

BENARA

BENARA



BENARA BEARINGS & PISTONS LTD.

REGISTERED OFFICE :

A - 3/4, Site B, Industrial Area, Sikandra,
AGRA - 282007 (U.P.), INDIA
Telephone : +91-562-2970158

E-mail : info@benara-phb.com
Tollfree No. : 1800-120-3002

MARKETING OFFICE :

Level-12, Building 8C, DLF Cyber City,
DLF Phase-II, Gurgaon-122002 (Haryana), INDIA
Telephone : +91-124-4029226

Website : http://www.benara-phb.com
CIN No. : U50300UP1990PLC012518

October 11th, 2018

To,
BSE Limited.
Dept. of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Company Scrip Code: 541178

Dear Sir,

Sub: Annual Report of Benara Bearings and Pistons Ltd for the Financial Year 2017-2018.

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing herewith Annual Report of the Company for the Financial year 2017-2018 for your kind records.

We request you to take note of the above on your record and oblige.

Thanking you,

Yours faithfully,

For Benara Bearings and Pistons Limited


Vivek Benara
Managing Director
DIN 00204647



An ISO 9001:2015 Certified Org

• Engine Bearings & Bushes • Pistons • Piston Pins • Piston Rings • Air-cooled Blocks • Cylinder Liners/Sleeves • Cylinder Kits • Connecting
• Ball Bearings • Spark Plugs • Motorcycle/Inverter Batteries • Timing Chains • Cam Shafts • Rocker Arms • Engine Valves • Valve Guides • Valve

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28th Annual Report 2017-18

Benara Bearings Pistons Limited

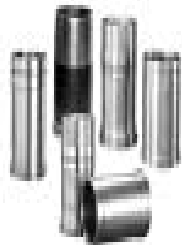
A-3/4, Site B industrial Area, Sikandra, Agra, Uttar Pradesh 282007

OUR PRODUCTS

BENARA



Genuine Engine Parts



- Bearings and Bushes
- Pistons Assemblies
- Piston Rings
- Cylinder Block Kits / Blocks only
- Connecting rod
- Cam shaft
- Timing Chain
- Ball Bearings
- Engine Valves
- Valve Guides
- Valve Seals
- Rocker arm
- Batteries
- Spark Plug
- Cylinder Block Kits

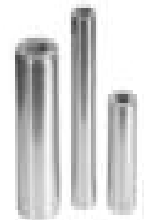


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COMPANY INFORMATION

Board of Directors

- Chairman : Panna Lal Jain
- Managing Director : Vivek Benara
- Non- Executive Director : Sarla Jain
- Executive Director : Ketaki Benara
- Independent Director : Nitesh Kumar Kumavat
- Independent Director : Avinash Kashyap

Chief Financial Officer (CFO)

: Vipin Kumar Jain

Company Secretary & Compliance Officer

: Artee Sahu

Registered Office

: A-3 &-4, Site B, Industrial Area
Sikandrabad, Agra-285007
Email Id: cs@benara-phb.com
Website: www.benara-phb.com

Statutory Auditors

: M/s Agrawal Jain and Gupta, (FRN:
013538C)
Chartered Accountants
Shop No 437, Opp S.K. Soni Hospital
Siker Road, Jaipur, 302023
Mobile :9829159490
Email Id: ajngupta@gmail.com

Internal Auditors

: Ms. Nalini Pandey, M. No 420436
Chartered Accountants

Secretarial Auditor

M/s. Goyal DK & Associates
Shop No. 28-29, 1st Floor, Bagda Bhawan,
Teeja Nagar, Panchayawala, Sirsi
Road, Jaipur -302034.

Registrar & Share Transfer Agent:

Bigshare Services Private Limited
E 2/3 Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai - 400072,
Tel: +91 22 6263 8200
Fax: +91 22 6263 8299
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com

Bankers

: **Axis Bank Limited**
GF 1, 3-16, Block 51, Anupam Plaza
II, Sanjay Place,
Agra 282002.

ICICI Bank Limited
2nd floor, Shanta Tower,
Sanjay Place

Agra- 282002.

Designated stock Exchange

: SME platform BSE Limited

P.J. Towers, Dalal Street,

Fort Mumbai – 400001.

Maharashtra, India.

Board Committees

Audit Committee

Mr. Nitesh Kumar Kumavat : Chairman

Mr. Avinash Kashyap : Member

Mr. Panna Lal Jain : Member

Nomination & Remuneration Committee

Mr. Avinash Kashyap : Chairman

Mr. Nitesh Kumar Kumavat : Member

Mrs. Sarla Jain : Member

Stakeholders relationship Committee

Mrs. Sarla Jain : Chairman

Mr. Vivek Benara : Member

Mrs. Ketaki Benara : Member

Coporate Social Responsibility (CSR) Committee

Mr. Avinash Kashyap : Chairman

Mr. Panna Lal Jain : Member

Mrs. Ketaki Benara : Member

Letter to Shareholders

We take immense pleasure by sharing with you about the performance of your company and present the Annual Report for the Financial year 2017-18.

We would like to state that your company is progressing to achieve new milestones in its journey towards growth through total excellence. **BENARA BEARINGS AND PISTONS LIMITED** has pursued business excellence through passion and expansion project successfully thereby improved its cost competitiveness and profitability.

Your company engaged in the manufacturing of Bearings and Pistons since incorporation. Over the years we believe that we have established a strong customer base and good marketing setup. Further, our group has sufficient marketing expertise and wide marketing network, which is and would be channeled for our business and future expansion, if any.

We would like to assure that we will continuously seek opportunities and make our best efforts to contribute towards the growth and success of the organization.

We extend our sincere appreciation to our colleagues on the board for their wise and matured counsel for the smooth functioning of the company. We would like to express our profound gratitude to all our stakeholders, our customers, business associates, employees, bankers, vendors and shareholders who have reposed their trust in us and given us constant support.

I would like to thank every shareholder of the company for reposing confidence in Benara Bearings and Pistons Limited and overwhelmingly support during the recent Initial Public offer of the Company.

Before I conclude, I would like to thank the shareholders, Customers and Vendors for their consistent and resolute support. I thank all my colleagues on the Board for their unanimous support and encouragement. Last but not the least, I would be thankful to employees and management team of Benara

Bearings and Pistons Limited for their hard work during the year. I look forward to your perpetual and priceless support in taking the Company to greater heights and new horizons in the future.

For BENARA BEARINGS AND PISTONS LIMITED

Yours Sincerely,

Panna Lal Jain

Chairman

DIN : 00204869

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Benara Bearings & Pistons Limited will be held on Friday the 28th September, 2018 at Conference Hall, A-3 &-4, Site B, Industrial Area, Sikandrabad, Agra-285007 at 10:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (including the Consolidated financial statements) of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors (“the Board”) and auditors thereon.
2. To ratify the Appointment of Statutory Auditors

RESOLVED THAT in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, **M/s Agrawal Jain and Gupta**, Chartered Accountants, (Firm Registration No. 013538C) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual general meeting until the conclusion of the Annual General Meeting to be held in the Calendar year 2021 and to fix their remuneration for the Financial Year ending 31st March, 2019.

SPECIAL BUSINESS

3. **To appoint Mr. Nitesh Kumar Kumawat as an Independent Director in this regard, pass the following resolution as Special Resolution**

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and

Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.

Nitesh Kumar Kumavat (DIN : 07994614) who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company, liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is upto 16th November, 2022.

4. To appoint Mr. Avinash Kashyap as an Independent Director in this regard, pass the following resolution as Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Avinash Kashyap (DIN: 00666821) who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company, liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is upto 18th September,2022.

