provided in Section 72 of the Companies Act, 2013 wherein a member may nominate in the prescribed manner with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/DEMAT form, the nomination form may be filed with the respective Depository Participant.

14. In terms of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and amendments made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide the facility of remote

electronic voting ('Remote E-Voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr.P.Sriram,Practicing Company Secretary (Membership no.: 4862 & COP: 3310), as the Scrutinizer for this purpose.

15. The Scrutinizer will scrutinize the votes cast at the Meeting and votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: <https://binnylimited.in/> and on the website of CDSL at: <https://evotingindia.com>. The result will simultaneously be communicated to the stock exchange.

16. The register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in the Registered Office of the Company. Members can send an email for this purpose to binny@binnyltd.in

17. Registration of e-mail address: In terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their e-mail addresses registered by following the procedure given below:

a) Those shareholders who have registered/not registered their mail address and mobile no. including address and bank details may please contact and validate/update their details with their Depository Participant in case of shares held in electronic form and with the Company's Registrar and Transfer Agent, M/s. Cameo Corporate Services Limited in case the shares are held in physical form.

b) Shareholders who have not registered their email address and in consequence thereof, the Annual Report, Notice of AGM and e-voting Notice could not be served, may temporarily get their e-mail address and mobile number provided with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, by writing an email to investor@cameoindia.com providing their email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and password. In case of any queries, shareholders may write to investor@cameoindia.com

c) Shareholders may also visit the website of the Company www.binnyltd.in or the website of the Registrar and Transfer Agent www.cameoindia.com for downloading the Annual Report and Notice of the AGM.

d) Alternatively, Shareholders may send an e-mail request at the email id investor@cameoindia.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending electronically the Annual report, Notice of AGM and the e-voting instructions.

THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE, AS FOLLOWS:

1. The remote e-voting will commence on Sunday, December 28, 2025 at 9 a.m. and will end on Tuesday, December 30, 2025 at 5 p.m. During this period, the members having shares either in physical mode or in demat mode as on the Cut-off date/record date i.e. 24th December, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
2. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
3. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off /record date Friday, December 05, 2025
4. 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.
5. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easi/Easiest facility, can log in 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

	<p>https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where thee-Voting is in progress as per the information provided by company. On clicking the e-Voting 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, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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. 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	<p>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.</p>

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

	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com . or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in demat form & physical shareholders.

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. Members 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 6. voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form other than individual and for Members holding shares in physical form
PAN	<p>Enter your 10 digital alpha-numeric* PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company / RTA in the PAN field or contact the Company/RTA.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
DOB	Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.

(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN of Binny Limited

(vi) 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.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) Note for Non – Individual Shareholders and Custodians – Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 depository account(s) / folio numbers on which they wish to vote.

-The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

-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 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; binny@binnyltd.in & liaison@binnyltd.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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)

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

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 at toll free no. 1800 21 09911.

THE PROCEDURE AND INSTRUCTIONS FOR THE VOTING THROUGH THE E-VOTING SYSTEM (VENUE VOTING) ON THE DAY OF THE AGM ARE AS FOLLOWS:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM 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 AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting through VC/OAVM facility.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM, however, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM):

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.

6. Shareholders who would like to express their views/ask questions on the items of business to be transacted at the AGM, during the AGM, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number to binny@binnyltd.in and liaison@binnyltd.in. The Speaker registration shall commence from Friday, the December 26, 2025, at 9 A.M. and shall close on Monday, the December 29, 2025 by 05:00 PM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Few days before closing is better because we have to prepare speaker list and to be given to CDSL.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
8. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, mentioning their name, demat account number/folio number, email id, mobile number to liaison@binnyltd.in and binny@binnyltd.in
9. The queries shall be sent during the period commencing from Friday, the December 26, 2025, at 9 A.M. and shall close on Monday, the December 29, 2025 at 05:00 PM. These queries will be replied to by the company suitably by email or be will discussed during the meeting.

OTHER INSTRUCTIONS:

1. 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 022- 23058738 and 022- 23058542/43.
2. 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 on 022- 23058542/43.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.
4. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date.
5. For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again during the Annual General Meeting, the scrutinizer shall have access, after the closure of period for remote e-voting and before the start of the AGM the details relating to members, such as their names, folios, number of shares held and such other information that the scrutinizer may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.

6. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman shall declare the result of the voting forth with.
7. The results declared along with the report of the scrutinizer shall be placed on the Company's website <https://binnylimited.in/> and on the website of CDSL immediately after the result is declared by the Chairman. The results shall also simultaneously be forwarded to the BSE which shall place the results on its website.

FOR AND ON BEHALF OF THE BOARD

For BINNY LIMITED

SATHYA NARAYANAN BALAKRISHNAN

WHOLE-TIME DIRECTOR

DATE: 04.12.2025

PLACE: CHENNAI

EXPLANATORY STATEMENT

The following Explanatory Statement, as required under Section 102(1) of the Companies Act, 2013 (Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations'), each as amended, sets out all material facts relating to the business(es) to be dealt at the AGM.

Non- Adoption of accounts:

As the shareholders are aware, the AGM for the Financial Year 2025 ought to have been held on or before 30th September 2025. Shareholders are hereby informed that, due to various legal disputes, the Annual General Meeting (AGM) for the financial year 2024-25, which was originally required to be held on or before 30th September 2025 in accordance with statutory guidelines, could not be convened within the stipulated timeframe. Accordingly, the Board of Directors of the company thought it fit to convene the AGM for 2025 within the extended timeline; thereby the non-compliance of Section 96 of Companies Act, 2013 is ceased.

However, the Audited Financial Statements for the financial year 31.3.2025 could not be placed before the shareholders for adoption for the following reasons:

- a) **Changes in composition of Board:** On 30th April 2024, the Board cancelled the appointment of Mr. Arvind Nandagopal as Managing Director (MD) /Director. The Independent director and the audit committee chairman Mr. Rajeev Bakshi was given show cause notice for his disqualification. Mr. T. Krishnamurthy Director (Finance) & Chief Financial Officer (“CFO”) was asked to step down from his position, causing a big vacuum in the Management and Head of Finance Department. The new CFO was appointed on May 14, 2024 and all the committees were re-constituted on the same day. The existing CFO Mr. T. Krishnamurthy and an independent director Mr. Rajeev Bakshi removed from their position.
- b) **Disputes in brief.:** Following a SEBI order on 31st July ,2024, the Company’s Director(finance) & CFO, Managing Director and Executive Chairman Mr. M. Nandagopal were restricted from serving as directors, prompting their resignations. Additionally, the disqualification of two Independent Directors resulted in the Board falling below the minimum number of directors required under Section 149 of the Companies Act, 2013, and the SEBI (LODR) Regulations. Consequently, the Company approached the Hon’ble High Court of Madras seeking the appointment of an administrator to facilitate the reconstitution of the Board. Pursuant to this, the Hon’ble High Court of Madras, through its Order No. CMP. No. 24465/2024 in OSA No. 116/2024 dated November 11, 2024, appointed Hon’ble Justice M. Sathyanarayanan (Retired) of the High Court of Madras, as Administrator to oversee the Extraordinary General Meeting (EGM) of the shareholders for the purpose of reconstituting the Board.

Pursuant to the Hon’ble High Court’s direction, the EGM was convened on January 4, 2025, during which the following individuals were duly appointed as Directors of the Company:

S.NO	NAME OF THE DIRECTOR	DESIGNATION
1	James Richard Williams	Director
2	Nutrajan Ramesh	Director
3	Nilima Sathyanarayanan	Director
4	Sathya Narayanan Balakrishnan	Whole-time Director
5	Natrajan Prasanna	Director
6	Shankaran Sundararaman	Independent Director

However, due to the earlier lack of functional and recognized signatories in the Company’s Master Data on the Ministry of Corporate Affairs (MCA) portal, we were unable to file Form DIR-12 electronically for the appointment of the above Directors. As this form is a prerequisite for updating the Board composition on MCA records, we were consequently restricted from filing any further e-forms, including the application for appeal. Subsequently, with assistance from the MCA’s support team, we have successfully

updated the MCA records by inducting Mr. Sathya Narayanan Balakrishnan, Whole-time Director into the Company's Master Data.

