

# BINNY MILLS LIMITED

Regd Office : No. 4, Karpagambal Nagar, Mylapore, Chennai - 600 004. Tamil Nadu, India.

e-mail : [binnymills@bmlindia.com](mailto:binnymills@bmlindia.com)  
[binnymillslimited@gmail.com](mailto:binnymillslimited@gmail.com)  
website : [www.bmlindia.com](http://www.bmlindia.com)

CIN : L17120TN2007PLC065807

Phone: +91-44-24991518  
+91-44-24992547

20<sup>TH</sup> June 2026

**BSE Limited,**  
Compliance Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001,  
Maharashtra, India  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Ref.: BSE Scrip Code No.: 535620

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Intimation of Family Settlement Agreement.**

This is to inform you that we have received a letter dated 20<sup>th</sup> June 2026 from some of the promoters of Binny Mills Limited ('BML' or 'Company') and their immediate relatives, informing the Company about the execution of a Memorandum recording prior oral Family Arrangement ('MoFA').

The Company is not a party to the said MoFA. This disclosure is being provided to your good office in accordance with the provisions of Regulation 30 read with clause 5 of Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended till date) ('SEBI Listing Regulations'), and the circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 issued by SEBI on July 13, 2023 ('SEBI Circular').

The details required as per the aforesaid SEBI Circular read with the SEBI Listing Regulations is enclosed.

Particulars	Disclosure
Name of parties with whom the agreement is entered	<b><u>VRV Group:</u></b> <ol style="list-style-type: none"><li>1. Mr. V. R. Venkataachalam</li><li>2. Mrs. Radha Venkataachalam</li><li>3. Mr. V. Sengutuvan</li><li>4. Mrs. Samyukta</li></ol> <b><u>Sisters:</u></b> <ol style="list-style-type: none"><li>1. Mrs. T. Amudha</li><li>2. Mrs. Padma</li><li>3. Mrs. Radha</li><li>4. Dr. Andal Arumugam</li><li>5. Mrs. S. Arundathi</li></ol>
Relationship of the Parties to the Agreements with the Company and	All the parties legal descendants of Late. Mr. N.P.V. Ramasamy Udayar and family members of the Mr V R Venkataachalam.
Relationship of the counterparties to the Agreements with the Company	<i>All the parties constitute promoters or members of the promoter group of the Company or their immediate relatives.</i>

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Particulars	Disclosure
Date of entering into the Agreement	20 <sup>th</sup> June 2026
Purpose of entering into the agreement	To ensure continuity, harmony, stability, clarity of rights, and orderly succession within the family, and to record the manner in which the shareholding, control, and management participation in Binny Mills Limited will stand realigned among the VRV Group and the Sisters.
Shareholding, if any, in the entity with whom the agreement is executed	None – the Company is not a party to the MoFA.  The shareholding of the relevant Parties in the Company is as per the latest shareholding pattern disclosed to BSE Limited as on March 31, 2026.
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	A summary of the key terms of the MoFA is set out below:  a. The aggregate equity shareholding of the VRV Group in the Company (being 16,14,854 equity shares) shall be transferred to the Sisters in the manner agreed among the parties under the MoFA.  b. The aggregate preference shareholding of the VRV Group in the Company (being 96,000 preference shares) shall be transferred to the Sisters in the manner agreed among the parties under the MoFA.  c. Subject to applicable law, VRV Group and / or their nominees shall resign as directors on the Board of Directors of the Company and Sisters and / or their nominees shall constitute the majority of the Board of Directors of the Company. Further, the Sisters shall be entitled to nominate the Managing Director of the Company.  d. The Sisters shall not object the assignment of the trademark and brand name "Binny" owned by the Company to Mr V R Venkataachalam, or to an entity controlled by him, subject to receipt of necessary corporate and regulatory approvals. <i>It is clarified that the implementation or non-implementation of such brand / trademark assignment shall not affect the completion or validity of the share transfers or the change in constitution of the Board of Directors of the Company.</i>  e. Following the completion of the share transfers and the change in constitution of the Board of Directors of the Company, the Sisters, shall, on behalf of the Company, provide an undertaking to SPR Constructions in connection with the completion of the sale transaction entered into