5. To appoint M/s Goyal DK & Associates as a Secretarial Auditor of the Company

“RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act 2013 rule 9 of the companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board be and is hereby given for appointment of M/s GOYAL DK & ASSOCIATES Company Secretaries to be appointed as Secretarial Auditors of the Company for the Financial year 2018-2019 and Directors of the Company be and are hereby authorized to fix the remuneration with the consent of Audit Committee.

6. To appoint Ms. Nalini Pandey Chartered Accountants Membership No 420436 as Internal Auditor of the Company

“RESOLVED THAT pursuant to the provision of Section 138 of the Companies Act 2013 rule 13 of the companies (Accounts) Rules 2014 and other applicable provisions if any of the Companies Act

2013, Consent of the Board be and is hereby given for appointment of Ms. Nalini Pandey Chartered Accountants to be appointed as Internal Auditors of the Company for the Financial year 2018-2019.

"RESOLVED FURTHER THAT the appointment letter has been placed before the Board and the same has been approved by the Board and the same has been signed by the Chairman of the Board for the purpose of appointment of Ms. Nalini Pandey Chartered Accountants as Internal Auditors of the Company for the Financial year 2018-2019.

For and on behalf of the Board,

VIVEK BENARA

(MANAGING DIRECTOR)

DIN: 00204869

PLACE : AGRA

DATE : 05/09/2018

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY OR ANY OTHER PERSON OR SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

- 1) Pursuant to section 91 of the Companies Act, 2013 and regulation 42 of SEBI (LODR) Regulations, 2015 the register of Members and Share Transfer Books of the Company will remain closed from **Saturday 22nd September 2018 to Friday 28th September, 2018 (both days inclusive):**

- 2) The Company has appointed **M/s Bigshare Services Private Limited**, as its Registrar and Share Transfer Agents for rendering the entire range of services to the shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the registrars directly quoting Folio No. full name and name of the Company as Benara Bearings & pistons Limited

- 3) Members/proxies should bring the attendance slip duly filled in for attending the meeting.

- 4) Members are requested to bring their copies of the Annual Report to the Meeting.

- 5) Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.

- 6) Electronic Copy of the Notice of the 28th Annual general Meeting along with attendance Slip and proxy form, being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 28th Annual General Meeting of the Company along with Attendance Slip and Proxy form is being sent in the permitted mode.

- 7) Pursuant to provisions of section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, and as per Notification issued by Ministry of Corporate Affairs dated 19th March 2015 with reference to the Companies (Management & Administration) Rules, 2014), companies covered under Chapter XB and chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting facility to its shareholders.

Company is covered under Chapter XB as it is SME Listed Company and Listed on SME platform of Bombay Stock Exchange Limited (BSE Limited). Therefore, Company is not Providing e-voting facility to its Shareholders.

- 8) All documents referred to in the accompanying Notice shall be open for inspection at the Registered office of the Company during Normal Business hours 10:00 a.m. to 5:00 pm on any working days up to and including the date of the Annual General Meeting of the Company.
- 9) Route Map giving directions to the venue of the Meeting is annexed to the notice.

For and on behalf of the Board,

VIVEK BENARA

(MANAGING DIRECTOR)

DIN: 00204647

PLACE : AGRA

DATE : 05/09/2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 of THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special business mentioned in the accompanying notice:

ITEM No: 3

Mr. Avinash Kashyap (DIN: 00666821) is appointed as Independent Directors on the board of the company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He hold office as Independent Directors of the Company.

The nomination & Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Directors, has recommended appointment of Mr. Avinash Kashyap as Independent Directors for a term of 5 (Five) consecutive years on the Board of the Company.

Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Mr. Avinash Kashyap.

Brief profile of Mr. Avinash Kashyap

He is a Chartered Engineer from Germany and India He was appointed as the Director of our Company with effect from March 15, 2017 for a period of 5years. He has experience of working with Global Companies such as VOITH AG, Germany, Larsen & Toubro Ltd., Reliance Group, Symbiosis Foundation, India. He brings with him the expertise of starting and executing green field projects. His international experience and exposure gives him the leverage to work with global experts from diverse domains for successful project completion. Mr. Kashyap has had the privilege of accompanying technology transfer from Germany to India on behalf of Reliance ADA Group for wind energy generation, right from setting up of manufacturing upto the project execution. Mr. Kashyap has had the experience of setting up India's First Skill University at Indore, India, for and with the Symbiosis Foundation together with more than 12 International University Collaborations and 32 Industrial Tie-ups.

As on the date of notice Mr. Avinash Kashyap hold NIL Equity Shares in the Company.

Except Mr. Avinash Kashyap none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 3 of the Notice.

The Board recommends the special resolution set out at Item no. 3 to the Notice for approval of Members.

ITEM No: 4

Mr. Nitesh Kumar Kumawat (DIN: 07994614) is appointed as Independent Directors on the board of the company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company.

The nomination & Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Directors, has recommended appointment of Mr. Nitesh Kumar Kumawat as Independent Directors for a term of 5 (Five) consecutive years on the Board of the Company.

Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Mr. Nitesh Kumar Kumawat.

Brief profile of Mr. Nitesh Kumar Kumawat

He is an Independent Director of our Company. He was appointed as the Independent Director of our Company with effect from November 17, 2017 for a period of 5 years. He is a Member of Institute of Chartered Accountants of India and has been in this profession since 2009. He has academic and professional qualifications in the field of indirect taxes and a vast knowledge of Service in Manufacturing Industries. He has experience in the field of Statutory Audits, Vat Audits, Government Audits and Service Tax Matters.

As on the date of notice Mr. Mr. Nitesh Kumar Kumawat hold NIL Equity Shares in the Company.

Except Mr. Nitesh Kumar Kumawat none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 4 of the Notice.

The Board recommends the Special resolution set out at Item no. 4 to the Notice for approval of Members.

Registered Office:

A-3 &-4,Site Bindustrial Area
Sikandra Agra Uttar Pradesh Up 282007

By order of the Board

Panna Lal Jain
Chairman

Date: 05/09/2018

Place: Agra

ANNEXURE TO THE ITEM 3&4 OF THE NOTICE

Details of Directors seeking appointment at the 28th Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of Directors	Mr. Avinash Kashyap	Mr. Nitesh Kumar Kumavat
DIN	00666821	07994614
Date of Birth	09/09/1960	03/03/1984
Nationality	Indian	Indian
Date of Appointment	15/03/2017	17/11/2017
Qualification	Chartered Engineer	Chartered Accountant
Expertise in specific Functional area	Executing Green Field project	Tax, Audits Service tax Matters
Remuneration/ sitting fees drawn	NIL	75000
List of Companies in which directorship is held	1	Nil
Chairman/Member in the committees of the other companies in which he is Director	Nil	Nil
Relation with KMP & Directors	Not related to KMP and Directors	Not related to KMP and Directors
Number of Meetings of the Board attended during the year	2	3
No. of shares held in the company as on 31 st March, 2018	NIL	NIL

Registered Office:

By order of the Board

A-3 &-4, Site Bindustrial Area

Sikandra Agra Uttar Pradesh Up 282007

Panna Lal Jain
Chairman

Date: 05/09/2018

Place: Agra

Board's Report

To,

The Shareholders,

Benara Bearings & Pistons Limited

The Board of Directors are pleased to present the Company's 28th Annual Report and the Company's Audited financial (Standalone and Consolidated) statement for the financial year ended March 31, 2018.

1. FINANCIAL RESULTS:

Financial results of your Company for the year ended 31st March 2018 are Summarized below.