- c) Post appointment of Directors, the newly inducted Board has appointed Mr. Ramamurthy Natarajan, Mr. Ramaswamy Subramanian, Mr. Natarajan Kumaraguru with effect from 23rd January 2025 and Mr. Shankaran Sundar Raman as independent directors with effect from 10th January 2025 and Mr. Sathya Narayanan Balakrishnan as whole time director with effect from 08th January 2025.
- d) The newly constituted board then started initiating the audit process, resolving various issues with income tax, GST, issues with the Joint Venture partner M/s.SPR Construction Private Limited. Further, due to continuous litigations before the court and initiation of investigations by SFIO lead further delay in audit of accounts by the statutory auditors of the company.
- e) The Board of directors are closely co-ordinating with the statutory auditors for completion of audit for 2025 and expected to complete it before 31st December 2025. However, the Board of Directors have decided that in order to comply with the requirements of Section 96 of Companies Act 2013, to hold the AGM for 2025 without adopting the audited accounts for the financial year.

In light of the foregoing, it may be noted that the financial statements of the Company are yet to be audited. Consequently, the same cannot be circulated to the members at this stage, in compliance with the provisions of Section 136(1) of the Companies Act, 2013. The audited financial statements, together with the Board's Report and Auditor's Report thereon, will be duly circulated to all members for adoption of the same, as soon as the audit is completed and the financial statements are approved by the Board of Directors.

Item No: 3

In respect of one of the land parcels of 12.43 acres of land at Valasaravakkam taken over by the company from M/s Mohan Breweries and Distilleries Limited, under the scheme of settlement, the Company proposes to enter into a Joint Development Agreement (JDA) with M/s Osian Constructions Private Limited, Chennai for developing into a residential complex.

For the above JDA, the Term sheet was already approved by the Board of Directors at its meeting held on 1st September 2025.

Based on the above Term sheet, the draft JDA was prepared and approved by the Board in its Board Meeting held on 22nd November 2025 subject to the approval of the Shareholders under Sec 180 of the Companies Act, 2013.

Key Terms

1. Total Land extent : 12.43 acres
2. Location : Valasaravakkam
3. Type of Development: Stilt + 5 floors
4. Model: Revenue sharing.

A. Base FSI

Binny Limited – Land Owner: 50%

Osian construction Pvt. Ltd. – Developer: 50%

B. Premium FSI

Binny Limited – Land Owner : 27%

Osian construction Pvt. Ltd. – Developer: 73%

5. Refundable Security Deposit:

The Developer agrees to pay a total refundable security deposit of Rs. 50 Crores (Rupees Fifty Crores only).

6. Expected cash flow:

Total estimated revenue during the Project period: Rs.1486 cr.

Binny's estimated Share of revenue : Rs.693 cr.

Shareholder Approval Requirement

As the execution of the Second Amended & Reinstated JDA constitutes an “otherwise disposal of assets” under Section 180(1)(a) of the Companies Act, 2013, the Company seeks shareholder approval by way of a Special Resolution.

Nature of transaction

The Joint Development Agreement (JDA) being entered into with M/s Osian Construction Pvt Ltd

Under the provisions of the Companies Act 2013, M/s Osian Construction Pvt Ltd is not a “Related Party” though it is a group company of M/s SPR construction Pvt. Ltd.

Under SEBI (LODR) Regulations, as per the definition of “Related Party” as provided under Regulation 2(Zb) of SEBI (LODR) (Sixth Amendment) Regulations, 2021, any person is a “Related Party” if they are holding 10% or more of Equity during the immediate preceding Financial Year. M/s SPR Constructions Pvt Ltd did not hold or have any Shareholding in Binny Limited during the previous Financial Year and only in the current year they acquired 16.88% of Equity Shares in the Company. Hence it is not a Material Party Transaction as provided under Regulation 23 (1) of SEBI (LODR) Regulations.

However, under the provision 37(A) of SEBI LODR (Second Amendment). Regulations 2023, M/s Osian Construction Pvt Ltd, the developer is under the group of M/s SPR Constructions Pvt Ltd to the Joint Development Agreement. M/s SPR Constructions Pvt Ltd is not entitled to vote on the resolution on the shareholding of 16.88% Equity Shares coming under public shareholders category.

