



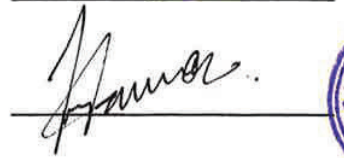

"FORM A"

(Pursuant to Clause 31(a) of the Listing Agreement)


1.	Name of the Company	Binani Industries Limited
2.	Annual financial statement for the year ended.	March 31, 2014.
3.	Type of Audit observation	<p>Matter of Emphasis:</p> <p>1. With reference to note number 33 of the financial statements, Wada Industrial Estate Ltd. (WIEL), an erstwhile 100% subsidiary of the Company was merged with the Company with effect from December 1, 2013 in accordance with a Scheme of Amalgamation for merger sanctioned by the Hon'ble High Court at Calcutta. The merger was accounted on March 31, 2014 and these financial statements include the financial statements of erstwhile WIEL for the period ended November 30, 2013 and financial transactions for the period December 1, 2013 to March 31, 2014, which have been considered on the basis of accounts approved by the management and furnished to us.</p> <p>Further, with reference to note number 34 of the financial statements, pursuant to a separate Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta between WIEL and a step down wholly owned subsidiary of the Company, being the Company as a successor to WIEL, has partially applied AS 30 as on March 31, 2014, the Accounting Standard on Financial Instruments: Recognition and Measurement issued by the ICAI, which constitutes a departure from the Accounting Standards referred to in sub-section (3C) of section 211 of the Act. Accordingly, the Company has classified its investments in subsidiaries and other investments as "available for sale financial assets" and measured such investments at their fair value and corresponding increase of Rs. 299,749.16 lakhs on account of fair valuation is credited to Business Reorganization Reserve ("BRR") as on March 31, 2014. Further, with reference to note number 35 of the financial statements, in accordance with the said scheme the Company has offset certain revenue expenses amounting to Rs. 28,852.38 lakhs against BRR (including finance cost of Rs. 6,544.51 lakhs pertaining to financial year 2012-13 stated as unamortized expenditure as on March 31, 2013).</p> <p>Had the accounting policy of the Company not been changed as aforesaid, the value of the investments would have been lower by Rs. 299,749.16 lakhs and the said amount would not have been credited to the BRR. Also, had</p>



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	Response of the Board of Directors in the Directors' Report.	<p>certain revenue expenses not been offset against the BRR, the profit for the financial year would have been reduced by Rs.28,852.38 lakhs.</p> <p>2. With reference to note number 36 of the financial statements, regarding outstanding guarantees aggregating Rs.365,250.13 Lakhs issued by the Company to banks and financial institutions on behalf of various subsidiaries including one step down subsidiary, which are significant in relation to the net worth of the Company as at March 31, 2014, in the opinion of the management, these are not expected to result into any financial liability to the Company.</p> <p>A. In accordance with the accounting policies applicable to erstwhile Wada Industrial Estate Limited (WIEL) and to the Company as a successor to WIEL, being accounting policies adopted as per the Scheme of Amalgamation approved by the Hon'ble High Court at Kolkata on 18th March 2014, the Company has applied AS 30, the Accounting Standard on Financial Instruments: Recognition and Measurement, issued by the Institute of Chartered Accountants of India (ICAI), and pursuant thereto has as on March 31, 2014, being the date of conclusion of the first Accounting Year, classified the investments as "available for sale financial assets" and has accordingly, measured such investments at fair value as on that date (except for those investments whose fair value cannot be reliably measured, which investments in accordance with AS 30 are continued to be measured at cost and their cost is considered as the fair value).</p> <p>B. Similarly, in accordance with the aforesaid, the Company has withdrawn the amounts from BRR arising pursuant to the merger and adoption of AS 30 to meet the expenses like Interest and Financial Charges, Foreign Exchange Loss, Fixed Assets written-off, Value of Investments in subsidiaries written-off, expenses related to Scheme of Amalgamation and Advances to subsidiary written-off.</p>
4.	Frequency of observation	First Time
5.	Signed by- <ul style="list-style-type: none"> Mr. Sushil Bhatler Manager Mr. Hemant Mogra CFO Mr. Jayesh Parmer Partner 	   



	<p>Membership No.45375 For Kanu Doshi Associates Chartered Accountants Firm Registration No. 104746W (Statutory Auditors)</p> <ul style="list-style-type: none"> • Mr. S. Sridhar Chairman of the Audit Committee 	
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Date: 8th September, 2014





Binani

BRAJ BINANI GROUP

Binani

BINANI INDUSTRIES LIMITED

ANNUAL REPORT 2013-14

BOARD OF DIRECTORS

Mr. Braj Binani	: Chairman
Mr. Sunil Sethy	: Executive Vice Chairman & Managing Director [upto 31st May, 2014]
Mr. N.C.Singhal	: Director
Mrs. Nidhi Singhania	: Director
Mr. Jitender Balakrishnan	: Director [upto 28th September, 2013]
Mr. V.Subramanian	: Director [upto 30th June, 2014]
Mr. Sudhakar Rao	: Director [upto 30th May, 2014]
Ms. Shradha Binani	: Director
Mr. Rahul Asthana	: Director
Mr. S.Sridhar	: Director [effective 30th May, 2014]

CORE MANAGEMENT COMMITTEE

Mr. Braj Binani	: Chairman
Mrs. Nidhi Singhania	: Director
Ms. Shradha Binani	: Director
Mr. Sushil Bhatler	: Managing Director (Binani Zinc Ltd)
Mr. Marc Hubert	: CEO {3B Binani Glassfibre S.a.r.l}
Mr. Jotirmoy Ghose	: Managing Director [Binani Cement Ltd.]
Mr. M.K.Chattopadhyaya	: Advisor-Corporate (Secretary to the Committee)

MANAGER

Mr. Sushil Bhatler

PRESIDENT & COMPANY SECRETARY

Mr. K.K.Saraf

AUDITORS

M/s. Kanu Doshi Associates, Chartered Accountants, Mumbai

TERM LENDERS

EXIM Bank

REGISTERED OFFICE

Upto 31st August, 2014	W.e.f. 1st September, 2014
601, Axis Mall, 6th Floor, Block – C, Action Area – I, New Town, Rajarhat, Kolkata- 700156. Tel.: 033-2324 0049/63/69 Website: www.binaniindustries.com CIN: L24117WB1962PLC025584	37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatihara, Kolkata- 700157. Tel.: 033-3262 6795/96

CORPORATE OFFICE

Mercantile Chambers,
12, J N Heredia Marg, Ballard Estate,
Mumbai 400 001.
Tel.022-30263000/01/02

SUBSIDIARIES' / STEP DOWN SUBSIDIARIES' PLANT LOCATIONS

- Binani Cement Limited**
 - Village- Binanigram, Tehsil- Pindwara, District- Sirohi, Rajasthan – 307031.
 - Village-Sirohi, Taluka- Neem Ka Thana District- Sikar, Rajasthan – 332714.
- Binani Zinc Limited**
Binanipuram, Ernakulam, Kerala 683502
- Goa Glass Fibre Limited**
Colvale, Bardez, Goa – 403513
- 3B Fibreglass SPRL**
Route de Maestricht 67, 4651, Battice, Belgium
- 3B Fibreglass AS**
Tollenesveien 60, 4760, Birkeland, Norway
- CPI Binani Inc**
1700 Wilkie Drive Winona, MN 55987, USA
- Shandong Binani Rong'An Cement Co.Ltd.**
Fujiashuang Village, Dongguan Town, Ju County of Rizhao Municipality, Shandong Province, Peoples Republic of China.
- Binani Cement Factory LLC.**
Jebel Ali, Dubai.

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (W),
Mumbai - 400 078
Tel.: 022-2594 6970

CONTENTS	Page
Notice for the Fifty First Annual General Meeting	2-11
Directors' Report and Management Discussion & Analysis Report	12-22
Corporate Governance Report	23-35
Auditors' Report on Standalone Financial Statements	36-39
Standalone Financial Statements	40-69
Auditors' Report on Consolidated Financial Statements	70-71
Consolidated Financial Statements	72-110
Financial Information Relating to Subsidiaries	111-112

NOTICE

NOTICE is hereby given that the Fifty First Annual General Meeting of the Members of BINANI INDUSTRIES LIMITED will be held on Monday, 29th September, 2014 at 11.45 a.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss for the year ended on that date together with Reports of the Directors and the Auditors thereon.
2. To declare a dividend of ₹ 3/- (Rupees Three Only) per Equity Share of the Company.
3. To appoint a Director in place of Mr. Braj Binani (DIN 00009165), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and Rules made thereunder, M/s. Kanu Doshi Associates, Chartered Accountants (Firm Registration no. 104746W), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration, as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following, as an **Ordinary Resolution**:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N. C. Singhal (DIN 00004916), who was appointed as Director, liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. N. C. Singhal for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to the conclusion of the Fifty Third Annual General Meeting of the Company and that he shall not be liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following, as an **Ordinary Resolution**:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force),

Mr. Rahul Asthana, (DIN 00234247), who was appointed as Director, liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Rahul Asthana for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to the conclusion of the Fifty Third Annual General Meeting of the Company and that he shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following, as an **Ordinary Resolution**:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. Sridhar (DIN 00004272), who was appointed as an Additional Director of the Company by the Board of Directors effective from 30th May 2014, and who holds the office upto the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. S. Sridhar for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to the conclusion of the Fifty Third Annual General Meeting of the Company and that he shall not be liable to retire by rotation."
8. To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 of the Companies Act, 1956 read with Schedule XIII thereto and the corresponding provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) if applicable, and the approval of the Central Government, if deemed necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Sethy (DIN: 00244104) as Executive Vice Chairman & Managing Director of the Company, with effect from 10th November, 2013 to 31st May 2014 on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed hereto notwithstanding the same being in excess of the limits specified under Section 197 read with Schedule V of the Companies act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

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

"RESOLVED THAT pursuant to provisions of Sections 196 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 121(b) of the Articles of Association of the Company, the approval of the Company be and is hereby accorded for the appointment of Mr. Sushil Bhatte, as a 'Manager' of the Company for a period of 3 (three) years, with effect from 1st June 2014, on the terms and conditions as specified in the explanatory statement pursuant to Section 102 (1) of the Act and that Mr. Bhatte, shall not be paid any remuneration during the tenure he occupies the position of the 'Manager' of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps, as may be necessary, proper or expedient to give effect to this Resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following as **Special Resolution:-**

"RESOLVED THAT in supersession of the Resolutions passed at the Annual General Meeting of the Company held on 28th September, 2013 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to borrow any sum or sums of money, from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) or its equivalent amount in any foreign currency.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted by the Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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

"RESOLVED THAT in supersession of the Resolutions passed earlier and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, as may be necessary, consent of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to create such charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company, on any of the Undertakings including the movable and immovable properties, both present and future, and in such manner, as the Board may deem fit, in favour of Banks, Financial Institutions, any Lending Agencies, Person, Bodies, Security Trustees/ Agents, for the purpose of securing any borrowing, loans and/or advances already obtained or that may be obtained together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders, up to a sum of ₹ 2,500 Crores (Rupees Two Thousand Five hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings, as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

12. To consider and if thought fit, to pass, with or without modification(s), the following as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors

Place : Mumbai
Dated : 7th August, 2014

K.K. Saraf
President & Company Secretary

NOTES:

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to Special Business, as set out in the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY.**
3. **A person can act as proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act proxy for any other Member.**
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies / bodies corporate etc. must be supported by an appropriate Resolution / Authority, as applicable. A Proxy Form is annexed to this Notice.
5. **Members are requested to note that the Registered Office of the Company shall be shifted effective 1st September, 2014 to the new address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata-700157.**
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company at its Registered Office at its new address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata-700157, provided that not less than three days of notice in writing is given to the Company.
7. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. Members/ Proxyholders should bring the dully filled Attendance Slip to attend the meeting.
9. The Register of Members and Share Transfer Books of the Company, will remain closed from Wednesday, the 24th September, 2014 to Monday, the 29th September, 2014 (both days inclusive). If the dividend is declared at the Annual General Meeting, such dividend will be credited/ despatched between 7th October, 2014 and 14th October, 2014 as under:
 - i. To all Beneficial Owners in respect of shares held in electronic form, as per the data as may be made available by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (both collectively referred to as "Depositories") as of the close of business hours on 23rd September, 2014.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer request lodged with the Company on or before the close of business hours on 23rd September 2014.
10. The Register of Directors and Key Management Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangement in which the Directors are interested, maintained under section 189 of the Companies Act, 2013, shall be available for inspection by the Members at the Annual General Meeting.
11. Members are requested to:
 - b. bring their copy of the Annual Report for the meeting.
 - c. send to their Depository Participant/ Registrar the ECS bank mandate form, to ensure safe and prompt receipt of dividend, if any. This is to avoid fraudulent encashment of dividend warrants.
 - d. address their queries relating to Accounts of the Company, if any, to the Company Secretary of the Company at least ten working days in advance of the Annual General Meeting, to enable the Company to keep the information ready at the Meeting.
 - e. note that in respect of the shares held in physical form, all correspondence relating to share transfers, transmissions, sub-division, consolidation of shares or any other related matters and/or change in address or updation thereof, should be addressed to Registrar and Share Transfer Agents of the Company, viz. Link Intime India Private Limited, at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078. Members, whose shareholding is in electronic form, are requested to intimate change of address notifications, registration of e-mail address and updation of bank account details to their respective Depository Participant.
 - f. quote their DP ID No. /Client ID No. or folio number, as the case may be in all their correspondence.
12. The Annual Report for 2013-14 along with the Notice of the Annual General Meeting, Attendance Slip and Proxy Form is being sent by electronic mode to all the Members who have registered their email IDs with the Depository Participants/ Registrar and Share Transfer Agents and the Company unless where any Member has requested for the physical copy. The physical copies of the aforesaid documents will be available for inspection at the Registered Office of the Company during business hours on working days. Members, who require physical copies of Annual Report, may write to the Company Secretary or Registrar and Share Transfer Agents. Members may further note that the said documents will also be available on the Company's website www.binaniindustries.com under "Investor Relations" section for a download.

13. In terms of the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with (Companies) Rules, 2012 ("IEPF Rules"), the Company has uploaded the information in respect of the unclaimed dividend on the website of the IEPF viz. www.iepf.gov.in and under "Investor Relations" section on the website of the Company viz. www.binaniindustries.com. The concerned Members are requested to verify the details of their unclaimed dividends amounts, if any, from the said websites and write to the Company's Registrar and Share Transfer Agents before the same becomes due for transfer to the Investor Education and Protection Fund as per the details given below:

S.No.	Dividend for Year ended	Due date for Transfer of unclaimed dividends to IEPF
1	31.03.2008	04.08.2015
2	31.03.2009	26.07.2016
3	31.03.2010	26.07.2017
4	31.03.2011	30.07.2018
5	31.03.2012	05.09.2019
6	31.03.2013	31.10.2020

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends up to the financial year 2005-06, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The unclaimed dividends for the year 2006-07 shall be transferred to IEPF on due date.

14. Members holding shares in physical forms in identical names under different ledger folios are requested to apply for consolidation of such folios and send the relevant Equity Share Certificates to the Company's Registrars and Share Transfer Agents for necessary endorsements.
15. Members who are holding shares in single name are advised, in their own interest, to get the shares transferred in joint names. There is a facility available for nomination and Members are advised to nominate persons for transferring the interest in those shares. Nomination form is available on request.
16. Those Members of the Company who are still holding Share Certificates of the Company with the old name Binani Zinc Limited, should immediately write to the Registered Office of the Company asking for stickers for change of name, to be affixed on such Share Certificates. The Share Certificates need not be sent, only the details of the Certificates are to be furnished.
17. Members, who are holding shares in physical form, are advised to get their physical shares dematerialized in their own interest which will facilitate quick credit of the dividend into their Bank Account directly and also save them from unnecessary hardship that may be caused in case of the dividend warrants getting lost in postal transit.
- Members may note that the Company's shares are traded in the Stock Exchange(s) in dematerialized form only.
18. Pursuant to Section 101 of the Companies Act, 2013 and Rules made thereunder, the companies are allowed to send all communications and other documents to Members electronically. Members are therefore, requested to register/update their email IDs with their respective Depository Participants and in the case of physical shares, with the Company's Registrar and Share Transfer Agents or the Company and make this Green Initiative a success.
19. As required under Clause 49 of the Listing Agreement, brief profile of Directors proposed to be appointed/reappointed is annexed hereto and forms part of this Notice.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules framed thereunder and also the clause 35B of the Listing Agreement with the Stock Exchanges, the Members are provided with the facility to exercise their vote at this Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

- In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
 - Open the e-mail and also open PDF file namely "BIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - Click on Shareholder – Login.
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - Once the e-voting home page opens, click on e-voting→ Active e-Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of Binani Industries Limited Limited which is 100972 Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.

- xi. Once the vote on the Resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to mbanthia2010@gmail.com, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual – Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
 - i. Initial password is provided in the enclosed Ballot Paper: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. In case a Member wish to vote using Ballot Paper:
 - i. Members may send duly completed Ballot Paper (enclosed with the Annual Report) to the Scrutinizer: Manoj Kumar Banthia C/o. Mercantile Chambers, 12. J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001, in the enclosed postage pre-paid business reply envelope, so as to reach by Wednesday, 24th September, 2014 (5.30 p.m. IST). Ballot Papers deposited in person or sent by post or courier at the expense of the Member will also be accepted. Unsigned, incomplete or incorrectly tickled forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
 - ii. Ballot Papers received after Wednesday, 24th September, 2014(5.30 p.m. IST) will be strictly treated as if the reply from the Members have not been received.
 - iii. Members have the option to request for physical copy of the Ballot Paper by sending an e-mail to santosh.jaiswal@linkintime.co.in by mentioning their Folio/DP ID and Client ID No.
- D. General Instructions:
 - iv. The e-voting period commences on Monday, 22nd September, 2014 (9.00 a.m. IST) and ends on Wednesday, 24th September, 2014 (5.30 p.m. IST).

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, he shall not be allowed to change it subsequently.

- v. The voting rights of Members shall be in proportion of the shares held by them, to the paid up equity share capital of the Company, as per the Register of Members of the Company as on Friday, 22nd August, 2014.
- vi. Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership No. 11470), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Paper received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- vii. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- viii. A Member can opt for only one mode of voting i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- ix. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.binaniindustries.com and on the website of NSDL www.evoting.nsdl.com within two working days of the passing of the Resolutions at the Fifty First Annual General Meeting of the Company on Monday, 29th September, 2014 and communicated to BSE Limited and National Stock Exchange of India Limited and Calcutta Stock Exchange, where the Shares of the Company are listed.

By Order of the Board of Directors

K.K. Saraf
President & Company Secretary

Place : Mumbai
Dated : 7th August, 2014

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Name of Director	Mr. Braj Binani	Mr. N. C Singhal	Mr. Rahul Asthana	Mr. S. Sridhar
Date of Birth	14.12.1959	10.08.1936	18.02.1953	09.05.1951
Date of initial Appointment	05.07.1988	19.01.2008	06.04.2013	30.05.2014
Expertise in specific functional areas	Entrepreneurship and Management	Consultants and Management Specialist	Expert in handling and implementing of large infrastructure projects.	Banking & Finance
Qualifications	B.Com (Honours)	Post Graduate in Economics, Statistics and Administration	B. Tech, MBA	B.Tech, IIT Delhi & Masters from Jamnalal Bajaj Institute of Management Studies, Mumbai.
Number of Equity shares held in the Company	53,125	Nil	Nil	Nil
Directorships held in other Public Companies (excluding Foreign Companies)	Binani Cement Limited Binani Zinc Limited Binani Metals Limited	Deepak Fertilisers and Petrochemicals Corpn. Limited Max India Limited Birla Sun Life Asset Management Co. Limited Tolani Shipping Co.Limited SCI Forbes Limited Capital First Limited Amal Limited Essar Bulk Terminal Limited Essar Ports Limited Essar Shipping Limited	Binani Zinc Limited Aegis Logistics Limited	Strides Arcolab Limited . Development Credit Bank Limited. Jubilant Life Sciences Limited. India Infoline Housing Finance Limited Binani Cement Limited. Tourism Finance Corporation Limited.
Chairman / Member of Committees of other Companies (includes only Audit Committee and Shareholders/ Investors' grievance Committee).	NIL	Audit Committee <u>Chairman</u> Max India Limited Deepak Fertilizers & Petrochemicals Corporation Limited Tolani Shipping Co.Limited Amal Limited <u>Member</u> Capital First Limited Shareholders/ Investors' Grievance Committee <u>Chairman</u> Amal Limited <u>Member</u> Max India Limited	Audit Committee <u>Chairman</u> Binani Zinc Limited Shareholders/ Investors' Grievance Committee <u>Member</u> Binani Zinc Limited	Audit Committee <u>Chairman</u> Jubilant Life Sciences Limited Binani Cement Limited Strides Arcolab Ltd. <u>Member</u> India Infoline Housing Finance Shareholders/ Investors' Grievance Committee <u>Member</u> Strides Arcolab Limited

ANNEXURE TO NOTICE

Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act").

Item no. 5 & 6

Mr. N. C. Singhal, (DIN 00004916) and Mr. Rahul Asthana (DIN 00234247) were appointed as Non-Executive Directors of the Company, liable to retire by rotation, on 27th June, 2011 and 28th September, 2013 respectively in terms of erstwhile applicable provisions of Section 255 and 256 the Companies Act, 1956. They were also designated as Independent Directors pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges. In terms of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. N. C. Singhal and Mr. Rahul Asthana, being eligible, are proposed to be appointed as Independent Directors of the Company to hold office until the conclusion of the Fifty Third Annual General Meeting of the Company and they shall not be liable to retire by rotation.

The Securities and Exchange Board of India (SEBI) has also proposed amendment of the existing 49 of the Listing Agreement, inter alia, stipulating eligibility conditions for the appointment of Independent Directors by a listed company.

Mr. N. C. Singhal and Mr. Rahul Asthana are eligible to be appointed as Independent Directors in terms of Section 164 of the Act as well as the existing and the proposed new Clause 49 of the Listing Agreement. The Company has also received declarations from Mr. Singhal and Mr. Asthana that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and clause 49 of the Listing Agreements and consented to be appointed as Independent Directors of the Company.

In the opinion of the Board, Mr. N. C. Singhal and Mr. Rahul Asthana, fulfill the conditions for appointment as Independent Directors.

The Company has received notices in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Mr. N. C. Singhal and Mr. Rahul Asthana for the office of Independent Directors.

The Board considers that with their very vast and rich experience and expertise, association of Mr. Singhal and Mr. Asthana, would be of immense benefit to the Company and as such recommends their appointments as Independent Directors.

Except Mr. N. C. Singhal and Mr. Rahul Asthana, none of the Directors and Key Managerial Personnel nor their relatives is interested or concerned in the Resolutions.

The Board recommends the Resolutions set forth in item no. 5 and 6 for the approval of the Members.

A draft of the letters of appointment of Mr. N. C. Singhal and Mr. Rahul Asthana as Independent Directors, setting out the terms and conditions, are available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the Meeting at the Registered Office of the Company at the current address upto 31st August, 2014 and thereafter at the new

address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata- 700157.

Item no. 7

Mr. S. Sridhar (DIN 00004272) was appointed as an Additional Director of the Company on 30th May 2014 in term of Section 161 of the Companies Act, 2013 ("the Act"). Mr. Sridhar holds office upto the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. S. Sridhar, being eligible, is proposed to be appointed as an Independent Director to hold office until the conclusion of the Fifty Third Annual General Meeting of the Company and shall not be liable to retire by rotation.

Mr. Sridhar, aged about 63 years, is a B.Tech. from Indian Institute of Technology, Delhi and MBA from Jamnalal Bajaj Institute of Management Studies, Mumbai. He possesses rich experience of over 38 years in Banking Industry particularly in the area of commercial and development banking. He held Board level positions in different Banks/Financial Institutions namely, National Housing Bank, Export Import Bank of India, the last one being Central Bank of India where he occupied the position of the Chairman & Managing Director. Mr. Sridhar has served/serves in various national level Committees and Task Forces for framing financial sector policies.

Mr. S. Sridhar, is eligible to be appointed as Director in terms of both Section 164 of the Act and existing as well as proposed new Clause 49 of the Listing Agreements. The Company has also received declarations from Mr. S. Sridhar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and consented to be appointed as an Independent Director of the Company.

In the opinion of the Board, Mr. S. Sridhar fulfills the conditions for appointment as Independent Director.

The Board considers that with the expertise and vast experience, Mr. Sridhar possesses, his association would be beneficial to the Company and as such recommends the appointment of Mr. S. Sridhar as an Independent Director, who shall not be liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Mr. S. Sridhar for the office of Independent Director.

Except Mr. S. Sridhar, none of the Directors and Key Managerial Personnel, or their relatives, is interested or concerned in the Resolution.

The Board recommends the Resolution set forth in item no. 7 for the approval of the Members.

A draft of the letter of appointment of Mr. S. Sridhar as Independent Director, setting out the terms and conditions, is available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the Meeting at the Registered Office of the Company at the current address upto 31st August, 2014 and thereafter at the new address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata- 700157.

Item No. 8

The Members may note that Mr. Sunil Sethy was appointed as the Managing Director of the Company for a period of five years from 10th November, 2008 to 9th November, 2013. Later, he was designated as the Executive Vice-Chairman & Managing Director effective 1st January, 2011.

The Board of Directors at its meeting held on 30th October, 2013, based upon the recommendation of Remuneration Committee, reappointed Mr. Sunil Sethy, as Executive Vice Chairman & Managing Director of the Company for a period of 3 (three) years with effect from 10th November 2013 under the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the erstwhile Companies Act, 1956, read with Circular no. 46/2011 dated 14th July 2011 issued by the Ministry of Corporate Affairs, New Delhi (since Mr. Sethy was a Professional and he did not hold any shares of the Company).

In the circumstances, at the time of his re-appointment, only approval of the Members was required pursuant to Sections 198 and 269 of the erstwhile Companies Act, 1956 and for the remuneration to be paid to him under Schedule XIII (now corresponding Schedule V of the Act.). The remuneration for the period from 10th November, 2013 to 31st March, 2014 did not require approval of the Central Government pursuant to the aforesaid Circular. For the period 1st April, 2014 to 31st May, 2014, presently no approval of the Central Government is required under section 197 of the Companies Act, 2013 read with Schedule V, since the Company does not anticipate to have inadequacy of Profit. However, in the eventuality of the Company not having profit or inadequate profit for the financial year 2014-15, the Company will approach the Central Government, if required, for obtaining necessary waiver. As such, no change had been made in the terms and conditions of appointment and remuneration paid to Mr. Sunil Sethy.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sunil Sethy are as under:

REMUNERATION:

1	Basic Salary:	₹14,00,000/- (Rupees Fourteen Lakhs only) per month
2.	Incentive :	Mr. Sunil Sethy shall be entitled to an Incentive under the Corporate Incentive Plan of the Company on the basis of Individual as well as Company's Performance, as may be determined by Remuneration Committee / Board, of a sum not exceeding ₹ 70 Lakhs per annum.

PERQUISITES:

1.	Housing:	Fully furnished residential accommodation will be provided by the Company subject to a maximum rent of ₹5,00,000/- (Rupees Five Lakhs only) per month including society outgoings, electricity and water charges.
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2.	Provident Fund:	Nil
3	Superannuation:	Nil
4	Gratuity:	Nil
5	Insurance:	Mr. Sunil Sethy shall be entitled to the coverage under the personal accident Insurance, Mediclaim and Group Term Life Insurance Policy, as per the Rules applicable to 'UC' Grade of the Company.
6.	Leave:	Leave with full Salary as per the Rules of the Company but not exceeding 30 days Privilege Leave and 11 days Casual Leave for every completed year of service. Leave accumulated but not availed of, may be encashed, as per Rules of the Company. Encashment of Leave at the end of tenure will not be treated as perquisites.
7.	Car:	Two (2 Nos) Company maintained cars without driver will be provided. All expenses of cars for private purposes to be reimbursed to the Company, at actuals.
8	Telephone:	Reimbursement of expenses at actuals.

In the event of loss or inadequacy of profits in any Financial Year, the Company shall pay to Mr. Sunil Sethy by way of salary and perquisites as aforesaid as minimum remuneration.

The Members may note that Mr. Sunil Sethy, had opted for premature retirement w.e.f 1st June 2014. Consequently, even though Mr. Sethy was reappointed for a term of three years from 10th November, 2013, he occupied the office of the Executive Vice-Chairman & Managing Director only for the period 10th November 2013 to 31st May 2014.

It is therefore, proposed to seek the Members' approval to the Special Resolution at item no. 8 for the re-appointment of and remuneration paid to Mr. Sunil Sethy as Executive Vice Chairman & Managing Director only for the period from 10th November 2013 to 31st May 2014, in terms of provisions of the erstwhile provisions of the Companies Act, 1956 since the reappointment of Mr. Sethy was made in accordance with provisions applicable then and also the corresponding provisions of the Companies Act, 2013, as may be applicable.

Except Mr. Sunil Sethy, none of the Directors or Key Managerial Personnel or their relatives is interested in the Resolution.

A copy of the Agreement entered into between Mr. Sethy and the Company is available for inspection by the Members of the Company on any working day between 11.00 a.m. and 1.00 p.m. up to the meeting at the Registered Office of Company at the current address upto 31st August, 2014 and thereafter at the new address at 37/2, Chinara Park, New Town, Rajarhat Main Road, P.O. Hatia, Kolkata- 700157.

Item No. 9

Section 203(1)(i) of the Companies Act, 2013 ("the Act") provides that a Company is required to appoint Managing Director, or Chief Executive Officer (CEO) or Manager and in their absence, a Whole-time Director, as a Key Managerial Personnel.

In view of the retirement of Mr. Sunil Sethy, Executive Vice-Chairman & Managing Director effective 1st June, 2014 and in order to comply with the requirement of the Act, the Board of Directors in their meeting held on 30th May, 2014 based on the recommendation of Remuneration Committee, appointed Mr. Sushil Bhatte as "Manager" of the Company, subject to the approval of Members of the Company, on the following terms:

1. Remuneration: No remuneration shall be paid;
2. Period of appointment: 3 (three) years w.e.f 1st June, 2014
3. The appointment may be terminated by either party by giving 3 calendar months' notice in writing.

Currently, Mr. Sushil Bhatte is the Managing Director of Binani Zinc Limited (BZL), a Subsidiary of the Company. Mr. Sushil Bhatte, aged about 57 years, is B.E.Chem (Hons) from Birla Institute of Technology, Pilani. He has experience of over 35 years in diversified businesses in the domain of projects, operations, administration, strategy and planning culminating in executive positions of Managing Director and Corporate Director. His major strengths have been providing business leadership with a strong emphasis on development of resources through delegation and control.

Mr. Bhatte has been associated with the Group for about 34 years. He held the position of Managing Director of the Company during the period 1st April, 2007 to 31st March, 2008. During his association with the Group, he has successfully implemented expansion of capacity of Zinc Smelter from 14000 TPA to 20000 TPA. Earlier, he also handled the setting up of Glass Fibre Plant at Colvale, Bardez Goa and subsequent expansions.

The approval of the Members is sought under Resolution No. 9, in terms of Section 196 read with Schedule V and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for appointment of Mr. Sushil Bhatte as Manager as stated above.

Except Mr. Sushil Bhatte, none of the Directors and Key Managerial Personnel, nor their relatives, is interested or concerned in the Resolution.

The Board recommends the Resolution.

A copy of the Agreement entered into between Mr. Bhatte and the Company is available for inspection by the Members of the Company on any working day between 11.00a.m. and 1.00 p.m. up to the meeting at the Registered Office of Company at the current address upto 31st August, 2014 and thereafter, at the new address at 37/2, Chinara Park, New Town, Rajarhat Main Road, P.O. Hatia, Kolkata- 700157.

Item Nos. 10 & 11

At the Annual General Meeting held on 28th September 2013, the Members had passed an Ordinary Resolution (as required under the erstwhile provisions of Section 293 (1) (d) of the Companies Act, 1956) empowering the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to borrow moneys from time to time any sum or sums of moneys in the ordinary course of business notwithstanding that the moneys already borrowed (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Share Capital and Free Reserves, i.e. Reserves not set apart for any specific purpose, provided however that aggregate amount of such borrowings shall not exceed the limit of ₹ 2,500 crores (Rupees Two Thousand Five Hundred Crores only).

With the enactment of the Companies Act, 2013, the relevant Section 180(1)(c) requires the aforesaid authority to borrow to be obtained from the Members by way of Special Resolution as against Ordinary Resolution, required earlier under the erstwhile provisions of the Companies Act, 1956.

Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages / charges / hypothecation in favour of the Lenders, on all or any of its movable and immovable properties. In order to create aforesaid mortgages / charges / hypothecation, the consent of the Members by means of Special Resolution is required under section 180(1)(a) of Companies Act, 2013.

Accordingly, the Resolution Nos. 10 & 11 are proposed to obtain necessary consent of the Members of the Company in term of the provisions of Sections 180(1) (c) and 180(1)(a) of the Companies Act, 2013.

The Board recommends passing of the aforesaid Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company nor their respective relatives is concerned or interested in the Resolutions.

Item No: 12

The existing Articles of Association (AoA) were framed, based on the erstwhile provisions of the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Further, some regulations in the existing AoA are no longer in conformity with provisions of Companies Act, 2013.

With the enactment of the Companies Act, 2013 ("the Act") and majority of the Sections of the Act and Rules made thereunder having been already in force, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

None of the Directors and Key Managerial Personnel of the Company nor their relatives is in any way, concerned or interested, in the Special Resolution set out at Item No. 12 of the Notice.

The Board recommends the Special Resolution for approval by the Members.

A draft of the revised Articles of Association of the Company shall be available for inspection by the Members of the Company

on any working day between 11.00a.m. and 1.00 p.m. up to the date of the meeting at the Registered Office of Company at the current address upto 31st August, 2014 and thereafter, at the new address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata- 700157.

By Order of the Board of Directors

K.K. Saraf
President & Company Secretary

Place : Mumbai
Dated : 7th August, 2014

DIRECTORS' REPORT & MANAGEMENT DISCUSSION & ANALYSIS REPORT

Dear Member,

Your Directors present the Fifty-first Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2014

1. FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Particulars	Year ended 31.3.2014	Year ended 31.3.2013
Total Revenue	13,264.06	18,734.19
Finance Costs	26,818.09	9,384.00
Depreciation & Amortisation	126.70	119.17
Transfer from Business Reorganisation Reserve	(28,852.38)	-
Profit/(Loss) before Tax & Exceptional items	1,960.24	(2,618.33)
Less: Provision for Tax	-	255.20
Add: Exceptional Items	-	4,111.87
Profit after Tax	1,960.24	1,238.34
Loss pursuant to amalgamation of a Subsidiary Company	(506.39)	-
Transfer to General Reserve	(196.25)	(124.00)
Proposed Dividend	(887.89)	(887.89)
Dividend distribution Tax	(150.90)	(150.90)
(Loss) brought forward from last year	(2,403.71)	(2,603.25)
Transferred from General Reserve	196.25	124.00
(Loss) carried to balance sheet	(1,988.65)	(2,403.71)

2. REVIEW OF OPERATIONS

Your Company, being a Holding Company, has no manufacturing activities. It provided management and support services to its major Subsidiaries and granted license for use of its Intellectual Property Rights such as Brand, Logo & Trade Mark, by the Subsidiaries. Therefore, its main revenue resources are Management Support Service charges and Royalty from its major Subsidiaries and dividend from investments.

For providing management and support services to the Subsidiaries, the Company had created a Talent Pool comprising of Professionals with rich and varied experience in different functional areas. The Company provided expertise and support services to its Subsidiaries in all support functional areas including Risk Management and strategic matters etc. The Company also regularly takes initiatives in Brand

Promotion & Brand Building exercise and spends considerable amount on advertisement which help the Subsidiaries derive significant benefits.