Particulars	Standalone		Consolidated	
	2017-18	2016-17 (Rs.)	2017-18	2016-17 (Rs.)
Revenue from operation	1,051,438,074	1,041,146,752	1,454,236,949	1,223,682,435
Other Income	1,688,095	2,635,395	1,688,095	2,635,395
Total Income	1,216,355,348	1,088,675,164	1,607,996,444	1,282,394,715
Total Expenses	1,160,993,726	1,025,221,096	1,533,798,458	1,226,111,259
Profit before Taxation	55,361,622	63,454,068	74,197,987	56,283,456
Less: Tax Expense				
Current Tax	20,813,750	19,263,063	23,465,500	19,729,260
Deferred Tax	(983,473)	(1,346,955)	(995,229)	(1,355,630)

Depreciation	10,606,309	7,175,273	10,691,265	7,254,850
Profit after Tax	35,531,345	45,537,960	51,727,716	42,158,722

2. PERFORMANCE OVERVIEW AND FUTURE PROSPECTS:

The highlights of the Company's performance are as under:

- Revenue from operations increased from Rs. 1,22,36,82,435 in Financial Year 2016-17 to Rs 1,45,42,36,949 in Financial Year 2017-18.
- Net Profit before tax increased from Rs.5,62,83,456 /- in Financial Year 2016-17 to Rs. 7,41,97,987 /- in Financial Year 2017-18.
- Net Profit after tax increased from Rs. 4,21,58,722 /- in Financial Year 2016-17 to Rs. 5,17,27,716 /- in Financial Year 2017-18.

3. TRANSFER TO RESERVES

The Company does not propose to transfer any sum to the General Reserve of the Company.

4. DIVIDEND

The Board of Directors want to expand the business of the Company; hence they do not recommend any dividend.

5. CHANGE IN NATURE OF BUSINESS

During the year the Company has not changed its Business.

6. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

- a) The Company had issued 92,93,466 Bonus shares to the members of the Company whose name entered in the Register of Members, in the proportion of three equity shares for every one equity shares held by them. The same has been approved by the members in EGM vide resolution dated 22nd December 2017.

- b) The Company has increased its Authorised share capital of the Company from 3,60,00,000 to Rs 20,00,00,000. The same has been approved by the members in EGM vide resolution dated 28th November 2017.

7. LISTING

The Equity Shares of the Company are Listed on SME Platform of BSE Limited w.e.f 03rd April, 2018. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to year 2018-2019.

8. ALLOTMENT OF 53,16,000 EQUITY SHARES TO PUBLIC THROUGH INITIAL PUBLIC OFFER (IPO)

The IPO of the Company was oversubscribed. The Company after obtaining necessary approvals and finalization the Basis of allotment in consultation with BSE SME have allotted 53,16,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 63/- per share including premium of Rs. 53/- per share to the public through Initial Public Offer (IPO) after complying provisions and guidelines under the Companies Act, 2013, SEBI (ICDR) & SEBI (LODR). The Post IPO Paid up Share capital of the Company is 17,70,72,880 Equity Shares of Rs. 10/- each.

9. DEMATERIALISATION OF EQUITY SHARES

All the equity shares of the company are in dematerialized form with either of the Depositories viz. NSDL and CDSL. The ISIN No. allotted is **INE495Z01011**.

10. THE BOARD AND KMP

a. Composition of the Board of Directors

The Company has following composition of the Board

Mr. Panna Lal Jain	: Chairman
Mr. Vivek Benara	: Managing Director
Mrs. Sarla Jain	: Non- Executive Director
Mrs. Ketaki Benara	: Executive Director
Mr. Vipin Kumar Jain	: Chief Financial Officer (CFO)
Mr. Nitesh Kumar Kumavat	: Independent Director
Mr. Avinash Kashyap	: Independent Director

b. Independent Director

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Nitesh Kumar Kumavat (DIN: 07994614) and Mr. Avinash Kashyap (DIN: 00666821) appointed in 2017 as Independent Directors of the Company.

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (the Act) that they meet with the criteria of their independence laid down in Section 149(6) of the Act.

c. Appointment and Changes of Key Managerial Personnel

Pursuant to the provisions of section 2(18) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2014, Ms. Artee Sahu was appointed as Company Secretary of the Company with effect from 01st November 2017.

11. DECLARATION BY INDEPENDENT DIRECTORS

Every Independent Director, at the First meeting of the Board in which he participates as a Director and hereafter at the First meeting of the Board of Directors in every Financial Year, gives a declaration that he meets the criteria of Independence as provided under Law.

12. COMMITTEES OF THE BOARD

Currently, the board has four Committees: The Audit Committee, Nomination & Remuneration Committee, Corporate Social committee, Stakeholder Relationship Committee.

13. RISK MANAGEMENT POLICY

The Company has formulated a Risk Management policy for dealing with different kinds of risks which it faces in day to day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigation measures to be adopted by the Board. The Company has adequate internal controls systems and procedures to combat the risks. The Risk management procedure will be reviewed by the Audit Committee and Board of directors on time to time basis.

14. SUBSIDIARIES/ ASSOCIATE/ JOINT VENTURE

The Company has two subsidiaries namely-**Benara Solar Private Limited & Securitrans Trading Private Limited** during the year under review.

15. FIXED DEPOSITS

The Company has not accepted any deposits from public during the year under review.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

The particulars of loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements.

17. SHARE CAPITAL

The Authorized capital of the Company is Rs 20,00,00,000 and the subscribed paid & issued capital of the company is Rs. 17,70,72,880 as on 31st March 2018.

18. MEETINGS

During the year Seven Meetings were convened and held and the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The dates on which the Board meetings were held are as follows 06/06/2017, 24/08/2017, 01/11/2017, 04/11/2017, 17/11/2017, 23/12/2017 and 28/03/2018.

Details of Attendance is as follows:

Sr. No	Date of Meeting	Board Strength	No of Directors Present
1	06.06.2017	5	5
2	24.08.2017	5	5
3	01.11.2017	5	5
4	04.11.2017	5	5
5	17.11.2017	6	6
6	23.12.2017	6	5
7	28.03.2018	6	6

19. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in form MGT-9 is annexed herewith as Annexure I.

20. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 25 of the SEBI (Listing) obligations and disclosure requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee.

21. RELATED PARTY TRANSACTIONS

During the year under review, all the related party transactions were in the ordinary course of the business and on arm's length basis. Those transactions were placed before the Audit committee of Directors for prior approval in the form of omnibus approval as provided in SEBI (LODR) Regulation.

Related party transactions under Accounting Standard – 18 are disclosed in the notes to the financial statement and also mentioned in Annexure Form AOC-2 pursuant to clause (h) of subsection (3) of Section 134 read with Rule 8(2) of Companies (Accounts) rules, 2014, attached as ANNEXURE-III, to this report.

22. VIGIL MECHANISM

The Company has formulated a Whistle blower policy and has established vigil mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this Policy are in line with the provisions of the Section 177(9) of the Companies Act, 2013.

Audit Committee

The Board has constituted Audit Committee as required under Companies Act, 2013. The Composition of the Committee is as under:

Name of the Member	Designation
Mr. Nitesh Kumar Kumavat	Chairman
Mr. Panna Lal jain	Member
Mr. Avinash Kashyap	Member

Nomination & Remuneration Committee

The Board has constituted Nomination and Remuneration Committee as required under Companies Act, 2013. The Composition of the Committee is as under:

Name of the Member	Designation
---------------------------	--------------------

Mr. Avinash Kashyap	Chairman
Mr. Nitesh Kumar Kumavat	Member
Mrs. Sarla Jain	Member

In terms of the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining the qualifications, attributes and Independence of a Director. The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management.

Stakeholder Relationship Committee

The Board has constituted Stakeholder Relationship Committee as required under Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”).

Name of the Member	Designation
Mrs. Sarla Jain	Chairman
Mr. Vivek Benara	Member
Mrs. Ketaki Benara	Member

23. STATUTORY AUDITORS

In accordance with sec139 of the Companies Act, 2013, **M/s. Agrawal Jain and Gupta**, Chartered Accountants, (Firm Registration No. 013538C) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual general meeting until the conclusion of the Annual General Meeting to be held in the year 2021.