Board Recommendation

The Board believes that this settlement is in the best interest of the Company, enabling a fair and final resolution of the disputes and paving the way for continued development activities.

None of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Item No: 4

A Scheme of settlement was entered into by the Company with Mohan Breweries & Distilleries Limited (“MBDL”) for recovery of its advances which were made for purchase/takeover of its certain land/assets. The Scheme was duly approved by the Board of Directors and the public shareholders of the Company.

While SEBI, in-principle accepted the method and manner adopted by the Company for recovery of funds from MBDL under the Scheme of Settlement, it raised concerns regarding the sufficiency of documentation – specifically, through the execution of Registered Agreements to sell and Registered General Power of Attorney. Consequently, SEBI was constrained to pass its Order dated 31st July 2024 rejecting the method of transferring the assets and with a direction that specified monies advanced in earlier years be brought back into the Company and that all related-party transactions with Mohan Breweries & Distilleries Limited (“MBDL”) be duly regularised and reflected in the Company’s books of account.

The Company has filed an Appeal before Securities Appellate Tribunal (SAT) against the said order of SEBI dated 31st July 2024. The SAT admitted the Appeal and granted an interim stay. The hearings are in progress. In the meantime, with a view to settle the matter amicably and to

bring an early closure, the Company has considered the said Order and wanted to comply with SEBI's order with regard to method of transfer of lands from MBDL to the Company. Accordingly, the Company has put up a proposal to the Board to execute sale deeds for all those lands which were taken over from MBDL by the method of execution of Registered Agreements to sell and Registered General Power of Attorney and obtained Board's approval in the Board meeting held on 01st September, 2025 for the same.

All sale deeds contemplated under the settlement have been executed, registered and duly reflected in the books of both Binny Limited and MBDL as listed below

Chengalpet Land Registration Details					
Sl No	Sale Deed Date	Doc No	Extent (In Acres)	Consideration	TDS Deducted
1	25-06-2025	1800/2025	18.44	23,01,76,844	23,01,768
2	08-09-2025	2570/2025	9.43	65,00,00,563	65,00,006
3	09-09-2025	2727/2025	31.02	47,92,67,739	47,92,677
4	11-09-2025	P/118/2025	53.83	83,91,35,864	83,91,359
			112.72	2,19,85,81,009	2,19,85,810

In respect of 850 (Eight Hundred and Fifty) acres of Windmill lands situated at Tirunelveli / Tuticorin districts in the state of Tamil Nadu taken over by the Company from Mohan Breweries & Distilleries Limited ("MBDL") under the settlement referred to in the SEBI Order, the said property was sold directly by Mohan Breweries & Distilleries Limited ("MBDL") and the sale consideration of Rs. 30.44 crores was received by Binny Limited. The receipt of such proceeds by the Company constitutes full and valid compliance with the settlement in respect of that asset and shall be deemed to be part of the implementation of the SEBI Order. The Board further notes that out of the said 850 acres of land, an extent of 50 acres is yet to be sold. As and when the same is sold, the Company will receive the proceeds from the said sale.

In respect of one of the land parcels of 12.43 acres of land at Valasaravakkam taken over by the company from M/s Mohan Breweries and Distilleries Limited, under the scheme of settlement, the Company proposes to enter into a Joint Development Agreement (JDA) with M/s Osian Constructions Private Limited, Chennai for developing into a residential complex.

For the above JDA, the Term sheet was already approved by the Board of Directors at its meeting held on 1st September 2025.

Based on the above Term sheet, the draft JDA was prepared and approved by the Board in its Board Meeting held on 22nd November 2025 subject to the approval of the Shareholders under Sec 180 of the Companies Act, 2013.

The valuation report obtained from an independent registered valuer supports the consideration and confirms that the transfers were effected at fair value; and

The Company has thereby fully complied with SEBI's directions and with the orders of the Hon'ble Securities Appellate Tribunal

Directors' Interest

None of the other Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Board Recommendation

The Board of Directors recommends the **Special Resolution** set out in the accompanying Notice for approval of the members as it is in the best interests of the Company and its shareholders and completes the implementation of the settlement recorded in SEBI's Order.