For the year under review, Company earned total Income of ₹ 13,264.06 Lacs which included Management Services fee of ₹ 5,182.00 Lacs, Royalty of ₹ 6,883.57 Lacs and Interest and other income amounting to ₹ 1,198.49 Lacs. During the year 2013-14, the Company's performance suffered sharp set back due to substantially lower revenue owing to lower Royalty income in view of lower sales of the major Indian Subsidiaries, Binani Cement Limited(BCL) and Binani Zinc Limited(BZL) and higher finance costs. This resulted in Company earning Profit after Tax of ₹ 1,960.24 Lacs (after transfer of a sum of ₹ 28,852.38 Lacs from Business Reorganisation Reserve) for the financial year under review, as against ₹ 1,238.34 Lacs in the previous year.

3. DIVIDEND

Your Directors have recommended a Dividend of ₹ 3/- per share (30%) same as last year, which will have an outgo of ₹ 1,038.79 Lacs, inclusive of Dividend Distribution Tax.

The Dividend, if approved by the Members at the ensuing Annual General Meeting, would be paid to those Members whose names appear in the Register of Members/Beneficial Holders as on 23rd September, 2014.

4. OUTLOOK

The year 2013-14 has been a challenging year particularly for BCL and BZL.

BCL suffered initially due to poor demand scenario that prevailed in the Cement Industry coupled with increased input costs and finance costs. The situation aggravated further in the last quarter of the year 2013-14 when the business crippled due to coercive measures taken by the Rajasthan VAT Authorities for recovery of the VAT dues for the past years, resulting in the Company shutting down its plants in Rajasthan. BZL also had to shut its unit intermittently during the year under review, due to steep increase in input costs and non availability of concentrates.

The Group's Glass Fibre business, however, has shown improvement from the later part of the financial year 2013-14, as a result of several measures undertaken to improve efficiency parameters, supported by the improved business conditions in the European Markets.

Your Company's another Subsidiary, BIL Infratech Limited continued to report significantly improved performance, though relatively smaller in volume.

During the financial year 2012-13, your Directors had decided, to divest the Company's stake in Binani Cement Limited (BCL) to the extent of 40% of the share capital of BCL, mainly with the objective of improving the cash flow position of the Company, reducing the interest cost significantly by retiring some of its debts. The Company although initiated necessary steps, the divestment could not materialise primarily due to poor investment sentiments and political uncertainties that prevailed in the Country. With the expected improvement in the investment climate and prospects for the cement industry, your Directors are hopeful of concluding at least part of the proposed divestment towards later part of the current financial year.

With a view to cut down overall costs during the current financial year, the Company has undertaken major exercise for rationalisation of manpower in the common talent pool thereby substantially bringing down the overheads. Consequently, the Company has decided to discontinue the current practice of recovery of Management Support Service charges from the Subsidiaries and continue to provide advisory support from its own resources, free of any recovery therefor.

In view of the uncertainty prevailing relating to settlement of VAT tax matters of BCL, ongoing process for restructuring of the debts of BCL and BZL through respective Joint Lenders' Forum and current tight liquidity situation your Directors expect the current financial year to be a challenging one.

5. AUDITORS' OBSERVATIONS

The Auditors, in their Report, have made observations in connection with fair valuation of the Company's investments done by the Company, creation of Business Reorganisation Reserve(BRR) and transfer of sums to offset certain expenses/write-offs.

The Board wishes to state as follows:

- A. In accordance with the accounting policies applicable to erstwhile Wada Industrial Estate Limited (WIEL) and to the Company as a successor to WIEL, being accounting policies adopted as per the Scheme of Amalgamation approved by the Hon'ble High Court at Kolkata on 18th March 2014, the Company has applied AS 30, the Accounting

Standard on Financial Instruments: Recognition and Measurement, issued by the Institute of Chartered Accountants of India (ICAI), and pursuant thereto has as on March 31, 2014, being the date of conclusion of the first Accounting Year, classified the investments as "available for sale financial assets" and has accordingly, measured such investments at fair value as on that date (except for those investments whose fair value cannot be reliably measured, which investments in accordance with AS 30 are continued to be measured at cost and their cost is considered as the fair value).

- B. Similarly, in accordance with the aforesaid, the Company has withdrawn the amounts from BRR arising pursuant to the merger and adoption of AS 30 to meet the expenses like Interest and Financial Charges, Foreign Exchange Loss, Fixed Assets written-off, Value of Investments in subsidiaries written-off, expenses related to Scheme of Amalgamation and Advances to subsidiary written-off.

6. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company, prepared in accordance with relevant Accounting Standards viz. AS21, AS23 and AS27 issued by the Institute of Chartered Accountants of India, form part of this Annual Report.

7. SUBSIDIARIES

7.1 Report on Subsidiary Companies

In accordance with the General Circular No. 2/2011 dated 8th February 2011 issued by the Ministry of Corporate Affairs, Government of India, under Section 212 of the Companies Act, 1956, the Balance Sheet, Statement of Profit and Loss and other documents of the Subsidiary Companies are not being attached to the Balance Sheet of the Company. However, the financial information of the Subsidiary and also the step down Subsidiary Companies, are disclosed in this Annual Report in compliance with the said Circular. The Annual Accounts of the Subsidiary and Step Down Subsidiary Companies are kept for inspection by the Members, at the Registered Office and Corporate Office of the Company. The Copies of the aforesaid Annual Accounts of the Subsidiary Companies shall be provided to any Member of the Company, who may be interested in receiving the same.

A brief note on the Company's major operating Subsidiaries are covered in the Management Discussion & Analysis Report, forming part of this Report.

7.2. Loans/Investments in Subsidiaries

During the year under review, the Company made following loans/ investments in its Subsidiaries:

7.2.1 Aggregate sum equivalent to Euro 3.82 million (Equivalent to ₹ 2985 Lacs) in 3B Binani Glass Fibre S.a.r.l, Luxembourg and US \$ 3.574 millions (equivalent to ₹ 2106 Lacs) in CPI Binani Inc, USA to provide support in meeting their fund requirements.

7.2.2 A sum of ₹ 25 crores in 6% Redeemable Non-cumulative Preference Shares of ₹ 100/- each in Goa Glass Fibre Limited by converting part of the Company's outstanding loan to them.

7.2.3 A sum of ₹88,160/- in Royal Vision Projects Limited (RVPL) for acquisition of the entire Share Capital of RVPL, thereby making RVPL a wholly owned subsidiary of the Company.

7.3. Merger/Liquidation of the Subsidiaries/Step-down Subsidiaries

During the year under review, Scintillating Buildtech Private Limited, a Step-down subsidiary of the Company merged with Wada Industrial Estate Limited, a wholly owned subsidiary with the Appointed Date being 1st November, 2013, pursuant to the Scheme of Amalgamation as approved by the Hon'ble Calcutta High Court. Further, Wada Industrial Estate Limited was merged with the Company with the Appointed Date being 1st December, 2013, pursuant to the Scheme of Amalgamation approved by the Hon'ble Calcutta High Court. Necessary effects, as a result of the aforesaid mergers, have been given in the Financial Statements for the year 2013-14.

The Company also liquidated its two overseas Subsidiaries namely BIL Holdings I S.a.r.l, and BIL Holdings II S.a.r.l, which were incorporated in Luxembourg in the year 2012 as Special Purpose Vehicles, in connection with the acquisition of 3B Group.

Further, the Company's step-down subsidiaries viz. Project Bird Holdings S.a.r.l, Luxembourg and Project Bird Holding II S.a.r.l, Luxembourg were merged with Project Bird Holding IIIB S.a.r.l Luxembourg in December, 2013.

7.4 Financial Highlights and Business Outlook of the Company's Subsidiary Companies

The Financial Highlights and Business Outlook in respect of the Company's major Subsidiaries and also of Step Down Subsidiary, Goa Glass Fibre Limited, are given below:

7.4.1 Binani Cement Limited (BCL)

Financial Highlights

(₹ in Lacs)

Particulars	2013-14	2012-13
Total Revenue	196,224	228,019
Profit before Depreciation, Interest & Tax and Exceptional Items	24,452	47,132
Provision for Depreciation	10,533	10,543
Interest and Financial Charges	27,325	21,090
Profit/(Loss) before Tax & Exceptional items	(13,407)	15,500
Exceptional Items	(15,928)	-
Provision for Tax	9,623	3,517
Profit/(Loss) after Tax	(19,712)	11,982

Operations Review

During the year under review, BCL's performance suffered severe set-back due to the poor demand scenario prevailed due to economic slowdown and Infrastructure development activities being at low ebb. The situation worsened for BCL owing to coercive actions initiated by the Rajasthan VAT Authorities in the last quarter of FY 2014 for recovery of past VAT dues which forced BCL to shut-down its Plant at Binanigram for a period of 23 days in March 2014.

During the financial year 2013-14, volume of cement produced and power generated were as follows:-

Production	2013-14	2012-13
Cement (Lacs MT)	50	57
Power Generation (net)-Lacs kWh	3083	3520

During the year under review, BCL decided, subject to approval of Hon'ble High Court, Kolkata and consent of Lenders, to hive- off its Power Undertaking to Binani Energy Pvt Limited (BEPL), a wholly owned subsidiary.

The Scheme for Hive-off has been duly approved by Hon'ble High Court at Kolkata. Certified copy of the Order is awaited.

Business Outlook

Indian Cement Industry

Following the downtrend in the GDP growth of the Country, the cement demand scenario has been sluggish for the last few years. The poor demand of Cement is attributable to steep cut in the Government's spending in infrastructure and sluggish housing activity due to weak investment cycle.

On the back of stable Government at the centre, with the anticipated trend of revival in economic growth and higher Government spending, the trend is expected to reverse and significantly boost the demand growth for Cement.

The increase in logistic costs due to increase in diesel process and rail freight will however, put pressure on the margins. Dependence on international coal is another uncertainty that the cement industry needs to grapple with.

Outlook

Closure of BCL's plant at Binanigram for about 48 days during March-April 2014, has resulted in the loss of market share. BCL has strategized to focus aggressively on cost deduction and maximizing the margins by focusing on its core markets. The extensive focus is also planned by BCL to drive fixed costs down by reducing dependency upon self provided services through outsourcing.

BCL's international operations through its Subsidiaries in Dubai have turned profitable and it is focusing now to enhance its market share in untapped areas. Its China operations are also turning profitable and its endeavour is to enhance cement capacity to 4 Million Tonnes per annum going forward.

With the current ongoing uncertainties caused by the Government actions, the outlook for the current Financial Year 2014-15 of BCL's Indian operations appear challenging.

7.4.2 3B Binani Glassfibre S.a.r.l (3B Binani)

Financial Highlights (Consolidated Unaudited)

(Euro in Million)

Particulars	2013-14	2012-13
Total Revenue	183.02	169.79
Profit/(Loss) before Depreciation, Interest & Tax	19.13	12.50
Provision for Depreciation	14.13	15.71
Interest and Financial Charges	20.66	23.00
Profit/(Loss) before Tax	(15.66)	(26.20)
Provision for Tax	0.52	0.55
Profit/(Loss) after Tax	(16.18)	(26.75)

Operations Overview

3B Binani on a consolidated basis, reported marked improvement in its performance in the year 2013-14 over the last year. The total revenue went up by about 7.8%; the loss after tax was reduced to Euro 16.18 Million, significantly lower by about 40% over previous year. The European markets have started showing signs of recovery towards the end of the year 2013, while India stagnated. 3B Binani has taken significant steps to further improve efficiencies across all functions and across 3 manufacturing locations in Europe and India, which already led to improved performance during the year while the full impact will be delivered in 2014-15.

Industry Overview

During 2013-14, the global glassfibre industry still carried a high inventory level and some overcapacity from the previous years. This unbalanced situation continued to put pressure on glassfibre prices throughout 2013. Nevertheless, the good global demand combined with limited additional capacity led to improved capacity utilization in the latter part of 2013 and gives a positive perspective for the future.

The year 2013 for the European Industry showed the continued impact of the economic crisis over the last two years. The overall economic climate remained uncertain and unpredictable. Around mid-2013 macro-economic indicators started to turnaround indicating a slight recovery through the second half of 2013 and continuing during the first half of the year 2014. Starting at a reasonable level in 2013, the demand for glassfibre in European countries grew, fuelled by the economic recovery in the second half of 2013 and ended up at a good level compared to previous years. This robust demand level has been sustained so far in the current year.

In European Union, Automotive did follow the trend with a slow start and a recovery towards the second half of 2013 and positive growth beginning of 2014. The increased use of glass fibre in automotive parts at the expense of steel is supporting higher demand in this segment. The Wind business was impacted by project delays in offshore but showed overall stability. The demand growth in the Indian Composites Industry has remained virtually stagnant due to sluggish growth globally and political uncertainty in India. Although it is difficult to predict the long term growth of this Industry in India, we remain positive about its prospects with an estimated growth of 7-9% per year over the next 5 years.

Business Outlook

3B Binani continues to focus on its core markets Automotive, Wind and Performance Composites, supplying these markets with high quality Chopped Strands and Direct Roving products supported by high performance specialty products like HiPer-tex and CFM. 3B Binani has a strong focus on innovation to develop value added products for its customers in order to deliver product differentiation, to improve the profitability and keep ahead of competition. All of its 3 plants are focusing on improving their cost structure by optimizing production to reach the best efficiencies within the industry.

3B Binani is well positioned in Europe and India to enjoy the market growth when the market bounces back in 2014-15. The quality of the asset and the Know-How together with the state-of-the art R&D Center in Belgium, makes 3B Binani an ideal partner to address the challenges in the automotive and wind industry.

7.4.3 Binani Zinc Limited(BZL)

Financial Highlights

(₹ in Lacs)

Particulars	2013-14	2012-13
Total Revenue	36,096	44,860
Profit/(Loss) before Depreciation, Interest & Tax and Exceptional Items	(1,048)	(1,451)
Provision for Depreciation	763	887
Interest and Financial Charges	937	1021
Profit/(Loss) before Tax & Exceptional items	(2,748)	(3,360)
Exceptional Items	-	2,052
Provision for Tax	(244)	(263)
Profit/(Loss) after Tax	(2,504)	(1,044)

Review of Operations

BZL's performance for the year 2013-14 suffered set back on account of lower production and sales which was largely attributed to intermittent shut down of the plant due to non availability of Zinc Concentrates owing to liquidity constraints and certain break-downs. The total Zinc production for the year stood at 24,131 MT as compared to 32,836 MT in the previous year. However, various measures taken by the Company to improve the performance, helped containing the Loss before tax and exceptional items at Rs. 2,748 Lacs as against Rs. 3,360 Lacs.

BZL has become a Potentially Sick Industrial Company within the meaning of the provisions of Sick Industrial Companies (Special Provisions) Act, 1985. The Directors of BZL have planned various strategic measures to achieve a turnaround at the earliest.

BZL's Plant is currently under shut down since 29th March, 2014 owing to non-availability of concentrate. Steps are being taken to restore the manufacturing operations at the earliest.

Industry Overview

The Indian economy remained in a 'go slow' mode throughout the year 2013-14. GDP growth estimates had to be revised downwards several times by RBI and other rating agencies. High interest rates due to high inflation have stalled the industrial growth in the Country and

this was reflected in the low demand of metal. However, the BZL's strategy to be a "supplier of choice" continued to pay rich dividends in terms of premium achieved on metal sales.

London Metal Exchange (LME) prices of Zinc remained low throughout the year, at an average price of \$1910/MT during 2013-14 as compared to the previous year's average of \$1950.

The concentrate supply position continued to be influenced by Chinese spot purchases. Almost 80-85% of concentrate production is tied-up under long term contracts or for captive supply. Spot markets suffered from inadequate supply of treatable concentrates. Treatment charges therefore, continued to be significantly below Benchmark terms.

Business Outlook

Zinc consumption, world-wide, has bounced back from the modest expansion of 2.1% seen last year to a more robust 3.6% during the year under review. The gradual recovery in economic activity seems to have become sustainable and the global economy should continue its recovery in 2014. The stabilization of the global economy in 2014 and 2015 is expected to result in accelerated zinc consumption growth of 5.6% and 4.8% respectively.

LME Prices recently have shown uptrend which will have positive impact on BZL in the current year.

It is expected that India will regain its lost momentum, during the current year, with major investments scheduled in infra projects like telecom & power.

7.4.4 BIL Infratech Limited (BILIL)

Financial Highlights

(₹ in Lacs)		
Particulars	2013-14	2012-13
Total Revenue	33,608	12,783
Profit before Depreciation, Interest & Tax and Exceptional Items	1,755	417
Provision for Depreciation	230	153
Interest and Financial Charges	251	137
Profit before Tax	1,274	127
Provision for Tax	478	46
Profit after Tax	796	81

Operations Review

For the year under review, BILIL reported significantly improved performance with the total income moving up by 162% over the last year. Profit after Tax registered a quantum jump to ₹ 796 Lacs as against ₹ 81 Lacs. At the close of Financial Year 2013-14, BILIL had healthy order backlog of over ₹ 45,500 Lacs which mainly comprised of the construction projects.

Industry Overview

The year 2013-14 was one of the toughest years in the recent past mainly due to lack of investment opportunities and political instability in the Country. The infrastructure business segment on which BILIL dependent upon, was one of the worst affected business segments during the year 2013-14. However, with the change in the Government at the Centre, the business prospects going forward, is likely to be highly encouraging.

Business Outlook

The Government's recent announcement of construction of Freight Corridors, High Speed Trains, Metros in Tier-2 Cities, and building up of health & sanitation facilities, will offer extensive opportunities in infrastructure sector, which in turn, is expected to enhance the prospects of BILIL business.

7.4.5 CPI Binani Inc. (CPI)

Financial Highlights:

(Amount USD in Million)

Particulars	2013-14	2012-13
Total Revenue	14.86	15.42
Profit/(Loss) before Depreciation, Interest & Tax and Exceptional Items	0.44	0.69
Provision for Depreciation	1.36	1.27
Interest and Financial Charges	0.81	0.49
Profit/(Loss) before Tax	(1.73)	(1.07)
Provision for Tax	0.56	0.49
Profit/(Loss) after Tax	(1.17)	(0.58)

Operations Overview

CPI's performance for the year 2013-14 had more or less, remained stagnant. During the year 2013-14, CPI has taken effective steps for improving the performance, which is expected to yield better results in the current year.

Industry Overview

The US economy is showing positive signs now with the economy estimates for the second quarter growth having been upgraded with growth projections now hovering around 3%. This augers well for CPI, which will result in higher sales from its key customer segments of marine recreational vehicles, agriculture and construction equipments and automobiles.

Business Outlook

CPI Binani has focused on its core competence of composite based solutions and diversified in to new segments beyond automobiles. This has given better results with growth in sales during the current year. In addition to the growth with existing customer base, steady stream of new opportunities are coming in, which is expected to facilitate improved performance in the current year.

7.4.6 BT Composites Limited(BTCL)

Financial Highlights

(₹ in Lacs.)

Particulars	2013-14	2012-13
Total Revenue	217	454
Profit / (Loss) before Depreciation, Interest & Tax	(441)	(88)
Provision for Depreciation	36	56
Interest and Financial Charges	-	-
Profit / (Loss) before Tax	(476)	(144)
Provision for Tax	(1)	-
Profit / (Loss) after Tax	(477)	(144)

In view of the continuing losses incurred, BTCL in November 2013 decided to discontinue the manufacturing operations and dispose-off all its moveable and immovable assets. BTCL has already disposed/agreed to dispose of all its assets and also relieved all its employees/workers. The Company has now decided to dissolve BTCL through voluntary winding-up process, subject to necessary approvals, upon conclusion of the exercise for disposal of assets.

7.4.7 Sankalp Holdings Limited (SHL)

SHL is an Investment Holding Company. For the year 2013, SHL incurred a loss of US\$ 47,972 as against US\$ 10,914 in the previous year. SHL is currently under liquidation process.

7.4.8 Binani Global Cement Holdings Private Limited (BGCHPL)

BGCHPL was incorporated in Singapore on 1st March, 2013. BGCHPL is yet to commence the activity. For the year ended 31.3.2014 BGCHPL incurred a loss of US\$ 2017.

7.4.9 Royalvision Projects Private Limited (RPPL)

RPPL was acquired by the Company on 10th January, 2014 and it has become a wholly owned subsidiary of the Company. RPPL is yet to commence the business activity. For the period ended 31st March 2014, RPPL incurred a loss of ₹0.27 Lac.

8. DIRECTORS

Mr. Sudhakar Rao resigned from the Board effective 30th May, 2014 since he did not qualify to be an Independent Director under Section 149 of the Companies Act, 2013 ("Act"). Mr. V.Subramanian, retired during the current financial year effective 30th June, 2014 after serving the Board for a long tenure.

Your Directors place on record their sincere appreciation for the fruitful contribution made by outgoing Directors.

Mr. Sunil Sethy, Executive Vice-Chairman & Managing Director of the Company, opted for premature retirement during the current financial year effective 1st June, 2014 after serving for over 5 years with the Company.

During the current financial year, pursuant to the provisions of Section 161(1) of the Act, and the Articles of Association of the Company, the Board of Directors appointed Mr. S. Sridhar as an Additional Director, designated as an Independent Director of the Company effective 30th May, 2014. Mr. Sridhar shall hold Office up to the date of the ensuing Annual General Meeting.

As per the provisions of the Section 149 of the Act, an Independent Director can hold office for a term up to five consecutive years and shall not be liable to retire by rotation. In view of these enabling provisions, the Board of Directors have proposed the appointment of all Independent Directors namely, Mr. N.C. Singhal, Mr. Rahul Asthana and Mr. S.Sridhar, to hold office upto the conclusion of Fifty Third Annual General Meeting of the Company and they shall not be liable to retire by rotation.

The Company has received declarations from all the aforesaid Independent Directors confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company has received Notices from a Member along with requisite deposit amounts proposing the appointment of Mr. Singhal, Mr. Asthana and Mr. Sridhar as the Independent Directors of the Company, at the ensuing Annual General Meeting .

Mr. Braj Binani, Chairman retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

Your Directors recommend the aforesaid appointments/ reappointments of the Directors.

9. AUDITORS

The Statutory Auditors, M/s. Kanu Doshi Associates, Chartered Accountants (Firm Regn. No. 104746W), hold office up to the conclusion of the ensuing Annual General Meeting and have offered themselves for re-appointment. They have confirmed that, if reappointed, their appointment will be within the limits prescribed under Section 141 of the Companies Act, 2013.

Your Directors recommend the re-appointment of M/s. Kanu Doshi Associates, as the Statutory Auditors of the Company.

10. CORPORATE GOVERNANCE

Your Company is committed to lay thrust in achieving higher standard of governance in all functional areas across the organization and adherence to the Corporate Governance norms, as set out by SEBI.

A detailed Report on Corporate Governance, as stipulated under Clause 49 of the Listing Agreement together with the Certificate of M/s. Aabid & Co, Mumbai, Practicing Company Secretaries, is annexed and forms part of this Report.

11. MANAGEMENT DISCUSSIONS & ANALYSIS

The Management Discussion and Analysis form part of this report.

12. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 217 (2AA) of the Companies Act, 1956 the Directors state that:-

- a) in the preparation of the annual accounts , all applicable Accounting Standards have been followed and proper explanation relating to material departures, if any, have been furnished;
- b) accounting policies as listed in Note-2 to the Financial Statements have been selected & consistently applied and prudent judgments &

estimates have been made so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2014 and of the Profit of the Company for the Accounting Year ended on that date;

- c) proper and sufficient care for the maintenance of adequate accounting records has been taken in accordance with the provisions of this Act so as to safeguard the assets of the Company and to prevent & detect fraud and other irregularities; and
- d) the annual accounts have been prepared on a going concern basis.

13. INTERNAL CONTROL SYSTEM & RISK MANAGEMENT

Your Company has adequate internal control mechanism and procedures commensurate with the size and nature of its business. The Audit Committee reviews periodically the observations of the Internal Auditors and the corrective actions, wherever applicable. In addition, the effectiveness of Internal control mechanism and actions taken with respect to Risk Mitigation, are also reviewed by the Internal Auditors, independently and also by the Statutory Auditors.

14. CORPORATE SOCIAL RESPONSIBILITY

The Braj Binani Group, through its operating Indian Subsidiaries, have been striving to achieve a fine balance of economic, environmental and social imperatives, while paying attention to the needs and expectations of the community at large. Its corporate social responsibility initiatives encompasses holistic community development, institution building and sustainability related.

Some of such initiatives undertaken by Group's major Indian Subsidiaries are as follows:-

Binani Cement Limited (BCL)

BCL is carrying out various community development activities in the nearby villages of mines, plant and colony in particular and for the community as a whole. The focus areas under our community development program are broadly categorized as under:

A. Infrastructure Development

- Boring and Installation of Hand Pumps at various locations in the adjacent villages.
- Construction of check dams for recharging ground water.

- Concretization of water wells located in the nearby villages.
- Development of Gardens.
- Construction of water trough for Cattle in the nearby villages.

B. Health

- "Eye Testing Camp" are being organized with the association of specialized hospital in the nearby villages.
- "World Breast Feeding Week" was celebrated by the Company's Ladies Club at Amli Village with the association of Rajasthan Health Department.
- Organised seven days residential training camp for moral and physical development of children in association with NGO.
- On "World Population Day", a Workshop was organized to spread awareness among local people and tribal people on population explosion and its consequent problems.

C. Education

- Financial support to schools for renovation and refurbishment in the adjoining villages.
- Distribution of sweater, utensils and other items in schools of adjoining villages

D. Stakeholder Engagement Program

- Financial support / organizing various sports events, functions and fair.
- Construction / Maintenance of various buildings for use of general public.

Binani Zinc Limited (BZL)

Major CSR initiatives including Binanipuram Social Development Programme, BZL sponsored Hi-Tech Class Room, Rotary-Binani CSR Award, Hi-Tech Class Room (the first of this kind in the community) was highly appreciated by media and public at large. As a part of promoting the concept of CSR in other industries, BZL has been sponsoring CSR Award in association with Rotary International for the best CSR practices.

Higher Education Scholarship Scheme is a flagship project of Binanipuram Social Development Programme (BSDP), and 25 students from various educational streams were selected for Education Scholarship.

The unique Pakalveedu Project (Day care centre for elderly people) supported various initiatives such as nutritious food supply, medical camps and Tour Programmes. Around 530 resident families of Edayar community are covered under the drinking water supply scheme and Mediclaim assistance scheme were successfully organised.

Under the provisions of Section 135 of the Companies Act, 2013 ("Act"), it is mandatory for your Company to constitute a Corporate Social Responsibility Committee ("CSR Committee"). Aligning with the guidelines in the Act and the Rules notified related thereto, the Board has constituted a CSR Committee to formulate a CSR Policy and review and monitor the CSR activities of the Company.

15. SECRETARIAL AUDITOR

Pursuant to the provisions of the Section 204 of the Companies Act, 2013, your Directors have appointed M/s. Vinod Kothari & Company, a firm of Practising Company Secretaries to carry out the Secretarial Audit in the Company, as prescribed under the Act, for the financial year 2014-15.

16. RECOGNITION & REWARDS

The Company's Subsidiaries both in India and abroad have been rewarded by the prestigious Bodies / Government, in recognition of various initiatives taken by them. Some of them are as follows:

Binani Cement Limited (BCL)

- National Awards for "Best Thermal Energy Performance 2012-13" by National Council for Cement & Building Material, New Delhi.
- National Award for "Second Best Environmental Excellence in Limestone Mines(2011-12)" by National Council for Cement & Building Material, New Delhi.
- National Award for "Best Quality Excellence for the year 2012-13" by National Council for Cement & Building Material, New Delhi.
- "Best Employer Award for the year 2012" given by Employers Association, Rajasthan.
- "Udyog Bharti Award, 2012-13" by Indian Achievers Forum, New Delhi.
- Energy Management System (ISO-50001) Certification by Det Norske Veritas (DNV), Kolkata.

BCL's China operations bestowed with the following Awards/Honors during the year 2013-14-

Award from CPC Ju Country Party Committee and Ju Country People's Government:

- Foreign investment in special contribution award;
- Economy work contribution bronze award;
- Growth type enterprise in the year 2013;

Honors issued by Rozhao Safety Production Administration Bureau-

- Third Grade enterprise of safety production standardization of line-1:
- Third grade enterprise of safety production standardization of Fujiazhuang Mine.

Binani Zinc Limited (BZL)

BZL has won the following State Level awards and accolades during the year 2013-14.

- Kerala State Pollution Control Board Award for securing first position among very large industries -2013 for substantial and sustained efforts in pollution control .
- Safety Award-2013 from Department of Factories and Boilers.
- Outstanding Safety Performance Award -2014 from National Safety Council.
- Excellent Safety Conscious Worker Award from National Safety Council

In addition to the above, BZL employees and family members have won awards in different categories like safety slogan and Safety Essay competitions organized by National Safety Council.

17. REGISTERED OFFICE

Your Board of Directors, with a view to reduce overall administrative cost, has proposed to shift the Company's Registered Office to 37/2, Chinar Park, Rajarhat, New Town Road, P.O. Hatiara, Kolkata 700157 effective 1st September, 2014.

18. PARTICULARS AS REQUIRED UNDER SECTION 217 OF THE COMPANIES ACT, 1956

The Statement of particulars as required, under Section 217(1) (e) relating to Conservation of Energy and Technology Absorption and activities relating to Exports etc. are not applicable to the Company. Details of foreign exchange earnings and outgo are annexed to this Report.

The Statement of particulars of Employees under Section 217 (2A) of the Companies Act, 1956 read with Companies(Particulars of Employees) Rules, 1975, as amended is annexed and forms part of this Report. However, in accordance with the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Report and Accounts are being sent to all the Members of the Company excluding the aforesaid Statement of Particulars of Employees. Any Member, who is interested in obtaining these particulars, may write to the Company Secretary at the Registered Office of the Company.

19. TRANSFER OF UNCLAIMED DIVIDENDS TO INVESTORS EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Section 205(C) of the Companies Act, 1956, the Company has transferred a sum of ₹18,15,090/- being the dividends for the financial year 2005-06, which remained unclaimed and unpaid for a period of seven years from the date they became due.

20. HUMAN RESOURCES

Across the Companies in the Group, Employee Relation continues to remain cordial. The Group's emphasis on safe work practices and productivity improvement is unrelenting.

21. GREEN INITIATIVES

As a part of the Green Initiatives, copies of this Annual Report and Notice of the Fifty First Annual General Meeting of the Company are being sent to all those Members whose email addresses are registered with the Company/Depository Participants. For other Members copies in physical form are being sent through the permitted mode of despatch.

Further, pursuant to the provisions of the Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 49 of the Listing Agreements with Stock Exchanges, the Company has provided e-voting facility to all Members to enable them to cast their votes electronically with respect to all the Resolutions as set out in the Notice.

22. ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank the Financial Institutions, Banks, the Government Authorities, and other stakeholders for their support and the contributions and the Employees at all levels and look forward to their continued support.

For and on behalf of the Board

Mumbai,
7th August, 2014

BRAJ BINANI
Chairman

DISCLAIMER

Statements made in this report, describing the Company's objectives, projections, expectations and estimates regarding future performance may be "forward looking statements" within the meaning of applicable laws and regulations and are based on currently available information. The Management believes them to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to future events and uncertainties which inter alia include changes in Government regulations, tax laws, economic developments within the Country and other incidental factors., that could cause actual results to differ materially from those as may be indicated by such statements.

ANNEXURE TO DIRECTORS' REPORT**Companies (Disclosure of Particulars in the Report of the Board of Directors), Rules 1988 :-**

Particulars in respect of (a) Conservation of Energy (b) Technology Absorption and (c) Activities relating to exports etc. are not applicable to the Company.

The Company has earned and used foreign exchange during the year under review. The details are given below:

FOREIGN EXCHANGE EARNED AND USED (ACCRUAL BASIS)	(₹ in Lacs)
Foreign Exchange Earnings	
Interest received	366.74
Foreign Exchange outgo	
Interest	4,187.48
Royalty Expenses	688.35
Other expenses	902.17

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy

Good Corporate Governance is a set of systems and business practices which assures the stakeholders that the affairs of the Company are being managed in the transparent manner which also lays emphasis on accountability. It is also a journey for value creation which leads to sustainable growth. At Binani, it is the Company's belief that as we move towards our aspiration of becoming a global corporation, our corporate governance standards must be globally benchmarked and all actions must serve the underlying goal of enhancing shareholder value, consistently.

2. Board of Directors

It is the endeavor of the Board of Directors ("Board") to achieve higher standards and provide oversight and guidance to Management in strategy implementation and risk management and fulfillment of stated goals and objectives.

The Board has unrestricted access to all the Company related information. The senior executives who can provide additional insights and updates, are also invited at the Meetings.

a) Composition

Presently, the Company's Board comprises of 3 Non-Executive Promoter Directors, and 3 Independent Directors. The Promoter is a Non-Executive Chairman. The composition of the Board at present is in conformity with clause 49 of the Listing Agreement and also the provisions of the Section 149 of the Companies Act, 2013 ("Act"). Members of the Board possess rich experience and expertise which are relevant for them to guide and give directions from time to time on the strategic matters. All the Independent Directors have given declarations that they meet the independence criteria as stipulated under Section 149 of the Act.

b) Number of Board Meetings

The schedule of Board meetings to be held during a financial year is decided at the beginning of the year to facilitate attendance by all the Directors at the meetings. Additional Board meetings are held, whenever considered necessary.

During the year, the Board met 12 times on 6.4.2013, 23.4.2013, 19.6.2013, 28.6.2013, 17.7.2013, 27.7.2013, 28.10.2013, 30.10.2013, 11.11.2013, 7.1.2014, 28.1.2014 and 29.3.2014.

c) Directors' attendance record and Directorship in other Public Limited Companies.

The Composition of the Board of Directors, attendance at the Board meetings held during the year and at the last Annual General Meeting, the Directorships/ Committee Memberships held in other domestic public companies are as follows:

Name of the Director	Category	No. of Board meetings attended	Attendance at Last Annual General Meeting	No. of other Directorship in domestic public Companies		No. of other Committee Memberships in domestic public companies	
				As Chairman	As Director	As Chairman	As Member
1	2	3	4	5	6	7	8
Mr. Braj Binani	Non- Executive, Promoter	6	Yes	3	-	-	-
Mr. Sunil Sethy \$	Executive vice Chairman & Managing Director	12	Yes	-	-	-	-
Mr. N.C.Singhal	Non- Executive, Independent	12	Yes	1	9	5	2
Mr. Jitender Balakrishnan **	Non – Executive Independent	6	Yes	-	13	3	3
Mrs. Nidhi Singhania	Non- Executive Promoter	-	No	-	2	-	-
Mr. V. Subramanian*	Non – Executive, Independent	9	Yes	-	8	3	6
Mr. Sudhakar Rao #	Non – Executive Independent	2	No	-	-	-	-

Name of the Director	Category	No. of Board meetings attended	Attendance at Last Annual General Meeting	No. of other Directorship in domestic public Companies		No. of other Committee Memberships in domestic public companies	
				As Chairman	As Director	As Chairman	As Member
Miss Shradha Binani	Non Executive Promoter	8	Yes	-	2	-	-
Mr. Rahul Asthana+	Non – Executive Independent	12	Yes	-	-	-	1
Mr. S Sridhar^	Non – Executive Independent	NA	NA	-	-	-	-

@ Only Audit Committee and Shareholders / Investors' Grievance Committee are considered.

+ Appointed on 6th April, 2013

** Upto 28th September, 2013

Upto 30th May, 2014

^ Appointed on 30th May, 2014

\$ Upto 31st May, 2014

*Upto 30th June, 2014

3. Audit Committee

a) Composition

The Audit Committee comprised of Mr. V Subramanian, Mr. N.C.Singhal and Mr. Rahul Asthana. All the three Members of the Audit Committee were Independent Directors.

The Manager and Chief Financial Officer of the Company are permanent invitees at the Committee Meetings. Representatives of Statutory Auditors, Internal Auditors are regularly invited to attend the Meetings of the Committee.

The President & Company Secretary of the Company attends the Meetings of the Audit Committee as the Secretary of the Committee.