In accordance with the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, the appointment of the Statutory Auditors is required to be ratified by the shareholders at every Annual General Meeting

during their tenure. Board has recommended the re-appointment of M/s. Agrawal Jain and Gupta, Chartered Accountants as the Statutory Auditor for the Financial Year 2017-18.

M/s. Agrawal Jain and Gupta., Chartered Accountants, have confirmed that they are eligible for having their appointment as Statutory Auditors, ratified at this Annual General Meeting.

24. AUDITORS REPORT

There is no qualification, reservation or adverse remarks or disclaimer made by the Auditors in their report on the financial statement of the Company for the Financial Year ended on 31st March, 2018.

25. SECRETARIAL AUDIT AND REPORT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed **M/s Goyal DK & Associates**, Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure.

26. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIALS STATEMENTS

a) The Board of Directors of the Company have adopted various policies and procedures for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

b) The Company has appointed **Ms. Nalini Pandey, Chartered Accountants**, as Internal Auditor to test the Internal Controls and to provide assurance to the Board that business operations of the organization are in accordance with the approved policies and procedures of the Company.

27. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

The Company has not carried any activities relating to the conservation of energy. The Company has not acquired any technologies during the year under review.

The Company has carried out activities relating to the export and import during the financial year. There are foreign exchange earnings and outgo during the year. Details of foreign Exchange Transactions are mentioned in Notes to the Financial statement for the year ended 31st March 2018.

28. PARTICULAR OF EMPLOYEES

Pursuant to Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014) amendment dated 30.06.2016, name of Top ten employees in terms of remuneration are as follows:

1. Sanjay Jain
2. Adarsh Ratan Soni
3. Sanjeev Agarwal
4. Vipul Jain
5. Tekchand Badhan
6. Tarun Chauhan
7. Bhanu Mishra
8. Sandeep Jain
9. Shashikant
10. Rahul Goyal

There are no employees during the year under review, whose particulars are required to be given pursuant to section 197 of Companies Act, 2013 read with Rule 5 (2) (i), (ii) and (iii) of Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014).

29. DIRECTOR RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) That the directors had selected such accounting practices and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company as at March 31, 2018 and of the profit of the Company for the year ended on that date.

c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act and for preventing and detecting fraud and other irregularities;

d) That the annual accounts have been prepared on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

31. CORPORATE GOVERNANCE REPORT

Corporate Governance provisions are not applicable during the year 2017-18 pursuant to Chapter IV- OBLIGATIONS OF LISTED ENTITY WHICH HAS LISTED ITS SPECIFIED SECURITIES of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

32. ACKNOWLEDGEMENT

The relations between the management and the employees were cordial during the year under review. The directors place on record their sincere thanks to the employees, bankers, business associates, consultants, and other government authorities for the services extended to the company. Finally, I thank our shareholders for their continued trust and confidence they have place in us.

For and on Behalf of The Board of Directors
FOR BENARA BEARINGS AND PISTONS LIMITED

Vivek Benara
Managing director
DIN: 00204647

Panna Lal Jain
Chairman
DIN: 00204869

Date: 30/08/2018
Place: AGRA

ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U50300UP1990PLC012518
2.	Registration Date	26/11/1990
3.	Name of the Company	BENARA BEARINGS AND PISTONS LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
5.	Address of the Registered office & contact details	A-3 &-4, SITE BINDUSTRIAL AREA SIKANDRA AGRA UTTAR PRADESH UP 282007
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED, SEBI Registration No: INR000001385 E 2/3 ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKI NAKA, ANDHERI (EAST), MUMBAI - 400072. Tel: 022-40430200; Fax: 022-28475207 Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code (2008) of the Product/ service	% to total turnover of the company
1	Manufacturing of Bearings	99611893	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sl.No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1	BENARA SOLAR PRIVATE LIMITED- A-55-56, Gali No. 18 Madhu Vihar, I.P. Extn Delhi East 110092	U74900DL2016PTC290034	Subsidiary	100%	Section 2(87)(ii)
2	SECURITRANS TRADING PRIVATE LIMITED- 21, Jalaram Nagar, Iiflr, Ganja Wala Lane, Opp. Chamunda Circle, S.V.P. Road, Borivali (W) Mumbai 400092.	U51909MH2005PTC155453	Subsidiary	100%	Section 2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2017]				No. of Shares held at the end of the year [As on 31/03/2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	NA	2549960	2549960	82.31 %%	10199840	-	10199840	57.602 4%	(12.396 3%)

b) Central Govt	-	-	-	-	-	-	-	-	
c) State Govt(s)	-	-	-	-	-	-	-	-	
d) Bodies Corp.	-	545000	545000	17.59 %	2180000	-	2180000	12.311 3%	(5.2787)
e) Banks / FI	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	
Total shareholding of Promoter (A)	N A	3094960	3094960	99.9%	12379840	-	12379840	69.913 7%	(29.986 3%)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	
b) Banks / FI	-	-	-	-	-	-	-	-	
c) Central Govt	-	-	-	-	-	-	-	-	
d) State Govt(s)	-	-	-	-	-	-	-	-	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	
g) FIIs	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	
i) Others (specify)	-	-	-	-	-	-	-	-	

Sub-total (B)(1):-	-	-	-	-	-	-	-	-	
2. Non-Institutions									
a) Bodies Corp.	-	2862	2862	0.09%	301448	-	301448	1.70%	
i) Indian	-	-	-	-	-	-	-	-	
ii) Overseas	-	-	-	-	-	-	-	-	
b) Individuals	-	-	-	-					
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	4018000		4018000	22.69 %	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	736000	-	736000	4.16%	
c) Others (specify)	-	-	-	-	-	-	-	-	
Non-Resident Indians	-	-	-	-	-	-	-	-	
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	
Foreign Nationals	-	-	-	-	-	-	-	-	
Clearing Members	-	-	-	-	272000	-	272000	1.54	
Trusts	-	-	-	-	-	-	-	-	
Foreign Bodies - D R	-	-	-	-	-	-	-	-	
Sub-total (B)(2):-	-	-	-	-	5327448	-	5327448	30.09 %	
Total Public Shareholding	-	-	-	-	-	-	-	-	

(B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	N A	3097822	3097822	100%	17707288		17707288	100%	

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vivek Benara	544753	17.58%	Nil	2179012	12.3057%	Nil	(5.2743%)
2	Panna Lal Jain	566213	18.28%	Nil	2264852	12.7905%	Nil	(5.4895%)
3	Sarla Jain	671241	21.67%	Nil	2684964	15.1630%	Nil	(6.507%)
4	Ketaki Benara	511763	16.52%	Nil	2047052	11.5605%	Nil	(4.9595%)
5	Panna Lal Jain HUF	255990	8.26%	Nil	1023960	5.7827%	Nil	(2.4773%)
6	Skymark Leasing & Finance Limited-	545000	17.59%	Nil	2180000	12.3113%	Nil	(5.2787%)

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total	No. of shares	% of total

			shares of the company		shares of the company
	At the beginning of the year	25,49,960	99.9%	25,49,960	99.9%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	92,84,880 (Bonus Shares allotted on 22/12/2017) & 545000 (Allotment in IPO)	99.91%	92,84,880 (Bonus Shares allotted on 22/12/2017) & 545000 (Allotment in IPO)	99.91%
	At the end of the year	1,23,79,840	69.91%	1,23,79,840	69.91%

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2862	0.09%	2862	0.09%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	8586 (Bonus Shares allotted on 22.12.2018)	0.092%	8586 (Bonus Shares allotted on 22.12.2018)	0.092%
	At the end of the year	1064000	6.0088%	1064000	6.0088%

