BINNY LIMITED
Estd 1799
CIN No. : L 17111TN1969PLC005736

22.09.2026

To

Ms. Sareena P U,
The General Manager,
Corporation Finance Department,
Division of Supervision, Enforcement & Complaints -1
Securities and Exchange Board of India,
SEBI Bhavan , "G" Block, Bhandra Kurla Complex,
Mumbai - 400051

Subject: Reply to Administrative Warning Letter dated September 10,2026

Ref: Your mail dated September 22, 2026
Administrative Warning Letter dated September 10, 2026

Respected Madam,

We are in receipt of your mail dated 22.09.2026 along with Administrative Warning letter 10.09.2026 regarding the delayed/failure in making the stock exchange disclosure about resignation of certain Directors.

In this connection, we would like to submit as under:

1) Following a SEBI order on 31st July, 2024, the Company's Executive Chairman Mr. M. Nandagopal, Managing Director Mr. Arvind Nandgopal, Mr.T.Krishnamurthy Director (Finance) & CFO were restricted from serving as directors, they had resigned from the respective positions with immediate effect. Subsequent to the said SEBI order, 2 Non-Executive – Non Independent Director have also resigned from the Board. Additionally, the disqualification of 2 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 directions for the appointment of an Administrator to facilitate the reconstitution of the Board. Pursuant tothis, 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 / Chairman to oversee the Extraordinary General Meeting (EGM) of the shareholders for the purpose of reconstituting the Board.

2) Pursuant to the Hon'ble High Court's direction, an EGM was convened on January 4, 2025 and a new Board was formed.

BINNY LIMITED CHENNAI 600 012

Regd. Office :
No.1, Cooks Road, Perambur, Chennai - 600 012.
Tel No.: 044-2662 1053, Fax : 044-2662 1056 e-mail : binnyho@binnyltd.in
GSTIN : 33AAACB2529G1Z6 Website : www.binnylimited.in

3) Till a new Board was formed in January 2025, in the intermittent period of the order of SEBI dated 31st July 2024 to January 4 2025 there was no Board and there was a complete vacuum in the Company and there were no proper executive set up to comply the SEBI requirements and other issues.

4) The newly constituted Board assuming charge in January 2025 initiated complete action and resolved various non-compliance issues.

5) It is respectfully submitted that there was no intention on the part of the Company to withhold disclosures from the Stock Exchanges. The delay occurred solely owing to the extraordinary circumstances prevailing during the relevant period.

6) The Company has taken note of your observations and shall take all necessary precautions and corrective measures to ensure that such instances do not recur in future.

7) It is pertinent to mention here that the matter of resignations of the Directors said in your letter had already been examined by the Corporation Finance Investigation Department (CFID), SEBI, during October 2025 and the Company had furnished its detailed response explaining the facts.

8) As per your advise, we note to make the appropriate disclosure to the stock exchange(s) under Regulation 30 read with clause 20(h) of Part A of Schedule III of the SEBI (LODR) Regulations, with respect to the issuance of the Administrative Warning Letter, and to place the same before our Board of Directors in the ensuring Board Meeting.

We kindly request you to take the above submissions into consideration and treat the matter as closed.

The Company remains committed to maintaining the highest standards of corporate governance, transparency, and regulatory compliance.

Thanking you.

Yours faithfully,
For Binny Limited,

(B. Sathyanarayanan)
Whole Time Director
DIN:06620068

BINNY LIMITED
CHENNAI
600 012

Cc: Mr. Nutrajan Ramesh, Director.

Details pertaining to the action taken:

Sl. No	Particulars	Response
1	Name of the Authority	General Manager, Corporation Finance Department, SEBI
2	Nature and details of the action(s) taken, initiated or order(s) passed	Warning
3	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	22.09.2026
4	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Delay/failure in making stock exchange disclosures about the resignations of Directors to the Stock Exchange.
5	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	None

BINNY LIMITED CHENNAI 600 012

General Manager
Corporation Finance Department
Division of Supervision, Enforcement & Complaints - 1

September 10, 2026

BY EMAIL AND REGISTERED POST

Binny Ltd.
No: 1, Cooks Road,
Otteri, Perambur,
Chennai, Tamil Nadu (600012), India.

Kind attention: Mr. Nutrajan Ramesh, Chairperson

Sir,

Sub: Administrative Warning letter

1. Subsequent to the examination, following instances have come to our notice:
   - Two days of delay in making the stock exchange disclosure about the resignation of Mr. Nate Nanda as the Non-Executive - Non Independent Director of the company.
   - Failure in making the stock exchange disclosure about the resignation(s) of Mr.M.Nandagopal, Mr.Arvind Nandagopal and Mr.T.Krishnamurthy from the company.
2. In view of the same, the company is found to be in violation of Regulation 30 read with clause 7 of Part A of Schedule III, Annexure 18A of SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 and Regulation 4(1)(d), (e) & (g) of SEBI (LODR) Regulations, 2015 (**LODR Regulations**).
3. The above violations have been viewed very seriously. You are hereby warned to be careful in future. The repetition of the same violation in future shall attract initiation of appropriate enforcement action in accordance with the provisions of SEBI Act, 1992, the Rules or the Regulations issued by the Board thereunder.
4. You are hereby advised to make the appropriate disclosure to the stock exchange(s) under Regulation 30 read with clause 20(h) of Part A of Schedule III of the SEBI (LODR) Regulations, with respect to the issuance of this letter, and to place the same before your Board of Directors in the ensuing Board meeting.

Yours faithfully,

Digitally signed by
Sareena Parapurath Ummer
Date: 22-09-2026 11:55:37

Sareena P U