During the Current year, in view of the resignation/retirement of the Directors, the Committee has been reconstituted which now comprises of Mr. S. Sridhar as the Chairman of the Committee and Mr. N.C.Singhal and Mr. Rahul Asthana being the other Members of the Committee and all of them are Independent Directors.

b) Terms of reference, powers and role of the Committee

The terms of reference of the Audit Committee including its role and powers, are in tune with that specified in clause 49 of the Listing Agreement and also the provisions of the Companies Act, 2013, which are as follows:

Powers of the Audit Committee:

1. To investigate any activity within its terms of reference.
2. To seek information from any executives including Key Managerial Personnel and Whole-time Directors.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. To engage a registered valuer, as it may consider necessary for valuation of any assets including intellectual property and goodwill etc.

Role of Audit Committee:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by the Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
4. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
5. Monitoring the end use of funds raised through any issue of securities and matters related there to.
6. Review and monitor the auditor's independence, performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the Company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the Company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing, with the management, performance of Statutory and Internal Auditors, and adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the Internal Audit Department, staffing and seniority of the Executive heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with Internal Auditors of any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
15. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To look into the reasons for substantial defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared dividends) and Creditors / Lenders;
17. To review the functioning of the Whistle Blower mechanism;
18. Approval of appointment of CFO or any other person heading the finance functions in the Company;
19. To review of appointment, removal, terms and remuneration of the Internal Auditors.
20. To review the financial statements, in particular, the investments made by unlisted Subsidiary Companies.
21. Carrying out any other function, as is mentioned in the terms of reference of the Audit Committee.

22. Review of information as follows:-

- i Management Discussion and Analysis of financial condition and results of operations;
- ii Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
- iii Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- iv Internal Audit Reports relating to internal control weaknesses;
- v Draft Auditor's Report and qualifications, if any, therein;
- vi Contingent Liability
- vii Overseeing the Company's financial reporting process and disclosure of the financial information

a) Number of Committee meetings and attendance

The Audit Committee met 4 (four) times during the year under review i.e. on 11.4.2013, 27.7.2013, 29.10.2013 and 27.1.2014. All the then Members of the Audit Committee attended the last Annual General Meeting.

The attendance record of the Members of the Committee at the meetings was as under:

Name of the Director	No. of Meetings held	No of Meetings attended
Mr. N.C.Singhal	4	4
Mr. Rahul Asthana+	4	2
Mr. V Subramanian ^	4	4
Mr. Jitender Balakrishnan\$	4	2
Mr. S Sridhar*	-	-

+ Inducted on 30th October, 2013.

\$ Upto 28th September, 2013

* Inducted on 30th May, 2014

^ Upto 30th June, 2014

4. Nominations & Remuneration Committee (Formerly known as Remuneration Committee)

a) Composition

The Nomination & Remuneration Committee (Formerly known as Remuneration Committee) comprised of Independent Directors viz., Mr. N.C.Singhal, Mr. Rahul Asthana and Mr. V. Subramanian.

During the current year, the Committee has been reconstituted which presently comprised of Mr. N.C.Singhal, Mr. S. Sridhar and Mr. Rahul Asthana, all being Independent Directors.

Consequent upon the enactment of the new Companies Act, 2013, the Terms of Reference to the Committee has been revised as follows:

Terms of Reference:

The Committee performs a very important role in the corporate structure and this is reflected from the role and responsibilities assigned to the Committee, which, inter-alia, include the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director.
2. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
3. To recommend to the Board the policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
4. To formulate the criteria for evaluation of Independent Directors and the Board;
5. To carry out evaluation of every Director's performance.

6. To devise a framework for bringing diversity in the composition of the Board.
7. To identify the persons who are qualified to become Directors in accordance with the criteria laid down.
8. To identify the persons who are qualified to be appointed in Senior Management as per the criteria specified by the Committee.
9. To recommend to the Board about the appointment and removal of such Directors and Senior Management Personnel as it deems fit.
10. While formulating the Remuneration Policy the Committee has to keep in view the following aspects that:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors which are required to manage the Company successfully;
 - (b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) the remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

b) Number of Meetings held and Attendance Record

The attendance record of the Members of the Committee at the meetings held during the year, was as under:

Name of the Director	No. of Meetings held	No of Meetings attended
Mr. N.C.Singhal	1	1
Mr. Rahul Asthana\$	1	1
Mr. V Subramanian*	1	1
Mr. S Sridhar +	-	-

\$ Inducted on 30th October, 2013

* Upto 30th June, 2014

+ Inducted on 30th May, 2014

c) Remuneration of Directors

Whole-time Director

Mr. Sunil Sethy, Executive Vice Chairman & Managing Director was paid the remuneration, as approved by the Board of Directors on the recommendation of the Remuneration Committee. His remuneration is subject to the approval of the Shareholders. Mr. Sethy has retired from the Company effective 1st June, 2014.

The details of the remuneration paid to Mr. Sethy for the year 2013-14 is given below:

Salary	: ₹ 151.30 Lacs
Perquisites	: ₹ 51.18 Lacs
Total	: ₹ 202.48 Lacs.

Non-Executive Directors

The Non-Executive Directors are remunerated by way of sitting fees, as decided by the Board of Directors of the Company from time to time. The Board at its meeting held on 24th June, 2014, has revised the Sitting Fees payable to the Directors for attending the meetings of the Board and the Committee as follows:

Board Meeting	₹ 50,000/-
Audit Committee Meeting	₹ 50,000/-
Other Committee Meetings	₹ 25,000/-
Independent Directors' Meeting	₹ 50,000/-

The Non-Executive Directors were paid remuneration by way of sitting fees for the Financial Year 2013-14 as follows :

Name of the Director	Amount (₹ in Lacs)
Mr. Braj Binani	1.30
Mr. N.C.Singhal	3.40
Mr. Jitender Balakrishnan	1.40
Mr. V. Subramanian	2.70
Mr. Sudhakar Rao	0.40
Miss Shradha Binani	1.60
Mr. Rahul Asthana	2.70

d) **Shareholding of Non- Executive Directors**

The shareholding of Non- Executive Directors as on 31.3.2014 was as under:

Name of the Director	No. of Shares held
Mr. Braj Binani	53,125
Ms Nidhi Singhania	6,250
Mr N.C Singhal	Nil
Mr. Sudhakar Rao	Nil
Mr. Rahul Asthana	Nil
Miss Shradha Binani	Nil
Mr. V. Subramanian	Nil

During the year, there were no material pecuniary transactions between the Company and its Non-Executive Directors, except for the Royalty paid to Mr. Braj Binani and Sitting Fees paid to the Non-Executive Directors for attending Board and Committee Meetings.

5. Stakeholders' Relationship Committee (Formerly known as Investor Relations Committee)

a) **Composition**

The Stakeholders Relationship Committee (Formerly known as Investor Relations Committee) comprised of Mr. V. Subramanian, Mr. N.C.Singhal Independent Directors and Mr. Sunil Sethy, Executive Vice Chairman & Managing Director.

Mr. K.K. Saraf, President & Company Secretary is the Compliance Officer and he attends the meetings of the Committee.

Consequent upon the change in the composition of the Board, the Committee has been reconstituted during the current year, which now comprises of Mr. N.C.Singhal, Mr. Rahul Asthana and Mr. S. Sridhar .

b) **Terms of Reference**

- i) Oversee and review all the matters relating to the transfer and transmission of the Company's Securities.
- ii) Approve and issue the duplicate share certificates in lieu of the Lost / misplaced Share certificates.
- iii) Monitor redressal of Investors'/Shareholders' grievances.
- iv) Oversee the performance of the Registrar & Transfer Agents.
- v) Recommend any measure to improve the services for the benefit of the Investors.
- vi) Any other activities/functions as may be referred by the Board from time to time or on account of any statutory notification/modification, as may be applicable.

c) Number of Meetings held and Attendance Record

The Committee met 4 times during the period under review.

The attendance of the Members at the meetings of the Committee was as under:-

Name of the Director/ Member	No. of Meetings held	No of Meetings attended
Mr. N.C.Singhal	4	4
Mr. Sunil Sethy*	4	4
Mr.V.Subramanian+	4	4
Mr. Rahul Asthana#	-	-
Mr. S. Sridhar^	-	-

*Upto 31st May, 2014

+ Upto 30th June, 2014

Inducted on 30th May, 2014

^ Inducted on 30th May, 2014

During the year 2013-14, 73 Investors Complaints were received and all were resolved. As on 31st March, 2014, there were no complaints pending to be resolved.

In order to expedite the process of the share transfers and other services to its Investors, the Board has also formed an Executive Committee comprised of Senior Executives of the Company to approve transfer/ transmission of Shares, to deal/ settle the matters related thereto and to report to the Stakeholders Relationship Committee at its periodic meeting. The Executive Committee met 29 times during the year 2013-14.

7. General Body Meetings

a) Details of last three Annual General Meetings are as under:

Financial Year	Date	Time	Venue	Details of Special Resolution passed, if any
2010-11	27.6.2011	2.00 p.m	Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020	None
2011-12	4.8.2012	12.30 p.m	Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020	None
2012-13	28.9.2013	12.30 p.m	Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700 017	Alteration of Articles of Association of the Company

b) Postal Ballot

During the year under review, no Resolution was passed by Postal Ballot.

7. Disclosures

i) Code of Conduct

As required under the Clause 49 of the Listing Agreement, the Board of Directors of the Company have adopted a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the Company's web site www.binaniindustries.com. The Members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance of the said Code for the year 2013-14.

II) Whistle Blower Policy.

The Board at its meeting held on 7th August, 2014, has approved a Whistle Blower Policy thereby establishing a mechanism for employees and the Directors to report to the Chairman of the Audit Committee or any other Member of the Audit Committee their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This mechanism shall also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

ii) Subsidiary Companies

As required by the amended Clause 49, the Board of Directors of the Company has nominated Mr. S Sridhar, Independent Director, on the Board of the Company's material subsidiary, Binani Cement Limited.

The Audit Committee of the Company also reviews the Financial Statements of the Subsidiaries.

The Minutes of the Meetings of the Board of Directors of the Subsidiary Companies are being regularly placed at the meetings of the Board of Directors of the Company. A statement, containing significant transactions and arrangements entered by unlisted subsidiaries, is also placed before the Board of Directors of the Company on a regular basis.

iii) Related Party Transactions

The Related Party Transactions entered into by the Company were in ordinary course of business, the details of which were placed before the Audit Committee on a quarterly basis. The Company did not have any materially significant Related Party Transactions that may have a potential conflict with the interest of the Company. The transactions entered with Related Parties during the financial year 2013-14, have been disclosed in the Notes under standalone Financial Statements.

Based on disclosures received from Company's Senior Management Personnel, none of Senior Management Personnel had any material, financial or commercial transactions wherein they had personal interest that could have potential conflict with the interest of the Company.

iv) Disclosures of Accounting Treatment

Disclosures of Accounting Treatment, wherever applicable, have been made in the Audited Financial Statements for the year ended 31st March 2014.

v) Board Disclosures-Risk Management

The Company has laid down procedures whereby updates are received from the Management about the risks assessment and mitigation plans undertaken and submitted to the Audit Committee for its review on a quarterly basis.

vi) Certificate in relation to the Annual Audited Financial Statements and Internal Controls

A Certificate from the Manager appointed under the Companies Act, 2013, in relation to the Annual Accounts, Internal Controls, etc was placed before the Board and forms part of this Annual Report.

vii) Material Transactions of Directors/ Compliances etc.

The Related Party Transactions have been disclosed in the Annual Accounts in accordance with the the Accounting Standard AS18.

No penalty or strictures have been imposed on the Company by the Stock Exchanges or SEBI, where the Company's Shares are listed or by any other Statutory Authority on any matter relating to capital markets during the last three years.

9. Means of Communication

The Quarterly, Half Yearly and Annual Financial Results are usually published in Financial Express and Aajkal (Bengali daily) News Papers in Kolkata as per Clause 41 of the Listing Agreement. The Results, Shareholding Pattern and the Corporate Governance Report are also made available on the Company's website www.binaniindustries.com.

10. General Shareholders Information

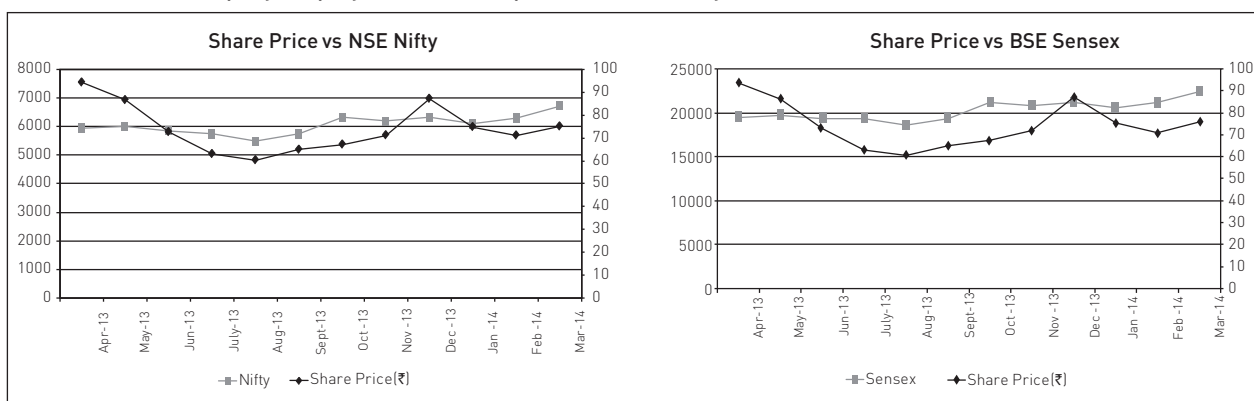
a)	Fifty First Annual General Meeting	Monday the 29th September, 2014 at 11.45 A.M.. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020
b)	Financial Calendar	
i)	Financial Year.	1st April to 31st March.
ii)	Unaudited Financial Results for the quarter ended June,2014.	7th August,2014
iii)	Unaudited Financial Results for the quarter ended September, 2014.	On or before 14th November, 2014
iv)	Unaudited Financial Results for the quarter ended December, 2014 .	On or before 14th February, 2015
v)	Audited Financial Results for the year 2014-15.	On or before 30th May, 2015

c)	Date of Book Closure	From Wednesday, the 24th September, 2014 to Monday, the 29th September, 2014 (both days inclusive).
d)	Dividend Payment Date	Between 7th October, 2014 and 14th October, 2014.
e)	Listing on Stock Exchanges	1. The Bombay Stock Exchange Limited (BSE); 2. The National Stock Exchange of India Limited (NSE); and 3. The Calcutta Stock Exchange Limited (CSE).
f)	Listing Fees	The Annual Listing Fees have been paid to all the above Stock Exchanges for the year 2014-15.
g)	Stock Code	BSE 500059 - NSE BINANIIND

h) Market Price Data (NSE) & (BSE)

Months	Price Data (NSE)		Price Data(BSE)		Sensex(BSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2013	104.00	91.75	103.00	92.60	19,622.68	18,144.22
May 2013	100.75	86.10	101.00	86.00	20,443.62	19,451.26
June 2013	89.90	68.55	90.00	69.25	19,860.19	18,467.16
July 2013	85.00	62.40	83.70	62.05	20,351.06	19,126.82
August 2013	64.50	52.25	64.40	52.50	19,569.20	17,448.71
Sept 2013	72.90	60.15	72.70	60.40	20,739.69	18,166.17
Oct 2013	71.40	64.60	71.00	64.65	21,205.44	19,264.72
Nov 2013	77.80	66.75	77.80	66.35	21,321.53	20,137.67
Dec 2013	90.80	70.00	90.70	70.45	21,483.74	20,568.70
Jan 2014	92.15	74.15	91.90	74.35	21,409.66	20,343.78
Feb 2014	77.15	68.15	79.70	68.25	21,140.51	19,963.12
March 2014	78.00	70.05	77.90	69.50	22,467.21	20,920.98

i) Performance of Company's equity shares in comparison to NSE Nifty & BSE Sensex



j) Registrar and Share Transfer Agents.

Contact Person:
E-mail ID:

M/s. Link Intime India Pvt.Limited

C-13 Pannalal Silk Mills Compound,
L B S Marg, Bhandup (W), Mumbai -400 078
E-mail: rnt.helpdesk@linkintime.co.in
Tel. No. 022-25946970 Fax: 022-25946969
Mr. Rajesh Mishra
rajesh.mishra@linkintime.co.in

k) Compliance Officer

Contact No:

E-mail ID:

l) Registered Office & Contact Person:

Mr. K.K. Saraf - President & Company Secretary

022-30263000-02

krishna.saraf@binani.net

upto 31st August, 2014

601, Axis Mall, 6th Floor, Block - C
Action Area - I, New Town, Rajarhat
Kolkata - 700 156

Tel.: 033-2324 0049/0063/0069

from 1st September, 2014 onwards

37/2, Chinar Park, New Town

Rajarhat Main Road

P.O. Hatiara

Kolkata 700 157

Tel.: 033-3262 6795/6796

Website: www.binaniindustries.com

Contact Person

Mr. Sauvik Nayak

E-mail: sauvik.nayak@binani.net

Mercantile Chambers

12, J.N. Heredia Marg

Ballard Estate

Mumbai - 400 001

Tel.: 022-3026 3000-02

Contact Person

Mr. Amit Kumar Gupta

E-mail: amit.gupta@binani.net

Corporate Office & Contact Person:

m) Share Transfer System

The Board has delegated the authority for approving share transfers, transmission etc., except issue of duplicate share certificates, to "Executive Committee" which comprised of the Senior Executives of the Company. Share Transfer requests, if accompanied by the requisite documents are usually approved within 15 days of the date of receipt. A summary of transfers, transmissions and dematerialisation of Shares is placed before the Stakeholders' Relationship Committee. A compliance certificate is obtained from a Company Secretary in whole-time practice, as required under clause 47(c) of the Listing Agreement and filed with the Stock Exchanges.

n) Category wise distribution of Equity Shareholding as on 31.3.2014

Category	No. of Shares held (₹ 10 each)	Percentage of Shareholding (%)
Promoter and Promoter Group	1,51,75,804	51.28
Mutual Funds /UTI	0	0
Financial Institutions /Banks	7,85,985	2.65
Foreign Institutional Investors	3,88,501	1.31
State Government	90	0.00
Bodies Corporate	23,19,206	7.84
Individuals	98,12,607	33.15
Clearing Members	1,28,588	0.43
Directors /Relatives	0	0

Category	No. of Shares held (₹ 10 each)	Percentage of Shareholding (%)
NRI	9,79,234	3.31
Non-Residents	5,150	0.02
Trusts	1,260	0.01
GRAND TOTAL	2,95,96,425	100.00

o) Distribution of Shareholding as on 31.03.2014

No. of Ordinary Shares held	No. of Shareholders	No. of Shareholders (%)
1 to 500	45,842	95.62
501 to 1000	1,053	2.20
1001 to 2000	501	1.05
2001 to 3000	170	0.35
3001 to 4000	79	0.16
4001 to 5000	50	0.10
5001 to 10000	123	0.26
10001 and above	125	0.26
TOTAL	47,943	100.00

p) Dematerialization of shares and liquidity

The Company's shares are under Compulsory Demat mode. As on 31st March 2014, 91.40% of the total outstanding Shares were held in Dematerialized form. The Shares are actively traded at BSE/NSE.

q) Outstanding GDRs / ADRs / Warrants or any Convertible instruments, Not applicable. conversion date and likely impact on equity.

NIL

r) Subsidiaries / Step down Subsidiaries' Plant Locations

- Binani Cement Limited**
 - Village- Binanigram, Tehsil - Pindwara, District- Sirohi, Rajasthan-307031
 - Village-Sirohi, Taluka- Neem Ka Thana, District- Sikar, Rajasthan-332714
- Binani Zinc Limited**
Binanipuram, Ernakulam, Kerala-683502
- Goa Glass Fibre Limited**
Colvale, Bardez, Goa - 403513
- 3B Fibreglass SPRL,**
Route de Maestricht 67, 4651,
Battice, Belgium
- 3B Fibreglass AS**
Tollenesveien 60,
4760, Birkeland Norway
- CPI Binani Inc.**
1700 Wilkie Drive, Winona, MN 55987
USA
- Shandong Binani Rong'An Cement Co.Ltd.**
Fujiazhuang, Dong Guan Town,
Ju Country, Rizhao City, Shandong Nagar, China
- Binani Cement Factory LLC**
Jabel Ali, Dubai.

s) Address for correspondence

Registered Office:

Till 31st August, 2014
601, Axis Mall, Block-C, Action Area-1,
New Town, Rajarhat, Kolkata -700156,

From 1st September, 2014

37/2, Chinar Park, New Town,
Rajarhat Main Road, P.O. Hatiara, Kolkata-700157.

Corporate Office :

Mercantile Chambers, 12, J.N.Heredia Marg
Ballard Estate, Mumbai -400 001.

10. Compliance with Corporate Governance Framework

The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements relating to the constitution of the Remuneration Committee and Whistle Blower Policy.

Note: The information given hereinabove is as at 31st March, 2014, unless otherwise stated.

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of Binani Industries Limited

We have examined the compliance of the conditions of all relevant records of BINANI INDUSTRIES LIMITED (the Company) for the purposes of certifying compliances of the conditions of Corporate Governance under the Clause 49 of the Listing Agreement entered into with Stock Exchanges of India for the Financial Year ended March 31, 2014.

The compliances of conditions of Corporate Governance are the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliances of the conditions of the Corporate Governance. This certificate is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

For Aabid & Co
Practising Company Secretaries

Mohammed Aabid
F.C.S No.6579
C.P. No.6625

Place : Mumbai
Date : 07th August 2014

DECLARATION

All the Members of the Board of Directors of the Company and Senior Management Personnel of the Company have affirmed compliance of the Code of Conduct for the year ended 31st March 2014.

Place : Mumbai
Date : 7th August, 2014

Sushil Bhatler
Manager

MANAGER'S CERTIFICATE

The Board of Directors
Binani Industries Limited

I, hereby, certify that:

- (a) we have reviewed the financial statements and the cash flow statement for the year ended 31st March 2014 and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations read with notes to accounts except that the Company has applied AS30; the Accounting Standard on Financial Instruments "Recognition and Measurement" issued by the ICAI (which constitutes a departure) as per the accounting policies applicable to the Company as a Successor of Wada Industrial Estate Limited in accordance with the Scheme of Amalgamation approved by Hon'ble High Court at Calcutta.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee-
 - significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have
 - we have not come across any instances of significant fraud and the involvement been disclosed in the notes to the financial statements: and therein, if any, of the management or an employee having a significant role in the company's internal control system over financing reporting.

Place : Mumbai
Date : 24th June, 2014

Sushil Bhatler
Manager

INDEPENDENT AUDITORS' REPORT

To the Members of BINANI INDUSTRIES LIMITED

Report on the Financial Statements

We have audited accompanying financial statements of **BINANI INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, read with the matters described in the "Emphasis of Matter Paragraph", the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of matters

1. With reference to note number 33 of the financial statements, Wada Industrial Estate Ltd. (WIEL), an erstwhile 100% subsidiary of the Company was merged with the Company with effect from December 1, 2013 in accordance with a Scheme of Amalgamation for merger sanctioned by the Hon'ble High Court at Calcutta. The merger was accounted on March 31, 2014 and these financial statements include the financial statements of erstwhile WIEL for the period ended November 30, 2013 and financial transactions for the period December 1, 2013 to March 31, 2014, which have been considered on the basis of accounts approved by the management and furnished to us.

Further, with reference to note number 34 of the financial statements, pursuant to a separate Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta between WIEL and a step down wholly owned subsidiary of the Company, being the Company as a successor to WIEL, has partially applied AS 30 as on March 31, 2014, the Accounting Standard on Financial Instruments: Recognition and Measurement issued by the ICAI, which constitutes a departure from the Accounting Standards referred to in sub-section (3C) of section 211 of the Act. Accordingly, the Company has classified its investments in subsidiaries and other investments as "available for sale financial assets" and measured such investments at their fair value and corresponding increase of ₹ 299,749.16 lakhs on account of fair valuation is credited to Business Reorganization Reserve ("BRR") as on March 31, 2014. Further, with reference to note number 35 of the financial statements, in accordance with the said scheme the Company has offset certain revenue expenses amounting to ₹ 28,852.38 lakhs against BRR (including finance cost of ₹ 6,544.51 lakhs pertaining to financial year 2012-13 stated as unamortized expenditure as on March 31, 2013).

Had the accounting policy of the Company not been changed as aforesaid, the value of the investments would have been lower by ₹ 299,749.16 lakhs and the said amount would not have been credited to the BRR. Also, had certain revenue expenses not been offset against the BRR, the profit for the financial year would have been reduced by ₹ 28,852.38 lakhs.

2. With reference to note number 36 of the financial statements, regarding outstanding guarantees aggregating ₹ 365,250.13 Lakhs issued by the Company to banks and financial institutions on behalf of various subsidiaries including one step down subsidiary, which are significant in relation to the net worth of the Company as at March 31, 2014, in the opinion of the management, these are not expected to result into any financial liability to the Company.

Other Matters

1. With reference to an application made by the Company for registration as Core Investment Company under Reserve Bank of India ("RBI") regulation, the Company's revised application for registration is pending for final conclusion.
2. With reference to guarantees issued by the Company to banks and financial institutions on behalf of subsidiaries, we are given to understand that the Company has not taken the approval from financial institutions as per the requirement of section 372 A of Companies Act, 1956.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003, ("the order") as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.

- d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013.
- e) On the basis of the written representations received from the directors, as on March 31, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For Kanu Doshi Associates

Chartered Accountants
Firm Registration Number: 104746W

Jayesh Parmar

Partner
Membership No.45375

Place : Mumbai
Date : 24th June 2014

ANNEXURE TO AUDITORS' REPORT

(Referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements' in our Report of even date on the accounts of BINANI INDUSTRIES LIMITED for the year ended March 31, 2014)

- i (a) The Company is generally maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year, but there is a regular programme of verification which in our opinion is reasonable having regards to the size of the Company and the nature of its assets. We are informed that no material discrepancies were noticed on such verification.
- (c) There has been no disposal of substantial part of fixed assets during the year, which may affect the going concern status of the Company.
- ii. The Company's nature of operations does not require it to hold inventories. Consequently, clause 4(ii) of the order is not applicable.
- iii. According to the information and explanations to us, the Company has neither granted nor taken any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence clauses (iii) (a) to (iii) (g) of paragraph 4 of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to fixed assets and with regard to the sale of services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
- v. The Company has not entered into contracts or arrangements referred to in section 301 of the Act. Accordingly, the provisions of clause (v) of paragraph 4 of the order are not applicable to the Company.
- vi. During the year, the Company has not accepted any deposits from the public. As such, the compliance with directives issued by the Reserve Bank of India and the provisions of section 58A, 58AA of the Companies Act, 1956 and the rules framed there under are not applicable.
- vii. In our opinion, the internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the management have been commensurate with the size of the Company and nature of its business.
- viii. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
- ix (a) According to the information and explanations given to us and on the basis of records produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, service tax, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2014 for a period of more than six months from the date they became payable.

- (b) According to the records of the Company, there are no dues in respect of Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise duty, and cess that have not been deposited with appropriate authorities on account of any dispute, other than the following:

Name of the Statute	Nature of Dues	Period to which the amount relates	Amount ₹ in Lacs	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y. 2006-07	3,017.62	High Court

- x. The Company's accumulated losses at the end of the financial year are less than fifty percent of its net worth. Further, the Company has incurred cash losses of ₹ 26,765.45 lakhs in the current financial year, whereas it had not incurred cash losses in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and information and explanation given to us, the Company has not defaulted in repayment of dues to financial institution and bank, except ₹ 943.75 lakhs payable to Exim bank being interest accrued and due, as at the Balance Sheet date.
- xii. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion and according to the information and explanations given to us, the nature of activities of the Company do not attract provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company.
- xiv. In our opinion and according to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments hence the provisions of the clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xv. According to the information and explanations given to us and the record examined by us, the Company has given guarantee for loans taken by its subsidiaries from banks or financial institution, the terms and conditions thereof in our opinion are not prima facie prejudicial to the interests of the Company.
- xvi. Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

- xvii. On the basis of an overall examination of the Balance Sheet of the Company and according to the information and explanations given to us, in our opinion funds raised on short-term basis have not been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
- xix. According to the information and explanations given to us and the records examined by us, no debentures were issued by the Company during the year.
- xx. During the year, the company has not raised any money through Public Issue. Hence the clause 4(xx) of the order is not applicable.

- xxi. On the basis of our examination and according to the information and explanation given to us, no fraud, on or by the Company, has been noticed or reported during the course of our audit.

For Kanu Doshi Associates

Chartered Accountants

Firm Registration No: 104746W

Jayesh Parmar

Partner

Membership No: 45375

Place : Mumbai

Date : 24th June 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	31st March, 2014	31st March, 2013
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
(a) Share Capital	3	2,961.52	2,961.52
(b) Reserves and Surplus	4	286,882.84	16,857.23
		289,844.36	19,818.75
NON-CURRENT LIABILITIES			
(a) Long-term borrowings	5	36,106.09	73,279.13
(b) Long-term Provisions	6	62.71	74.89
		36,168.80	73,354.02
CURRENT LIABILITIES			
(a) Short-term borrowings	7	126,567.24	65,339.00
(b) Trade payables	8	2,279.41	1,317.51
(c) Other current liabilities	9	11,598.16	1,464.93
(d) Short-term provisions	10	1,105.14	1,068.10
		141,549.95	69,189.54
TOTAL		467,563.11	162,362.31
ASSETS			
NON-CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	11.1	796.60	691.51
(ii) Intangible assets	11.2	100.57	31.24
(iii) Intangible assets under development		-	53.67
(b) Non-current investments	12	444,494.53	88,922.21
(c) Long-term loans and advances	13	10,866.39	7,100.81
(d) Other non-current assets	14	518.40	206.39
		456,776.49	97,005.83
CURRENT ASSETS			
(a) Current investments	15	-	50,602.81
(b) Trade receivables	16	3,719.12	1,859.07
(c) Cash and bank balances	17	1,102.14	1,178.99
(d) Short-term loans and advances	18	5,803.25	5,115.54
(e) Other current assets	19	162.11	6,600.07
		10,786.62	65,356.48
TOTAL		467,563.11	162,362.31
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	2		

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For Kanu Doshi Associates

Chartered Accountants
Firm Registration No. 104746W

**For and on behalf of
the Board of Directors**

Braj Binani
Chairman

Jayesh Parmar

Partner
Membership No: 45375

Sushil Bhatte

Manager

M . K. Chattopadhyaya

Advisor - Corporate

V. Subramanian

Director

Place : Mumbai
Date : 24th June 2014

K. K. Saraf

President & Company Secretary

Place : Mumbai
Date : 24th June 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	31st March, 2014	31st March, 2013
INCOME			
Revenue from operations	20	12,065.57	17,928.16
Other Income	21	1,198.49	806.03
TOTAL		13,264.06	18,734.19
EXPENSES			
Advertisement & brand building expenses		4,601.21	4,852.87
Royalty expenses		688.36	1,267.67
Employee benefits expenses	22	2,951.39	2,889.13
Finance costs	23	26,818.09	9,384.00
Depreciation and amortization expenses	11	126.70	119.17
Other expenses	24	4,970.46	2,839.68
Transfer from Business Reorganisation Reserve (BRR)	4	(28,852.38)	-
TOTAL		11,303.82	21,352.52
Profit / (Loss) before exceptional items and tax		1,960.24	(2,618.33)
Exceptional Items (Net)	25	-	4,111.87
Profit / (Loss) before tax		1,960.24	1,493.54
Tax expense:			
Current tax (MAT)		-	255.20
Profit / (Loss) for the year from continuing operations		1,960.24	1,238.34
Earnings per Equity Share			
Basic and Diluted (₹)		6.62	4.18
Nominal Value per Equity Share (₹)		10.00	10.00
Number of shares used in computing earning per share		29,596,425	29,596,425
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	2		

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For Kanu Doshi Associates

Chartered Accountants
Firm Registration No. 104746W

**For and on behalf of
the Board of Directors**

Braj Binani
Chairman

Jayesh Parmar
Partner
Membership No: 45375

Sushil Bhatler
Manager

M . K. Chattopadhyaya
Advisor - Corporate

V. Subramanian
Director

Place : Mumbai
Date : 24th June 2014

K. K. Saraf
President & Company Secretary

Place : Mumbai
Date : 24th June 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
Cash Flow From Operating Activities		
Net Profit Before Tax	1,960.24	1,493.54
Adjustments for:		
Depreciation & Amortization	126.70	119.17
Interest & Financial Charges	26,818.09	9,384.00
Loss on sale/discard of Fixed Assets (net)	63.85	11.07
Unrealised (Gain) / Loss on Exchange Rate Fluctuation (Net)	1,695.72	93.57
Interest and Dividend Income	(1,183.15)	(791.25)
Gain on sale of Non Current Investment in subsidiaries (Net)	-	(4,111.87)
Investment in subsidiaries written off	64.85	300.00
Advances to subsidiaries written off	158.00	-
Transfer from BRR	(28,852.38)	-
Operating Profit Before Working Capital Changes	851.91	6,498.23
Adjustments for:		
Trade and Other Receivables	(1,742.61)	(1,731.49)
Trade and Other Payables	964.73	97.75
Cash Generated from operations	74.03	4,864.50
Direct Taxes Paid (including TDS)	(1,343.22)	(2,465.74)
A Net Cash flow from operating activities	TOTAL	2,398.76
Cash Flows from Investing Activities		
Purchase of Fixed Assets including CWIP	(62.83)	(281.65)
Sale of Fixed Assets	9.79	6.65
Investments in subsidiaries	(5,512.96)	(36,526.62)
Sale of investments in subsidiaries	-	7,898.39
Advances to subsidiaries (Net)	(3,166.54)	(2,975.86)
Interest and Dividend Income Received	702.75	566.32
B Net Cash flow from Investing Activities	TOTAL	(31,312.77)
Cash Flows from Financing Activities		
Proceeds - Unsecured Loan from Subsidiaries (Net)	62,868.24	17,594.00
Proceeds - Unsecured Loan from others (Net)	(1,640.00)	4,670.00
Proceeds - Secured Loans from Banks & Financial Institutions	-	16,413.96
Repayment of Loan to Bank & Financial Institutions	(35,434.78)	(5,217.39)
Interest & Finance Charges paid	(15,697.43)	(15,645.66)
Dividend Paid	(873.89)	(855.03)
C Net Cash flow from Financing Activities	TOTAL	16,959.88
D Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(76.85)	(11,954.15)
E Cash and cash equivalents at the beginning of the year	1,178.99	13,133.15
F Cash & Cash Equivalents at the end of the year (D+E)	1,102.14	1,178.99

Notes:

- 1 Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS-3) "Cash Flow Statement" as specified in the Companies Accounting Standard Rules, 2006.
- 2 Cash and Cash Equivalents are Cash and Bank Balances as per Balance Sheet and includes ₹1071.96 Lacs (Previous Year ₹1058.55 Lacs) as Restricted Bank Balances.
- 3 Previous year figures have been recast/ regrouped wherever considered necessary.

Summary of Significant Accounting Policies [Note No. 2]

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For Kanu Doshi Associates

Chartered Accountants
Firm Registration No. 104746W

**For and on behalf of
the Board of Directors**

Braj Binani
Chairman

Jayesh Parmar
Partner
Membership No: 45375

Sushil Bhatler
Manager

M . K. Chattopadhyaya
Advisor - Corporate

V. Subramanian
Director

Place : Mumbai
Date : 24th June 2014

K. K. Saraf
President & Company Secretary

Place : Mumbai
Date : 24th June 2014

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

1 CORPORATE INFORMATION

Binani Industries Limited is a public limited company (herein after called 'Company') domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is listed on the Bombay Stock Exchange(BSE), National Stock Exchange(NSE) and the Calcutta Stock Exchange (CSE).

2 SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the company have been prepared under the historical cost convention and on accrual basis in accordance with accounting principles generally accepted in India and in compliance with all material aspects of the Accounting Standards as notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of section 133 of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as upto twelve months for the purpose of current - non-current classification of assets and liabilities.

USE OF ESTIMATES

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in the outcomes requiring adjustment to the carrying amount of assets or liabilities in future periods.