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Particulars	Disclosure
	between BML and SPR Constructions. <i>It is clarified that this requirement is recorded only to ensure continuity of obligations of BML and does not create, amend, or modify the commercial terms of the underlying transaction or create any new liability for BML.</i>
Extent and the nature of impact on management or control of the Company	The shareholding of the Company will be realigned such that its management and control will transfer from VRV Group to the Sisters.
Details and quantification of the restriction or liability imposed upon the Company	The Company is not a party to the MoFA and has not undertaken any liability and therefore, quantification of liability is not applicable.
Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship	Yes – all the parties to the MoFA are promoters or members of the promoter group of the Company or their immediate relatives.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Not applicable. The MoFA has been entered into inter se among promoter family members as mentioned above. The Company is not a party, and therefore the MoFA does not constitute a related party transaction.
In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not Applicable
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

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Particulars	Disclosure
In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): (a) name of parties to the agreement; (b) nature of the agreement; (c) date of execution of the agreement; (d) details and reasons for amendment or alteration and impact thereof (Including impact on management or control and on the restriction or liability quantified earlier); (e) reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

We request you to take the above on record.

Yours sincerely,  
For **Binny Mills Limited**



G. Geetha  
Company Secretary and Compliance Officer

Encl.:  
1. Intimation letter



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Date: 20 June 2026

The Company Secretary & Compliance Officer  
**Binny Mills Limited,**  
No. 4, Karpagambal Nagar,  
Mylapore, Chennai,  
Tamil Nadu – 600004.

Received by  
Gireetha  
(G. GIREETHA)

Company Secretary &  
Compliance Officer  
Dated 20/6/2026  
Time: 2.45 PM



Dear Madam,

1. We, write to you to intimate that a Memorandum recording an oral Family Arrangement ("MoFA") has been executed on 19 June 2026 amongst the below-mentioned members of our family, who are members of the promoter / immediate relatives of promoters of the Company.
2. The MoFA records an inter se family settlement between the following members of our family ('Family Members'), who qualify as promoter/ members of the promoter group the Company:
  - a. **VRV Group:**
    - a. Mr. V. R. Venkataachalam
    - b. Mrs. Radha Venkataachalam
    - c. Mr. V. Sengutuvan
    - d. Mrs. Samyukta
  - b. **Sisters (ie Sisters of Mr V R Venkataachalam):**
    - a. Mrs. T. Amudha
    - b. Mrs. Padma
    - c. Mrs. Radha
    - d. Dr. Andalarumugam
    - e. Mrs. S. Arundathi
3. The MoFA has been executed to ensure continuity, harmony, stability, clarity of rights, and orderly succession within the family, and to record the manner in which the shareholding, control, and management participation in Binny Mills Limited will stand realigned among the Family Members.
4. Pursuant to the realignment under the MoFA,
  - a. The aggregate equity shareholding of VRV Group in the Company (being 16,14,854 equity shares) shall be transferred to the Sisters, in the manner agreed among the parties under the MoFA.
  - b. The aggregate preference shareholding of VRV Group in the Company (being 96,000 preference shares) shall be procured and settled in favour of the Sisters, in the manner agreed among the parties under the MoFA.
  - c. Subject to applicable law, the VRV Group and / or their nominees shall resign as directors on the Board of Directors of the Company and Sisters and / or their nominees shall constitute the majority of the Board of Directors of the Company. Further, the Sisters shall be entitled to nominate the Managing Director of the Company.
  - d. The Sisters shall not object the assignment of the trademark and brand name "Binny" owned by the Company to Mr V R Venkataachalam, or to an entity controlled by him, subject to receipt of necessary corporate and regulatory approvals. *It is clarified that the implementation or non-implementation of such brand / trademark assignment shall not affect the completion or validity of the share transfers or the change in constitution of the Board of Directors of the Company.*
  - e. Following the completion of the share transfers and the change in constitution of the Board of Directors of the Company, the Sisters, shall, on behalf of the Company, provide

an undertaking to SPR Constructions in connection with the completion of the sale transaction entered into between BML and SPR Constructions. *It is clarified that this requirement is recorded only to ensure continuity of obligations of BML and does not create, amend, or modify the commercial terms of the underlying transaction or create any new liability for BML.*

**Relevant information as required from the MoFA is enclosed along with its contents in Annexure A**

This intimation is being provided to place the above terms of the MoFA on record with the Board of Directors of Binny Mills Limited and to facilitate necessary corporate actions and regulatory compliances

We request you to take the above on record.