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

At the beginning of the year					
Mr. Vivek Benara	544753	17.5850%	544753	17.5850%	
Mr. Panna Lal Jain	566213	18.2777%	566213	18.2777%	
Mrs. Ketaki Benara	511763	16.5200%	511763	16.5200%	
Mrs. Sarla Jain	671241	21.6681%	671241	21.6681%	
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	6881910 (Allotment)		6881910 (Allotment)		
At the end of the year					
Mr. Vivek Benara	2179012	12.3057%	2179012	12.3057%	
Mr. Panna Lal Jain	2264852	12.7905%	2264852	12.7905%	
Mrs. Ketaki Benara	2047052	11.5605%	2047052	11.5605%	
Mrs. Sarla Jain	2684964	15.1630%	2684964	15.1630%	

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	30,28,52,386	3,57,63,630	-	33,86,16,016
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	30,28,52,386	3,57,63,630	-	33,86,16,016
Change in Indebtedness during the financial year	-	-	-	-
* Addition	1,36,83,372	2,24,59,289	-	3,61,42,661
* Reduction	-	-	-	-

Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	31,65,35,758	5,82,22,919	-	37,47,58,677
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	31,65,35,758	5,82,22,919	-	37,47,58,677

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Vivek Benara (Managing Director)	Panna Lal Jain (Director)	Ketaki Benara (Director)	Sarla Jain (Director)	
1	Gross salary	9,00,000	9,60,000	4,00,000	5,40,000	28,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	9,00,000	9,60,000	4,00,000	5,40,000	28,00,000
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Nitesh Kumar Kumavat	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings	75,000	-	-	-	75,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	75,000	-	-	-	75,000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS (Artee Sahu)	CFO (Vipin Kumar Jain)	Total
1	Gross salary		75,000	3,65,896	4,40,896
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-

2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	75,000	3,65,896	4,40,896

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Vivek Benara
Managing Director
(Din: 00204647)

Panna lal Jain
Chairman
(Din: 00204869)

Date: 30/08/2018

Place: AGRA

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Benara Solar Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	01 st April 2017 to 31 st March, 2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Rs. 1,00,000.00
5.	Reserves & surplus	Rs.52,55,995.00
6.	Total assets	Rs.14,34,61,519.00
7.	Total Liabilities	Rs.14,34,61,519.00
8.	Investments	Rs. 0.00
9.	Turnover	Rs.16,27,87,500 .00
10.	Profit before taxation	Rs.1,57,61,445 .00
11.	Provision for taxation	Rs.18,57,746.00
12.	Profit after taxation	Rs.1,39,27,210 .00
13.	Proposed Dividend	0.00
14.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

For Benara Bearings and Pistons Ltd

Vivek Benara
Managing Director
DIN: 00204647

Panna Lal Jain
Chairman
DIN: 00204869

Date: 30/08/2018

Place: Agra

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Securitrans Trading Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	01 st April 2017 to 31 st March, 2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Rs. 1,00,000.00
5.	Reserves & surplus	Rs.32,23,642.00
6.	Total assets	Rs.11,49,80,001.00
7.	Total Liabilities	Rs.11,49,80,001.00
8.	Investments	Rs. 5,00,00.00
9.	Turnover	Rs.24,00,18,375 .00
10.	Profit before taxation	Rs. 30,74,920.00
11.	Provision for taxation	Rs.8,05,760.00
12.	Profit after taxation	Rs.22,69,160 .00
13.	Proposed Dividend	0.00
14.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

For Benara Bearings and Pistons Ltd

Vivek Benara
Managing Director
DIN: 00204647

Panna Lal Jain
Chairman
DIN: 00204869

Date: 30/08/2018

Place: Agra

Annexure II
Form No. MR-3
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

Benara Bearings and Pistons Limited

A-3 &-4, Site Bindustrial Area

Sikandra Agra Uttar Pradesh Up 282007

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Benara Bearings and Pistons Limited having CIN U50300UP1990PLC012518** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Benara Bearings and Pistons Limited (“The Company”)** for the period ended on March 31, 2018 according to the provisions of:

1. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;

2. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made thereunder;
- 3.. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit Period;**

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company:-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Listing Agreements entered into by the Company with the Stock Exchanges;)
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. - **Not Applicable to the Company during the Audit Period;**
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - **Not Applicable to the Company during the Audit Period;**

The Company has appointed M/s. Bigshare Services Private Limited as Registrar to an issue and share Transfer Agent. The share Transfer maintained all record of share Transfer thereto in Electronic Form as provided under the Regulation.

- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable to the Company during the Audit Period;**

j. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.

6. Other Laws specifically applicable to the Company as Identified by us and informed to us by the Company.

The Micro, Small and Medium Enterprises Development Act, 2006.

I have also examined the Compliances with the other applicable clauses namely;

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company Limited **with the Small and Medium Enterprises platform of Bombay Stock Exchange.**

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through were captured and recorded as part of the minutes.

I further report that

As represented by the Company and relied upon by us there is an adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Deepak Goyal

Practicing Company Secretary ACS#A24424CP#16832

Place: Jaipur

Date: 21st August, 2018

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

Annexure to Secretarial Audit Report

To,
The Members,
Benara Bearings and Pistons Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and the practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Deepak Goyal
Practicing Company Secretary ACS#A24424CP#16832

Place: Jaipur

Date: 21st August, 2018

Annexure III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis – **Not applicable**
2. Details of material contracts or arrangements or transactions at arm's length basis

Nature of Transaction	Name of Related Party	Amount 2017-18
Sale of goods	(i) Benara Engine & Spares ltd.	44,593,698
	(ii) Benara Bi-Metal Pvt. Ltd	715,789
	(iii) Benara Solar Pvt. Limited	7,000
	(iv) Vinay Iron Foundry	1,748,856
Purchase of goods	(i) Benara Engine & Spares ltd.	152,225,774
	(ii) Benara Industries, Agra	-
	(iii) Benara Bi-Metal Pvt. Ltd	111,038
	(iv) Vinay Iron Foundry	29,548,616
Jobwork	(i) Vinay Iron foundry	2,085,877
Interest	(i) skymark leasing & finance limited	275,705
	(i) Skymark Leasing & Finance Limited	-

Loans/ advances taken	(ii) Benara Infrastructure Dev.P.Ltd*	3470662
	(iii) Mr. PannaLal Jain	13,282,500
	(iv) Mrs. KetakiBenara	3,510,000
	(v) Mrs. Sarla Jain	11,00,000
	(vi) Mr. VivekBenara	16,651,020
	(ix) Benara International Pvt. Ltd.	78,675,408
Remuneration to Key Managerial Personnel	Mr. PannaLal Jain	9,60,000
	Mrs. KetakiBenara	400,000
	Mrs. Sarla Jain	540,000
	Mr. VivekBenara	900,000

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

a) Industry Structure and Development

The automotive segment in India consists of Passenger Cars, Utility Vehicles, Commercial Vehicles, Two Wheelers and Three Wheelers.

Performance of Automotive components Industry during 2017-18

the automotive components industry has registered a CAGR of 14 per cent and has scaled three times to US\$ 43.5 billion in 2016-17 while exports have grown at a CAGR of 14 percent to US\$ 10.9 billion. The growth of global OEM sourcing from India & the increased indigenization of global OEMs is turning the country into a preferable designing and manufacturing base. The Indian auto-components industry is expected to register a turnover of US\$ 100 billion by 2020 backed by strong exports ranging between US\$ 80- US\$ 100 billion by 2026. The auto-components industry accounts for almost seven per cent of India's Gross Domestic Product (GDP) and employs as many as 19 million people. India is expected to become the 4th largest automobiles producer globally by 2020 after China, US & Japan. The auto components industry is also expected to become the 3rd largest in the world by 2025. In 2016, India overtook Japan to become the 2nd largest producer of stainless steel in the world. Also, it is one of the lowest cost stainless steel producers in the world.