Item No: 5

Mr. Rajeev Bakshi (DIN: 00032253) claims to be an Independent Director of the Company. The Present board was formed post direction of Hon'ble High Court vide its order dated November 11, 2024 and the present board has taken charge post their appointment by the shareholders in the court convened meeting held on January 04, 2025. The Hon'ble High Court in its order dated 11.11.2024, had also directed that there will not be any participation of the Independent Directors in the affairs of the Company. Accordingly, Mr. Rajeev Bakshi cannot attend the Board meeting and participate in the affairs of the company.

The Company has received a Special Notice dated 17th October 2025 from Ms. Raveena D. Bhafna, Ms. Manju C. Bhafna, and Mr. Mukesh M. Bhafna, collectively holding 2,40,000 equity shares representing 1.07% of the Company's voting capital, seeking to convene a General Meeting for passing a resolution for the removal of Mr. Rajiv Bakshi, Independent Director, under the provisions of Section 169 of the Companies Act, 2013. The Copy of the said Special Notice is attached herewith.

The Company, after due consultation with its legal counsel, has consistently maintained before the Hon'ble Madras High Court during the proceedings that the election conducted pursuant to the directions of the Hon'ble Justice Mr. M. Sathyanarayanan was a clean slate election for the entire Board, pursuant to which the earlier Board stood fully subsumed and a newly elected Board assumed office. This position was taken based on the Chairman's Report submitted for the convening of the Extraordinary General Meeting.

The said Special Notice was also placed before the Board of Directors. After detailed discussions and deliberations, and taking a reasonable and considered view, the Board has decided that the

said Special Notice shall be placed before the shareholders for their consideration and suitable action. Accordingly, a notice under Section 169 of the Companies Act, 2013, granting an opportunity of being heard, shall also be issued to Mr. Rajiv Bakshi as required under law.

However considering the fact that the board of directors decided to convene the 56th AGM, it is preferred to place the resolution before the shareholders in this 56th Annual General Meeting instead of holding an EGM for this purpose.

The Board of Directors also took note of the following issues with respect to Mr. Rajeev Bakshi and place the same before the members/shareholders of the Company:

1. Mr. Rajeev Bakshi has failed to qualify as an independent director requiring him to get empanelled in data base maintained by Indian Institute of Corporate Affairs and did not disclose the same at time of appointment.
2. Mr. Rajeev Bakshi has failed to disclose his familial ties with RRB Energy Limited, an entity which has gained more than Rs. 29 crores from Binny Limited.
3. Mr. Rajeev Bakshi has failed to disclose ties with past/present promoters of Mohan Meakins which has been licensor to Mohan Breweries belonging to same promoters of Binny Limited.
4. Mr. Rajeev Bakshi has failed to disclose his earnings or drawings from Binny Limited to tune of Rs. 3 crores in Geetanjali Enterprises Limited belonging to him.

Based on the above, the present Board of Directors is of the considered view to place the resolution proposed by Member of the company before the shareholders pursuant to Section 115 read with Section 169 of the Companies Act, 2013 for removing him as Independent Director and from the Board with immediate effect.

The copy of the special notice and other documents as mentioned in this resolution is available for inspection of members during the business hours from Monday to Friday between 10.00 am to 5.00 pm at the registered office of the company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution except to the extent of their shareholding.

Item No: 6

Mrs. Jamuna (DIN: 10550658) claims to be an Independent Director of the Company. The Present board was formed post direction of Hon'ble High Court vide its order dated November 11, 2024 and the present board has taken charge post their appointment by the shareholder in the court convened meeting held on January 04, 2025. The Hon'ble High Court in its order dated 11.11.2024, had also directed that there will not be any participation of the Independent Directors in the affairs of the Company. Accordingly, Mrs. Jamuna cannot participate in the affairs of the company.

The Company has received a Special Notice dated 17th October 2025 from Ms. Raveena D. Bhafna, Ms. Manju C. Bhafna, and Mr. Mukesh M. Bhafna, collectively holding 2,40,000 equity shares representing 1.07% of the Company's voting capital, seeking to convene a General Meeting

for passing a resolution for the removal of Mrs. Jamuna, Independent Director, under the provisions of Section 169 of the Companies Act, 2013. The Copy of the said Special Notice is attached herewith.