REVENUE RECOGNITION

Income from Services

Management Services fees and royalty income are recognised on accrual basis (net of Service Tax).

Interest income

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Sale of investments

Income from sale of investments is recognised on transfer of underlying instruments.

Dividend income

Income from Dividend is recognised when the right to receive payment is established.

FIXED ASSETS

Fixed Assets are stated at cost, net of accumulated depreciation / amortization and accumulated impairment loss, if any. Interest and finance costs, if any in respect of loan for financing fixed assets, are capitalised till the date the assets are ready for use. However tangible assets having individual value below ₹5,000/- are depreciated @ 100% except mobile phones, which are charged to revenue, considering their useful life to be less than one year. Subsequent expenditure related to an item of fixed assets is added to its book value only if it increases the future benefits arising from the existing assets beyond its previously assessed standard of performance.

DEPRECIATION AND AMORTISATION

Depreciation on Plant and Machinery is provided on Straight Line Method (SLM) , at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956 which includes Computers and Air Conditioners. Depreciation on other Fixed Assets, Office Equipments and Transport Equipments is provided on Written Down Value Method at the rates and in the manner prescribed as per Schedule XIV of the Companies Act, 1956.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. Expenditure on major computer software is amortised over the period of expected benefit not exceeding five years.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

IMPAIRMENT OF FIXED ASSETS

At the end of each reporting period, the Company determines whether a provision should be made for impairment loss on assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets" issued by the ICAI. An impairment loss is charged to the Statement of Profit and Loss in the period in which, an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognised in the earlier accounting periods is reversed, if there has been a change in the estimate of recoverable amount.

INVESTMENTS

Investments that are readily realisable and intended to be held for not more than a year from the date of investment made are classified as Current investments. All other investments are classified as Non Current investments. Current investments are carried at lower of cost or fair value determined on an individual investment basis. Hitherto, non current investments were carried at cost, however pursuant to a Scheme of Amalgamation approved by the Hon'ble High Court of Calcutta, from 31st March 2014 onwards, the Company shall be stating its non current investments at their fair value and classify the same as "investments available for sale as financial assets". Provision is made to recognize any diminution other than temporary in the value of such investments.

FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are accounted at the exchange rate prevailing on the date of each transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognized in the Statement of Profit and Loss. In case of forward contracts (non speculative), the premium / discount are dealt with in the Statement of Profit and Loss over the period of contracts.

Exchange differences arising on long term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortised over the remaining life of the concerned Monetary item.

Exchange differences arising on a monetary item, that in substance forms part of the Company's net investment in a non-integral foreign operation are accumulated in a "Foreign Currency Translation Reserve Account" until the disposal of the net investment, at which time these would be transferred to the Statement of Profit and Loss.

EMPLOYEE BENEFITS

- i) **Short Term Employee Benefits** – All employee benefits payable within twelve months of rendering the service are recognized in the period in which the employees render the related services.
- ii) **Post Employment/Retirement Benefits** – Defined Contribution Plans such as Provident Fund etc. are charged to the Statement of Profit and Loss, as incurred.

Defined Benefit Obligation Plans – The present value of the obligation under such plans, is determined based on an actuarial valuation, using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognized immediately in the Statement of Profit and Loss. In case of gratuity, which is funded with the Life Insurance Corporation of India, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.

BORROWING COSTS

Borrowing costs which are directly attributable to acquisition, construction or production of a qualifying asset are capitalized as a part of the cost of that asset. Other borrowing costs are recognised as expenses in the period in which they are incurred.

INCOME TAX

Income tax is accounted in accordance with AS-22 'Accounting for taxes on income', issued under Accounting Standards Rules 2006, which includes current tax and deferred tax. Deferred income tax reflect the impact of the current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same.

CONTINGENT LIABILITY

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
Note No. 3		
SHARE CAPITAL		
Authorised		
4,00,00,000 Equity Shares of ₹ 10 each (Previous Year 4,00,00,000 Equity Shares of ₹ 10 each)	4,000.00	4,000.00
60,00,000 Preference Shares of ₹ 100 each (Previous Year 60,00,000 Preference Shares of ₹ 100 each)	6,000.00	6,000.00
	10,000.00	10,000.00
Issued, Subscribed and fully paid-up		
2,95,96,425 Equity Shares of ₹ 10 each fully paid up (Previous Year 2,95,96,425 Equity Shares of ₹ 10 each fully paid up)	2,959.64	2,959.64
Add: Amount paid up on forfeited shares	1.88	1.88
TOTAL	2,961.52	2,961.52

3.1 Terms /Rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2014, the amount of dividend proposed for distribution to equity shareholders is ₹ 3 per share (Previous year ₹ 3 per share)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

3.2 Details of shareholders holding more than 5% of Share Capital in the Company

Particulars	31st March, 2014		31st March, 2013	
	No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
Equity Shares of ₹ 10 each fully paid:				
Dharmik Commodore Private Limited	4,758,750	16.08	4,758,750	16.08
Vijayshree Holdings Private Limited	4,288,300	14.49	4,288,300	14.49
K.B.Vyapar Private Limited	3,930,930	13.28	3,930,930	13.28

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	(₹ in Lacs)	
	31st March, 2014	31st March, 2013
Note No. 4		
RESERVES & SURPLUS		
Capital Reserve	49.04	49.04
Capital Investment Subsidy	15.00	15.00
Securities Premium	19,595.68	19,595.68
General Reserve		
Opening Balance	-	-
Transferred from Statement of Profit and Loss	196.25	124.00
Transferred to Statement of Profit and Loss	(196.25)	(124.00)
Closing Balance	-	-
Foreign Currency Monetary Item Translation Difference Account		
Opening Balance	(398.78)	376.28
Addition during the year	(4,179.13)	(801.92)
Amortization during the year	1,804.72	26.86
Closing Balance	(2,773.19)	(398.78)
Foreign Currency Translation Reserve		
Opening Balance	-	-
Addition / (Reduction) during the year (Net)	735.02	-
Closing Balance	735.02	-
Business Reorganisation Reserve		
Opening Balance	-	-
Addition during the year pursuant to Scheme of Amalgamation and Fair valuation of investments (Refer Note 33 and 34)	300,102.32	-
Transferred to Statement of Profit and Loss (Refer Note 35)	(28,852.38)	-
Closing Balance	271,249.94	-
Surplus/(Deficit) in the Statement of Profit and Loss		
Opening Balance	(2,403.71)	(2,603.25)
Addition during the year pursuant to Scheme of Amalgamation of Wada Industrial Estate Ltd. with the Company	(506.39)	-
Transferred from Statement of Profit and Loss	1,960.24	1,238.33
Closing Balance	(949.86)	(1,364.92)
Appropriations:		
Transferred to General Reserve	(196.25)	(124.00)
Transferred from General Reserve	196.25	124.00
Proposed Dividend	(887.89)	(887.89)
Dividend Distribution Tax on Proposed Dividend	(150.90)	(150.90)
Net surplus/(deficit) in the Statement of Profit and Loss	(1,988.65)	(2,403.71)
TOTAL	286,882.84	16,857.23

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	(₹ in Lacs)	
Particulars	31st March, 2014	31st March, 2013
Note No. 5		
LONG TERM BORROWINGS		
Term Loans (Secured)		
From Financial Institutions		
- Foreign Currency Loan	42,192.14	38,279.13
Less: Current maturities shown under other current liabilities	(6,086.05)	-
- Indian Rupee Loans	-	35,000.00
	36,106.09	73,279.13
Term Loans (Unsecured)		
From Banks	-	434.78
Less: Current maturities shown under other current liabilities	-	(434.78)
	-	-
TOTAL	36,106.09	73,279.13

- a Export Import Bank of India** - Foreign Currency Loan - Outstanding ₹ 24,344.20 Lacs (USD 40.245 mio) (Previous year ₹ 22,086.46 Lacs - USD 40.245 mio).

The loan carries interest @ 6 Months LIBOR plus 800 bps p.a. The loan is repayable after 3 years from the date of drawdown, i.e. 8th December 2011 in 4 equal semi annual instalments of USD 10.06 mio each.

The loan is secured/to be secured against (a) Second Paripassu charge on pledge of 100% shares of 3B Binani Glass Fibre S.a.r.l. held by the Company (b) exclusive charge on royalty and dividend payment to be received from Binani Cement Limited (c) second charge on the entire assets of Project Bird Holding III B S.a.r.l and its subsidiaries (during the current year, Project Bird Holding S.a.r.l has merged with Project Bird Holding III B S.a.r.l) (d) second charge on the pledge of 100% shares of Project Bird Holding III B S.a.r.l and its subsidiaries (e) pledge of 94,50,000 no equity shares of Binani Cement Limited held by the Company on exclusive charge basis (f) First paripassu charge on the entire fixed assets of Binani Zinc Limited including immovable properties present and future (g) Corporate Guarantee of Binani Cement Limited and Binani Zinc Limited and (h) Personal guarantee of a promoter director of the company.

Out of total outstanding ₹ 18,258.15 Lacs shown under Long term borrowing and ₹ 6,086.05 Lacs shown under Other current liabilities. (Previous year ₹ 22,086.46 Lacs - Long term borrowings and Rs. Nil - Other current Liabilities). (Refer Note 9)

Interest overdues - ₹ 511 Lacs due for the period 11th December 2013 to 10th March 2014 ; Rs.200.69 Lacs due for the period 8th December 2011 to 10th March 2014.

- b Export Import Bank of India** - Foreign Currency Loan-Outstanding ₹ 17,847.94 Lacs (USD 29.506 mio) (Previous year ₹ 16192.67 Lacs - USD 29.506 mio).

The loan carries interest @ 6 Months LIBOR plus 800 bps p.a. The loan is repayable after 3 years from the date of drawdown, i.e. 30th July 2012 in 16 equal quarterly instalments of USD 1.8441 mio each.

The loan is secured / to be secured against (a) pledge of 2,05,00,000 no equity shares of Binani Cement Limited held by the Company on exclusive charge basis (b) exclusive charge on royalty and dividend payment to be received from Binani Cement Limited (c) Corporate Guarantee of Binani Cement Limited and Binani Zinc Limited. (d) Second charge on pledge of shares of Project Bird Holding III B S.a.r.l (e) Second pari passu charge on pledge of shares and / or other instruments of subsidiaries of Project Bird Holding III B S.a.r.l (f) the personal guarantee of a promoter director of the company.

Interest overdues - ₹ 232.06 Lacs due for the period 30th July 2012 to 31st January 2014.

- c IFCI Ltd** - Outstanding Nil (Previous year ₹ 35,000 Lacs).

The Loan carried interest @ 15.50% w.e.f. 17th Jan 2013 & has been repaid fully during the current year.

- d Syndicate Bank-** Outstanding ₹ Nil (Previous Year ₹ 434.78 Lacs)

The loan carried interest @ 13.5% p.a. and has been repaid fully during the current year. (Previous year ₹ Nil - Long term borrowings and ₹ 434.78 - Other current Liabilities).

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
Note No. 6		
LONG TERM PROVISIONS		
Provision for employee benefits		
For Gratuity (Funded) (Refer Note 41 (b))	-	-
For Leave Encashment (Unfunded) (Refer Note 41 (c))	62.71	74.89
TOTAL	62.71	74.89
Note No. 7		
SHORT TERM BORROWINGS		
(Unsecured)		
Inter Corporate Deposits		
From Subsidiaries-repayable on demand (Refer Note 39)	122,412.24	59,544.00
From Others	4,155.00	5,795.00
TOTAL	126,567.24	65,339.00
Note No. 8		
TRADE PAYABLES		
Trade Payables (Refer Note 40)	2,279.41	1,317.51
(From Related Parties ₹ 1624.06 Lacs (Previous year ₹ 1087.13 Lacs)) (Refer Note 39)		
TOTAL	2,279.41	1,317.51
Note No. 9		
OTHER CURRENT LIABILITIES		
Current maturities of Long Term Debt (Refer Note 5(a) & 5(d))	6,086.05	434.78
Interest accrued but not due on borrowings	4,148.05	601.79
(From Subsidiaries ₹ 3719.95 Lacs (Previous Year ₹ Nil))		
Interest accrued and due on borrowings (Refer Note 5(a) & 5(b))	943.75	-
Unpaid Dividend	206.94	192.95
Other Liabilities	213.37	235.41
TOTAL	11,598.16	1,464.93
Note No. 10		
SHORT TERM PROVISIONS		
Provision for employee benefits		
For Gratuity (Funded) (Refer Note 41 (b))	9.61	0.98
For Leave Encashment (Unfunded) (Refer Note 41 (c))	56.74	28.33
Others		
Proposed Dividend	887.89	887.89
Dividend Distribution Tax	150.90	150.90
TOTAL	1,105.14	1,068.10

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	LAND	BUILDINGS*	AIR CONDITIONERS / COMPUTERS / FRIDGE	FURNITURE & FIXTURES / OFFICE EQUIPMENTS	TOTAL
Note No. 11.1					
TANGIBLE ASSETS					
Cost as at 1st April, 2012	4.04	338.27	191.77	567.86	1,101.94
Additions	-	-	189.61	15.37	204.98
Sales/ Adjustments	-	-	4.48	14.72	19.20
Total as at 31st March 2013	4.04	338.27	376.90	568.51	1,287.72
Additions	-	-	8.65	27.20	35.85
Additions pursuant to Scheme of Amalgamation	103.92	489.59	-	16.26	609.77
Sales/ Adjustments	-	-	7.42	86.47	93.89
Total as at 31st March 2014	107.96	827.86	378.13	525.49	1,839.44
Depreciation					
Total as at 31st March 2012	-	240.96	56.33	190.04	487.34
Charge for the year	-	5.96	41.21	67.21	114.38
Sales/ Adjustments	-	-	0.92	4.59	5.51
Total as at 31st March 2013	-	246.92	96.62	252.66	596.21
Charge for the year	-	16.36	53.32	45.69	115.37
Additions pursuant to Scheme of Amalgamation	-	336.08	-	15.44	351.52
Sales/ Adjustments	-	-	1.30	18.95	20.26
Total as at 31st March 2014	-	599.36	148.64	294.84	1,042.85
Net Block					
As at 31st March 2013	4.04	91.35	280.28	315.84	691.51
As at 31st March 2014	107.96	228.50	229.49	230.66	796.60

* Includes Buildings of ₹ 198.05 Lacs on leasehold land. Transfer of lease is yet to be completed.

(₹ in Lacs)

Particulars	COMPUTER SOFTWARE	TOTAL
Note No. 11.2		
INTANGIBLE ASSETS		
Cost as at 31st March 2012	13.04	13.04
Additions	23.00	23.00
Sales/ Adjustments	-	-
Total as at 31st March 2013	36.04	36.04
Additions	80.65	80.65
Sales/ Adjustments	-	-
Total as at 31st March 2014	116.69	116.69
Depreciation		
As at 31st March 2012	0.01	0.01
Charge for the year	4.79	4.79
Sales/ Adjustments	-	-
Total as at 31st March 2013	4.80	4.80
Charge for the year	11.33	11.33
Sales/ Adjustments	-	-
Total as at 31st March 2014	16.13	16.13
Net Block		
As at 31st March 2013	31.24	31.24
As at 31st March 2014	100.57	100.57

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
Note No. 12		
NON CURRENT INVESTMENTS		
Available for Sale Financial Assets (At Fair Value) (Refer Note 34)		
Trade		
Unquoted equity instruments		
Investments in subsidiaries		
18,56,49,464 Equity Shares of Binani Cement Limited of ₹10 each fully paid up (Fair Value ₹196.90 per share) (Previous year 18,56,49,464 Equity Shares of Binani Cement Limited of ₹10 each fully paid up)	365,543.79	61,623.75
Less: Current Portion of long term investment (Refer Note 15)	-	50,602.81
	365,543.79	11,020.95
Nil Equity Shares of Wada Industrial Estate Limited of ₹100 each fully paid up (Previous Year 5,90,007 Equity Shares of ₹100 each fully paid up) (amalgamated with Binani Industries Limited)	-	237.78
6,07,88,138 Equity Shares of Binani Zinc Limited of ₹10 each fully paid up (Fair Value ₹3.34 per share) (Previous Year 6,07,88,138 Equity Shares of ₹10 each fully paid up)	2,056.26	6,078.81
150,00,000 Equity Shares of BIL Infratech Limited of ₹10 each fully paid up (Fair Value ₹16.05 per share) (Previous Year 150,00,000 Equity Shares of ₹10 each fully paid up)	2,408.19	1,500.00
27,09,999 Equity Shares of USD 0.996 each of CPI Binani, Inc. (Fair Value ₹7.79 per share) (Previous Year 27,09,999 Equity Shares of USD 0.996 each)	211.00	1,234.58
8,00,753 Equity Shares of Euro 125 each in 3B Binani Glassfibre S.a.r.l., Luxembourg (Fair Value ₹8,651 per share) (Previous Year 7,70,171 Equity Shares of Euro 125 each)	69,269.21	66,284.58
51,000 Equity Shares of USD 1 each in Binani Global Cement Holdings Private Limited (Nil Fair Value) (Previous Year 1,000 Equity Shares of USD 1 each)	-	0.55
10,000 Equity Shares of Royal Vision Projects Private Limited of ₹10 each fully paid up (Fair Value ₹7.24 per share) (Previous Year NIL)	0.72	-
Sub-Total	439,489.18	86,357.24
1,40,00,000 Equity Shares of BT Composites Limited of Rs.10 each fully paid up (Previous Year 1,40,00,000 equity shares of Rs. 10 each fully paid up)	1,400.00	1,400.00
Less: Value of Equity Shares written-off in earlier years	(1,400.00)	(1,400.00)
	-	-
Nil Equity Shares of Euro 125 each in BIL Holding II S.a.r.l. Luxembourg (Previous Year 100 Equity Shares of Euro 125 each) (Company wound up)	-	8.30
Nil Equity Shares of Euro 125 each in BIL Holding III S.a.r.l. Luxembourg (Previous Year 100 Equity Shares of Euro 125 each) (Company wound up)	-	8.30
75,000 Equity Shares of Sankalp Holdings Limited of Euro 1 each fully paid up (Previous Year 75,000 Equity shares of Euro 1 each fully paid up) (company under liquidation)	48.25	48.25
Less: Value of Investment written-off	(48.25)	-
	-	48.25
Sub-Total	-	64.85

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
Unquoted Preference Shares		
50,00,000 6% Non Cumulative Preference Shares of Goa Glass Fibre Limited of ₹100 each fully paid up (Previous Year 25,00,000 6% Non Cumulative Preference Shares of ₹100 each)	5,000.00	2,500.00
5,00,000 4% Redeemable Non Cumulative Preference Shares of BT Composites Limited of ₹10 each fully paid up (Previous Year 5,00,000 4% Redeemable Non Cumulative Preference Shares of ₹10 each fully paid up)	50.00	50.00
Less: Value written-off in earlier Years	(50.00)	(50.00)
	-	-
Sub Total	5,000.00	2,500.00
Investments in Capital of Subsidiaries Pending Allotment		
3B Binani Glassfibre S.a.r.l.	-	0.12
Sub Total	-	0.12
Non-Trade		
Unquoted equity instruments		
PNB Gilts Limited		
33,400 Equity Shares of ₹ 10 each fully paid up (Fair Value ₹ 16 per share)	5.34	-
TOTAL	444,494.53	88,922.21
Aggregate Amount of Unquoted investments	444,494.53	88,922.21
Aggregate value of investment written-off	1,514.85	1,450.00
Note No. 13		
LONG TERM LOANS AND ADVANCES		
(Unsecured considered good)		
Security Deposits	121.24	109.15
Loans and advances to Subsidiary (Refer Note 39)	7,057.76	4,496.58
Advance Tax Including Tax Deducted at Source (Net)	3,685.76	2,493.45
Fringe Benefit Tax (Net)	1.63	1.63
TOTAL	10,866.39	7,100.81
Note No. 14		
OTHER NON-CURRENT ASSETS		
Non- current bank deposit	2.30	2.21
(Fixed Deposits with maturity of more than 12 months)		
Interest Receivable from Subsidiaries (Refer Note 39)	516.10	204.18
TOTAL	518.40	206.39

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

		(₹ in Lacs)	
Particulars	31st March, 2014	31st March, 2013	
Note No. 15			
CURRENT INVESTMENTS			
Current portion of Long Term Investments (Refer Note 34)			
Nil (Previous Year 7,54,40,000 Equity Shares of Binani Cement Limited of ₹10 each fully paid up at cost) (Refer Note 32)	-	50,602.81	
TOTAL	-	50,602.81	
Note No. 16			
TRADE RECEIVABLES			
From Subsidiaries (Refer Note 39)			
(Unsecured, considered good)			
outstanding for period less than six months from the date they are due for payment	3,719.12	1,859.07	
TOTAL	3,719.12	1,859.07	
Note No. 17			
CASH AND BANK BALANCES			
Cash and cash equivalents			
Balances with Banks in Current Accounts	27.70	118.92	
Cash on hand	2.48	1.52	
	30.18	120.43	
Other Bank Balances (Restricted Deposits)			
Dividend Accounts	207.04	193.04	
Short Term Deposits - Escrow Account	0.92	1.51	
Other Deposits with maturity of more than three months but less than 12 months (held as security against Interest on borrowings)	864.00	864.00	
TOTAL	1,102.14	1,178.98	
Note No. 18			
SHORT TERM LOANS AND ADVANCES			
(Unsecured considered good)			
Loans and advances to Subsidiaries (Refer Note 39)	5,659.36	4,853.21	
Advances recoverable in cash or in kind	82.44	134.00	
Balances with statutory authorities	61.45	128.33	
TOTAL	5,803.25	5,115.54	
Note No. 19			
OTHER CURRENT ASSETS			
Interest Receivable			
from subsidiaries (Refer Note 39)	101.00	44.36	
others	61.11	11.20	
Unamortized Expenditure (Refer Note 32)	-	6,544.51	
TOTAL	162.11	6,600.07	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

		(₹ in Lacs)	
Particulars	31st March, 2014	31st March, 2013	
Note No. 20			
REVENUE FROM OPERATIONS			
Sale of Services:			
Fees for Management Services Rendered	5,182.00	5,251.50	
Other Operating Revenues:			
Royalty	6,883.57	12,676.66	
TOTAL	12,065.57	17,928.16	
Note No. 21			
OTHER INCOME			
Interest Income	1,182.82	779.69	
Other Dividend (From Current Investment)	0.33	11.56	
Service Charges Received	15.09	13.72	
Other Misc. Income	0.25	1.06	
TOTAL	1,198.49	806.03	
Note No. 22			
EMPLOYEE BENEFIT EXPENSES			
Salaries and Wages	2,774.63	2,721.34	
Contribution to Provident and other Funds	126.07	130.07	
Staff Welfare Expenses	50.70	37.73	
TOTAL	2,951.39	2,889.14	
Note No. 23			
FINANCE COSTS			
Interest expenses (Refer Note 32)	26,776.57	8,971.17	
Other Borrowing Costs	41.52	412.83	
TOTAL	26,818.09	9,384.00	
Note No. 24			
OTHER EXPENSES			
Professional Fees	593.93	219.04	
Auditors Remuneration (Refer Note 30)	26.88	11.85	
Management Support Service Fees	482.66	418.74	
Insurance	11.83	12.38	
Rates & Taxes	20.58	2.49	
Rent	155.71	207.09	
Directors Sitting Fees	13.70	12.98	
Travelling Expenses	420.06	419.52	
Service Charges	378.78	368.70	
Printing & Stationery Expenses	59.93	44.26	
Postage & Telephone Expenses	89.40	82.82	
Electricity Charges	71.51	86.63	
Repairs & Maintenance :			
Buildings	9.59	14.79	
Others	103.71	57.95	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
Note No. 24 (Contd.)		
Motor car Expenses	217.16	215.58
Loss on foreign currency transactions (net)	1,723.81	86.05
Loss on Sale/ Discard of Fixed Asset	63.85	11.07
Miscellaneous Expenses	304.51	267.74
Advance to subsidiary written off	158.00	-
Investments in subsidiaries written off	64.85	300.00
TOTAL	4,970.46	2,839.68
Note No. 25		
EXCEPTIONAL ITEMS		
Gain on sale of non current investments in subsidiaries	-	4,112.16
Loss on sale of non current investments in subsidiaries	-	(0.29)
TOTAL	-	4,111.87
Note No. 26		
CONTINGENT LIABILITIES NOT PROVIDED FOR		
a) Claims against the Company not acknowledged as debts in respect of certain Income Tax matters.	4,359.31	5,464.65
b) Commitments relating to the purchase of customised software application.	-	25.00
c) Corporate Guarantees given to Financial Institutions and Banks in respect of loans to subsidiaries / step down subsidiaries of the Company.	365,250.13	266,647.88
TOTAL	369,609.44	272,137.53

Note No. 27**MANAGEMENT SERVICES FEES**

The Company is providing corporate support services related to Accounting, Finance, Treasury, Forex / Commodity Risk Management, Purchases, Audit, Taxation, Corporate Strategy, Media Services, Credit Rating, Legal Services, Market Research, Quality Control, Project Management etc. to its subsidiaries namely Binani Cement Limited, Binani Zinc Limited, and Goa Glass Fibre Limited on payment of monthly Management Service Fees by the subsidiaries.

Note No. 28**ROYALTY INCOME**

The Company, as the owner, licensor and rights holder of the Marks including but not limited to "Binani", "Binani-Braj Binani Group" and the Binani family / corporate name and also in its capacity of Holding Company of the Braj Binani Group, has entered into separate agreements with its principal subsidiaries viz. Binani Zinc Ltd.(BZL), Binani Cement Ltd.(BCL), BT Composite Ltd. (BTCL) and step down subsidiary Goa Glass Fibre Ltd.(GGFL) for grant of the use of the Marks, corporate name, logo etc, in consideration of payment of Royalty as a percentage of net turnover of the Licensee (net of inter company turnover). Accordingly, the company has earned royalty from BCL, BZL, GGFL and BTCL on the basis of their respective turnovers for the year. The company has incurred expenditure on advertisement and corporate brand building of all the group companies as per terms of the said agreements. By virtue of a separate agreement between Promoter and the Company, the Promoter has licensed the Marks to the Company in consideration of a payment equal to 10% of the royalty earned by the Company by sub licensing the marks to its subsidiaries and affiliates.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
Note No. 29		
EXPENDITURE IN FOREIGN CURRENCY (Accrual Basis):		
Foreign Travelling Expenses	95.66	90.57
Fees for Support Services	482.66	418.74
Interest on Foreign Currency Loan	4,187.48	2,906.27
Royalty Expenses	688.35	1,267.67
Salary Payments	167.96	-
Rent Expenses	8.73	-
Brokerage	4.26	-
Professional / Consultancy Fees	142.90	-
Conference Expenses	-	3.41
Subscription to periodicals	-	0.76
Recruitment Expenses	-	10.33
TOTAL	5,778.01	4,697.75
Note No. 30		
REMUNERATION TO AUDITORS		
Audit Fees	6.00	6.00
For Taxation matters	16.85	0.75
For Other Services	3.80	4.65
For Reimbursement of Expenses	0.23	0.45
TOTAL	26.88	11.85

Note No. 31

Deferred tax asset in respect of unabsorbed depreciation and business loss has been recognised to the extent of deferred tax liability as there is virtual certainty that these would be available as set off in future years on reversal of deferred tax liability representing depreciation.

Deferred Tax Liability / Assets comprise of the following:

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
a) Deferred Tax Liability		
Fixed Assets	-	(1.89)
TOTAL	-	(1.89)
b) Deferred Tax Asset		
Fixed Assets	86.13	-
Unabsorbed Business losses	6,346.76	1,966.64
Unabsorbed Depreciation	542.02	466.29
Other temporary differences	56.17	35.42
TOTAL	7,031.08	2,468.35
Deferred Tax Assets (net)	7,031.08	2,466.46

However, the Company on a prudent basis, has not recognised deferred tax assets.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 32

During the previous year, the Company had decided to sell part of its holding in its subsidiary Binani Cement Limited (BCL) and expected that the sale would get materialized in the current year. As the said sale could not get materialized during the current year, the unamortized expenditure of ₹6544.51 Lacs as on 31st March 2013 has been charged to the Statement of Profit and Loss during the current year and included in the interest cost for the year.

Note No. 33

The Scheme of Amalgamation for merger of Wada Industrial Estate Ltd. (WIEL) a wholly owned subsidiary of the Company into the Company with effect from 1st December 2013 has been approved by the Hon'ble High Court at Calcutta on 14th May 2014. The certified copy of the said order has been filed with the ROC, Kolkata. The Company has given effect of the merger in its books of accounts. The Accounting for this merger was done as per AS-14 in the books of the company.

Accordingly, as of December 1, 2013 the following assets and liabilities of WIEL have been included as the assets and liabilities of the Company at their book values.

(₹ in Lacs)

	Debit	Credit
Fixed Assets (Net)	252.37	
Investments	10.02	
Bank Balance	0.50	
Cash in hand	0.94	
Loans & Advances	1.65	
Profit & loss Account	521.14	
Taxes payable		0.07
Sundry Creditors		0.71
Business Reorganisation Reserve (BRR) (pursuant to a Scheme of Amalgamation for merger of Scintillating Buildtech Pvt. Ltd. with effect from 1st November 2013 with the Company, approved by the Hon'ble High Court at Calcutta on 18th March 2014)		0.94
Advance from Binani Industries Ltd.		194.90
	786.62	196.61
Difference being Share Capital of WIEL as on December 1, 2013		590.01
BIL's value of Investments in WIEL as on December 1, 2013		237.78
Net difference (see para below)		352.23

The difference of ₹352.23 Lacs between the value of the assets and liabilities so recorded, has, in accordance with the Scheme approved by the Hon'ble High Court, been recorded as forming part of the BRR of the Company.

Pursuant to the above scheme, with effect from 21st June 2014 i.e. the date of filing the Scheme with the Registrar of Companies, Kolkata, the authorised share capital of the Company stands increased to ₹10,600 Lacs divided into 460 Lacs equity shares of ₹10 each and 60 Lacs preference shares of ₹100 each.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 34

In accordance with the accounting policies applicable to erstwhile WIEL and to the Company as a successor to WIEL, being accounting policies adopted as per the Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta on 18th March 2014, the Company has applied AS 30, the Accounting Standard on Financial Instruments: Recognition and Measurement, issued by the Institute of Chartered Accountants of India (ICAI), and pursuant thereto has as on March 31, 2014, being the date of conclusion of the first Accounting Year post the provisions of AS 30 becoming applicable to the Company, classified the investments as "available for sale financial assets" and has accordingly, measured such investments at fair value as on that date (except for those investments whose fair value cannot be reliably measured, which investments in accordance with AS 30 are continued to be measured at cost and their cost is considered as the fair value). Accordingly, the current portion of long term investments as on 31st March 2013 has also been fair valued and regrouped under non current investments as on 31st March 2014. The consequential net difference of ₹2,99,749.16 Lacs has, in accordance with the accounting policy applicable to WIEL and to the Company, been recorded as forming part of the BRR of the Company.

Note No. 35

In accordance with the accounting policies applicable to WIEL and to the Company as a successor to WIEL being accounting policies adopted as per the Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta, the Company has withdrawn an amount of ₹ 28,852.38 Lacs from the BRR arising pursuant to the merger and the adoption of AS 30 as recorded in Note Nos. 33 and 34 and credited the same to the statement of Profit & Loss so as to meet the following expenses debited to the Statement of Profit & Loss during the year ended March 31, 2014.

	(₹ in Lacs)
Interest and Financial charges	26,818.09
Foreign Exchange Loss	1,723.81
Fixed Assets written off	63.86
Value of investments in subsidiaries written off	64.85
Expenses related to Scheme of Amalgamation	23.77
Advance to subsidiary written off	158.00
TOTAL	28,852.38

If such accounting policy had not been adopted, the net profit for the year ended March 31, 2014, would have been lower by and the Business Reorganisation Reserve as on March 31, 2014 would have been higher by the said amount of ₹28,852.38 Lacs and the Earnings Per Share would have been lower by ₹97.49.

Note No. 36

The Company had given guarantees to banks and financial institutions in the earlier years on behalf of various subsidiaries including one step down subsidiary, for the purpose of its subsidiaries expansion projects and working capital requirements. The outstanding aggregate balances of these guarantees is ₹365,250.13 Lacs and the same are fully secured by each subsidiary's own assets and also secured by personal guarantee of promoter of Binani Group. Further, till the financial year ended March 31, 2014, these entities are honouring the commitments in respect of servicing and /or repayment of their debt obligations. The lenders (Banks and Financials Institutions) of Binani Cement Ltd. have, subject to certain conditions, agreed in principle to restructure the term loans of the Company in the Joint Lenders' Forum (JLF) meeting held on 15th May 2014. Binani Zinc Limited has also requested its lenders to restructure their term loans which is under their consideration. In view of the above and in the opinion of the management, these are not expected to result into any financial liability to the Company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 37

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
PRIMARY SEGMENT INFORMATION		
1) Segment Revenue		
a) Fees for Management Services rendered	5,182.00	5,251.50
b) Royalty Fees	6,883.57	12,676.66
	12,065.57	17,928.16
2) Segment Result (Profit Before Tax before extra-ordinary & exceptional items)	Refer Note below	
3) Capital Employed (Segment Assets - Segment Liabilities)	Refer Note below	

Note:

Since resources used are common for fees for management services rendered and royalty, the segment result & capital employed are not ascertainable.

Note No. 38**PARTICULARS OF UNHEDGED FOREIGN CURRENCY EXPOSURE AS AT BALANCE SHEET DATE**

Particulars	Currency	Amount	₹ In Lacs
Outstanding foreign currency loan receivable	USD	12,391,764	7,354.51
	USD	(8,817,764)	(4,766.88)
	EUR	590,000	479.73
	EUR	(590,000)	(407.45)
Outstanding interest on foreign currency loan receivable	USD	942,803	559.55
	USD	(406,799)	(219.92)
	EUR	70,776	57.55
	EUR	(18,733)	(12.94)
Outstanding foreign currency trade payable	GBP	244,987	247.12
	GBP	(121,250)	(101.47)
	USD	21,713	13.13
	USD	(-)	(-)
	AED	204,834	34.43
	AED	(-)	(-)
	EUR	5,160	4.31
	EUR	(-)	(-)
	USD	69,750,600	42,192.14
	USD	(69,750,600)	(38,279.13)
Outstanding interest on foreign currency loan payable	USD	2,255,668	1,364.45
	USD	(421,637)	(231.39)

[Figures in brackets pertain to Previous Year]

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 39

RELATED PARTY DISCLOSURE AS PER AS-18 ISSUED UNDER ACCOUNTING STANDARD RULES 2006 (AS AMENDED):

- (a) The company has entered into transactions in ordinary course of business with related parties at arms length as per details below:

(₹ In Lacs)				
Particulars	Subsidiaries & step down subsidiaries	Key Management Personnel	Promoters & Enterprises where Promoters have got significant influence	Total
A. TRANSACTIONS @ :				
Fees Management services rendered				
Binani Cement Limited	3,886.50 (3,938.50)			3,886.50 (3,938.50)
Binani Zinc Limited	777.50 (788.00)			777.50 (788.00)
Goa Glass Fibre Limited	518.00 (525.00)			518.00 (525.00)
Royalty Income				
Binani Cement Limited	5,481.26 (11,032.35)			5,481.26 (11,032.35)
Binani Zinc Limited	1,036.44 (1,308.71)			1,036.44 (1,308.71)
Goa Glass Fibre Limited	360.07 (322.92)			360.07 (322.92)
B T Composites Limited	5.80 (12.69)			5.80 (12.69)
Interest Income				
Goa Glass Fibre Limited	701.80 (478.17)			701.80 (478.17)
3B Binani Glassfibre sarl	68.75 (28.70)			68.75 (28.70)
CPI Binani Inc	297.99 (204.23)			297.99 (204.23)
Service charges income				
Triton Trading Company Private Limited			15.09 (13.72)	15.09 (13.72)
Advertisement Expenses				
Asian Industry & Information Service Private Limited (since merged with Binani Metals Limited)			4,345.73 (3,879.41)	4,345.73 (3,879.41)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 39 (Contd.)