(b) Opportunities and Threats

Opportunities:

Indian automotive industry is emerging as one of the important markets and almost all the brands of car & commercial vehicle players in the world have opened their plants in the country, which will increase company's opportunities in export markets.

Government initiatives towards bringing more environmentally friendly regulations in vehicles will bring more opportunities for fleet filling.

Threats:

At present the industry faces the following threats:

- a. Increasing cost of manufacturing beyond the control of companies.

- b. Increasing bargaining power of consumer, wanting continuous price reduction.
- c. Volatility in fuel price.
- d. Growth rate of industries is governed by Government policies.
- e. Continuously increasing imports of bearings from low cost countries.

c) Outlook

Key economic indicators are encouraging and with the forecast of above normal monsoon, the outlook is positive.

d) Environment & Sustainability

Towards fulfilling our responsibility for the environment, the company continuously works for reducing the impacts on environment. Various initiatives like revisiting the manufacturing process for minimizing the waste generation, minimizing the consumption of natural resources, coolant recovery from grinding dust, reduction of energy consumption by using energy efficient lightings, Implementation of reusable packaging systems are under taken for environmental protection.

As an integral part of Environmental Management System ISO 9001:2015, the Company measures and monitors the key environmental parameters like water consumption, effluent discharge, gas emission, electric consumption etc. and improves every year in these parameters.

The management extended the environmental responsibility throughout entire supply chain, moving one step ahead towards the Company's one of the environmental objectives, minimizing the consumption of natural resources, during the year 2017- 18 joint efforts with the suppliers. The Company minimized the use of input material through supplier's process optimization.

The Company designs and manufactures the bearings with higher load rating within the existing boundary dimensions which gives longer service life or allows customer to use down sized bearings for same application.

(e) Internal control systems and their adequacy

The Company has strong internal controls which enable it to comply with the policies, procedures, standard guidelines and laws to help protect its assets against financial losses. The Audit Committee

comprising of Independent Directors regularly reviewing the financial and risk management policies, monitors control procedures, review key audit findings and recommend measures to improvise risk mitigation plan concerning the business of the Company. The scope of work for the Internal Auditors is designed in the manner that they review the processes and transactions on periodic basis, discuss their findings with the operating management and make recommendations which are submitted to the Audit Committee. The Senior Management Team carries out monthly reviews to assess the internal control environment and their adequacy concerning the business and environment and make recommendations. We believe that these internal control systems provide among other things, a reasonable assurance that transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles.

f) Financial performance with respect to operations

The total Revenue (consolidated) for the year was Rs.145.42 crores as compared to Rs.122.37 crores for previous year. Profit before exceptional item and tax (consolidated) was Rs. 7.42 crores for the year 2017-18 as compared to Rs. 5.63 crores in previous year. There is improvement at operating levels on account of increase in sales.

(g) Human Resources and Industrial Relations

The Company has started regular training with scientific way as a whole from the last year. It was decided that every employee should give at least eight hours training during financial year. The Company started with skill gap analysis to make the training more job oriented and to achieve business goals. Based on skill gap, common training subject was devised. The company has planned five days every year training per month. Each employee will be pre assessed by production in charge and thereafter the training will commence.

Last year overall 2420man hours have been spent for Operational Excellence foundation, Quality management, labour laws, building positive attitude, soft skill, flow management and so on.

For and on behalf of the Board

Panna Lal Jain

Chairman

DIN : 00204869

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement letter dated August 21, 2016.

2. We, Agarwal Jain & Gupta, Chartered Accountants, the Statutory Auditors of Benara Bearing & Pistons Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).
Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations. Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and

as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Responsibilities

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2018.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Agarwal Jain & Gupta

Chartered Accountants

FRN: 013538C

CA Nitesh Agrawal

Partner

M. No : 406155

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
BENARA BEARINGS & PISTONS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of BENARA BEARINGS & PISTONS LIMITED (“the Company”), which comprise the Balance Sheet as at March 31, 2018, the Profit and Loss Statement and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to 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 principles generally accepted in India, including Accounting Standards prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, 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, 2018;
- 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 the Cash Flow Statement, of the cash flows for the year ended on that date.

OTHER MATTERS

The reports should be read together with the Notes to the financial statements and attention to following matters be given:

a) Note no. 25 (1) in notes to the financial statements which describe the uncertainty related to the outcome of the pendency of appeal filed by the Company

Our opinion is not modified in respect of these matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March , 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March , 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. The Company does not have any long-term contracts including derivatives contracts for which any provision is required;
 - iii. The Company is not required to transfer amounts to the Investor Education and Protection Fund.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

In terms of our report of even date attached.

For Agrawal Jain & Gupta

Chartered Accountants

F R N - 013538C

CA NiteshAgrawal

(Partner)

M R N : 406155

Date : 29 MAY 2018

Place : Agra

Annexure “A”

to the Independent Auditors’ Report on the Standalone Financial Statements of

Benara Bearings & Pistons Limited

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

**REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING
UNDER CLAUSE (i) OF SUBSECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013
 (“THE ACT”)**

We have audited the internal financial controls over financial reporting of Benara Bearings & Pistons Limited (“the listed Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and payments of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial

controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

In terms of our report of even date attached.

For Agrawal Jain & Gupta

Chartered Accountants

F R N - 013538C

CA Nitesh Agrawal

(Partner)

M R N : 406155

Date : 29May, 2018

Place : Agra

Annexure “B”

to the Independent Auditors’ Report on the Standalone Financial Statements of Benara Bearings & Pistons Limited

(Referred to in paragraph 2, under ‘Report on Other Legal and Regulatory Requirements’ section of our Report of even date)

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) As per the information and explanations provided to us, title deeds of immovable properties are in the name of the Company.
- ii. In our opinion, the inventories have been physically verified during the year by the Management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.
- iii. The Company has granted loans to following companies covered in the Register maintained under section 189 of the Act. Further, the terms and conditions of the grant of such loan is not prejudicial to the company’s interest. The loan is repayable on demand.

S.No.	Name of the company	Relation	Loan & Advances as on 31 st March 2018	Loan & Advances as on 31 st March 2017
1.	Benara solar Private company	Wholly Owned Subsidiary	3,80,65,873	Nil

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi. As informed to us, the maintenance of Cost Records as specified by the Central Government under sub-section (1) of Section 148 of the Act, is not applicable.
- vii. In respect of statutory dues:
- a. According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2018 for a period of more than six months from the date of becoming payable.
 - b. Details of dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited as on March 31, 2018 on account of disputes are given below:

Name of the Statute	Period to which amount relates	Amount of Dues (Rs.)	Forum where dispute is pending
Income Tax Act, 1961	A.Y 2010-11	1,93,210/-	Deputy Commissioner CIT-1(A)
	A.Y 2014-15	32,04,340/-	Deputy Commissioner CIT-1(A)
Tax deduction at source	F.Y. 2017-18	6,21,294/-	Income Tax Officer –TDS-1
	F.Y.2016-17	52,653/-	Income Tax Officer –TDS-1

	F.Y.2015-16	1,92,312/-	Income Tax Officer –TDS-1
	F.Y. 2014-15	13,890/-	Income Tax Officer –TDS-1
	F.Y 2013-14	2,13,853/-	Income Tax Officer –TDS-1
	Prior to F.Y. 2012-13	12,75,786/-	Income Tax Officer –TDS-1

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and Government and dues to debenture holders.
- ix. In our opinion and according to the information and explanations given to us, monies raised by way of debt instruments and the term loans during the year have been applied by the Company for the purposes for which they were raised.
- x. In our opinion and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of Paragraph 3 of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us the Company's transactions with its related party are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

- xiv. During the year the Company has not made preferential allotment/private placement of equity shares and the requirement of Section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.
- xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
- xvi. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

In terms of our report of even date attached.