Thanking you  
Yours faithfully,

①   
Mr V R Venkatachalam

  
Mrs. T. Amudha

②   
Mrs Radha Venkataachalam


  
Mrs. Padma

③   
Mr V. Sengutuvan

  
Mrs. Radha

④   
Mrs Samyuktha

  
Dr. Andal Arumugam

  
Mrs. S. Arundathi

Particulars	Disclosure
Name of parties with whom the agreement is entered	<p><b><u>VRV Group:</u></b></p> <ol style="list-style-type: none"> <li>1. Mr. V. R. Venkataachalam</li> <li>2. Mrs. Radha Venkataachalam (as Confirming Party)</li> <li>3. Mr. V. Sengutuvan</li> <li>4. Mrs. Samyukta</li> </ol> <p><b><u>Sisters:</u></b></p> <ol style="list-style-type: none"> <li>1. Mrs. T. Amudha</li> <li>2. Mrs. Padma</li> <li>3. Mrs. Radha</li> <li>4. Dr. AndalArumugam</li> <li>5. Mrs. S. Arundathi</li> </ol>
Relationship of the Parties to the Agreements with the Company and Relationship of the counterparties to the Agreements with the Company	<p>All the parties are legal descendants of Late. Mr. N.P.V. Ramasamy Udayar and family members of the Mr V R Venkataachalam.</p> <p><i>All the parties constitute promoters or members of the promoter group of the Company or their immediate relatives.</i></p>
Date of entering into the Agreement	20 June, 2026
Purpose of entering into the agreement	To ensure continuity, harmony, stability, clarity of rights, and orderly succession within the family, and to record the manner in which the shareholding, control, and management participation in Binny Mills Limited will stand realigned among the VRV Group and the Sisters.
Shareholding, if any, in the entity with whom the agreement is executed	<p>None – the Company is not a party to the MoFA.</p> <p>The shareholding of the relevant Parties in the Company is as per the latest shareholding pattern disclosed to BSE Limited as on March 31, 2026.</p>
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	<p>A summary of the key terms of the MoFA is set out below:</p> <ol style="list-style-type: none"> <li>a. The aggregate equity shareholding of the VRV Group in the Company (being 16,14,854 equity shares) shall be transferred to the Sisters in the manner agreed among the parties under the MoFA.</li> <li>b. The aggregate preference shareholding of the VRV Group in the Company (being 96,000 preference shares) shall be transferred to the Sisters in the manner agreed among the parties under the MoFA.</li> <li>c. Subject to applicable law, VRV Group and / or their nominees shall resign as directors on the Board of Directors of the Company and Sisters and / or their nominees shall constitute the majority of the Board of Directors of the Company. Further, the Sisters shall be entitled to nominate the Managing Director of the Company.</li> <li>d. The Sisters shall not object the assignment of the trademark and brand name "Binny" owned by the Company to Mr V R</li> </ol>

Particulars	Disclosure
	<p>Venkataachalam, or to an entity controlled by him, subject to receipt of necessary corporate and regulatory approvals. <i>It is clarified that the implementation or non-implementation of such brand / trademark assignment shall not affect the completion or validity of the share transfers or the change in constitution of the Board of Directors of the Company.</i></p> <p>e. Following the completion of the share transfers and the change in constitution of the Board of Directors of the Company, the Sisters, shall, on behalf of the Company, provide an undertaking to SPR Constructions in connection with the completion of the sale transaction entered into between BML and SPR Constructions. <i>It is clarified that this requirement is recorded only to ensure continuity of obligations of BML and does not create, amend, or modify the commercial terms of the underlying transaction or create any new liability for BML.</i></p>
Extent and the nature of impact on management or control of the Company	The shareholding of the Company will be realigned such that its management and control will transfer from VRV Group to the Sisters.
Details and quantification of the restriction or liability imposed upon the Company	The Company is not a party to the MoFA and has not undertaken any liability and therefore, quantification of liability is not applicable.
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Yes – all the parties to the MoFA are promoters or members of the promoter group of the Company or their immediate relatives.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Not applicable. The MoFA has been entered into inter se among promoter family members as mentioned above. The Company is not a party, and therefore the MoFA does not constitute a related party transaction.
In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not Applicable
<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>a) name of parties to the agreement;</p> <p>b) nature of the agreement;</p> <p>c) date of execution of the agreement;</p> <p>d) details of amendment and impact thereof or reasons of termination and impact thereof.</p>	Not Applicable

Particulars	Disclosure
<p>In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</p> <p>(a) name of parties to the agreement;</p> <p>(b) nature of the agreement;</p> <p>(c) date of execution of the agreement;</p> <p>(d) details and reasons for amendment or alteration and impact thereof (Including impact on management or control and on the restriction or liability quantified earlier);</p> <p>(e) reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).</p>	<p>Not Applicable</p>