(₹ In Lacs)

Particulars	Subsidiaries & step down subsidiaries	Key Management Personnel	Promoters & Enterprises where Promoters have got significant influence	Total
Royalty expenses Golden Global Pte Ltd (Assignee of Promoter)			688.36 (1,267.67)	688.36 (1,267.67)
Payment Towards Remuneration Mr. Sunil Sethy		202.48 (172.76)		202.48 (172.76)
Interest Expenses Binani Cement Limited	10,337.16 (5,890.53)			10,337.16 (5,890.53)
BIL Infratech Limited	374.60 (-)			374.60 (-)
Binani Zinc Limited	763.39 (561.58)			763.39 (561.58)
Service charges Expenses Sambhaw Holdings Limited (since merged with Binani Metals Limited)			18.00 (72.00)	18.00 (72.00)
Binani Metals Limited			126.00 (-)	126.00 (-)
Nirbhay Management Services Private Limited			175.28 (151.81)	175.28 (151.81)
Triton Trading Company Limited			35.49 (45.16)	35.49 (45.16)
Car Hire Charges Binani Metals Limited			7.56 (12.89)	7.56 (12.89)
Triton Trading Company Limited			2.44 (5.30)	2.44 (5.30)
Storage Facility Charges Binani Metals Limited			3.46 (3.46)	3.46 (3.46)
Directors Sitting Fees Mr. Braj Binani			1.30 (1.80)	1.30 (1.80)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 39 (Contd.)

(₹ In Lacs)

Particulars	Subsidiaries & step down subsidiaries	Key Management Personnel	Promoters & Enterprises where Promoters have got significant influence	Total
Dividend Paid				
Dharmik Commodeal Private Limited			142.76 (142.76)	142.76 (142.76)
Vijayshree Holdings Private Limited			128.65 (128.65)	128.65 (128.65)
K.B. Vyapar Private Limited			37.29 (37.29)	37.29 (37.29)
Lucknow Properties & Finance Private Limited			42.59 (42.59)	42.59 (42.59)
Akror Traders Private Limited.			38.05 (38.05)	38.05 (38.05)
Sale of Investment				
(Previous year Binani Energy Private Limited (100%) sold to Binani Cement Limited)	- (3.18)			- (3.18)
(Previous year Goa Glass Fibre Limited (51%) sold to 3B Binani Glassfibre S.a.r.l.)	- (7,895.20)			- (7,895.20)
Fixed Assets Purchased				
Binani Ready Mix Concrete Limited	6.80 (-)			6.80 (-)
Investments written-off				
Sankalp Holdings Limited (under liquidation)	48.25 (-)			48.25 (-)
BIL Holding II S.a.r.l. (Company wound up during the year)	8.30 (-)			8.30 (-)
BIL Holding III S.a.r.l. (Company wound up during the year)	8.30 (-)			8.30 (-)
Advance written-off				
BT Composites Limited (Discontinued operation during the year)	158.00 (-)			158.00 (-)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 39 (Contd.)

(₹ In Lacs)

Particulars	Subsidiaries & step down subsidiaries	Key Management Personnel	Promoters & Enterprises where Promoters have got significant influence	Total
Investments made				
Binani Cement Limited	- (3,628.25)			- (3,628.25)
3B Binani Glass fibre Sarl	2,984.63 (30,497.82)			2,984.63 (30,497.82)
Binani Global Cement Holdings Private Limited	27.56 (0.55)			27.56 (0.55)
Goa Glass Fibre Limited	2,500.00 (2,500.00)			2,500.00 (2,500.00)
Royalvision Projects Private Limited	0.88 (-)			0.88 (-)
Loans & Advances/ Unsecured Loans given				
Wada Industrial Estate Limited	12.79 (54.70)			12.79 (54.70)
B T Composites Limited	115.00 (-)			115.00 (-)
Goa Glass Fibre Limited	3,425.00 (6,125.00)			3,425.00 (6,125.00)
3B Binani Glassfibre SARL	115.00 (-)			115.00 (-)
3B Fibreglass SPRL	1.92 (-)			1.92 (-)
CPI Binani Inc	2,106.21 (354.71)			2,106.21 (354.71)
Inter Corporate Deposit received				
Binani Cement Limited	74,140.00 (31,289.00)			74,140.00 (31,289.00)
Binani Zinc Limited	7,440.00 (13,375.00)			7,440.00 (13,375.00)
BIL Infratech Limited	2,900.00 (2,900.00)			2,900.00 (2,900.00)
Inter Corporate Deposit repaid				
Binani Cement Limited	13,986.76 (16,535.00)			13,986.76 (16,535.00)
Binani Zinc Limited	7,525.00 (10,535.00)			7,525.00 (10,535.00)
BIL Infratech Limited	100.00 (-)			100.00 (-)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 39 (Contd.)

(₹ In Lacs)

Particulars	Subsidiaries & step down subsidiaries	Key Management Personnel	Promoters & Enterprises where Promoters have got significant influence	Total
Security Deposit paid				
Triton Trading Company Limited			15.75 (-)	15.75 (-)
B. BALANCES AS ON 31ST MARCH, 2014				
ASSETS:				
Investments				
Equity Shares				
Wada Industrial Estate Limited (since merged with the Company)	- (237.78)			- (237.78)
CPI Binani, Inc. #	211.00 (1,234.58)			211.00 (1,234.58)
BIL Infratech Limited #	2,408.19 (1,500.00)			2,408.19 (1,500.00)
Binani Cement Limited #	365,543.79 (61,623.75)			365,543.79 (61,623.75)
Binani Zinc Limited #	2,056.26 (6,078.81)			2,056.26 (6,078.81)
3B Binani Glassfibre SARL #	69,269.21 (66,284.58)			69,269.21 (66,284.58)
Binani Global Cement Holdings Private Limited #	- (0.55)			- (0.55)
Royalvision Projects Private Limited #	0.72 (-)			0.72 (-)
Sankalp Holdings Limited	- (48.25)			- (48.25)
3B Binani Glassfibre SARL (Advance)	- (0.12)			- (0.12)
BIL Holding II S.a.r.l. (Company wound up during the year)	- (8.30)			- (8.30)
BIL Holding III S.a.r.l. (Company wound up during the year)	- (8.30)			- (8.30)
Preference Shares				
Goa Glass Fibre Limited	5,000.00 (2,500.00)			5,000.00 (2,500.00)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 39 (Contd.)

(₹ In Lacs)

Particulars	Subsidiaries & step down subsidiaries	Key Management Personnel	Promoters & Enterprises where Promoters have got significant influence	Total
Long term loans and advances				
Loans & Advances				
CPI Binani, Inc.*	7,057.76 (4,700.76)			7,057.76 (4,700.76)
Security Deposits				
Triton Trading Company Limited			15.75 (-)	15.75 (-)
Debtors				
Goa Glass Fibre Limited (towards Management Services Fees & Royalty)	136.39 (43.40)			136.39 (43.40)
Binani Zinc Limited (towards Management Services Fees & Royalty)	1,084.55 (116.56)			1,084.55 (116.56)
Binani Cement Limited (towards Management Services Fees & Royalty)	2,498.07 (1,650.34)			2,498.07 (1,650.34)
B T Composites Limited (towards Royalty)	0.11 (2.06)			0.11 (2.06)
BIL Infratech Limited (towards reimbursement of expenses)	- (1.25)			- (1.25)
Binani Metals Limited (towards reimbursement of expenses)			- (45.46)	- (45.46)
Short term loans and advances (including ICD's)				
Wada Industrial Estate Limited (since merged with the Company)	- (182.11)			- (182.11)
B T Composites Limited	375.35 (418.34)			375.35 (418.34)
Goa Glass Fibre Limited	4,500.00 (3,575.00)			4,500.00 (3,575.00)
3B Fibreglass SPRL	1.92 (-)			1.92 (-)
3B Binani Glassfibre SARL*	782.10 (706.42)			782.10 (706.42)
Other non-current & current assets				
Interest Receivable				
CPI Binani, Inc.*	516.10 (204.18)			516.10 (204.18)
3B Binani Glassfibre SARL*	101.00 (44.36)			101.00 (44.36)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 39 (Contd.)

(₹ In Lacs)

Particulars	Subsidiaries & step down subsidiaries	Key Management Personnel	Promoters & Enterprises where Promoters have got significant influence	Total
LIABILITIES:				
Short term borrowings				
Binani Zinc Limited	4,755.00 (4,840.00)			4,755.00 (4,840.00)
Binani Cement Limited	114,857.24 (54,704.00)			114,857.24 (54,704.00)
BIL Infratech Limited	2,800.00 (-)			2,800.00 (-)
Trade payable				
Asian Industry & Information Service Private Limited (since merged with Binani Metals Limited) (towards advertisement & brand building expenses)			1,217.91 (491.19)	1,217.91 (491.19)
Golden Global Pte Ltd (Assignee of Promoter) (towards Royalty)			221.50 (595.94)	221.50 (595.94)
Binani Metals Limited (towards Service charges)			49.05 (-)	49.05 (-)
Nirbhay Management Service Private Limited (towards Service charges)			47.02 (-)	47.02 (-)
Triton Trading Company Limited (towards Service charges)			54.15 (-)	54.15 (-)
Binani Cement Factory L.L.C (towards reimbursement of expenses)	34.43 (-)			34.43 (-)
Other current liabilities				
Interest payable				
Binani Cement Limited	3,601.07 (-)			3,601.07 (-)
Binani Zinc Limited	0.01 (-)			0.01 (-)
BIL Infratech Limited	118.87 (-)			118.87 (-)

Note No. 39 (Contd.)

Particulars	Subsidiaries & step down subsidiaries	Key Management Personnel	Promoters & Enterprises where Promoters have got significant influence	(₹ In Lacs) Total
Outstanding Corporate Guarantees given to Financial Institutions and Banks in respect of loans to subsidiaries / step down subsidiaries of the Company:				
Goa Glass Fibre Limited	3,451.60 (5,426.10)			3,451.60 (5,426.10)
Binani Cement Limited	149,389.85 (78,225.00)			149,389.85 (78,225.00)
3B Binani Glass Fibre SARL **	180,071.68 (159,654.78)			180,071.68 (159,654.78)
BIL Infratech Limited	11,510.00 (-)			11,510.00 (-)
Binani Zinc Limited	20,827.00 (23,342.00)			20,827.00 (23,342.00)

Ⓐ Excluding reimbursement transactions

* Restated at exchange rate of 31.03.2014

** Jointly and severally with other subsidiaries / step-down subsidiaries

Fair value as on 31.03.2014

(Figures in brackets pertain to previous year)

Notes:**1 Names of related parties and description of relationship:**

- a) Subsidiaries / step down subsidiaries where control exists : Binani Cement Limited (BCL), Binani Zinc Limited (BZL), Goa Glass Fibre Limited (GGFL), B T Composites Limited (BTCL) (discontinued operations), Wada Industrial Estate Limited (WIEL) (amalgamated with BIL on 1st Dec'13), Binani Energy Private Limited (BEPL), CPI Binani, Inc. (U.S.A) (CPI), 3B Binani Glass Fibre SARL (Luxembourg), Sankalp Holdings Limited (Cyprus) (under liquidation), Binani Global Cement Holdings Private Limited (Singapore), BIL Infratech Limited, Royalvision Projects Private Limited, Scintillating Buildtech Private Limited (amalgamated with WIEL on 1st November'13), Binani Infrastructure Mauritius Limited, Mauritius, Abhinav Holding Limited, Cyprus (AHL) (under liquidation), R.B.G. Minerals Industries Limited, BZ Minerals (Australia) Pty Limited (Australia) (under liquidation), BZ Minerals (Luxembourg) Sarl (company liquidated)), Krishna Holding Pte. Limited, (Singapore) (KHL), Shandong Binani Rong'an Cement Co. Limited, China (SBRCC), Mukundan Holdings Limited, (British Virgin Island) (MHL), Binani Cement Factory LLC (UAE) (BCFLLC), Murari Holdings Limited (British Virgin Island) (MuHL), Bhumi Resources (Singapore) Pte Limited (Singapore), BC Tradelink Limited, Tanzania, Binani Cement Factory (Kenya) Limited, Kenya (company liquidated), Binani Cement (Uganda) Limited, Uganda (company liquidated), PT Anganna Energy Resources, Indonesia, Swiss Merchandise Infrastructure Limited, Merit Plaza Limited, Binani Readymix Concrete Limited (discontinued operations), Project Bird Holding III B S.a.r.l.(Luxembourg), 3B - Fibreglass SPRL (Belgium), 3B - Fibreglass A/S (Norway), TunFib SARL (Tunisia), Project Bird Holding S.a.r.l.(PBH) (merged with PBH III B), Project Bird Holding II S.a.r.l.(PBH II) (merged with PBH III B).

Note No. 39 (Contd.)

- b) Key Management Personnel: Mr. Braj Binani & Mr. Sunil Sethy.
- c) Enterprises where Key Management Personnel have got significant influence: Mr. Braj Binani in Binani Metals Limited, Sambhaw Holdings Limited (since merged with Binani Metals Ltd.), K. B. Vyapar Private Limited, Triton Trading Co. Private Limited, Lexus Holding & Finance Private Limited, Dhaneshwar Solutions Pvt. Ltd (since merged with Binani Metals Ltd.), Media magix (A Division of Asian Industry & Information Service Private Limited), Nirbhay Management Services Private Limited and Miracle Securities Private Limited. Mr. Sunil Sethy in Radix Technologies.

(b) Loans and advances in the nature of Loans given to Subsidiaries etc.

(₹ In Lacs)

Sr no.	Name of the Company	Relationship	As at March 31, 2014	Maximum Balance during the year 2013-14
1	BT Composites Limited (Net of provision)	Subsidiary	375.35 (418.35)	418.35 (418.35)
2	Goa Glass Fibre Limited	Step down Subsidiary	4,500.00 (3,575.00)	6,600.00 (6,025.00)
3	Wada Industrial Estate Limited (Since merged with the Company)	Subsidiary	- (182.11)	221.48 (182.11)
4	CPI Binani, Inc.	Subsidiary	7,057.76 (4,700.76)	7,304.48 (4,769.10)
5	3B Binani Glassfibre Sarl	Subsidiary	782.10 (706.42)	810.97 (719.14)

(Figures in brackets pertain to previous year)

Except Loan to CPI Binani, Inc., Loans and Advances shown above fall under the category of 'Loans and Advances in the nature of loans (including through intra company current accounts) where there is no fixed repayment schedule. Advance given to BT Composites Limited and Wada Industrial Estate Limited are interest free.

Note No. 40

The Company has initiated the process of identifying the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2014, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

Note No. 41

EMPLOYEE BENEFITS DISCLOSURE AS PER AS 15(REVISED) ISSUED UNDER ACCOUNTING STANDARD RULES 2006 (AS AMENDED).:**a) Defined Contribution Plans**

During the year the company has recognised ₹110.35 Lacs (Previous Year ₹117.43 Lacs) in the Statement of Profit and Loss on account of defined contribution plans.

b) Defined benefit plans as per actuarial valuation on 31st March, 2014

(₹ In Lacs)

Particulars		Gratuity Funded	
		31.03.2014	31.03.2013
I	Expenses recognised in the Statement of Profit & Loss for the year		
1	Current Service Cost	25.56	31.50
2	Interest Cost	12.27	13.46
3	Employees Contributions	-	-
4	Expected return on plan assets	(13.02)	(12.34)
5	Net Actuarial (Gains) / Losses	(16.19)	(30.79)
6	Total Expenses	8.62	1.82
II	Net Asset/ (Liability) recognised in the Balance Sheet		
1	Fair value of plan assets as at the end of the year	160.40	149.66
2	Present value of Defined Benefit Obligation as at the end of the year	170.01	150.64
3	Funded status [Surplus/(Deficit)]	(9.61)	(0.98)
4	Net asset/ (Liability) as at the end of the year	(9.61)	(0.98)
	Short Term	(9.61)	(0.98)
	Long Term	Nil	Nil
III	Change in obligation during the year		
1	Present value of Defined Benefit Obligation at beginning of the year	150.64	158.36
2	Current Service Cost	25.56	31.50
3	Interest Cost	12.27	13.46
4	Benefits Payments	(1.48)	(20.38)
5	Actuarial (Gains) / Losses	(16.98)	(32.30)
6	Present value of Defined Benefit Obligation at end of the year	170.01	150.64
IV	Change in Assets during the year ended		
1	Plan assets at beginning of the year	149.65	143.57
2	Assets acquired on amalgamation in previous year	-	-
3	Settlements	-	-
4	Expected return on plan assets	13.02	12.34
5	Contributions by Employer	-	15.70
6	Actual benefits paid	(1.48)	(20.38)
7	Actuarial Gains / (Losses)	(0.79)	(1.57)
8	Plan assets at end of the year	160.40	149.65
9	Actual return on plan assets	12.23	10.77

(₹ In Lacs)

Particulars		Gratuity Funded	
		31.03.2014	31.03.2013
V	The major categories of plan assets as a percentage of total plan		
	Qualifying Insurance Policy	YES	YES
VI	Actuarial Assumptions		
	Discount Rate	9.38%	8.25%
	Salary Escalation	4.00%	4.00%

- c) Provision towards liability for Leave Encashment is made on the basis of actuarial valuation as per Accounting Standard 15 (Revised). Actuarial value of liability as on 31.03.2014 is ₹119.45 Lacs (Previous year ₹103.22 Lacs) based upon following assumptions.

Discount Rate	9.38%	8.25%
Salary Escalation	4.00%	4.00%

(₹ In Lacs)

Liability as on 31.03.2014	119.45	103.22
Short Term	56.74	28.33
Long Term	62.71	74.89

Note No. 42

No events or transactions have occurred since the date of Balance Sheet or are pending that would have a material effect on the financial statements for the year ended, other than those reflected or fully disclosed in the books of accounts.

Note No. 43

Previous year's figures have been regrouped / reclassified wherever necessary.

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For Kanu Doshi Associates
Chartered Accountants
Firm Registration No. 104746W

**For and on behalf of
the Board of Directors**

Braj Binani
Chairman

Jayesh Parmar
Partner
Membership No: 45375

Sushil Bhatler
Manager

M . K. Chattopadhyaya
Advisor - Corporate

V. Subramanian
Director

Place : Mumbai
Date : 24th June 2014

K. K. Saraf
President & Company Secretary

Place : Mumbai
Date : 24th June 2014

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors of Binani Industries Limited

We have audited the accompanying consolidated financial statements of Binani Industries Limited ("the Company") and subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2014, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of

the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Opinion

Based on our audit and on consideration of individual audit reports of other auditors on separate financial statements of the components as explained in point 4 of Other Matters below and financial statements compiled and furnished by the management for remaining components as explained in point 3 and 5 of Other Matters below and to the best of our information and according to the explanations given to us, read with the matters described in the "Emphasis of Matter" paragraph, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the consolidated Profit and Loss Account, of the loss for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of matters

1. With reference to note number 32 of the consolidated financial statements, Wada Industrial Estate Ltd. (WIEL), an erstwhile 100% subsidiary of the Company was amalgamated with the Company with effect from December 1, 2013, in accordance with a Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta. The amalgamation was accounted on March 31, 2014 and these financial statements include the financial statements of erstwhile WIEL for the period ended November 30, 2013 and financial transactions for the period December 1, 2013 to March 31, 2014, which have been considered on the basis of management accounts approved by the management and furnished to us.
2. We draw attention to Note No.29 of the Consolidated financial statements relating to the order of the Competition Commission of India (CCI), concerning alleged contravention of the provisions of the Competition Act, 2002 and thereby imposed penalty of ₹16,732 Lakhs (excluding interest, if any) on one of its subsidiary Company. The company is advised by external legal counsel that it has a good case for the Competition Appellate Tribunal setting

aside the order passed by CCI, and accordingly no provision has been considered necessary by the Company in this regard.

3. We draw attention to Note No. 30 of the consolidated financial statements relating to the interest penalty of ₹27,768 Lakhs. imposed on one of the subsidiary company regarding Sales Tax Matters. The Company has filed an application with Commissioner, Commercial Tax Department, Jaipur for waiver of Interest under Section 51 of Rajasthan Value Added Tax Act and management is of the view that it has a good case of getting waiver from the department and hence provision of interest is not required.
4. The Company incurred net consolidated loss of ₹66,317.74 Lakhs during the financial year ended March 31, 2014. As of that date the Company's consolidated current liabilities exceeded its consolidated current assets by ₹189,289.06 Lakhs and total consolidated liabilities exceeded its total consolidated assets by ₹28,941.72 Lakhs. These factors raise doubt about the Group's ability to continue as a going concern in the foreseeable future.

In assessing the appropriateness of this basis, the management has taken into account the planned disposal of certain shares of one subsidiary and is confident that the resulting gain on sale of such investment will increase the net-worth position and will reduce major difference in current liabilities over its current assets. Accordingly, the Company's financial statements have been prepared on going concern basis.

Other Matters

1. With reference to an application made by the Company for registration as Core Investment Company under Reserve Bank of India ("RBI") regulation, the Company's revised application for registration is pending for final conclusion.
2. The financial statements of a subsidiary "Binani Cement Limited", which reflect total assets of ₹419,177.39 lakhs as at 31st March, 2014, total revenue of ₹196,224.21 lakhs and net loss after tax of ₹19,712.38 lakhs for the year then ended, have been audited by us.
3. We have not audited the financial statements of 14 foreign subsidiaries (including 11 step down foreign subsidiaries) included in the consolidated financial statements. These financial statements have been audited for the financial year ended 31st December, 2013 as per laws of their respective country. However, the management has compiled these financial statements for financial year ending March 31, 2014 as per accounting policies of the Company and for the

said purpose management approved accounts for the period from Jan 2014 to March 2014 have been considered. These financial statements reflect total assets of ₹556,991.23 lakhs as at 31st March, 2014, total revenues of ₹211,930.10 lakhs and net cash outflows of ₹4,095.71 lakhs for the year then ended.

4. We have not audited the financial statements of 10 subsidiaries (including 6 step down subsidiaries) included in consolidated financial statements whose financial statements reflect total assets of ₹67,096.59 lakhs as at 31st March, 2014, revenue of ₹82,471.53 lakhs and net cash outflows of ₹985.86 lakhs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the report of other auditors.
5. We have relied on the unaudited financial statements and financial information furnished by the management with respect to 13 subsidiaries (including 9 step down subsidiaries) and one joint venture of a step down subsidiary, whose financial statements reflect total assets of ₹72.54 lakhs as at 31st March, 2014, total revenues of ₹204.35 lakhs and net cash outflows of ₹137.69 lakhs for the period then ended. These unaudited financial statements have been approved by the management and our report in so far as it related to the amount included in respect of these entities is based solely on such unaudited financial statements and financial information.

We are unable to comment upon the resultant impact, if any, on the loss, assets and liabilities of the consolidated financial statements of the Company as at 31st March, 2014, had the subsidiaries (including step down subsidiaries and one joint venture) mentioned in para 3 and 5 been audited. However our opinion is not qualified in respect of this matter.

For Kanu Doshi Associates

Chartered Accountants

Firm Registration Number: 104746W

Jayesh Parmar

Partner

Membership No.: 45375

Place : Mumbai

Date : 24th June 2014

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	31st March, 2014	31st March, 2013
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
(a) Share Capital	3	2,961.52	2,961.52
(b) Reserves and Surplus	4	(31,903.24)	15,491.57
		(28,941.72)	18,453.09
MINORITY INTEREST		5,707.63	5,996.15
NON-CURRENT LIABILITIES			
(a) Long-term borrowings	5	381,938.26	339,434.56
(b) Deferred tax liabilities (net)		10,417.28	20,117.30
(c) Other Long term Liabilities	6	4,564.70	3,839.24
(d) Long term provisions	7	6,607.49	5,719.12
		403,527.73	369,110.22
CURRENT LIABILITIES			
(a) Short-term borrowings	8	63,917.21	29,926.26
(b) Trade payables	9	97,677.47	103,956.45
(c) Other current liabilities	10	147,061.41	117,628.56
(d) Short-term provisions	11	7,813.29	6,126.88
		316,469.38	257,638.15
TOTAL		696,763.02	651,197.61
ASSETS			
NON-CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	12	315,262.59	310,596.36
(ii) Intangible assets	12	188,785.93	165,818.01
(iii) Capital work-in-progress		32,258.08	25,061.40
(iv) Intangible assets under development		2,944.42	3,325.96
		539,251.02	504,801.73
(b) Non-current investments	13	22.87	27.55
(c) Deferred tax assets (net)		1,225.38	675.70
(d) Long term loans and advances	14	28,631.99	22,237.13
(e) Other non-current assets		451.44	312.08
		569,582.70	528,054.19
CURRENT ASSETS			
(a) Inventories	15	63,832.47	62,648.98
(b) Trade receivables	16	21,606.30	10,446.89
(c) Cash and bank balances	17	14,164.20	22,488.77
(d) Short-term loans and advances	18	20,448.86	18,292.73
(e) Other current assets	19	7,128.49	9,266.05
		127,180.32	123,143.42
TOTAL		696,763.02	651,197.61
Summary of significant accounting policies	2		

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For Kanu Doshi Associates

Chartered Accountants

Firm Registration No. 104746W

**For and on behalf of
the Board of Directors**

Braj Binani

Chairman

Jayesh Parmar

Partner

Membership No: 45375

Sushil Bhatner

Manager

M. K. Chattopadhyaya

Advisor - Corporate

V. Subramanian

Director

K. K. Saraf

President & Company Secretary

Place : Mumbai

Date : 24th June 2014

Place : Mumbai

Date : 24th June 2014

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	31st March, 2014	31st March, 2013
INCOME			
Revenue from operations	20	505,916.33	488,522.55
Less : Excise Duty		(32,359.21)	(40,411.36)
Revenue from operations (net)		473,557.12	448,111.19
Other Income	21	4,121.94	4,622.17
TOTAL		477,679.06	452,733.37
EXPENSES			
Cost of Materials and Services Consumed	22	137,103.07	111,930.73
Purchase of Stock-in-Trade		10,058.79	8,684.90
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		1,344.32	(6,567.27)
Employee Benefits Expenses	23	60,635.43	50,036.09
Financial Costs	24	62,161.44	46,161.66
Depreciation and Amortization Expense		30,023.27	28,354.93
Other Expenses	25	236,298.37	232,596.45
TOTAL		537,624.69	471,197.49
Loss before exceptional and extraordinary items and tax		(59,945.63)	(18,464.12)
Exceptional Item			
Sales Tax due to Rajasthan Commercial Taxes Department	30	15,278.46	-
Exchange Gain on account of repatriation of Investment in subsidiary		-	(1,143.52)
Loss before extraordinary items and tax		(75,224.09)	(17,320.60)
Extraordinary Items		-	-
Loss before tax		(75,224.09)	(17,320.60)
Tax expense:			
- Current Tax		1,063.70	3,601.42
- Tax of earlier years		377.66	(212.02)
- Deferred Tax (net)		(10,346.69)	(120.28)
- MAT Credit Entitlement		-	255.20
- Fringe Benefit Tax		(1.02)	3.06
		(8,906.35)	3,527.38
Loss after Tax		(66,317.74)	(20,847.98)
Earning per equity share:			
Basic		(224.07)	(70.44)
Diluted		(224.07)	(70.44)
Nominal Value per equity share (in ₹)		10.00	10.00
Number of shares used in computing earning per share		29,596,425	29,596,425
Summary of significant accounting policies	2		

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For Kanu Doshi Associates

Chartered Accountants

Firm Registration No. 104746W

**For and on behalf of
the Board of Directors**

Braj Binani
Chairman

V. Subramanian
Director

Jayesh Parmar
Partner
Membership No: 45375

Sushil Bhatler
Manager

M . K. Chattopadhyaya
Advisor - Corporate

K. K. Saraf
President & Company Secretary

Place : Mumbai
Date : 24th June 2014

Place : Mumbai
Date : 24th June 2014

CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2014

		(₹ in Lacs)	
Particulars	31st March, 2014	31st March, 2013	
Cash Flow From Operating Activities			
Earnings before exceptional and extraordinary items and tax	(59,945.63)	(18,464.12)	
Adjustments for:			
Depreciation / Amortization	30,023.27	28,354.93	
Interest and Finance Charges	62,161.44	46,161.66	
Sundry Balances written off / Liabilities no longer required written back & other income	164.85	(16.01)	
Unrealised (Gain) / Loss on Exchange Rate Fluctuation (Net)	(3,060.52)	93.00	
Loss/(Profit) on sale/discard of Fixed Assets	269.78	243.24	
impairment loss	24.04	-	
Interest and Dividend Income	(1,796.81)	(725.70)	
Operating Profit Before Working Capital Changes	27,840.42	55,647.00	
Adjustments for:			
Inventories	(1,183.49)	(1,833.15)	
Trade and Other Receivables	(8,536.58)	(8,695.20)	
Trade and Other Payables	9,005.16	19,620.14	
Exchange Fluctuation Unrealised on account of consolidation	-	(825.73)	
Cash Generated from Operations	27,125.51	63,913.06	
Direct Taxes Paid (including DDT, Fringe Benefit Tax & TDS)	(5,850.43)	(5,473.01)	
A Net Cash flow from Operating Activities	21,275.08	58,440.05	
Cash Flow from Investing Activities			
Purchase of Fixed Assets (including capital work - in progress)	(26,454.83)	(28,604.17)	
Sale of Fixed Assets	94.10	275.20	
Investment Receipt (net)	-	38.87	
Capital Advances and Other Assets	203.17	2,716.00	
Interest and Dividend Income Received	1,662.13	662.19	
B Net Cash Used in Investing Activities	(24,495.43)	(24,911.91)	
Cash Flow from Financing Activities			
Repayment of Long Terms Borrowings	(93,148.03)	(54,795.93)	
Proceeds of Long Terms Borrowings	109,925.07	37,836.45	
Trade deposits	576.56	(440.16)	
Increase in Others liabilities	148.90	270.21	
Interest & Finance Charges paid	(55,723.66)	(50,123.04)	
Dividend Paid / Dividend Distribution Tax Paid	(874.01)	(855.10)	
Proceeds / Repayment from Short Terms Borrowings (Net)	33,990.95	8,723.50	

[Continued..]

CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
C Net Cash from Financing Activities	(5,104.22)	(59,384.07)
D Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(8,324.57)	(25,855.93)
E Opening Cash & Cash Equivalents (Cash and Bank Balances) (A+B+C)	22,488.77	48,344.70
F Closing Cash & Cash Equivalents (D+E) (Cash and Bank Balances)	14,164.20	22,488.77

Notes:-

- 1 Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) - 3 " Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.
- 2 Cash and Cash Equivalents are Cash and Bank balances as per the Balance Sheet and include Rs. 8,477.90 Lacs (Previous Period Rs. 12863.10 Lacs) as Restricted Bank Balances.
- 3 Previous year figures have been recast / regrouped wherever considered necessary.

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For Kanu Doshi Associates
Chartered Accountants
Firm Registration No. 104746W

**For and on behalf of
the Board of Directors**

Braj Binani
Chairman

Jayesh Parmar
Partner
Membership No: 45375

Sushil Bhatte
Manager

M . K. Chattopadhyaya
Advisor - Corporate

V. Subramanian
Director

Place : Mumbai
Date : 24th June 2014

K. K. Saraf
President & Company Secretary

Place : Mumbai
Date : 24th June 2014

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 1 CORPORATE INFORMATION

Binani Industries Limited is a public limited company (herein after called 'Company') domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is listed on the Bombay Stock Exchange(BSE), National Stock Exchange(NSE) and the Calcutta Stock Exchange (CSE)

Note No. 2 BASIS OF CONSOLIDATION & SIGNIFICANT ACCOUNTING POLICIES

(i) BASIS OF ACCOUNTING

The accompanying consolidated financial statements of the Company and its subsidiaries (hereinafter together referred as the Group) have been prepared under the historical cost convention and on accrual basis in accordance with the accounting principles generally accepted in India and in compliance with all material aspects of Accounting Standards as notified by the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of section 133 of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as upto twelve months for the purpose of current - non-current classification of assets and liabilities.

(ii) PRINCIPLES OF CONSOLIDATION

- a) The financial statements of the Company and its subsidiary companies are consolidated on a line-by-line item basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions in accordance with the Accounting Standard (AS) 21 - "Consolidated Financial Statements".

The financial statements of Joint Ventures are consolidated by using the proportionate consolidation method as per AS-27 "Financial Reporting of Interests in Joint Ventures".

- b) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as holding Company's separate financial statements, as far as possible, except as provided under para 2(iv) (c), 2(iv) (e), 2(iv) (h), 2(vi) (b), 2(vi) (d), 2 (vii) (b), 2 (vii) (e), 2(ix) (c), 2(ix) (d), 2(x) (a), 2 (xi) (b), 2(xii) (d), 2 (xiii) (b), 2(xiv), 2(xv) (b), 2(xvi) (b), 2 (xvii) (b) and 2 (xviii). In view of the management, the effect of these exceptions is not quantifiable.
- c) Currency Translation of foreign subsidiaries' financials are done in accordance with AS-11 (Revised) "The Effects of Changes in Foreign Exchange Rates". In the case of subsidiaries, the operation of which are considered as integral, the Balance Sheet items are translated at closing rate except share capital and fixed assets, which are translated at the transaction date. The income and expenditure items are translated at the average rate for the year / period. Exchange differences are recognised in the Statement of Profit and Loss. In case of subsidiaries, the operation of which are considered as non-integral, all assets and liabilities are translated at the closing rate at the end of the year and items of income and expenditure are translated at the average rate for the year / period. Exchange differences arising on conversion are recognised under Foreign Currency Translation Reserve."
- d) The excess of cost of investment in the Subsidiary Companies / joint venture over the book value of the shares of the subsidiary / joint venture on the date of investment is recognized in the financial statements as goodwill, being an asset in the consolidated financial statements. This goodwill is tested for impairment at the close of each financial year. Alternatively, where the share of equity in the subsidiary companies / joint ventures as on the date of investment is in excess of cost of investment of the Company, it is recognised as 'Capital Reserve'.
- e) Minority Interest's share of the net profit of the consolidated subsidiaries for the year/period is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- f) Minority interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated financial Statements, separate from liabilities and the equity of the company's shareholders.

(iii) USE OF ESTIMATES

The preparation of the financial statements, which are in conformity with the generally accepted accounting principles, requires the management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

(iv) REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and can be reliably measured.

- a) In case of sale of goods, domestic sales are accounted for when transfer of substantial risks and rewards of ownership of goods have passed to the buyer, which generally coincide with despatch of products to customers and export sales are accounted on the basis of dates of Bill of Lading. Sales are recorded net of Rebates & Discounts.
- b) In case of sale of Carbon Credits (Certified Emission Reductions), revenue is recognized on submission of application with UNFCCC after execution of agreement with the buyer.
- c) Export benefits are accounted on the basis of application filed with the appropriate authority. In case of BZL, export incentives are recognized on exports on accrual basis, and based on the estimated realisable values of such entitlements.
- d) Income from services are recognised as they are rendered based on agreements / arrangements with the concerned parties and recognised net of service tax.
- e) Dividend income on investments is accounted for when the right to receive the payment is established and Interest income is recognized on accrual basis. However, in case of Binani Cement Factory LLC (BCF LLC), 3B Binani Glass Fibre S.a.r.l. (3B Binani)(Formerly Glass Fibre Holding S.a.r.l.) & its European subsidiaries, Mukundan Holding Limited, Murari Holding Limited, Krishna Holding Limited and Binani Cement Factory LLC (BCF LLC), interest income is recognized on effective yield basis.
- f) Other income is accounted on accrual basis except where the receipt of income is uncertain in which case it is accounted on receipt basis.
- g) Revenue from construction contracts is recognized by reference to the stage of completion of the construction activity as on Balance Sheet date, as measured by the proportion that contract cost incurred for work performed to date bear to the estimated total contract cost. Where the outcome of the construction cannot be estimated reliably, revenue is recognized to the extent of the construction cost incurred if it is probable that they will be recoverable. In the case of the contract defined with mile stones and assigned price for each mile stone it recognizes the revenue on transfer of significant risks and rewards which coincides with achievement of mile stone and its acceptance by the customer. Provision is made for all losses incurred to the Balance Sheet date. Any further losses which are foreseen in bringing contracts to completion are also recognized. Contract Revenue earned in excess of billing has been reflected in Other Current Assets and billing in excess of contract revenue has been reflected under Current Liabilities in the Balance Sheet.
- h) In case of Shandong Binani Rong'An Cement Co. Ltd. (SBRCC), China, subsidy Income is recognized when received and revenue from operating lease is recognized on a straight line basis over the period of the lease.