The Company, after due consultation with its legal counsel, has consistently maintained before the Hon'ble Madras High Court during the proceedings that the election conducted pursuant to the directions of the Hon'ble Justice Mr. M. Sathyanarayanan was a clean slate election for the entire Board, pursuant to which the earlier Board stood fully subsumed and a newly elected Board assumed office. This position was taken based on the Chairman's Report submitted for the convening of the Extraordinary General Meeting.

The said Special Notice was also placed before the Board of Directors. After detailed discussions and deliberations, and taking a reasonable and considered view, the Board has decided that the said Special Notice shall be placed before the shareholders for their consideration and suitable action. Accordingly, a notice under Section 169 of the Companies Act, 2013, granting an opportunity of being heard, shall also be issued to Mrs. Jamuna as required under law.

However considering the fact that the board of directors decided to convene the AGM, it is preferred to place the resolution before the shareholder in Annual General Meeting instead of holding an EGM for this purpose.

The Board of Directors also took note of the following issues with respect to Mrs. Jamuna and places the same before the members/shareholders of the Company:

1. Mrs. Jamuna (DIN: 10550658) has failed to qualify as independent director requiring her to get empanelled in data base maintained by Indian Institute of Corporate Affairs and did not disclose the same at time of appointment.
2. At the time of her appointment, she did not possess a valid Director Identification Number (DIN) issued by the Ministry of Corporate Affairs. The same was acquired only after she was inducted in the Board.

Based on the above, the present Board of Directors is of the considered view to place the resolution proposed by Member of the company before the shareholder pursuant to Section 115 read with Section 169 of the Companies Act, 2013 for removing her as Independent Director and from the Board with immediate effect.

The copy of the special notice and other documents as mentioned in this resolution is available for inspection of members during the business hours from Monday to Friday between 10.00 am to 5.00 pm at the registered office of the company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution except to the extent of their shareholding.

Details of Directors seeking re-appointment at the AGM

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Nutrajan Ramesh
Director Identification Number	00356383
Date of Birth and Age	24/12/1972
Date of Appointment	04/01/2025
Expertise in specific functional area	Projects
Qualifications	MBA MS
Last drawn remuneration for FY 2024-25	-NA-
Directorship in other Indian Public Limited Companies	<ol style="list-style-type: none">1. P.N.Tex India Private Limited2. P.N.Industries Private Limited3. P.N.Spinning Mills (India) Private Limited4. Arunachala Gounder Textile Mills Private Limited
Membership/Chairmanship in committees of other Indian Public Limited Companies	
Shareholding details in the Company, including shareholding as beneficial owner	-NA-
Name of the Listed entity from which the person has resigned in the past three years (excluding foreign companies)	-NA-
Number of Board Meeting attended during the financial year ended March 31, 2025	05
Relationship between Directors, Manager and other Key Managerial Personnel Inter-se	-NA-
Terms and Conditions relating to appointment	-NA-

SPECIAL NOTICE U/S 115 OF COMPANIES ACT 2013

Date: 03 December 2025

To
The Board of Directors,
M/s. Binny Limited,
No. 1, Cooks Road, Permabur, Chennai
- 600 012

Subject: Issue of Requisition pursuant to Section 100, 115, 169 & 152 and other related provisions of the Companies Act, 2013 to convene an Extra-Ordinary General Meeting of M/s Binny Limited.

Dear Sir,

We, the undersigned shareholder of M/s Binny Limited, holding in aggregate as on the date hereof 240,000 Equity Shares aggregating to 1.07% of shareholding of the Company's voting capital, pursuant to Section 100, 115, 169 & 152 and other related provisions of the Companies Act, 2013, has earlier vide our Special Notice dated 16 June 2025 had requested you to duly convene an Extra-Ordinary General Meeting (EGM) of the Company for the purpose of passing a resolution concerning black listing Mr. Rajeev Bakshi. However, despite our earlier Notice dated 16 June 2025 and subsequent follow-ups in September, the Company has not convened the said EGM till date.