For Agrawal Jain & Gupta

Chartered Accountants

F R N - 013538C

CA Nitesh Agrawal

(Partner)

M R N : 406155

Date :29 May, 2018

Place :Agra

BENARA BEARINGS & PISTONS LIMITED

CIN: U50300UP1990PLC012518

Balance Sheet as at 31st March, 2018

(Currency : INR)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	177,072,880	30,978,220
(b) Reserves and Surplus	2	393,498,948	169,154,265
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	140,231,024	107,011,392
(b) Long-Term Provisions	4	9,247,391	8,562,861
(3) Current Liabilities			
(a) Short-Term Borrowings	5	234,527,652	231,604,625
(b) Trade Payables	6	130,428,561	15,475,269
(c) Other Current Liabilities	7	26,461,401	15,473,112
(d) Short-term Provisions	8	25,097,074	33,642,338
TOTAL		1,136,564,931	611,902,082
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	37,527,294	29,623,708
(ii) Advance against Property	9	60,018,475	35,984,237
		97,545,769	65,607,944
(b) Non-Current Investments	10	2,700,000	2,651,000
(c) Deferred tax Assets (net)	11	7,574,928	6,591,455
(d) Long-term loans and advances	12	41,012,885	2,525,577
(2) Current Assets			
(a) Inventories	13	356,336,379	274,561,054
(b) Trade receivables	14	247,406,262	173,225,346
(c) Cash and cash equivalents	15	344,127,879	36,416,387
(d) Short-term loans and advances	16	27,050,521	40,927,041
(e) Other current assets	17	12,810,309	9,396,278
TOTAL		1,136,564,931	611,902,082
See accompanying notes to the financial statements	26		

In terms of our report of even date attached.

For Agrawal Jain & Gupta
Chartered Accountants
F R N - 013538C

CA Nitesh Agrawal
(Partner)
M R N : 406155

For and on behalf of the Board
Benara Bearings & Pistons Limited

Pannalal Jain
Chairman
DIN 00204869

Vivek Benara
Managing Director
DIN No: 00204647

Mr. Vipin Jain
Chief Financial Officer

Artee Sahu
Company Secretary
& Compliance officer

Date : 29 May, 2018
Place : Agra

Date : 29 May, 2018
Place : Agra

BENARA BEARINGS & PISTONS LIMITED

CIN: U50300UP1990PLC012518

Profit & Loss Statement for the year ended 31st March, 2018

(Currency : INR)

Particulars	Note No.	Year Ended 31st March, 2018	Year Ended 31 March, 2017
I Income			
Revenue from Operations	18	1,051,438,074	1,041,146,752
Changes in Inventories	19	163,229,179	44,893,016
Other Incomes	20	1,688,095	2,635,395
Total Revenue		1,216,355,348	1,088,675,164
II Expenses:			
Cost of Manufacturing & Others	21	1,048,357,638	918,493,265
Employee Benefit Expenses	22	34,667,648	33,554,753
Administration & Other Expenses	23	30,848,697	28,153,886
Finance Cost	24	36,513,433	37,843,919
Depreciation and amortization expenses	9	10,606,309	7,175,273
Total Expenses		1,160,993,726	1,025,221,096
III Profit before exceptional and extraordinary Items and Tax (I - II)		55,361,622	63,454,068
IV Prior Period Items		-	-
V Exceptional items		-	-
VI Profit before Extraordinary Items and Tax (III -IV-V)		55,361,622	63,454,068
VII Extra Ordinary Items		-	-
VIII Profit before Tax (VI - VII)		55,361,622	63,454,068
IX Tax Expense:			
(1) Current tax		20,813,750	19,263,063
(2) Deferred Tax		(983,473)	(1,346,955)
(3) Previous Year Tax		-	-
XI Profit/ (Loss) for the period from Continuing Operations (VIII - IX - X)		35,531,345	45,537,960
XI Profit/Loss from Discontinuing Operations		-	-
XII Tax Expense of Discontinuing Operations		-	-
XIII Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XII Profit/ (Loss) for the Period		35,531,345	45,537,960
See accompanying notes to the financial statements	26		

In terms of our report of even date attached.

For and on behalf of the Board
Benara Bearings & Pistons Limited

For Agrawal Jain & Gupta
Chartered Accountants
F R N - 013538C

Pannalal Jain
Chairman
DIN 00204869

Vivek Benara
Managing Director
DIN No: 00204647

CA Nitesh Agrawal
(Partner)
M R N : 406155

Mr. Vipin Jain
Chief Financial Officer

Artee Sahu
Company Secretary
& Compliance officer

Date : 29 May, 2018
Place : Agra

Date : 29 May, 2018
Place : Agra

BENARA BEARINGS & PISTONS LIMITED
CIN : U50300UP1990PLC012518
Cash Flow statement for the year ended 31 March, 2018

Particulars	(Currency : INR)	
	As at 31st March, 2018	As at 31st March, 2017
A. Cash flow from operating activities		
Profit / (loss) before tax	55,361,623	63,454,068
Adjustments for:		
Depreciation and amortisation	10,606,309	7,175,273
Loss / (Profit) on sale of fixed assets (net)	(750,790)	-
Finance costs	36,513,433	37,843,919
Interest income	(1,026,359)	(2,388,905)
Rental income from investment properties	-	(160,000)
Unrealised foreign exchange (gain) (net)	89,054	(54,205)
Operating profit / (loss) before working capital changes	<u>100,793,269</u>	<u>105,870,150</u>
Changes in working capital:		
Decrease / (increase) in Inventories	(81,775,324)	(17,990,740)
Decrease / (increase) in trade receivables	(74,180,917)	(94,597,252)
Decrease / (increase) in Short-term loans and advances	9,491,224	20,152,156
Decrease / (increase) in Other current assets	(3,414,031)	(9,348,278)
(Decrease) / increase in Trade payables	107,515,032	(26,713,048)
(Decrease) / increase in Other current liabilities	10,988,381	(8,472,201)
(Decrease) / increase in Provisions	<u>(28,674,573)</u>	<u>18,871,324</u>
	40,743,062	(12,227,889)
Cash flow from extraordinary items	-	-
Cash generated from operations	40,743,062	(12,227,889)
Income taxes (paid) / refunded	-	(19,263,063)
Net cash flow from / (used in) operating activities (A)	<u>40,743,062</u>	<u>(31,490,952)</u>
B. Cash flow from investing activities		
Purchase of fixed assets	(43,612,468)	(3,671,568)
Proceeds from sale of fixed assets	1,819,123	-
Purchase of long-term investments	(4,695,703)	(500,000)
Effect of exchange differences on restatement of foreign currency	(89,054)	54,205
Advances given against Joint venture	16,000,000	-
Loans Given -		
- Associates	(38,065,874)	-
- others	(421,436)	-
Interest Income	1,026,359	2,388,905
Rental income from Commercial properties	-	160,000
Net cash flow from / (used in) investing activities (B)	<u>(68,039,053)</u>	<u>(1,568,458)</u>
C. Cash flow from financing activities		
Proceeds from issue of equity shares	334,908,000	-
Net increase / (decrease) in working capital borrowings :		
Proceeds & Repayment of other short-term borrowings	36,442,917	67,498,585
Finance cost	(36,513,434)	(37,843,919)
Net cash flow from / (used in) financing activities (C)	<u>334,837,483</u>	<u>29,654,666</u>
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	307,541,493	(3,404,744)
Cash and cash equivalents at the beginning of the year	36,416,387	39,821,131
	<u>-</u>	<u>-</u>
Cash and cash equivalents at the end of the year	<u>343,957,879</u>	<u>36,416,387</u>
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Net Cash and cash equivalents included in Note 15	<u>343,957,879</u>	<u>36,416,387</u>
Cash and cash equivalents at the end of the year *	<u>343,957,879</u>	<u>36,416,387</u>
* Comprises:		
(a) Cash on hand	826,832	3,941,209
(b) Balances with banks		
(i) In current accounts	336,078,031	(150,919)
(ii) In deposit accounts	7,053,016	32,626,097
Cash and cash equivalents at the end of the year	343,957,879	36,416,387

See accompanying notes to the financial statements 26

In terms of our report of even date attached.