(v) ACCOUNTING OF CLAIMS

- a) Claims receivable are accounted at the time when reasonable certainty of receipt is established. Claims payable are accounted at the time of acceptance.
- b) Claims raised by Government Authorities regarding taxes and duties are accounted based on the merits of each claim. If same are disputed by the Company, these are shown as 'Contingent Liabilities'.

(vi) FIXED ASSETS

- a) Fixed Assets are stated at cost, net of Cenvat less specific grants received, if any and accumulated depreciation / amortisation and impairment loss if any. Cost includes trial run and stabilisation expenses, interest, finance costs and incidental expenses upto the date of capitalisation. Subsequent expenditure related to an item of fixed assets is added to its

book value only if it increases the future benefits arising from the existing assets beyond its previously assessed standard of performance.

- b) In case of SBRCC, Fixed Assets include assets related to the operation of the Company having useful life over one year. Fixed assets also include equipment other than the main production equipment with individual values of over RMB 2,000 equivalent to ₹19,409/- and useful lives in excess of 2 years.
- c) Capital Work-in-Progress and Intangible assets under development include cost of fixed assets that are not yet ready for the intended use, at the Balance Sheet Date.
- d) In case of 3B Fibreglass S.p.r.l and 3B Fibreglass A/s, expenditure on major repairs and maintenance of furnaces which take place approximately every 7 years, are capitalised and added to the cost of furnaces.
- e) Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any.

(vii) DEPRECIATION AND AMORTIZATION

- a) Depreciation on Plant and Machinery is provided on Straight Line Method (SLM) at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956 as applicable for continuous process plant or as per the useful life of the asset estimated by the management which is higher than Schedule XIV rates, except for silos where general rate of depreciation is considered. Assets having individual value below ₹5000 are depreciated @ 100% and mobile phones are charged to revenue considering their useful life to be less than one year.
- b) Depreciation on other Tangible Fixed Assets have been provided on Written Down Value Method at the rates and in the manner prescribed as per Schedule XIV of the Companies Act, 1956 including asset constructed on land not owned by the Company or as per the useful life of the asset estimated by the management. However Buildings & Roads inside plant are treated as Factory Buildings and depreciation is charged accordingly.

In case of BIL Infratech Limited, Computers are depreciated on SLM basis at the rate prescribed under the Schedule XIV of the Companies Act, 1956.

- c) Leasehold land is amortized over the period of lease.
- d) In case of BCL total expenditure on mine exploration and development is amortized in the ratio of ore extracted to the total estimated exploitable reserves.
- e) In case of SBRCC (China), Binani Infrastructure Mauritius Limited (Mauritius), CPI Binani Inc (US), Bhumi Resources Pte. Limited, PT Anggana Energy Resources, Binani Mineral Resources LLC, Binani Readymix Concrete Limited (RMC) and Binani Cement Factory LLC (BCF LLC) and its subsidiaries, the depreciation on tangible and intangible assets is provided on SLM basis over the estimated useful life of the assets.

Further in case of 3B Binani and its European subsidiaries, the depreciation on fixed assets and intangible assets is provided on SLM basis over the estimated useful life of the assets, except for landfill and alloy. Landfills are depreciated based on Unit of production method and in the case of alloy (including Goa Glass Fibre Limited), a yearly depreciation is applied based on the average historical yearly losses recorded in the production process. In Case of BCF LLC cost of each assets is depreciated over the estimated useful lives on straight line basis except in respect of Plant and Machinery (Main) where the method of depreciation has been changed from Straight Line method to unit of production method w.e.f 1st January 2012.

- f) Expenditure on major computer software is amortized over a period not exceeding five years.
- g) Other Intangible assets are amortised over their estimated useful life and goodwill on consolidation is not amortised.

(viii) IMPAIRMENT OF ASSETS

At the end of each reporting period, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets" issued by the ICAI. An impairment loss is charged to the Profit and Loss account in the period in which, an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognized in the earlier accounting periods is reversed, if there has been a change in the estimate of recoverable amount.

(ix) VALUATION OF INVENTORIES

- a) Raw Material, Fuel (except for coal lying at Port), Packing materials, Stores & Spares is valued at lower of weighted average cost (net of Cenvat) and net realisable value. Coal lying at Port is valued at cost on specific consignment basis plus custom duty. Loose Tools are charged over a period of three years. However, materials held for use in the production of inventories are not written down below cost if the finished products in which they are used and expected to be sold at or above cost.
- b) Stock-in-process and Finished Goods are valued at lower of weighted average cost and Net Realisable Value. Cost for this purpose includes direct cost, attributable overheads and excise duty.
- c) In case of Binani Cement Factory LLC (BCF) and Its subsidiaries, stocks are valued at the lower of cost or net realisable value. Raw materials comprising of clinker & slag and packing materials are valued at cost using the First in First out (FIFO) method. Consumables are valued at cost using specific identification method. Raw material comprising of gypsum and limestone are valued at cost using the Weighted Average Method (WAM). In case of 3B Fibreglass S.p.l and 3B Fibreglass A/s, finished goods are valued at the lower of cost or net realisable value wherein cost is determined using First in First out (FIFO) method.
- d) In case of Binani Zinc Limited, By Products are valued at estimated selling price.

(x) INVESTMENTS

- a) **Binani Industries Limited (Standalone)** : Investments that are readily realisable and intended to be held for not more than a year from the date of investment made are classified as Current investments. All other investments are classified as Non Current investments. Current investments are carried at lower of cost or fair value determined on an individual investment basis. Hitherto, non current investments were carried at cost, however pursuant to a Scheme of Amalgamation approved by the Hon'ble High Court of Calcutta, from 31st March 2014 onwards, the Company shall be stating its non current investments at their fair value and classify the same as "investments available for sale as financial assets". Provision is made to recognize any diminution other than temporary in the value of such investments.
- b) Investments other than Binani Industries Limited (Standalone) which are classified as long term investments are stated at cost. Provision is made to recognize any diminution other than temporary in the value of such investments. Current Investments are carried at lower of cost and fair value.

(xi) FOREIGN EXCHANGE TRANSACTIONS

- a) Transactions in foreign currency are accounted at the rate of exchange prevailing on the date of transaction. Foreign currency monetary items are reported using closing rate of exchange at the end of the year.

Exchange differences arising on a monetary item that, in substance, forms part of the Company's net investment in a non-integral foreign operation are accumulated in a "Foreign Currency Translation Reserve Account" until the disposal of the net investment, at which time these would be transferred to the Statement of Profit and Loss.

In case of BIL and 3B Binani and its European Subsidiaries Exchange differences arising on long term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortised over the remaining life of the concerned Monetary item.

Gains and losses resulting from the settlement of other transactions and from the translation of other assets and liabilities denominated in foreign currencies, are recognized in the profit and loss account. In case of forward contracts (non speculative), the exchange differences are dealt with in the profit and loss account over the period of contracts.

- b) In case of SBRCC, the accounting of foreign exchange transaction is as follows:

Except for the accounting treatment of paid-in capital, foreign currency transactions are translated into RMB at the exchange rates stipulated by the People's Bank of China ("the stipulated exchange rates") on the first day of the month in which the transactions took place. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into RMB at the stipulated exchange rates at the balance sheet date. Exchange differences arising from these translations are expensed, except for those attributable to foreign currency borrowings that have been taken out specifically for the construction of fixed assets, which are capitalized as part of the fixed asset costs and those arising in the pre-operating period, which are recorded as long-term prepaid expenses.

(xii) EMPLOYEE BENEFITS

- a) Defined Contribution Plan

Contribution to defined contribution plans are recognized as expense in the Profit and Loss Account, as they are incurred.

b) Defined Benefit Plan

Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method as at Balance Sheet date. Actuarial gains / losses are recognized immediately in the Profit and Loss Account. Long term compensated absences are provided for based on actuarial valuation.

c) Short Term Employee Benefit

All employee benefits payable within twelve months of rendering the service are recognized in the period in which the employees render the related services.

d) Other Employees' benefits

- i) In case of BCF LLC Provision is made for end of service benefits (gratuity) payable to employees in accordance with UAE Labour Law regulations and is based on current remuneration and cumulative period of service at the reporting date.
- ii) In case of 3B Binani and its European subsidiaries, CPI, BCF LLC and its subsidiaries, SBRCC and PT Anggana Energy Resources, the provision for liability is provided in accordance with laws of country in which the company is operating.
- iii) In case of Binani Mineral Resources LLC, As required by law the Company makes contribution to social and health insurance scheme and such contribution are recognised as an expense in the income statement as incurred.
- iv) Binani Zinc Limited has a scheme for payment of loyalty on retirement to eligible employees. The scheme is unfunded and the present value of obligation as determined on actuarial valuation conducted annually using the projected unit credit method is recognised in the accounts. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

(xiii) BORROWING COSTS

- a) Borrowing costs which are directly attributable to acquisition, construction or production of a qualifying asset are capitalised as a part of the cost of that asset upto the date when such asset is ready for its intended use or sale. Other borrowing costs are recognized as expenses in the period in which they are incurred.
- b) In the case of 3B Binani and its European subsidiaries, Borrowing and transaction costs directly attributable to the loans and borrowings are reduced from the loan principal at the time of initial recognition and these costs are recognized in profit & loss over the period of loan.

(xiv) STATUTORY RESERVE

In case of BCF LLC, statutory reserve is created by appropriating 10% of the profit of the company as required by Article 255 of the UAE Commercial Companies Law No.8 of 1984, as amended. The company can discontinue such annual transfers when the reserve totals 50% of the paid up share capital. The reserve is not available for distribution except as provided in the Federal Law.

(xv) INCOME TAXES

- a) Tax expense comprises of current tax and deferred tax. Current tax and Deferred tax are accounted for in accordance with Accounting Standard 22 on "Accounting For Taxes on Income", issued by the ICAI. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income taxes reflect the impact of the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years / period. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available except that deferred tax assets arising on account of unabsorbed depreciation and losses are recognized if there is virtual certainty that sufficient future taxable income will be available to realise the same.
- b) In case of foreign subsidiary & step down subsidiary companies Income Tax / Deferred Tax have been provided in accordance with laws of country in which the companies are operating. However in case of 3B Binani and its European subsidiaries no deferred tax assets and liabilities are recognised.
- c) Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the ICAI, the said asset is created by way of a credit to the Profit and Loss Account and shown as MAT Credit

Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(xvi) CONTINGENCIES/PROVISIONS

- a) A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote. Contingent assets are neither recognized nor disclosed in the accounts.
- b) In the Case of 3B Binani and its European subsidiaries, if the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(xvii) ACCOUNTING OF CAPITAL SUBSIDY

- a) In case of investment subsidy under State Investment Incentive Scheme not specifically related to a fixed asset, the same is credited to Capital Investment Subsidy Reserve and retained till the requisite conditions are fulfilled.
- b) In respect of 3B Binani and its European subsidiaries, government grants related to fixed assets are recognised directly into reserves and are recognised in the profit and loss account over the useful life of assets.

(xviii) RISK MANAGEMENT TRANSACTIONS

- a) In case of Binani Zinc Limited, the Company uses derivative instruments to hedge the risk of movements in commodity prices. The use of these instruments reduces the risk or cost to the company and the company does not use such instruments for trading or speculation purposes. The Company recognizes gain or loss on effective hedges on settlement. Unrealised gain/loss as at the Balance sheet date is not recognized.
- b) In case of 3B Binani & its European subsidiaries and BCF LLC & its subsidiaries , derivatives are stated at fair values. Derivatives with positive market values (unrealised gains) are included in assets and derivatives with negative market values (unrealised losses) are included in liabilities. Change in fair values are recognized in profit or loss. Realised gains or losses and unrealized losses are recognized in profit and loss. Unrealized gains are not recognized.

(xix) SEGMENT REPORTING POLICIES

Primary Segment is identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Secondary segment is identified based on geographical area in which major operating divisions of the Company operate.

(xx) LEASE

Finance lease

Assets acquired under finance leases are recognised at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability. Assets given under finance leases are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on a constant rate of return on the outstanding net investment.

Operating Lease

The lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Account.

(xxi) EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings

per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xxii) EXPENDITURE DURING CONSTRUCTION PERIOD

In case of new projects and substantial expansion of existing factories, expenditure incurred including trial production expenses net of revenue earned, prior to commencement of commercial production are capitalised.

(xxiii) CASH & CASH EQUIVALENTS

Cash & cash equivalent comprise cash in hand and at bank in current accounts and deposit accounts with maturity less than 3 months.

(xxiv) SUBSIDIARIES CONSIDERED FOR CONSOLIDATION:

a) Subsidiaries / step down subsidiaries considered for consolidation :

Sr. No.	Name of Company	Relation with Holding Company	Country of Incorporation	% of Share Holding	Accounting Year / Period considered for consolidation
1	Binani Cement Limited (BCL)	Subsidiary of BIL	India	98.43%	April'13 - March'14
2	Binani Zinc Limited (BZL)	-do-	India	89.90%	April'13 - March'14
3	BT Composites Limited (BTCL) (operations discontinued)	-do-	India	100%	April'13 - March'14
4	BIL Infratech Limited	-do-	India	100%	April'13 - March'14
5	Binani Global Cement Holdings Private Limited	-do-	Singapore	100%	April'13 - March'14
6	Wada Industrial Estate Limited (WIEL)*	Subsidiary of BIL (merged with BIL wef December' 2013)	India	100%	April'13 - Dec'13
7	Goa Glass Fibre Limited (GGFL)	Step-down Subsidiary of BIL (Subsidiary of 3B Binani)	India	100%	April'13 - March'14
8	R.B.G. Minerals Industries Limited (RBG)	Step-down Subsidiary of BIL (Subsidiary of BZL)	India	100%	April'13 - March'14
9	Swiss Merchandise Infrastructure Limited	Step-down Subsidiary of BIL (Subsidiary of BCL)	India	100%	April'13 - March'14
10	Binani Energy Private Limited	-do-	India	100%	April'13 - March'14
11	Binani Readymix Concrete Limited (RMC) (operations discontinued)	-do-	India	100%	April'13 - March'14
12	Merit Plaza Limited	-do-	India	100%	April'13 - March'14
13	Krishna Holdings Pte Limited (KHL)	-do-	Singapore	100%	April'13 - March'14
14	Murari Holdings Limited (MUHL)	-do-	British Virgin Islands	100%	April'13 - March'14
15	Mukundan Holdings Limited (MHL)	-do-	British Virgin Islands	100%	April'13 - March'14
16	Bhumi Resources (Singapore) PTE Limited (BHUMI)	-do-	Singapore	100%	April'13 - March'14

Sr. No.	Name of Company	Relation with Holding Company	Country of Incorporation	% of Share Holding	Accounting Year / Period considered for consolidation
17	PT Anggana Energy Resources	Step-down Subsidiary of BIL (Subsidiary of Bhumi Resources (Singapore) Pte Limited).	Indonesia	100%	April'13 - March'14
18	Shandong Binani Rong'an Cement Company Limited (SBRCC)	Step-down Subsidiary of BIL.(Subsidiary of KHL).	China	90%	April'13 - March'14
19	Binani Mineral Resources (Mongolia) LLC*	-do-	Mongolia	100%	April'13 - May'13
20	Binani Cement Factory LLC. (BCF)	Step-down Subsidiary of BIL (Subsidiary of MHL & MUHL).	United Arab Emirates	100%	April'13 - March'14
21	BC Tradelink Limited	-do-	Tanzania	100%	April'13 - March'14
22	Binani Cement Factory (Kenya) Limited*	-do-	Kenya	100%	April'13 - March'14
23	Binani Cement (Uganda) Limited*	-do-	Uganda	100%	April'13 - March'14
24	Binani Cement Factory Mauritius*	-do-	Mauritius	100%	April'13 - March'14
25	Binani Infrastructure (Mauritius) Limited*	Step-down Subsidiary of BIL (Subsidiary of BIL Infratech Limited).	Mauritius	100%	April'13 - March'14
26	CPI Binani, Inc. (USA)	Subsidiary of BIL	USA	100%	April'13 - March'14
27	BZ Minerals (Australia) Pty Limited (Under Liquidation)	Step-down Subsidiary of BIL (Subsidiary of BZL).	Australia	100%	April'13 - March'14
28	BZ Minerals (Luxembourg) S.a.r.l.*	-do-	Luxembourg	100%	April'13 - March'14
29	BZ Minerals Mauritius Limited*	-do-	Mauritius	100%	April'13 - November' 13
30	Sankalp Holdings Limited (SHL) (under liquidation)	Subsidiary of BIL	Cyprus	100%	April'13 - March'14
31	Abhinav Holdings Limited (AHL) (under liquidation)	Step-down Subsidiary of BIL (Subsidiary of SHL)	Cyprus	100%	April'13 - March'14
32	3B Binani Glass Fibre S.a.r.l. (3B Binani)	Subsidiary of BIL	Luxembourg	100%	April'13 - March'14
33	BIL Holding II S.a.r.l.*	-do-	Luxembourg	100%	April'13 - September'13
34	BIL Holding III S.a.r.l.*	-do-	Luxembourg	100%	April'13 - September'13
35	Project Bird Holding III B S.a.r.l.(PBH III B)	Step-down Subsidiary of BIL (Subsidiary of 3B Binani)	Luxembourg	100%	April'13 - March'14
36	TunFib S.a.r.l.	Step-down Subsidiary of BIL (Subsidiary of PBH III B)	Tunesia	66.67%	April'13 - March'14
37	3B-Fibreglass SPRL	-do-	Belgium	100%	April'13 - March'14
38	3B-Fibreglass A/S	-do-	Norway	100%	April'13 - March'14

Sr. No.	Name of Company	Relation with Holding Company	Country of Incorporation	% of Share Holding	Accounting Year / Period considered for consolidation
39	Royalvision Projects Private Limited	Subsidiary of BIL	India	100%	July'13 - March'14
40	Scintillating Buildtech Private Limited	Subsidiary of BIL Infra (merged with Wada Industrial Estate Limited wef 1st November 2013)	India	100%	May'13 - October'13
41	Surya Ready Mix Private Limited *	Joint Venture of Subsidiary Binani RMC	India	50%	April'13 - June'13

* These companies are sold / closed / under liquidation during the year. The financial statements of these Subsidiaries including Step down subsidiaries are consolidated on the basis of their stand alone / consolidated accounts available from 1st April 2013 till closure of the companies.

During the year, the step down subsidiaries Project Bird Holding S.a.r.l.(PBH) & Project Bird Holding II S.a.r.l.(PBH II) were merged with Project Bird Holding III B S.a.r.l. (PBH III B) wef 1st January 2013.

- b) During the year Binani Readymix Concrete Limited has sold the investment in Joint venture in Surya Ready Mix Private Limited.
- xxv) For calculation of Goodwill / Capital Reserve, the pre acquisition profits and reserves of the acquired subsidiaries / stake in subsidiaries, wherever applicable, have been considered on (number of days) prorata basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
Note No. 3		
SHARE CAPITAL		
AUTHORISED		
4,00,00,000 Equity Shares (Previous Year 4,00,00,000) of ₹ 10/- each	4,000.00	4,000.00
60,00,000 (Previous year 60,00,000) Preference Shares of ₹ 100/- each	6,000.00	6,000.00
	10,000.00	10,000.00
ISSUED, SUBSCRIBED AND PAID UP		
2,95,96,425 (Previous Year 2,95,96,425) Equity Shares of ₹10/- each fully paid-up	2,959.64	2,959.64
Add: Amount paid up on forfeited Shares	1.88	1.88
TOTAL	2,961.52	2,961.52

3.1 Reconciliation of number of shares outstanding at the beginning and at the end of the year

Equity Shares	31st March, 2014		31st March, 2013	
	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
At the beginning of the year	29,596,425	2,959.64	29,596,425	2,959.64
Issued during the year	-	-	-	-
Outstanding at the end of the year	29,596,425	2,959.64	29,596,425	2,959.64

3.2 Terms /Rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

For year ended 31st March 2014, the amount of dividend proposed for distribution to equity shareholders is ₹3 per share (Previous year ₹3 per share).

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

3.3 Details of shareholders holding more than 5% of Share Capital in the Company

	31st March, 2014		31st March, 2013	
	No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
Equity Shares of ₹ 10 each fully paid				
Dharmik Commodore Private Limited	4,758,750	16.08	4,758,750	16.08
Vijayshree Holdings Private Limited	4,288,300	14.49	4,288,300	14.49
K.B. Vyapar Private Limited	3,930,930	13.28	3,930,930	13.28

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

3.4 The Company does not have any holding Company.

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
Note No. 4		
RESERVES & SURPLUS		
Capital Reserve	439.34	439.34
Share Premium	19,595.68	19,595.68
Capital Redemption Reserve		
Opening Balance	1,013.50	1,013.50
Less: Adjustment on account of Pre-operative Profit	-	(29.50)
Less: Reserve on account of revision of share in Minority Interest	-	29.50
Closing balance	1,013.50	1,013.50
Capital Investment Subsidy Reserve		
Opening Balance	1,208.97	65.00
Add : addition during the year	(205.65)	1,143.97
Closing balance	1,003.32	1,208.97
Debenture Redemption Reserve		
Opening Balance	-	104.53
Less :Transfer to / from Statement of Profit and Loss	-	(104.53)
Closing balance	-	-
Business Reorganisation Reserve		
Opening Balance	-	-
Addition during the year (also refer Note 32)	348.49	-
Closing balance	348.49	-
General Reserve		
Opening Balance	4,633.50	4,633.50
Add: Transfer from Statement of Profit and Loss	196.25	124.00
Add: Reserve on account of revision of share in Minority Interest	-	163.13
Less: Transfer to Statement of Profit and Loss	(196.25)	(124.00)
Less: Adjustment on account of Pre-operative Profit	-	(163.13)
Closing balance	4,633.50	4,633.50
Foreign Currency Translation Reserve		
Opening Balance	19,275.26	13,530.26
Add: Exchange difference during the year on net Investment in non integral foreign operations	15,493.83	5,745.00
Closing balance	34,769.09	19,275.26
Foreign Currency Monetary Item Translation Difference Account		
Opening Balance	(2,596.56)	3,878.95
Add: addition / reduction (net) during the year	3,314.03	(6,475.51)
Closing balance	717.47	(2,596.56)
Surplus / (deficit) in the Statement of Profit and Loss		
Opening Balance	(28,078.12)	(6,426.87)
Transferred from Statement of Profit and Loss	(66,317.74)	(20,847.98)
	(94,395.86)	(27,274.85)
Minority Interest	1,011.02	278.40
Adjustment of pre-acquisition Profit	-	(877.17)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
Adjustment In Minority interest for brought forward profit on account of change in shareholding pattern	-	729.76
Transfer to General Reserve	(196.25)	(124.00)
Transfer from General Reserve	196.25	124.00
Transfer (to) / from Debenture Redemption Reserve	-	104.53
Proposed Dividend	(887.89)	(887.89)
Dividend Distribution Tax	(150.90)	(150.90)
Closing balance	(94,423.63)	(28,078.12)
TOTAL	(31,903.24)	15,491.57
Note No. 5		
LONG TERM BORROWINGS (Refer Note 28)		
Term Loans		
From Bank (Secured)	306,195.34	263,092.89
From Financial Institutions (Secured)	74,111.87	73,848.20
Deferred Payment Liabilities (Unsecured)	-	1,434.88
Long term maturities of finance lease obligations (Secured)	1,631.05	1,058.59
TOTAL	381,938.26	339,434.56
Note No. 6		
OTHER LONG TERM LIABILITIES		
Trade Payables	425.88	276.98
Other Payables		
Trade Deposits	4,138.82	3,562.26
TOTAL	4,564.70	3,839.24
Note No. 7		
LONG TERM PROVISIONS		
Provision for employee benefits		
Gratuity (Refer Note 40)	539.04	428.59
Leave Encashment (Refer Note 40)	514.09	470.17
Other Retirement Obligations	3,599.56	3,250.63
Other		
Site Restoration Obligations	1,954.80	1,569.73
TOTAL	6,607.49	5,719.12
Note No. 8		
SHORT TERM BORROWINGS (Refer Note 28)		
Short Term Loans / Loans repayable on demand		
From Bank		
Secured	50,736.51	21,876.55
Unsecured	3,396.61	1,911.23
From Others		
Secured	79.25	133.48
Unsecured	-	-
Other Loans (including ICD)		
Secured	2,034.67	-
Unsecured	7,670.16	6,005.00
TOTAL	63,917.21	29,926.26

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
Note No. 9		
TRADE PAYABLE		
Trade Payables for Goods	73,479.15	82,770.80
Trade Payables for Services	24,198.32	21,185.65
TOTAL	97,677.47	103,956.45
Note No. 10		
OTHER CURRENT LIABILITIES		
Current maturities of Long term debt	66,311.69	66,786.16
Current maturities of Finance lease obligations	562.44	207.94
Interest accrued but not due on borrowings	2,613.58	2,470.04
Interest accrued and due on borrowings	9,072.20	2,777.96
Unpaid dividends (to be credited to Investors' Education and Protection Fund as and when due)	226.00	212.12
Advance from Customers	12,268.10	7,872.16
Other Liabilities (including Statutory dues and payable for Capital expenditure)	56,007.40	37,302.18
TOTAL	147,061.41	117,628.56
Note No. 11		
SHORT TERM PROVISIONS		
Provision for employee benefits		
For Gratuity (Refer Note 40)	192.56	166.46
For Leave Encashment (Refer Note 40)	132.95	96.11
For Other Retirement Benefit	576.38	545.91
For Bonus	5,407.37	3,008.98
	6,309.26	3,817.46
Others		
For Current Tax (net)	199.44	512.83
For Onerous Contract	44.91	496.06
For Proposed Dividends	887.89	887.89
For Dividend Distribution Tax	150.90	150.90
For Others	220.89	261.74
	1,504.03	2,309.42
TOTAL	7,813.29	6,126.88

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 12

TANGIBLE AND INTANGIBLE ASSETS

Particulars	TANGIBLE ASSETS										INTANGIBLE ASSETS			TOTAL CURRENT YEAR	TOTAL PREVIOUS YEAR
	FREEHOLD LAND	LEASEHOLD LAND	BUILDINGS (INCLUDING ROADS)	PLANT AND MACHINERY	RAILWAY SIDINGS	MINE EXPLORATIONS & DEVELOPMENTS	FURNITURE & OFFICE EQUIPMENTS	TRANSPORT EQUIPMENTS	TOTAL TANGIBLE ASSETS	GOODWILL	OTHER INTANGIBLE ASSETS	GOODWILL ON CONSOLIDATION	TOTAL INTANGIBLE ASSETS		
GROSS BLOCK															
As at 1st April, 2013	19,858.36	2,255.16	40,135.00	448,132.91	2,965.17	7,398.86	3,779.93	549.39	525,074.78	93.78	10,212.87	158,650.03	1,68,956.68	694,031.46	642,060.64
Additions during the Period	-	-	3,123.27	9,128.39	14.67	-	180.63	137.86	12,584.82	-	4,363.05	-	4,363.05	16,947.87	23,585.61
Sales/Transfers/Adjustments during the Period	-	33.26	-	4,658.82	-	-	153.25	54.51	4,899.84	-	80.38	(353.11)	(272.73)	4,627.11	1,472.57
Assets reclassification	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign Currency Translation Reserve	324.12	226.61	2,988.82	31,234.16	-	774.51	243.40	9.26	35,800.88	9.13	1,218.63	19,105.85	20,333.61	56,134.49	10,260.67
Total as at 31st March, 2014	20,182.48	2,448.51	46,247.09	483,836.64	2,979.84	8,173.37	4,050.71	642.00	568,560.64	102.91	15,714.17	178,108.99	193,926.07	762,486.71	694,031.45
DEPRECIATION AND AMORTISATION															
As at 1st April, 2013	-	620.67	9,573.15	198,177.10	656.97	2,692.28	2,386.22	372.03	214,478.42	-	3,138.67	-	3,138.67	217,617.09	160,513.15
Additions during the Period	-	82.53	2,040.07	24,822.44	142.03	799.87	425.19	57.87	28,370.00	-	1,653.83	-	1,653.83	30,023.83	28,354.93
On Sales/Transfers/Adjustments during the Period	-	-	-	4,476.23	-	-	49.69	34.41	4,500.33	-	34.64	-	34.64	4,594.97	1,197.37
Assets reclassification*	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign Currency Translation Reserve	-	77.31	366.29	14,128.77	-	247.63	182.91	7.05	15,009.96	-	382.28	-	382.28	15,392.24	1,094.55
Total as at 31st March, 2014	-	780.51	11,979.51	232,652.08	799.00	3,739.78	2,944.63	402.54	253,298.05	-	5,140.14	-	5,140.14	258,438.19	217,617.09
NET BLOCK															
As at 31st March, 2014	20,182.48	1,668.00	34,267.58	251,184.56	2,180.84	4,633.59	1,106.08	239.46	315,262.59	102.91	10,574.04	178,108.99	188,785.93	504,048.52	476,414.37
As at 31st March, 2013	19,858.36	1,634.49	30,561.85	249,955.81	2,308.20	4,706.58	1,393.71	177.36	310,596.36	93.78	7,074.20	158,650.03	165,818.01	476,414.37	

Notes

- 1 In BZL: Land includes freehold land amounting to ₹41.42 Lacs (₹41.42 Lacs) taken possession of for which documentation / registration formalities are being completed.
- 2 In BIL: Buildings include building of ₹198.05 Lacs (Previous Period ₹198.05 Lacs) on leasehold land, transfer of lease yet to be completed.
In BCL: Buildings include assets built on land not owned by BCL ₹398.02 Lacs (Previous Period ₹398.02 Lacs).
- 3 Other Intangible Assets include Licenses, Trademark, Non Competition Fee, Geographical Investigation expenses, Design fee & Exploration, Land Use Rights, Computer Software etc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
Note No. 13		
NON CURRENT INVESTMENTS		
Long Term Investment		
Trade		
Investments in Equity Shares		
Kerala Enviro Infrastructure Limited - Equity Shares 1,75,000 (Previous Year 1,75,000)	17.50	17.50
Non Trade		
Investments in Government or Trust securities		
NSC	0.03	0.03
Investments in Equity Shares (Available for sale - Financial assets) At fair value		
PNB Gilts Limited - Equity Shares 33,400 (Fair Value ₹16 per share) (Previous Year 33,400 Equity Shares; Market Value ₹8.27 lacs)	5.34	10.02
TOTAL	22.87	27.55
Note No. 14		
LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
Capital Advances	14,976.45	12,278.06
Security Deposits	2,350.71	2,794.97
Others (including advance tax, MAT credit)	11,304.84	7,164.10
TOTAL	28,631.99	22,237.13
Note No. 15		
INVENTORIES		
Raw Material and Packing Material	9,447.77	14,936.76
Stock - In - Process	636.45	782.36
Finished Goods	38,348.91	33,741.14
Stores and Spares parts and Fuel	15,346.28	12,854.38
Stores and Spares- in transit	34.99	313.80
Loose Tools	17.40	20.54
TOTAL	63,832.47	62,648.98

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
Note No. 16		
TRADE RECEIVABLES		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	20,804.38	9,918.54
Unsecured, considered doubtful	679.31	592.64
Less: Provision for doubtful debts	(679.31)	(592.64)
	20,804.38	9,918.54
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	801.92	528.35
TOTAL	21,606.30	10,446.89
Note No. 17		
CASH & BANK BALANCES		
Cash and Cash Equivalent		
Balances with Banks :		
Current Accounts	4,018.59	5,469.03
Deposit Accounts	1,176.86	4,102.88
Cheques, Drafts on hand	402.08	10.73
Cash on hand	88.77	43.03
	5,686.30	9,625.67
Other Bank Balances		
Dividend Accounts	226.16	212.27
Restricted Bank Balances	6,185.43	12,625.64
Bank Deposits with maturity of more than three months but less than 12 months	2,066.32	25.19
	8,477.90	12,863.10
TOTAL	14,164.20	22,488.77
Note No. 18		
SHORT TERM LOANS AND ADVANCES		
Unsecured considered good		
Advance Tax Including Tax Deducted at Source	340.87	336.72
Fringe Benefit Tax (net)	2.65	3.01
Balance with Statutory & Government Authorities	10,311.34	10,366.21
Other Advances and Prepaids	9,794.00	7,586.79
TOTAL	20,448.86	18,292.73

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

		[₹ in Lacs]	
Particulars	31st March, 2014	31st March, 2013	
Note No. 19			
OTHER CURRENT ASSETS			
Interest Receivable	422.29	287.61	
Insurance and Other Claims Receivable	0.22	856.23	
Assets held for disposal	31.31	45.00	
Unamortised Expenditure (Refer Note 39)	-	4,797.16	
Others (including Unbilled Revenue)	6,674.67	3,280.05	
TOTAL	7,128.49	9,266.05	
Note No. 20			
REVENUE FROM OPERATIONS			
Sale of Products / By Products / Services			
Cement	221,356.08	262,492.04	
Clinker	41,915.88	31,003.05	
GGBFS	8,669.93	2,820.83	
RMC	115.47	2,365.44	
Unwrought Zinc	28,194.60	37,942.40	
Aluminum & Zinc Alloys	8,853.95	8,403.34	
Sulphuric Acid	1,807.20	2,587.40	
Cadmium	66.55	85.53	
Glass Fibre	156,278.07	124,711.68	
Construction and Other Services	33,525.14	12,530.09	
Other operating revenues	5,133.47	3,580.76	
TOTAL	505,916.33	488,522.55	
Note No. 21			
OTHER INCOME			
Interest & Dividend Income	1,796.81	725.70	
Realised Profit on Hedging	1,640.21	1,546.56	
Profit on sale of Fixed Assets	6.22	0.12	
Insurance Claim	125.27	1,927.24	
Other Miscellaneous Income	553.43	422.55	
TOTAL	4,121.94	4,622.17	
Note No. 22			
RAW MATERIALS, PACKING MATERIALS AND GOODS CONSUMPTION			
Raw Material Consumed (Including direct Mining cost)			
Limestone, Gypsum & Others	48,226.40	37,311.61	
Zinc Concentrate/Oxides	22,514.65	28,968.20	
Glass Fibre & Others	26,341.25	24,321.91	
Construction Materials, Consumables and Other Services	28,287.89	9,894.15	
Packing Materials	11,732.88	11,434.86	
TOTAL	137,103.07	111,930.73	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	31st March, 2014	31st March, 2013
Note No. 23		
EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	50,913.98	42,636.53
Contribution to Provident and other Funds	7,403.90	5,976.83
Workmen and Staff Welfare Expenses	2,317.55	1,422.73
TOTAL	60,635.43	50,036.09
Note No. 24		
FINANCE COSTS		
Interest expenses	57,463.38	42,652.40
Other borrowing costs	4,537.45	3,389.56
Loss on foreign currency transactions (net)	160.61	119.70
TOTAL	62,161.44	46,161.66
Note No. 25		
OTHER EXPENSES		
Power & Fuel	112,551.44	106,100.89
Freight & Forwarding	56,528.22	58,953.47
Freight and Loading Expenses on Clinker Transfer	4,388.72	5,462.71
Consumption of Stores and Spares	10,335.36	8,578.08
Repairs and Maintenance		
Buildings	255.26	256.92
Plant and Machinery	4,650.06	3,974.31
Others	3,082.25	2,879.39
Other Operating Expenses	7,400.31	8,832.60
Rent	2,244.85	2,325.23
Rates And Taxes	1,885.35	1,387.23
Insurance	1,597.31	1,483.83
Advertisement and Sales Promotion	5,600.22	5,128.75
Commission To Selling Agents	4,356.63	4,648.11
Travelling & Conveyance	1,352.63	1,393.24
Communication Cost	630.05	583.29
Legal And Professional Fees	1,275.24	1,092.14
Directors Fee	34.01	31.39
Payment to Auditors (Refer Note No. 34)	253.11	248.49
Foreign Exchange fluctuation (Gain) / Loss (net)	3,209.41	6,686.79
Bad Debts written off	170.71	-
Loss on Sale / Discard of Fixed Assets	276.00	243.24
Miscellaneous Expenses	14,221.23	12,306.36
TOTAL	236,298.37	232,596.45

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note No. 26 Estimated amounts of contracts and commitments remaining to be executed and not provided for (net of advances):

		(₹ in Lacs)	
	Particulars	31st March, 2014	31st March, 2013
a	The estimated amount of contracts and commitments remaining to be executed on capital account not provided for	44,085.94	29,387.71

Note No. 27 Contingent liabilities not provided for:-

		(₹ in Lacs)	
	Particulars	31st March, 2014	31st March, 2013
a	Claims against the Companies not acknowledged as debts in respect of various Tax matters	16,981.68	10,290.99
b	Claims against the Companies not acknowledged as debts in respect of other matters.	608.66	1,835.32
c	Corporate Guarantees	8,633.64	7,246.00
d	Bank Guarantee	13,951.25	8,360.04
e	Letters of Credit	2,352.60	622.84

Note No. 28 Secured and Unsecured Loans

I Binani Industries Limited (BIL)

- a) Export Import Bank of India - Foreign Currency Loan - Outstanding ₹24,344.20 Lacs (USD 40.245 mio) (Previous year ₹22,086.46 Lacs - USD 40.245 mio).