We hereby once again require the Board, pursuant to the aforesaid provisions of the Companies Act, 2013, to forthwith proceed to duly convene an Extra-Ordinary General Meeting (EGM) of the Company for the purpose of passing the following resolutions or to take up the following resolution at the ensuing Annual General Meeting (AGM) of the Company;

Item No. 1: Black listing the Director in question Mr. Rajeev Bakshi (DIN 00032253) FROM THE BEING ASSOCIATED AS DIRECTOR, EMPLOYEE, VENDOR, LENDER OF THE COMPANY

"RESOLVED pursuant to Section 115 read with Section 169 of the Companies Act, 2013 and rules made thereunder, Mr. Rajeev Bakshi (DIN: 00032253) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting and black list him from transacting with Binny Limited directly or indirectly in any form such as vendor, lender, consultant or employee, etc for period of 5 Years"

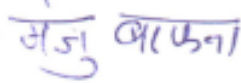
In this connection following issues are called for attention of the members/ shareholders of company:

1. Mr. Bakshi has failed to qualify as independent director requiring him to get empanelled in data base maintained by Indian Institute of Corporate Affairs and did not disclose the same at time of appointment.
2. Mr. Bakshi has failed to disclose his familial ties with RRB Energy Limited, an entity which has gained more than Rs. 29 Crores from Binny Limited.
3. Mr Bakshi has failed to disclose his familial ties with past / present promoters of Mohan Meakins which has been licensor to Mohan Brewries belonging to same promoters of Binny Limited.
4. Mr. Bakshi has failed to disclose his earnings or drawings from Binny Limited to tune of Rs. 3 Crore in Geetanjali Enterprises Limited belonging to him.

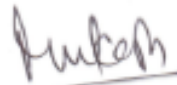
Yours Faithfully,



Ravina D Bafna
60000 Shares
Dp ID - 1N300513
CLIENT ID-81363548



Manju C Bafna
90000 Shares
DP ID-IN 300513
CLIENT ID-20225920



Mukesh M Bafna
90000 Shares
DP ID - IN300476
CLIENT ID - 40447417

SPECIAL NOTICE U/S 115 OF COMPANIES ACT 2013

Date: 03 December 2025

To
The Board of Directors,
M/s. Binny Limited,
No. 1, Cooks Road, Permabur,
Chennai - 600 012.

Subject: Issue of Requisition pursuant to Section 100, 115, 169 & 152 and other related provisions of the Companies Act, 2013 to convene an Extra-Ordinary General Meeting of M/s Binny Limited.

Dear Sir,

We, the undersigned shareholder of M/s Binny Limited, holding in aggregate as on the date hereof 240,000 Equity Shares aggregating to 1.07% of shareholding of the Company's voting capital, pursuant to Section 100, 115, 169 & 152 and other related provisions of the Companies Act, 2013, require you to forthwith proceed to duly convene an Extra-Ordinary General Meeting (EGM) of the Company for the purpose of passing the following resolution or to take up the following resolution at the ensuing Annual General Meeting (AGM) of the Company:

Item No. 1: Removal of the Jamuna Soundaram from the office of Director of the Company.

"RESOLVED pursuant to Section 115 read with Section 169 of the Companies Act., 2013 and rules made thereunder, Jamuna Soundaram (DIN: 10550658) be and is hereby removed from the office of Director of the Company"

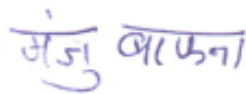
In this connection following issues are called for attention of the members/ shareholders of company:

1. Jamuna Soundaram has failed to qualify as independent director requiring her to get empanelled in data base maintained by Indian Institute of Corporate Affairs and did not disclose the same at time of appointment.
2. Jamuna Soundaram did not have a valid Director Identification Number at the time of appointment as independent director in Binny Limited.
3. Jamuna Soundaram does not possess any prior work experience, professional background, or expertise in finance, law, management, administration, or any other relevant field and therefore lacks the requisite qualifications and experience to be appointed as an independent director.

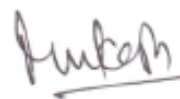
Yours Faithfully,



Ravina D Bafna
60000 Shares
DP ID - 1N300513
CLIENT ID-81363548



Manju C Bafna
90000 Shares
DP ID - IN 300513
CLIENT ID-20225920



Mukesh M Bafna
90000 Shares
DP ID - IN300476
CLIENT ID - 40447417