The loan carries interest @ 6 Months LIBOR plus 800 bps p.a. The loan is repayable after 3 years from the date of drawdown, i.e. 8th December 2011 in 4 equal semi annual instalments of USD 10.06 mio each.

The loan is secured/to be secured against (a) Second Paripassu charge on pledge of 100% shares of 3B Binani Glass Fibre S.a.r.l. held by the Company (b) exclusive charge on royalty and dividend payment to be received from Binani Cement Limited (c) second charge on the entire assets of Project Bird Holding III B S.a.r.l and its subsidiaries (during the current year, Project Bird Holding S.a.r.l has merged with Project Bird Holding III B S.a.r.l) (d) second charge on the pledge of 100% shares of Project Bird Holding III B S.a.r.l and its subsidiaries (e) pledge of 94,50,000 no equity shares of Binani Cement Limited held by the Company on exclusive charge basis (f) First paripassu charge on the entire fixed assets of Binani Zinc Limited including immovable properties present and future (g) Corporate Guarantee of Binani Cement Limited and Binani Zinc Limited and (h) Personal guarantee of a promoter director of the company.

Interest overdues - ₹511 Lacs due for the period 11th December 2013 to 10th March 2014 ; ₹200.69 Lacs due for the period 8th December 2011 to 10th March 2014.

- b) Export Import Bank of India - Foreign Currency Loan-Outstanding ₹17,847.94 Lacs (USD 29.506 mio) (Previous year ₹16192.67 Lacs - USD 29.506 mio).

The loan carries interest @ 6 Months LIBOR plus 800 bps p.a. The loan is repayable after 3 years from the date of drawdown, i.e. 30th July 2012 in 16 equal quarterly instalments of USD 1.8441 mio each.

The loan is secured / to be secured against (a) pledge of 2,05,00,000 no equity shares of Binani Cement Limited held by the Company on exclusive charge basis (b) exclusive charge on royalty and dividend payment to be received from Binani Cement Limited (c) Corporate Guarantee of Binani Cement Limited and Binani Zinc Limited. (d) Second charge on pledge of shares of Project Bird Holding III B S.a.r.l (e) Second pari passu charge on pledge of shares and / or other instruments of subsidiaries of Project Bird Holding III B S.a.r.l (f) the personal guarantee of a promoter director of the company.

Interest overdues - ₹232.06 Lacs due for the period 30th July 2012 to 31st January 2014.

- c) IFCI Ltd - Outstanding Nil (Previous year ₹35,000 Lacs).

The Loan carried interest @ 15.50% w.e.f. 17th Jan 2013 and has been repaid fully during the current year.

- d) Syndicate Bank- Outstanding ₹Nil (Previous Year ₹434.78 Lacs)

The loan carried interest @ 13.5% p.a. and has been repaid fully during the current year.

II Binani Cement Limited (BCL)

A. TERM LOANS

I) Financial Institutions

- a) Eksport Kredit Finansiering A/S - Foreign Currency Loans of ₹414.72 Lacs (Previous Year 1128.78 Lacs) Secured by (a) Exclusive first charge on the assets imported from M/s. F.L.Smith, Denmark under the Export Contract dated 14.09.2005 and defined clearly in the loan agreement dated 06.02.2007 entered with EKF A/s. (b) Pari Passu charge on Trust and Retention account and (c) Corporate Guarantee of BIL. Loan repayable in 11 equal half yearly instalments of USD 6.86 Lacs commencing from June'2009 and interest rate 1.26% p.a. (Libor+75 bps).
- b) IFCI Ltd. - Loan of ₹38,000 Lacs (Previous Year ₹Nil) Secured/to be secured by a) First pari passu charge on Fixed Assets of the Company, excluding assets which have been charged on exclusive basis. (b) Post dated Cheques for principal and interest amount (c) Demand Promissory Note (d) Interim Security till such time first pari passu charge on fixed assets of the company is created - 1) Corporate Guarantee of BIL. 2) Subservient Charge by way of Hypothecation on movable fixed assets and current assets of the Company giving a cover of 1.46 times. 3) Pledge of shares of Binani Cement Limited to provide security cover of 1.75 times of the outstanding loan amount (presently 33,773,490 equity shares). Term loan is repayable in 3 quarterly installment of ₹13.33 Cr each beginning from the end of 21st month from initial date of disbursement i.e. from 15.08.2015, 15 equal quarterly installment of ₹21.25 Cr each beginning from the end of 30th month from the initial date of disbursement and last installment of ₹21.26 Cr. There is delay in payment Interest ₹879.44 lakhs for a period of 17 days to 76 days.

II) Banks

- a) IDBI Bank Ltd. (IDBI) - Term Loans of ₹17771.2 Lacs (Previous Year 24074.46 Lacs) Secured/to be secured (a) first mortgage and charge created on movable and immovable properties of the Company both present and future ((a) except the assets charged Specifically (b) Corporate Guarantee of BIL, except the term loan of ₹7500 Lacs (whose outstanding as on 31st March 2014 is ₹5000 Lacs) and (d) Pari Passu charge on Trust & Retention Account (Except for term loan of ₹7500 Lacs). Term loans repayable ₹5571.01 Lacs from Financial Year 2014-15 to 2015-16, ₹2680.96 Lacs for Financial Year 2016-17, ₹2290.92 Lacs for Financial Year 2017-18 and ₹1145.46 Lacs for Financial Year 2018-19 and Interest rate ranging from 12.50% to 14.25% per annum. There is delay in repayment of loan amounting to ₹511.83 Lacs for a period of one to two months and Interest ₹465.04 Lacs for the period one day to two months.
- b) Syndicate Bank - Term Loan of ₹1718.84 Lacs (Previous Year ₹2285.70 Lacs) Secured/to be secured by a) Exclusive first charge on Plant and Machinery, Equipments of 4th cement grinding unit situated at Binanigram, Pindwara, Sirohi, Rajasthan and b) pari passu first charge on the portion of land pertaining to the 4th cement grinding unit situated at Binanigram, Pindwara, Sirohi, Rajasthan. Loan repayable in 14 equal quarterly instalments of ₹285.71 Lacs commencing from December'11 and Interest rate 13.50% per annum. There is delay in repayment of loan amounting to ₹576 Lacs for one day to six month and Interest ₹78.92 Lacs for a period of one day to three months.
- c) Syndicate Bank - Term Loan of ₹7500 Lacs (Previous Year ₹7500 Lacs) Secured/to be secured by a) First pari passu charge on Fixed Assets of the Company except the Assets Specifically charged b) Post dated cheques for payment of principal & Interest and c) Personal Guarantee of a promoter Director. Loan repayable in 8 equal quarterly instalments of ₹937.50 Lacs commencing from June, 2015 and Interest rate @ 12.50% per annum. There is delay in payment Interest ₹318.29 Lacs for a period of one day to three months.
- d) Syndicate Bank - Rupee Term Loan of ₹8500 Lacs (Previous Year ₹8500 Lacs) Secured/to be secured by a) second charge on the Company's fixed assets both present and future except assets specifically charged. Loan repayable in 5 yearly instalments (at the end of 1st and 2nd year ₹1500 Lacs each, at the end of 3rd and 4th year ₹2500 Lacs each and of 5th year ₹2000 Lacs) commencing from November, 2012 and Interest rate @ 12.50% per annum. There is delay in repayment of loan amounting to ₹1500 Lacs for a period of 129 days and Interest ₹347.98 Lacs for a period of one day to three months.
- e) Syndicate Bank - Rupee Term Loan of ₹7500 Lacs (Previous Year Nil) Secured/to be secured by a) first pari passu charge on fixed assets of the Company except assets specifically charged b) post dated cheques for principal instalments c) Corporate Guarantee of BIL. Loan repayable in 7 yearly instalments (at the end of 1st year ₹469 Lacs, 2nd year ₹656 Lacs, 3rd to 5th year ₹1125 Lacs each, 6th & 7th year ₹1500 Lacs each, commencing from 31st March, 2015 and Interest rate @ 13.25% per annum. There is delay in payment of Interest ₹339.07 Lacs for a period of one day to four months.
- f) Punjab National Bank - Term Loan of ₹1747.61 Lacs (Previous Year ₹5000 Lacs) Secured / to be secured by pari passu subservient hypothecation charge on the Fixed Assets of the Company except assets specifically charged. Loan repayable in 2 equal quarterly instalments of ₹2500 Lacs commencing from October, 2013 and Fixed Interest rate @ 11% per annum. There is delay in repayment of loan amounting to ₹1747.61 Lacs for 72 days and Interest ₹26.20 Lacs for a period of one day.

- g) Bank of Baroda - Term Loan of ₹Nil (Previous Year ₹5000 Lacs) Secured/to be secured by pari passu subservient charge on fixed assets of the company both movable & immovable except assets specifically charged. Loan repayable in 4 equal quarterly installments of ₹2500 Lacs commencing from December, 2012 and Interest rate @ 13% per annum.
- h) Central Bank of India - Term Loan of ₹11000 Lacs (Previous Year ₹14000 Lacs) Secured/to be secured by a) First pari passu charge on Fixed Assets of the Company except assets specifically charged (see note below). Loan repayable in 20 equal quarterly instalments of ₹1000 Lacs commencing from December 2011 and Interest rate @ 13.75% per annum. There is delay in repayment of loan amounting to ₹1000 Lacs and Interest ₹133.17 Lacs for a period of one day.
- i) Yes Bank - Term Loan of ₹6875 Lacs (Previous Year ₹8750 Lacs) Secured/to be secured by a) Exclusive first charge on movable and immovable properties including land of first phase of 2x22.30 MW captive thermal power plant, comprising of 1x22.30 MW power plant, all associated equipments and shared facilities situated at Pindwara, Sirohi, Rajasthan and all goods and equipments forming part of the plant and on other such assets. b) post dated cheques. Loan repayable in 16 equal quarterly installments of ₹625 Lacs commencing from December 2012 and Interest rate @ 13.10% per annum. There is delay in repayment of loan amounting to ₹625 Lacs for 13 days and Interest ₹149.72 Lacs for a period of one day to one month.
- j) Bank of Baroda - Term Loan of ₹7500 Lacs (Previous Year ₹7500 Lacs) Secured/to be secured by a) First pari passu charge on Fixed Assets of the Company except assets specifically charged. Loan repayable in 8 equal quarterly instalments of ₹937.50 Lacs commencing from January 2015 and Interest rate @ 12.50% per annum. There is delay in payment of Interest ₹142.41 Lacs for a period of one day to one month.
- k) Indian Overseas Bank - Term Loan of ₹15000 Lacs (Previous Year ₹15000 Lacs) Secured/to be secured by a) First pari passu charge on Fixed Assets of the Company except assets specifically charged. Loan repayable in 8 equal quarterly instalments of ₹1875 Lacs commencing from June 2015 and Interest rate @ 13.25% per annum. There is delay in payment of Interest ₹480.70 Lacs for a period of one day to two months.
- l) Central Bank of India - Rupee Term Loan of ₹12000 Lacs (Previous Year ₹12000 Lacs) Secured / to be secured by a) first pari passu charge on the fixed assets of the Company except assets specifically charged (see note below). Loan repayable in 7 yearly Instalments of ₹700 Lacs in 1st year, 1300 Lacs in 2nd year, 2000 Lacs, in each from 3rd year to 7th year, commencing from 31.03.2015 and Interest rate @ 13.75% per annum. There is delay in payment of Interest ₹134.36 Lacs for a period of one day.
- m) Union Bank of India - Rupee Term Loan of ₹5000 Lacs (Previous Year ₹5000 Lacs) Secured / to be secured by a) first pari passu charge on the fixed assets of the Company except assets specifically charged b) second charge on current assets of the Company and c) Corporate Guarantee of BIL. Loan repayable ₹290 Lacs in Financial Year 2014-15, ₹540 Lacs in Financial Year 2015-16 and ₹834 Lacs from Financial Year 2016-17 to 2020-21 and Interest rate @ 12% per annum. There is delay in payment of Interest ₹97.79 Lacs for a period of seven days to 66 days.
- n) State bank of Patiala - Term Loan of ₹3500 Lacs (Previous Year ₹2500 Lacs) Secured / to be secured by a) first pari passu charge on the fixed assets of the Company except assets specifically charged . b) second charge on current assets of the Company and c) Corporate Guarantee of BIL. Loan repayable ₹205 Lacs in Financial Year 2014-15, ₹380 Lacs in Financial Year 2015-16 and ₹583 Lacs from Financial Year 2016-17 to 2020-21 and Interest rate @ 12.75% per annum. There is delay in payment of Interest ₹81.26 Lacs for a period of one day to one month.
- o) Bank of Baroda - Term Loan of ₹15000 Lacs (Previous Year ₹9000 Lacs) Secured / to be secured by first pari passu charge on the fixed assets of the Company except assets specifically charged. Loan repayable ₹875 Lacs in Financial Year 2014-15, ₹1625 Lacs in Financial Year 2015-16 and ₹2500 Lacs from Financial Year 2016-17 to 2020-21 and Interest rate @ 11.75% per annum. There is delay in payment of Interest ₹447.55 Lacs for a period of one day to two months.
- p) Punjab National Bank - Term Loan of ₹5097.51 Lacs (Previous Year ₹2245.55 Lacs) Secured / to be secured by first pari passu charge on the fixed assets of the Company except assets specifically charged. Loan repayable in 20 quarterly instalments of ₹450 Lacs each from 30-10-2013 and Interest rate @ 13.25% per annum. There is delay in repayment of loan amounting to ₹0.54 Lacs for 61 days and Interest ₹60.96 Lacs for a period of one day.
- q) Central Bank of India - Term Loan of ₹1000 Lacs (Previous Year Nil) Secured/to be secured by a) First pari passu charge on the fixed assets of the Company except assets specifically charged b) Corporate Guarantee of BIL. Loan repayable in 4 equal quarterly installments of ₹1.428 Cr each from FY 2015-16 to FY 2017-18, 4 equal quarterly installments of ₹2.856 Cr each in FY 2018-19, 4 equal quarterly installments of ₹4.284 Cr each from FY 2019-20 to FY 2020-21, 4 equal quarterly installments of ₹7.140 Cr each in FY 2021-22, 4 equal quarterly installments of ₹7.152 Cr each in FY 2022-23 and Interest rate @ 13.75% per annum. There is delay in payment of Interest ₹1.13 Lacs for a period of one day.
- r) Indian Overseas Bank - Term Loan of ₹5000 Lacs (Previous Year Nil) Secured/to be secured by a) first pari passu charge on fixed assets of the Company both present and future except assets specifically charged b) c. Loan repayable in 7 yearly instalments (1st year ₹293 Lacs, 2nd year ₹542 Lacs, 3rd to 7th Year ₹833 Lacs each) commencing from 31st March 2015 and Interest rate 13.25% per annum.

- s) State Bank of Bikaner and Jaipur - Term Loan of ₹3500 Lacs (Previous Year Nil) Secured/to be secured by a) first pari passu charge on fixed assets of the Company both present and future except assets specifically charged b) Corporate Guarantee of BIL. Loan repayable in 7 years in quarterly instalments in 4 equal quarterly instalment of ₹51.25 Lacs each from Feb 14 - Jan 15, ₹95 Lacs each from Feb 15- Jan 16, ₹145.75 Lacs each from Feb 16 to Jan -21 and Interest rate of 13% per annum. There is delay in repayment of loan amounting to ₹51.25 Lacs and Interest ₹34.91 Lacs for a period of one month.
- t) United Bank of India - Term Loan of ₹20000 Lacs (Previous Year Nil) Secured/to be secured by a) first pari passu charge on Fixed Assets of the Company except assets specifically charged (see note below). Loan repayable in 7 yearly instalments (1st year ₹1167 Lacs, 2nd year ₹2167 Lacs, 3rd to 6th year ₹3333 Lacs each, 7th year ₹3334 Lacs) commencing from 31st March'15 and Interest Rate of 12.25% per annum). There is delay in payment of Interest ₹404.81 Lacs for a period of one day to one month.
- u) Bank of India - Term Loan of ₹5000 Lacs (Previous Year Nil) Secured/to be secured by a) first pari passu charge on Fixed Assets of the Company except assets specifically charged (see note below). Loan repayable in 16 quarterly instalments each of ₹312.50 Lacs commencing from May 2014 and interest rate of 13% per annum. There is delay in payment of Interest ₹113.88 Lacs for a period of one day to one month.
- v) Canara Bank - Term Loan of ₹20000 Lacs (Previous Year Nil) Secured/to be secured by a) first pari passu charge on Fixed Assets of the Company except assets specifically charged and b) Corporate Guarantee of BIL. Loan repayable in 7 yearly instalments (1st year ₹1167 Lacs, 2nd year ₹2167 Lacs, 3rd to 6th year ₹3333 Lacs each, 7th year ₹3334 Lacs) commencing from April'15 and Interest Rate of 12.70% per annum). There is delay in payment of Interest ₹413.01 Lacs for a period of one day to one month.
- w) SIDBI Bill Discounting Liability of ₹2034.67 Lacs (Previous Year ₹749.06 Lacs) Secured by i) First pari-passu charge on movable assets of the Company, both present and future and ii) Bills of Exchange There is delay in repayment of loan amounting to ₹1320.78 Lacs and interest ₹20.12 Lacs for the period ranging from two days to fifty two days.

B. WORKING CAPITAL DEMAND LOANS / CASH CREDIT

From Scheduled Banks of ₹7756 Lacs (Previous Year ₹4103.48 Lacs) Secured against (a) First pari passu charge by way of hypothecation of Raw Materials, Stock in Trade, Stock-in-Process, Finished Goods, Consumables, Stores & Spares and packing Material, Book Debts and other receivables belonging to the Company, b) Second pari passu charge on the fixed assets of the Company c) Corporate Guarantee of BIL and (d) pari passu charge on Trust and Retention Account. The company has defaulted during the year in LC payment for ₹4126 lacs. The same has been debited to Cash credit a/c of the company by banks. Therefore Cash credit a/c has been overdrawn by such amount. Further the company has defaulted in payment of working capital interest of ₹9.48 lacs of Bank of Baroda.

ASSETS SPECIFICALLY CHARGED

- i) The assets (including land) of the first phase of the 2X22.30 MW captive thermal power plant comprising of 1X22.30 MW thermal power plant, associated equipments and shared facilities which are exclusively charged on first charge basis to Yes Bank Ltd.
- ii) The assets imported from M/s F.L.Smith, Denmark under the export contract dated 14.09.2005 and defined clearly in the loan agreement dated 06.02.2007 entered into between M/s EKF A/S and the Company charged in favour of EKF A/S and
- iii) The assets of 4th Cement grinding unit at Binanigram, Pindwara, Dist. Sirohi, Rajasthan charged to Syndicate Bank.

The Company has also made defaults in repayment of unsecured term loans amounting to ₹2500 lakhs for the period of 35 days and Interest amounting to ₹35.18 lakhs for the period of 1 day to 35 days.

III Binani Zinc Limited (BZL)

- a) Term Loan from Punjab National Bank of ₹2250 Lacs (Previous Year ₹2250 Lacs), secured by first paripassu charge on all movable and immovable fixed assets of the company, both present and future .The current maturities of three equal quarterly installments total amounting to ₹1125 Lacs (Previous Year ₹1125 Lacs) are disclosed under 'Other Current Liabilities'.
- b) Cash Credit of ₹6235.71 Lacs (Previous Year 1124.04 Lacs) is secured by paripassu first charge by way of hypothecation of the whole of the Current Assets of the Company viz. stocks of raw materials, packing materials, stock in process, semi finished and finished goods, consumable stores and spares, export/local bills receivable, book debts, movable plant and machinery, stores and spares relating to the machinery and other movables belonging to the Company, both present and future, paripassu second charge on the fixed assets of the Company located at Binanipuram, Kerala and Corporate Guarantee of BIL, the Holding Company.

IV Goa Glass Fibre Limited (GGFL)

- a) Term Loan from Vijaya Bank ₹832.94 Lacs (Previous Year ₹1,145.44 Lacs) carries interest at BPLR plus 0.25% per annum. The loan is repayable in 24 quarterly installments of ₹104.16 Lacs after a moratorium period of twelve month from the date of first disbursement i.e. 30th August 2008.

The loan is Secured by a) a first pari passu charge on the fixed assets of the Company situated at Village Colvale, Taluka Bardez,

Goa both present and future, b) First charge by way of hypothecation of all movable including movable machinery, machinery spares, tools and accessories, present and future (except book debts) subject to charges created for securing the borrowings for working capital requirements from banks, and c) Corporate Guarantee of BIL.

- b) Term Loan from Indian Overseas Bank ₹Nil (Previous Year ₹466.23 Lacs) carried interest at BPLR plus @ 1% per annum. The loan was repayable in 48 monthly installments of ₹52.10 Lacs from the date of loan i.e. 22nd October 2009.

The loan was Secured by a) a first pari passu charge on the land, building and plant and machinery of the Company situated at Village Colvale, Taluka Bardez, Goa both present and future, b) Second pari passu charge on the current assets of the company on pari passu with other term lender. c) Corporate Guarantee of BIL.

- c) Term Loan from Central Bank ₹1,435.75 Lacs (Previous Year ₹1,875.25 Lacs) carries interest at BPLR plus 3.50% per annum. The loan is repayable in 16 quarterly installments of ₹146.50 Lacs after a moratorium period of one year i.e. from 31st August 2012.

The loan is Secured by a) a first pari passu charge on the fixed assets of the Company situated at Village Colvale, Taluka Bardez, Goa both present and future, b) Exclusive first charge by way of hypothecation of Fixed assets acquired out of the loan i.e. 56 kgs of precious metals Platinum and Rhodium, winders and bushing transformers and other moveable fixed assets acquired for the projects.

- d) Cash Credit from Punjab National Bank ₹748.04 Lacs (Previous Year ₹1,232.86 Lacs) is secured by (a) Hypothecation of present and future stocks of raw materials, work-in-process, finished goods, consumables, stores and spares, book debts, outstanding decrees, money receivables, claims, securities, government subsidies, investment, right and other movable assets excluding bills purchased/discounted by bank and bills against which advance has been paid which belong to the Company and (b) Second charge and mortgage on immovable properties of the Company situated at Village Colvale, Taluka Bardez, Goa, both present and future.

V CPI Binani Inc.

Term Loan from Merchants Bank, Profinium Financial, Port Authority of Winona, Spectrum Commercial Services and others amounting to USD 3.74 Mio (equivalent ₹2,235.48 Lacs) (Previous year USD 3.73 Mio (equivalent ₹2,035.68 Lacs)) with monthly payments at the interest rate of 3% -7% p.a.. The loan is Secured by building, automobile and other assets of the Company.

VI BIL Infratech Limited

Cash credit of ₹904.76 Lacs (Previous Year ₹409.46 Lacs) from Punjab National Banks is secured against stock and receivables of projects. The Cash credit is repayable on demand and carries interest @ 13.50% p.a.

VII Mukundan Holdings Ltd.

TERM LOANS

Bank of Baroda Bank : Outstanding - ₹11,962.1 Lacs (USD 20 Mio) (Previous Year ₹10,901 Lacs (USD 20.00 Mio)).

The term facility is secured by following:

- Pari Passu Pledge of 100% shares of the Company held by Binani Cement Limited, India, the Guarantor.
- Negative lien on the assets of the Binani Cement Factory LLC, Dubai.
- Non -disposal undertaking for beneficial interest of 51% shares of Binani Cement Factory LLC, Dubai held by Murari Holdings Limited.
- Non -disposal undertaking for beneficial interest of 49% shares of Binani Cement Factory LLC, Dubai held by Mukundan Holding Ltd, 100% WOS of BCL.
- Paripassu charge over the ESCROW Account held under the USD 85 Mio Syndicate loan facility.
- Irrecoverable and unconditional corporate guarantee of Binani Cement Limited (as permitted by Foreign Exchange Management Act, India and Reserve Bank of India guidelines).

The Guarantor's maximum liability is limited to a total aggregate amount of USD 25 Mio (the Guarantee Cap) and shall remain in full force and effect and shall be valid until the date falling six months after the termination date (the Expiry Date) regardless of any intermediate payment or discharged in whole or in part whichever is earlier.

VIII Krishna Holdings Pte Ltd.

Term Loan

State Bank of India (HK) : ₹7880.63Lacs (USD 13.18 Mio) (Previous Year ₹10179.35Lacs (USD 18.68 Mio))

The loan is secured by irrecoverable and unconditional corporate guarantee of Binani Cement Limited.

IX Binani Cement Factory LLC

Bank Borrowings

Trust Receipts & Bill discounted with Recourse ₹6648.91 Lacs (AED 40.83Mio) (Previous Year ₹4314.95 Lacs (AED 29.08 Mio))

The bank borrowings are secured by:

- Assignment of insurance policies covering Stocks .
- Charge over Plant & Machinery
- Lien over fixed deposits.
- Corporate guarantee of Mukundan Holdings Ltd. , Murari Holdings Ltd. & Binani Cement Ltd.

XI Shandong Binani Rong'An Cement Company

Loan from Bank of Rizhao, outstanding ₹19409.2 Lacs (RMB 200.00 Mio) (Previous year 17374.80 Lacs (RMB 200.00 Mio))

The Loan is secured by Plant & Machinery and land purchased for 2nd Clinker Production Line.

The Company has also made defaults in repayment of unsecured term loans amounting to ₹2500 Lacs for the period of 35 days and Interest amounting to ₹35.18 Lacs for the period of 1 day to 35 days.

XII 3B Binani Glass Fibre S.a.r.l. (3B Binani)

IDBI Bank Limited - Outstanding ₹1,52,256.60 Lacs (USD 254.57 Mio) (Previous year ₹1,43,928.62 Lacs (USD 264.07 Mio))

The Loan is secured against:

- First charge on the entire fixed assets (both movable & immovable) of Project Bird Holding S.à r.l and its subsidiaries and 3B Fibreglass A/S (except for the fixed assets of 3B Fibreglass A/S which would be exclusively charged against the revolving credit facility) present and future and of all subsidiaries companies if any, in between.
- Hypothecation of the entire current assets of Project Bird Holding S.à r.l and Its subsidiaries and 3B Fibreglass A/S, (except for the current assets of 3B Fibreglass A/S which would be exclusively charged against the revolving credit facility) present and future and of all subsidiaries companies if any, in between.
- First charge by way of assignment of all project documents, share purchase agreement, insurance policies, intangibles.
- Pledge of 100% shares, Bank Accounts, Rights & Claims for royalties, IP Licenses, Metal Alloy etc., Receivables of 3B Fibreglass A/S, Project Bird Holding S.à r.l and Its subsidiaries and of all subsidiaries / companies if any in between.
- First charge on the entire cash flow of the Project Bird Holding S.à r.l and 3B Fibreglass A/S.
- Debt service Reserve Account maintained by 3B Fibreglass A/S.
- Irrevocable and unconditional Corporate Guarantee of BIL, BCL, BZL and GGFL (Limited to 105% of the loan amount).
- Personal Guarantee of Shri Braj Binani. The continuation of personal Guarantee would be subject to annual review by IDBI / Lead Lender.
- Pledge of 40% shares of BCL, held by BIL. In the event of default IDBI Bank / Lenders shall have voting rights.

All securities mentioned above would rank paripassu amongst the lenders participating in both the facilities.

The Company has overdues of ₹2,990.53 Lacs (USD 5 Mio) which fell due on 31st March 2014 and Interest amounting to ₹2,798.20 Lacs (USD 4.68 Mio) for more than 75 days.

XIII 3B Fibre Glass S.p.r.l.

a) Punjab National Bank - Working Capital Loan Outstanding ₹12,338.39 Lacs (Euro 15 Mio) (Previous Year ₹6986.72 Lacs (Euro 10 Mio)) at 3month Libor +550 bps

- The Loan is secured by First charge on Current Assets of the Company
 - Corporate Guarantee of BIL / 3B Binani
 - Security Margin of 25% for Raw Material, WIP, Book Debts.
- Term - 12 months, renewable annually

b) Canara Bank - Working Capital Loan Outstanding Rs.8,225.59 Lacs (Euro 10 Mio) (Previous Year Nil) at 3month Libor +550 bps

- The Loan is secured by First paripassu charge on Current Assets of the Company
- Corporate Guarantee of BIL / 3B Binani
- Security Margin of 25% for Raw Material, WIP, Book Debts less Creditors for Goods.
- Second paripassu charge on Fixed Assets of the Company.

Term - running account repayable on demand subject to annual review / renewal

Note No. 29 Incase of Binani Cement Limited, the Competition Commission of India (CCI) vide its order dated June 20, 2012 has imposed a penalty of ₹16,732 Lacs on the Company alleging contravention of certain provisions of the Competition Act, 2002. The Company has filed an Appeal before the Competition Appellate Tribunal (CompAT) against the aforesaid order of CCI and the Company has been advised by its legal advisors that it has a good case for the CompAT to set aside the CCI order and accordingly no provision has been considered necessary by the Company in this regard.

Note No. 30 Binani Cement Limited has opted for Sales Tax Incentive Scheme, 1989. Earlier 25% incentive was allowed by State Level Screening Committee, but pursuant to order of Rajasthan Tax Board, 75% incentive from Sales Tax for sales effected in Rajasthan for 9 years subject to a limit of Eligible Fixed Capital Investment (EFCI) is being availed of. The Company has availed Sales Tax Incentive of ₹20266.98 Lakhs upto 31st March, 2006. The Sales Tax Department filed a revision petition before the Hon'ble Rajasthan High Court, Jodhpur contesting the order of Rajasthan Tax Board, which allowed the Company to avail 75% sales tax incentive. The Hon'ble High Court has dismissed the revision petition of Sales Tax Department. The Department has filed a revision petition before Hon'ble Supreme Court.

On introduction of Value Added Tax (VAT) in the State of Rajasthan w.e.f. 1st April, 2006, an option has been given to switch over to deferment scheme for twice the remaining validity period as available under the erstwhile Sales Tax Incentive Scheme, 1989 subject to the original limit of EFCI. The Company has exercised this option w.e.f. 1st April, 2006 under which 75% of VAT collected and payable after the said date is being deferred for a period of 7 years. Till 26th May, 2007, ₹3813.54 Lakhs was deferred. The company has paid ₹2378.65 Lakhs during 2012-13 & 2013-14.

Hon'ble Supreme Court has decided the case against the company. As per order, the company is eligible for 25% sales tax incentive for 7 years only. After decision of Hon'ble Supreme Court, the assessing authority passed revised assessment orders and raised demand notices for the year 1998-99 to 2007-08 amounting ₹41421.55 Lakhs (₹16731.80 Lakhs towards tax & ₹24689.75 Lakhs towards interest). The Company has accepted the tax liability and provided ₹15,278.46 Lacs as an exceptional item and the balance amount of tax ₹1453.34 Lacs is already provided in the books. Company has filed application for payment of tax amount in 36 monthly installments & also filed application for waiver of interest with the Commissioner, Commercial Taxes Department, Jaipur & same is pending for decision, as no interest is payable for the period when the matter is subjudice. The similar decision was given by the Hon'ble Supreme Court in the case of State of Rajasthan VS J.K. Udaipur Udyog Ltd., directing that no interest or penalty will be charged from the Company by the Tax Department for the period when the matter was sub judice before the Court. The company has also filed review petition in Hon'ble Supreme Court in respect of the order passed of Hon'ble Supreme Court.

The Company was eligible for EFCI of ₹48849.53 Lakhs based on applicable guidelines under the Incentive Scheme, but the amount sanctioned by SLSC was ₹28047.61 Lakhs, against which writ petition was pending with the Hon'ble Rajasthan High Court. The company has continued to avail the deferment benefit, pending the decision of Hon'ble High Court / State Government. The case was subsequently disposed by Hon'ble High court, Jaipur against the company, which was challenged by the company in Hon'ble Supreme Court. But, the same was also decided against the company.

After disposal of matter by Hon'ble Supreme Court, Commercial Taxes Deptt. has issued demand notice of ₹17302 Lakhs for the period 30th April, 2008 to 31st August, 2011. Against this tax liability, ₹2155.11 Lakhs has been deposited by the company / recovered by the Sales Tax Deptt. For the balance demand of ₹15146.89 Lakhs, Company filed application with the Commercial Taxes Deptt. for grant of installments, but the same was not accepted as proposed by the Company. Against which, writ petition was filed in Hon'ble High Court, Jaipur. The case has been finally decided by Hon'ble High Court. As per the order, the company has been directed to make the initial payment of ₹5000 Lakhs by 30.06.2014 and balance in 12 equal monthly installments alongwith interest.

The Commercial Taxes Deptt. has also raised demand of interest amounting ₹3077.93 Lakhs, for which application for waiver of interest has been filed by the Company with Commissioner, Commercial Taxes Deptt., Jaipur and the same is pending for decision.

In addition to above, during the year 2007-08, the Company has filed an application with Sales Tax department for extension of period of EFCI scheme, which was not accepted. The company has filed a case with H'ble Jaipur High Court to instruct the Sales Tax department to extend the EFCI scheme period. However, the company had availed deferment of 75% of the VAT / CST liability amounting to ₹3967.09 Lakhs for the period 27th May, 2007 to 30th April, 2008.

Note No. 31 On 14th November 2013, the Board of Directors of BT Composites Limited accorded their consent to discontinue the Sheet Molding Compound business of the company with effect from 1st December 2013 and to sell all the movable and immovable Assets of the Company situated at C5 to C9, C12 to C16, Madkaim Industrial Estate, Mardol Post, Madkaim, Goa – 403404 including the transfer of land Buildings and Sheds. As the only business of the company was that of Sheet Molding Compound which has been discontinued, the entire operations of the company have been considered as discontinued operations

Note No. 32 "The Scheme of Amalgamation for merger of Wada Industrial Estate Ltd. (WIEL) a wholly owned subsidiary of the Company into the Company with effect from 1st December 2013 has been approved by the Hon'ble High Court at Calcutta on 14th May 2014. The certified copy of the said order has been filed with the ROC, Kolkata. The Company has given effect of the merger in its books of accounts. The Accounting for this merger was done as per AS-14 in the books of the company.

Accordingly, as of December 1, 2013 the following assets and liabilities of WIEL have been included as the assets and liabilities of the Company at their book values.

	(₹ in Lacs)	
	Debit	Credit
Fixed Assets (Net)	252.37	
Investments	10.02	
Bank Balance	0.50	
Cash in hand	0.94	
Loans & Advances	1.65	
Profit & loss Account	521.14	
Taxes payable		0.07
Sundry Creditors		0.71
Business Reorganisation Reserve (BRR) (pursuant to a Scheme of Amalgamation for merger of Scintillating Buildtech Pvt. Ltd. with effect from 1st November 2013 with the Company, approved by the Hon'ble High Court at Calcutta on 18th March 2014)		0.94
Advance from Binani Industries Ltd.		194.90
	786.62	196.61
Difference being Share Capital of WIEL as on December 1, 2013		590.01
BIL's value of Investments in WIEL as on December 1, 2013		237.78
Net difference (see para below)		352.23

The difference of ₹352.23 Lacs between the value of the assets and liabilities so recorded, has, in accordance with the Scheme approved by the Hon'ble High Court, been recorded as forming part of the BRR of the Company.

Pursuant to the above scheme, with effect from 21st June 2014 i.e. the date of filing the Scheme with the Registrar of Companies, Kolkata, the authorised share capital of the Company stands increased to ₹10,600 Lacs divided into 460 Lacs equity shares of ₹10 each and 60 Lacs preference shares of ₹100 each.

Note No. 33 Disclosures pursuant to Accounting Standard (AS) 7 (Revised) "Construction Contracts"

BIL Infratech Limited

(₹ in Lacs)

	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
i)	Contract revenue recognised for the financial year	22,952.70	11,246.44
ii)	Aggregate amount of contract costs incurred and recognised profits (Less recognised losses) as at end of the financial year for all contracts in progress as at that date	20,528.87	8,351.39
iii)	Amount of customer advances outstanding for contracts in progress as at end of the financial year	2,235.98	1,826.07
iv)	Retention amounts due from customers for contracts in progress as at end of the financial year	2,633.62	1,006.61

Note No. 34 Remuneration to Auditors

(₹ in Lacs)

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
For Audit Fees	211.97	195.57
For Taxation Matters	22.39	20.81
For Company Law matter	0.25	0.25
For Other Services	15.40	20.21
For Reimbursement of Expenses	3.10	11.65
	253.11	248.49

Note No. 35 Deferred Tax Liability of the Group comprises of the following :

(₹ in Lacs)		
Particulars	31st March, 2014	31st March, 2013
a) Deferred Tax Liability		
Fixed Assets	23,119.58	22,935.04
Others	276.12	-
TOTAL	23,395.70	22,935.04
b) Deferred Tax Asset		
Unabsorbed losses and depreciation	(6,947.37)	(1,751.54)
Other temporary differences	(7,256.42)	(1,741.90)
TOTAL	(14,203.79)	(3,493.44)
Provision for Deferred Tax Liability (net)	9,191.91	19,441.60

Note No. 36 Segmental Reporting as per Accounting Standard AS - 17 issued by The Institute of Chartered Accountants of India (Consolidated)**Primary Segments**

(₹ in Lacs)								
Particulars	Zinc & by products	Cement	Glass Fibre	Other operations	Unallocated	Sub Total	Less: Elimination	Total
Segment Revenue								
External Revenue	35,035.05	249,655.53	156,620.73	32,245.81	-	473,557.12	-	473,557.12
(net of Excise Duty)	(44,143.33)	(266,897.98)	(124,349.15)	(12,720.73)	-	(448,111.19)		(448,111.19)
Inter-Segment Revenue	-	-	-	12,899.42	-	12,899.42	12,899.42	-
	-	-	-	(17,929.08)	-	(17,929.08)	(17,929.08)	-
Total Segment Revenue	35,035.05	249,655.53	156,620.73	45,145.23	-	486,456.54	12,899.42	473,557.12
	(44,143.33)	(266,897.98)	(124,385.16)	(30,613.79)	-	(466,040.27)	(17,929.08)	(448,111.19)
Segment Result	(2,895.44)	73.70	930.50	988.31	(1,272.54)	(2,175.47)	(269.34)	(1,906.14)
	(-3093.75)	(26,279.26)	(-6403.56)	(101.76)	(5,959.64)	(22,843.35)	(-232.01)	(23,075.36)
Other income								4,121.95
								(4,622.17)
Finance Costs								62,161.44
								(46,161.66)
Profit / (Loss) from Ordinary activities before Tax and Extraordinary/Exceptional Items								(59,945.62)
								(-18,464.12)
Income Taxes								(8,906.35)
								(3,527.38)
Profit / (Loss) from Ordinary activities								(51,039.27)
								(-21,991.50)

(₹ in Lacs)

Particulars	Zinc & by products	Cement	Glass Fibre	Other operations	Unallocated	Sub Total	Less: Elimination	Total
Extraordinary / Exceptional Items								15,278.46 (-1143.52)
Net Profit/Loss								(66,317.73) (-20847.98)
Segment Assets	28,804.83 (34,006.04)	485,539.16 (395,569.14)	273,280.59 (231,115.35)	480,024.81 (169,259.16)	12,121.74 (7,529.27)	1,279,771.14 (837,478.96)	583,008.12 (186,281.34)	696,763.02 (651,197.61)
Segment Liability	19,934.95 (26,802.73)	130,290.88 (101,466.24)	36,966.87 (34,095.82)	21,915.74 (10,835.82)	10,616.72 (20,630.13)	219,725.17 (193,830.75)	12,457.67 (3,437.30)	207,267.50 (190,393.45)
Unallocated corporate liabilities								512,729.61 (436,354.92)
Total Liability								719,997.11 (626,748.37)
Capital Expenditure (net)	2,402.86 (959.08)	18,890.38 (6,262.56)	11,761.69 (13,282.12)	380.77 (635.52)	(31) (276.44)	33,404.63 (21,415.72)	- (-)	33,404.63 (21,415.72)
Depreciation & Amortization	763.23 (887.42)	16,557.60 (15,404.19)	12,345.22 (11,784.74)	230.52 (159.41)	126.70 (119.17)	30,023.27 (28,354.93)	- (-)	30,023.27 (28,354.93)

Secondary Segments

(₹ in Lacs)

Particulars	Within India	Out of India	Total
Segment Revenue	388,995.82 (287,261.69)	84,561.29 (160,849.50)	473,557.12 (448,111.19)
Total Assets	325,624.63 (273,282.78)	371,138.39 (377,914.83)	696,763.02 (651,197.61)
Capital Expenditure	20,277.70 (8,610.80)	13,126.93 (12,804.92)	33,404.63 (21,415.72)

(Figures in brackets pertain to Previous Year)

Notes:

(i) Business Segments

The Company has considered "Business Segments" as the "Primary Segment" for disclosures which comprises of Zinc & by Products, Cement and Glass Fibre & its Products.

(ii) Geographical Segments

Geographical Segment is the "Secondary Segment" and location of its market i.e., "India" and "Out of India" have been used. Since sales out of India are made to many countries without any significant difference in the value of supplies made to individual countries, these have been aggregated under "Out of India".

Note No. 37**a) Details of unhedged foreign currency exposure as at March 31, 2014****i) Binani Industries Limited**

Particulars	Currency	Amount in Foreign Currency	₹ In Lacs
Outstanding foreign currency trade payable	GBP	244,987	247.12
	GBP	(121,250)	(101)
Outstanding foreign currency trade payable	USD	21,713	13.13
	USD	(-)	(-)
Outstanding foreign currency trade payable	EUR	5,160	4.31
	EUR	(-)	(-)
Outstanding foreign currency loan payable	USD	69,750,600	42,192.14
	USD	(69,750,600)	(38,279.13)
Outstanding interest on foreign currency loan payable	USD	2,255,668	1,364.45
	USD	(421,637)	(231.39)

(Figures in bracket pertain to Previous Year)

ii) Goa Glass Fibre Limited

Particulars	Currency	Amount in Foreign Currency	₹ In Lacs
Import Trade Payable	USD	9,781	6
	USD	(16,759)	(9)
Import Trade Payable	EURO	293,569	245
	EURO	(159,865)	(113)
Export Trade Receivable	EURO	352,855	294
	EURO	(102,548)	(71)
Export Trade Receivable	USD	-	-
	USD	(355,178)	(192)
Loans and Advances	USD	8,969	6
	USD	(-)	(-)
Loans and Advances	EURO	4,881	4
	EURO	(200,000)	(141)

(Figures in bracket pertain to Previous Year)

iii) Binani Zinc Limited

Particulars	Currency	Amount in Foreign Currency	₹ In Lacs
Receivables	USD	23,000	13.65
	USD	(55,062)	(30.22)
Trade Payables	USD	9,309,000	5,630.91
	USD	(20,067,000)	(11,012.51)

(Figures in bracket pertain to Previous Year)

iv) 3B Binani Glass Fibre S.a.r.l. (3B Binani)

Particulars	Currency	₹ In Lacs
Loans Payables	USD	152,256.60
	USD	(143,928.63)

(Figures in bracket pertain to Previous Year)

v) Binani Cement Limited

Particulars	Currency	₹ In Lacs
Outstanding Creditors for Coal	USD	10,123.68
	USD	(13,199.93)
Outstanding Creditors for Machinery	USD	7.88
	USD	(1,470.78)
Outstanding Creditors for Spares	DKK	3.03
	DKK	(-)
Loans Payables	USD	414.72
	USD	(1,128.78)

(Figures in bracket pertain to Previous Year)

b) Details of forward contracts outstanding at March 31, 2014 are as follows :-

Currency	Number of Contracts	Buy Amount	Purpose
USD	17	18,710,000	Creditors Payment

Note No. 38 RELATED PARTY DISCLOSURE AS PER AS 18 ISSUED UNDER ACCOUNTING STANDARD RULES 2006 (AS AMENDED)

- (a) The Company has entered into transactions in ordinary course of business with related parties at arms length as per details below:
(i)

Particulars	(₹ In Lacs)
Royalty expenses	
Golden Global Pte Limited (Singapore Company), Assignee of Promoter	688.36 (1,267.48)
Service charges received	
Triton Trading Company Private Limited	15.09 (13.72)
Directors Sitting Fees	
Mr. Braj Binani	3.10 (3.80)
Payment towards Services received	
Sambhaw Holdings Limited (since merged with Binani Metals Limited)	18.00 (72.00)
Triton Trading Company Private Limited	131.15 (137.70)
Nirbhay Management Services Private Limited (since merged with Binani Metals Limited)	175.28 (151.81)
Binani Metals Limited	126.00 (-)
Sale of Traded Goods	
Binani Metals Ltd.	1,481.38 (-)

Particulars	(₹ In Lacs) Promoters & Enterprises where Promoters have got significant influence
Interest paid Dhaneshawar Solution Pvt. Ltd. (since merged with Binani Metals Limited)	11.26 (15.68)
Rent paid Binani Metals Limited	13.93 (7.02)
Service charges paid for car usage Binani Metals Limited Triton Trading Company Private Limited	58.23 (113.91) 2.44 (5.30)
Advertisement Expenses Media Magix (A Division of Asian Industry & Information Service Pvt Ltd) (since merged with Binani Metals Limited)	4,366.96 (3,879.41)
Dividend Paid Dharmik Commodeal Private Limited Vijayshree Holdings Private Limited K.B. Vyapar Private Limited Lucknow Properties & Finance Private Limited AK Traders Private Limited	142.76 (142.76) 128.65 (128.65) 37.29 (37.29) 42.59 (42.59) 38.05 (38.05)
Donation G D Binani Charitable Foundation	- (125.00)
Inter Corporate Deposit received / repaid Dhaneshawar Solution Pvt. Ltd. (since merged with Binani Metals Limited)	2,500.00 (2,850.00)
Loan received Golden Global Pte Limited (Assignee of Promoter)	165.28 (-)
Security Deposit paid Triton Trading Company Private Limited	15.75 (-)
Expenses incurred on behalf of the company Binani Metals Limited	- (45.46)
Execution of transportation / other services contract Dhaneshawar Solution Pvt. Ltd. (since merged with Binani Metals Limited)	37,342.89 (37,428.63)

(₹ In Lacs)	
Particulars	Promoters & Enterprises where Promoters have got significant influence
Balance outstanding as on 31st March 2014	
(Liabilities)	
Dhaneshwar Solution Pvt. Ltd. (since merged with Binani Metals Limited)	-
	(3,601.46)
Media Magix	1,217.91
(A Division of Asian Industry & Information Service Pvt Ltd) (since merged with Binani Metals Limited)	(491.19)
Golden Global Pte Limited (Assignee of Promoter)	371.02
	(595.94)
Nirbhay Management Services Private Limited (since merged with Binani Metals Limited)	47.02
	(-)
Binani Metals Limited	49.05
	(-)
Triton Trading Company Private Limited	71.68
	(36.00)

(Figures in bracket pertain to Previous Year)

(II)

(₹ In Lacs)	
Particulars	Enterprises where a subsidiary has got significant influence
Revenue from Works Contract	
BLK-BILIL Consortium	10,376.22
	(2,212.96)

(Figures in bracket pertain to Previous Year)

(b) Names of related parties and description of relationship:

- Key Management Personnel: Mr. Braj Binani and Mr. Sunil Sethy. Dividend Paid to Mr. Braj Binani 1.59 Lacs (Previous Year 1.59 Lacs). Managerial Remuneration paid to Mr. Sunil Sethy during the year ended 31st March 2014 was ₹202.48 Lacs (Previous Year ₹172.76 Lacs).
- Enterprises where Key Management Personnel have got significant influence: Mr. Braj Binani in Binani Metals Limited, Sambhwal Holdings Limited, K. B. Vyapar Private Limited, Triton Trading Company Private Limited, Lexus Holding & Finance Private Limited, Dhaneshwar Solutions Private Limited, Media Magix (A Division of Asian Industry & Information Service Private Limited), Nirbhay Management Services Private Limited and Miracle Securities Private Limited. Mr. Sunil Sethy in Radix Technologies.

Note No. 39

During the previous year, BIL had decided to sell part of its holding in its subsidiary BCL and expected that the sale would get materialised in the current year. As the said sale could not get materialized during the current year, the unamortized expenditure deferred in the previous year amounting to ₹4,797.16 Lacs has been charged to the Statement of Profit and Loss during the current year.

Note No. 40 EMPLOYEE BENEFITS DISCLOSURE AS PER AS 15 (REVISED) ISSUED UNDER ACCOUNTING STANDARD RULES 2006 (AS AMENDED):.

a) **Defined Contribution Plan**

During the year the company has recognised ₹7,126.88 Lacs (Previous Year ₹5,738.27 Lacs) in the Statement of Profit and Loss on account of defined contribution plans.

b) Defined Benefit Plan

Details of the Group's defined benefit plans in respect of Gratuity (funded) :

		[₹ In Lacs]	
	Particulars	31st March, 2014	31st March, 2013
I	Expenses recognised in the Statement of Profit & Loss for the year ended 31st March, 2014		
1	Current Service Cost	185.23	172.17
2	Interest Cost	124.99	108.99
3	Employees Contributions	-	-
4	Expected return on plan assets	(123.16)	(107.19)
5	Net Actuarial (Gains) / Losses	0.85	51.20
6	Past Service Cost	-	-
7	Settlement Cost	-	-
8	Total Expenses	187.91	225.18
II	Net Asset/ (Liability) recognised in the Balance Sheet as at 31st March, 2014		
1	Present value of Defined Benefit Obligation as at the end of the year	1,642.61	1,464.40
2	Fair value of plan assets as at the end of the year	1,543.17	1,465.21
3	Funded status [Surplus/(Deficit)]	(109.26)	(45.58)
4	Net asset/ (Liability) as at the end of the year	(109.26)	(45.58)
III	Change in obligation during the year ended 31st March, 2014		
1	Present value of Defined Benefit Obligation at beginning of the year	1,487.48	1,275.11
2	Current Service Cost	185.14	172.17
3	Interest Cost	124.12	108.12
4	Settlement Cost	-	-
5	Past Service Cost	-	-
6	Employees Contributions	-	-
7	Actuarial (Gains) / Losses	17.33	43.91
8	Benefits Payments	(146.27)	(109.52)
9	Present value of Defined Benefit Obligation at end of the year	1,667.79	1,489.76
IV	Change in Assets during the year ended 31st March, 2014		
1	Plan assets at beginning of the year	1,462.62	1,272.59
2	Assets acquired on amalgamation in previous year	-	-
3	Settlements	-	-
4	Expected return on plan assets	124.39	107.19
5	Contributions by Employer	88.05	179.34
6	Actual benefits paid	(146.27)	(109.52)
7	Actuarial Gains / (Losses)	14.38	5.53
8	Plan assets at end of the year	1,543.17	1,455.11
9	Actual return on plan assets	56.14	102.60
V	The major categories of plan assets as a percentage of total plan		
	Qualifying Insurance Policy	YES	YES
VI	Actuarial Assumptions		
	Discount Rate	8.25% - 8.50%	8.25% - 8.50%
	Salary Escalation	4.00% - 5.00%	4.00% - 5.00%

- c) Provision towards liability for Leave Encashment is made on the basis of actuarial valuation as per Accounting Standard 15 (Revised). Actuarial value of liability as on 31.03.2014 is ₹416.07 Lacs (Previous year ₹412.39 Lacs) based upon following assumptions.

Particulars	31st March, 2014	31st March, 2013
Discount Rate	8.25%	8.25%
Salary Escalation	4.00%	4.00%

- d) **Defined Benefit Plans - Loyalty (unfunded)**

Binani Zinc Limited: Under a scheme, employees are eligible for loyalty payment on retirement, if they have rendered a minimum of 10 years of service at the company. Loyalty plan is unfunded.

(₹ in Lacs)			
	Particulars	31st March, 2014	31st March, 2013
i)	Actuarial Assumptions		
	Discount Rate (per annum)	8.25%	8.25%
	Salary escalation rate	4.00%	4.00%
	Mortality rate	LIC (1994-1996) rate	LIC (1994-1996) rate
ii)	Reconciliation of present value of obligation:		
	Present value of obligation at beginning of the year	36.67	29.43
	Current Service Cost	11	9.23
	Interest Cost	3.48	2.81
	Actuarial (gain)/loss	(2.58)	0.07
	Benefits Paid	(7.57)	(4.87)
	Present value of obligation at end of the year	41.00	36.67
iii)	Reconciliation of present value of obligation:		
	Present value of obligation at end of the year	41.00	36.67
	Fair value of plan assets at end of the year	-	-
	Net (Asset)/liability recognized in Balance Sheet	41.00	36.67
iv)	Expenses recognised in the Profit and Loss Account:		
	Current Service Cost	11.00	9.23
	Interest Cost	3.48	2.81
	Expected return on plan assets	-	-
	Actuarial (gain) /loss recognised in the period	(2.58)	0.07
	Total expenses recognised in the Profit and Loss Account for the year	11.90	12.11

The above disclosures are based on information certified by the independent actuary and relied upon by the auditors.

- e) **Binani Cement Factory LLC**

Employees terminal benefits

For employees terminal benefit provision, actuarial calculations are not made. Hence, provision is made on the assumption that all employees were to leave as of the end of the reporting period since this provides, in management's opinion, a reasonable estimate of the present value of the terminal benefits.

Note No. 41 Consolidated Earning per share (EPS) is calculated as follows :

A Basic and Diluted EPS before extraordinary items		(₹ in Lacs)
Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
Net Profit after tax attributable to Equity Shareholders	(66,317.74)	(20,847.98)
Net Profit after tax before extraordinary items attributable to Equity Shareholders	(66,317.74)	(20,847.98)
Equity shares outstanding as at the year end (in Nos.)	29,596,425	29,596,425
Weighted average number of Equity Shares used as denominator for calculating Basic and Diluted Earning Per Share	29,596,425	29,596,425
Nominal Value per Equity Share (₹)	10.00	10.00
Earning Per Share (Basic and Diluted) (₹)	(224.07)	(70.44)

B Basic and Diluted EPS after extraordinary items		(₹ in Lacs)
Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
Net Profit after tax attributable to Equity Shareholders	(66,317.74)	(20,847.98)
Less: Extraordinary Items	-	-
Net Profit after tax after extraordinary items attributable to Equity Shareholders	(66,317.74)	(20,847.98)
Equity shares outstanding as at the year end (in Nos.)	29,596,425	29,596,425
Weighted average number of Equity Shares used as denominator for calculating Basic and Diluted Earning Per Share	29,596,425	29,596,425
Nominal Value per Equity Share (₹)	10.00	10.00
Earning Per Share (Basic and Diluted) (₹)	(224.07)	(70.44)

Note No. 42

No events or transactions have occurred since the date of Balance Sheet or are pending that would have a material effect on the financial statements at that date or for the period then ended, other than those reflected or fully disclosed in the books of accounts.

Note No. 43

Previous year's figures have been regrouped / reclassified wherever necessary.

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For Kanu Doshi Associates
Chartered Accountants
Firm Registration No. 104746W

Jayesh Parmar
Partner
Membership No: 45375

Place : Mumbai
Date : 24th June 2014

Sushil Bhatler
Manager

K. K. Saraf
President & Company Secretary

M . K. Chattopadhyaya
Advisor - Corporate

**For and on behalf of
the Board of Directors**

Braj Binani
Chairman

V. Subramanian
Director

Place : Mumbai
Date : 24th June 2014

Binani Industries Limited

SUMMARISED FINANCIAL INFORMATION FOR THE YEAR / PERIOD ENDED ON MARCH 31, 2014, IN RESPECT OF SUBSIDIARIES OF THE COMPANY IN COMPLIANCE WITH THE GENERAL EXEMPTION GRANTED BY THE MINISTRY OF COMPANY AFFAIRS UNDER SECTION 212(8) OF THE COMPANIES ACT, 1956.

Sr.no	Name of the Subsidiary Company	Country of Incorporation	Relationship	Currency	Conversion Rate	Capital	Reserves	Total Assets	Total Liabilities	Details of Investments (except investment in subsidiaries)	Turnover excluding other income	Profit/ (Loss) before Taxation	Provision for Taxation	Profit/ (Loss) after Taxation
														(₹ in Lacs)
1	Binani Cement Limited (BCL)	India	Subsidiary of BIL	INR		18,860.38	39,040.96	419,177.39	361,276.05	-	185,071.04	[29,335.00]	[9,622.62]	[19,712.38]
2	Binani Zinc Limited (BZL)	India	Subsidiary of BIL	INR		6,761.81	[4,505.32]	28,415.93	26,159.45	17.50	35,035.05	[2,748.40]	[244.00]	[2,504.40]
3	Goa Glass Fibre Limited	India	Subsidiary of 3B Binani	INR		12,417.74	[10,650.25]	11,448.20	9,680.71	-	12,246.41	[2,462.30]	-	[2,462.30]
4	B.T.Composites Limited	India	Subsidiary of BIL	INR		1,450.00	[2,074.72]	291.91	916.62	-	210.06	[477.58]	[1.02]	[476.56]
5	BIL Infratech Limited (BInfra)	India	Subsidiary of BIL	INR		1,500.00	908.19	16,260.18	13,851.99	-	33,079.66	1,273.75	477.81	795.94
6	RoyalVision Projects Private Limited	India	Subsidiary of BIL	INR		1.00	[0.28]	0.84	0.11	-	-	[0.28]	-	[0.28]
7	Sankalp Holdings Limited (SHL) *	Cyprus	Subsidiary of BIL	USD	59.8105	1.00	[1.00]	-	-	-	-	[0.46]	-	[0.46]
				INR		59.84	[59.84]	-	-	-	-	[27.58]	-	[27.58]
8	BZ Resources Mauritius Limited *	Mauritius	Subsidiary of BZL	USD	59.8105	0.00	0.00	-	-	-	-	[0.03]	-	[0.03]
				INR		0.00	0.00	-	-	-	-	[1.62]	-	[1.62]
9	BZ Minerals (Australia) PTY Limited *	Australia	Subsidiary of BZL	AUD	55.3188	0.01	0.56	0.58	0.01	-	-	[0.02]	-	[0.02]
				INR		0.47	30.79	31.87	0.61	-	-	[1.19]	-	[1.19]
10	RBG Minerals Industries Limited	India	Subsidiary of BZL	INR		500.00	-	510.61	10.61	0.03	-	-	-	-
11	Abhinav Holdings Limited *	Cyprus	Subsidiary of SHL	USD	59.8105	0.33	[0.33]	-	-	-	-	0.13	-	0.13
				INR		19.75	[19.75]	-	-	-	-	7.84	-	7.84
12	Binani Infrastructure Mauritius Limited *	Mauritius	Subsidiary of Binira	MUR	1.9746	-	-	-	-	-	-	[1.64]	-	[1.64]
				INR		-	-	-	-	-	-	[3.23]	-	[3.23]
13	CPI Binani Inc.	USA	Subsidiary of BIL	USD	59.8105	27.00	[23.47]	225.17	221.64	-	145.37	[17.37]	[5.62]	[11.75]
				INR		1,614.88	[1,403.88]	13,467.25	13,256.24	-	8,694.49	[1,038.97]	[336.18]	[702.79]
14	Binani Global Cement Holdings Private Limited	Singapore	Subsidiary of BIL	USD	59.8105	0.51	[0.05]	0.48	0.02	-	-	[0.02]	-	[0.02]
				INR		30.50	[3.02]	28.68	1.20	-	-	[1.21]	-	[1.21]
15	3B Binani Glassfibre S.a.r.l (3B Binani)	Luxembourg	Subsidiary of BIL	EUR	82.5784	1,000.94	[180.74]	2,690.62	1,870.42	-	-	[47.02]	0.07	[47.10]
				INR		82,656.02	[14,925.22]	222,187.09	154,456.29	-	-	[3,883.18]	6.07	[3,889.25]
16	Project Bird Holding IIIB S.a.r.l (PBH IIIB)	Luxembourg	Subsidiary of 3B Binani	EUR	82.5784	1,392.76	[34.53]	1,573.53	215.31	-	-	28.88	5.09	23.79
				INR		115,011.99	[2,851.81]	129,939.78	17,779.61	-	-	2,384.86	420.28	1,964.58
17	3B-Fibreclass SPRL	Belgium	Subsidiary of PBH IIIB *	EUR	82.5784	519.47	[124.15]	1,136.82	741.50	-	1,654.13	[59.93]	0.01	[59.94]
				INR		42,897.16	[10,252.11]	93,876.78	61,231.72	-	136,595.41	[4,948.92]	0.83	[4,949.75]
18	3B-Fibreclass A/S	Norway	Subsidiary of PBH IIIB *	NOK	10.0034	2,165.92	[1,033.21]	3,314.05	2,181.34	-	3,158.98	[382.97]	-	[382.97]
				INR		21,666.56	[10,335.61]	33,151.77	21,820.82	-	31,600.54	[3,831.00]	-	[3,831.00]
19	Tunifib S.a.r.l	Tunisia	Subsidiary of PBH IIIB *	TND	37.8878	60.00	7.23	63.56	[3.66]	-	-	4.40	-	4.40
				INR		2,273.27	273.82	2,408.28	[138.81]	-	-	166.71	-	166.71
20	Krishna Holdings Pte. Limited (KHL)	Singapore	Subsidiary of BCL	USD	59.8105	682.78	11.52	828.71	134.41	-	-	4.69	[0.34]	5.03
				INR		40,837.46	688.81	49,565.33	8,039.07	-	-	280.29	[20.61]	300.89
21	Mukundan Holdings Limited (MHL)	British Virgin Islands	Subsidiary of BCL	USD	59.8105	920.05	[102.96]	1,025.98	208.89	-	-	[11.48]	-	[11.48]
				INR		55,028.65	[6,158.11]	61,364.20	12,493.66	-	-	[686.55]	-	[686.55]
22	Murari Holdings Limited (MUHL)	British Virgin Islands	Subsidiary of BCL	USD	59.8105	701.05	[52.70]	806.12	157.78	-	-	[5.48]	-	[5.48]
				INR		41,930.15	[3,152.25]	48,214.53	9,436.63	-	-	[327.76]	-	[327.76]
23	Swiss Merchandise Infrastructure Limited	India	Subsidiary of BCL	INR		5.00	1.57	5,827.74	5,821.17	-	-	[0.28]	-	[0.28]
24	Mert Plaza Limited	India	Subsidiary of BCL	INR		5.00	[2.10]	4,333.07	4,330.17	-	-	[0.25]	-	[0.25]
25	Bhumi Resources (Singapore) Pte. Limited (Bhumi)	Singapore	Subsidiary of BCL	USD	59.8105	150.00	2.66	154.07	1.41	-	1.09	0.52	0.06	0.46
				INR		8,971.58	159.01	9,215.02	84.44	-	65.19	31.11	3.47	27.65

SUMMARISED FINANCIAL INFORMATION FOR THE YEAR / PERIOD ENDED ON MARCH 31, 2014, IN RESPECT OF SUBSIDIARIES OF THE COMPANY IN COMPLIANCE WITH THE GENERAL EXEMPTION GRANTED BY THE MINISTRY OF COMPANY AFFAIRS UNDER SECTION 212(8) OF THE COMPANIES ACT, 1956.

Sr.no	Name of the Subsidiary Company	Country of Incorporation	Relationship	Currency	Conversion Rate	Capital	Reserves	Total Assets	Total Liabilities	Details of Investments (except investment in subsidiaries)	Turnover excluding other income	Profit/(Loss) before Taxation	Provision for Taxation	Profit/(Loss) after Taxation
26	Binani Cement Factory LLC (BCF LLC)	United Arab Emirates	Subsidiary of MHL & MUHL	AED	16.2839	319.43	131.96	2,312.08	1,860.69	-	1,065.49	[104.95]	-	[104.95]
27	Binani Energy Private Ltd	India	Subsidiary of BCL	INR		5,201.57	2,148.88	37,649.68	30,299.23	-	17,350.26	[1,708.91]	-	[1,708.91]
28	Shandong Binani Rong'An Cement Co. Limited (SBRCC)	China	Subsidiary of KHL	RMB	9.7046	4,500.00	[691.28]	8,889.86	5,081.14	-	4,786.78	[336.06]	41.35	[377.41]
29	PT Anggana Energy Resources	Indonesia	Subsidiary of Bhumi	IDR	0.0053	43,670.70	[6,708.59]	86,272.54	49,310.43	-	46,453.80	[3,261.35]	401.27	[3,662.62]
30	BC Tradelink Limited	Tanzania	Subsidiary of BCF LLC"	TZS	0.0367	54,630.00	[14,833.98]	330,000.34	290,204.32	-	-	[1,477.78]	3,342.50	[4,820.28]
31	Binani Cement Factory (Kenya) Limited *	Kenya	Subsidiary of BCF LLC"	INR	0.6909	289.54	[78.62]	1,749.00	1,538.08	-	-	[7.83]	17.72	[25.55]
32	Binani Cement (Uganda) Limited *	Uganda	Subsidiary of BCF LLC"	UGX	0.0235	0.02	[3,009.00]	323.75	3,332.73	-	-	[436.05]	-	[436.05]
33	Binani Ready Mix Concrete Limited	India	Subsidiary of BCL	INR		620.90	[947.76]	27.52	354.38	-	114.62	[237.30]	-	[237.30]

* These companies are under liquidation.

Notes

- For the purpose of the above statement, the financial statements of the overseas subsidiaries are converted into INR on the basis of closing exchange rate as on March 31, 2014.
- Turnover, Profit/(Loss) before Taxation, Provision for Taxation and Profit/(Loss) after Taxation shown above are for the period / year April 01, 2013 to March 31, 2014. However, in case of a company acquired during the year, the financial statements of that company have been considered for consolidation from the date of acquisition to March 31, 2014.
- None of the companies have proposed / paid dividend during / for the period April 1, 2013 to March 31, 2014.
- The Statement does not include companies which have been closed / sold / merged during the year.

For and on behalf of the Board of Directors

Braj Binani
Chairman

V. Subramanian
Director

M. K. Chattopadhyaya
Advisor - Corporate

Sushil Bhatnagar
Manager

K. K. Saraf
President & Company Secretary

Place : Mumbai
Date : 24th June 2014



BINANI INDUSTRIES LIMITED

Mercantile Chambers, 12, J.N. Heredia Marg, Ballard Estate, Mumbai-400001.
www.binaniindustries.com

BINANI INDUSTRIES LIMITED

CIN: L24117WB1962PLC025584

Registered Office : 601, Axis Mall, 6th Floor, Block -C, Action Area -I, Rajarhat, New Town,
Kolkata - 700156, Website: www.binaniindustries.com • Tel: 033 – 23240069

Binani

PLEASE COMPLETE THE SLIP AND HAND
IT OVER AT THE ENTRANCE OF THE
MEETING HALL

FIFTY FIRST ANNUAL GENERAL MEETING ADMISSION SLIP

I hereby record my presence at the FIFTY FIRST ANNUAL GENERAL MEETING of the Company, held on Monday, 29th September, 2014 at 11.45 a.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700020.

Name of the Shareholder/Proxyholder*	Signature of the Shareholder/Proxyholder*

*Strike out whichever is not applicable.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password / PIN

Please read the instruction given at Note No. 20 of the Annual General Meeting Notice carefully before voting electronically.

BINANI INDUSTRIES LIMITED

CIN: L24117WB1962PLC025584

Registered Office : 601, Axis Mall, 6th Floor, Block -C, Action Area -I, Rajarhat, New Town,
Kolkata - 700156, Website: www.binaniindustries.com • Tel: 033 – 23240069

Binani**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No. / Client ID / DP ID :

I / We, being the Member(s) of Binani Industries Limited holding Share(s) hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
e-mail ID	e-mail ID	e-mail ID
Signature, or failing him	Signature, or failing him	Signature, or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifty First Annual General Meeting of the Company to be held on Monday, 29th September, 2014 at 11.45 a.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700020 and at any adjournment thereof in respect of such Resolutions, as are indicated overleaf.

Signed this _____ day of _____ 2014.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Please affix the
Revenue
Stamp

Note : This form of proxy, in order to be effective should be duly completed and deposited at the Registered Office of the Company at its new address at 37/2, Chinar Park, New Town, Rajarhat Main Road, P. O. Hatiara, Kolkata-700 157, not less than 48 hours before the commencement of the Meeting.

Please see overleaf



Item No.	Resolution
1	To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date together with Reports of the Directors' and the Auditors' thereon.
2	Declaration of Dividend on Equity Shares.
3	Re - appointment of Mr. Braj Binani, as a Director of the Company.
4	Appointment of M/s. Kanu Doshi Associates, Chartered Accountants as Auditors of the Company.
5	Appointment of Mr. N. C. Singhal as an Independent Director.
6	Appointment of Mr. Rahul Asthana as an Independent Director.
7	Appointment of Mr. S. Sridhar as an Independent Director.
8	Re-appointment of Mr. Sunil Sethy as the Executive Vice Chairman and Managing Director of the Company w.e.f. 10th November, 2013 to 31st May, 2014.
9	Appointment of Mr. Sushil Bhattar as the Manager of the Company for a period of 3 years w.e.f. 1st June, 2014.
10	Power to the Board to borrow in terms of section 180 (1) (c) of the Companies Act, 2013.
11	Power to the Board to create security in terms of section 180 (1) (a) of the Companies Act, 2013.
12	Adoption of new Articles of Association of the Company.

Binani Industries Limited



Registered Office: 601, Axis Mall, 6th Floor, Block -C, Action Area -I,
Rajarhat, New Town, Kolkata - 700156 CIN: L24117WB1962PLC025584
Tel: 033 - 23240069 Fax: 033-23240023 Email: mumbai@binani.net Website: www.binaniindustries.com

FORM NO. MGT-12 POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said Resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
1.	Adoption of the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date together with Reports of the Directors' and the Auditors' thereon.			
2.	Declaration of Dividend on Equity Shares			
3.	Re - appointment of Mr. Braj Binani who retires by rotation and being eligible offers himself for re-appointment.			
4.	Appointment of M/s. Kanu Doshi Associates, Chartered Accountants as Auditors and fixing their remuneration			
5.	Appointment of Mr. N. C. Singhal as Independent Director			
6.	Appointment of Mr. Rahul Asthana as Independent Director			
7.	Appointment of Mr. S. Sridhar as Independent Director			
8.	Re-appointment of Mr. Sunil Sethy as the Executive Vice Chairman and Managing Director of the Company w.e.f. 10th November, 2013 to 31st May, 2014.			
9.	Appointment of Mr. Sushil Bhatte as the Manager of the Company for a period of 3 years w.e.f. 1st June, 2014.			
10.	Power to borrow monies in excess of paid up capital and free reserves of the Company in terms of section 180 (1) (c) of the Companies Act, 2013.			
11.	Power to create security in excess of paid up capital and free reserves of the Company in terms of section 180 (1) (a) of the Companies Act, 2013.			
12.	Adoption of new Articles of Association of the Company.			

Place:

Date:

(Signature of the Shareholder)