For and on behalf of the Board
Benara Bearings & Pistons Limited

For Agrawal Jain & Gupta
Chartered Accountants
F R N - 013538C

Pannalal Jain
Director
DIN 00204869

Vivek Benara
(Managing Director)
DIN No: 00204647

CA Nitesh Agrawal
(Partner)
M R N : 406155

Mr. Vipin Jain
(Chief Financial Officer)

Artee Sahu
(Company Secretary
& Compliance Officer)

Date : 29 May, 2018
Place : Agra

Date : 29 May, 2018
Place : Agra

BENARA BEARINGS & PISTONS LIMITED
Notes to the financial Statements for the year ended 31st March, 2018

Particulars	As at As at 31.03.2018	As at As at 31.03.2017
NOTE # 1		
<u>Share Capital</u>		
Authorised Capital		
2,00,00,000 equity shares of Rs. 10/- each (March 31, 2017: 36,00,000 of Rs. 10 each)	200,000,000	36,000,000
Issued, Subscribed and Paid up		
1,77,07,288 equity shares of Rs. 10/- each fully paid up (March 31, 2017: 30,97,822 of Rs. 10 each)	177,072,880	30,978,220
	177,072,880	30,978,220

a. Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

	As at 31.03.2018		As at 31.03.2017	
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	3,097,822	30,978,220	3,097,822	30,978,220
Add:- Fully paid-up equity shares issued as bonus	9,293,466	92,934,660	-	-
Add : Shares issued & Subscribed during the year	5,316,000	53,160,000	-	-
At the end of the year	17,707,288	177,072,880	3,097,822	30,978,220

b. The Company has one class of shares i.e., Equity shares having a face value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share.

c. During the year 9293466 Bonus shares were issued for consideration other than cash by utilisation of Securities Premium account and Surplus in Profit & Loss Account.

d. Details of Equity Shareholders holding more than 5% of equity shares along with No of Equity Shares held at the beginning and at the end of the reporting period are as given below:-

Name of Share Holder	As at 31.03.2018		As at 31.03.2017	
	No. of Shares	Shareholding %	No. of Shares	Shareholding %
Smt. Sarla Jain	2,684,964	15.16%	671,241	21.67%
Sky mark Leasing & Fin. Ltd.	2,180,000	12.31%	545,000	17.59%
Sri Panna Lal Jain	2,264,852	12.79%	566,213	18.28%
Sri Vivek Benara	2,179,012	12.31%	544,653	17.58%
Smt. Ketaki Benara	2,047,052	11.56%	511,763	16.52%
Panna Lal Jain HUF	1,023,960	5.78%	255,990	8.26%

BENARA BEARINGS & PISTONS LIMITED
Notes to the financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017
NOTE # 2		
<u>Reserves and Surplus</u>		
(i) Security Premium Reserve		
Opening Balance	86,887,380	86,887,380
Add : Received during the year	281,748,000	-
Less : Bonus Issue	(86,887,380)	-
Closing Balance	<u>281,748,000</u>	<u>86,887,380</u>
(ii) Profit & Loss A/c		
Opening Balance	82,266,885	36,728,925
Add: Transferred from statement of Profit and Loss	35,531,343	45,537,960
Less : Bonus Issue	(6,047,280)	-
Closing Balance	<u>111,750,948</u>	<u>82,266,885</u>
Total (i + ii + iii)	<u>393,498,948</u>	<u>169,154,265</u>

NOTE # 3

Long-Term Borrowings

(i) Secured

Loan From Banks & Financial Institutions		
(a) Loan against Property	71,786,265	71,930,182
(b) Other Term Loans	17,516,354	6,492,425
Less : Current maturities repayable in one year for (a + b)	(7,294,513)	(7,174,845)
	<u>82,008,106</u>	<u>71,247,761</u>

(ii) Unsecured

(c) Inter Corporate Loans and advances	31,559,178	27,500,000
(d) Loans and advances from Directors	11,899,270	8,263,630
(e) Business Loan from Banks & NBFC	23,889,587	-
Less : Current maturities repayable in one year for (e)	(9,125,116)	-
	<u>58,222,919</u>	<u>35,763,630</u>
Total (i)+(ii)	<u>140,231,024</u>	<u>107,011,392</u>

(a) Loan are taken from Bank & Financial Institution and secured by mortgage of Immovable property of Company (Jointly owned by Directors & Benara International Private Limited) situated at 7203 -B, Loadha Marquise, Opp. Hard Rock Café, Worli, Mumbai - 400025. Principal Repayable in single installment due on 10 April 2037.

(b) Loan are taken from Bank & Financial Institution and secured by mortgage of Immovable property of Benara International Pvt. Ltd. situated at Kh No. 660/2, Mauza, Artoni, NH-2, Agra. Principal due within a year is Rs. 40,56,531/- (PY - 32,61,763/-)

(c) Term loans are taken from Bank & Financial Institutions and secured against hypothecation of cars. Accordingly principal due with in a year is Rs. 32,37,983/- (P.Y. - 39,13,082 /-).

(f) Business Loan are taken from Banks, NBFC & Financial Institution are not secured. Accordingly principal due with in a year is Rs. 91,25,116/- (P.Y. - Nil).

BENARA BEARINGS & PISTONS LIMITED
Notes to the financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017
NOTE # 4		
<u>Long-Term Provisions</u>		
(a) Provision for Employee Benefits	9,247,391	8,562,861
	9,247,391	8,562,861
NOTE # 5		
Short Term Borrowings		
Secured		
Cash credit from bank	233,542,153	230,893,744
Credit from NSIC	985,499	710,881
	234,527,652	231,604,625
(a) Cash credit from Axis Bank is primarily secured by hypothecation of Current assets of the Company.		
(b) Credit from National Small Industries Corporation Ltd. is under Raw material Assistance scheme and is secured against Bank guarantee.		
NOTE # 6		
Trade Payables	130,428,561	15,475,269
	130,428,561	15,475,269
NOTE # 7		
<u>Other Current Liabilities</u>		
(a) Statutory Remittances	1,971,614	622,189
(b) Expenses Payable	6,540,876	6,211,797
(c) Customer Advances	-	-
(d) Security deposit received	1,529,281	1,464,281
(e) Current maturities of Long term borrowings	16,419,630	7,174,845
	26,461,401	15,473,112
NOTE # 8		
<u>Short-Term Provisions</u>		
(a) Provision for Employee Benefits	4,227,074	2,925,549
(b) Provision for Tax	20,813,750	30,716,789
(c) Provision - Expenses	56,250	-
	25,097,074	33,642,338

BENARA BEARINGS & PISTONS LIMITED
Notes to the financial Statements for the year ended 31 March, 2018

Note # 9
FIXED ASSETS

(i)	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
	AS AT 1-4-2017	ADDITIONS	SALE	AS AT 3/31/2018	AS AT 1-4-2017	FOR THE YEAR	SALE	AS AT 3/31/2018	AS AT 3/31/2018	AS AT 3/31/2017
	Land	584,856	-	-	584,856	-	-	-	584,856	584,856
	Shops*	3,933,020	-	-	3,933,020	-	-	-	3,933,020	3,933,020
	Factory Buildings	9,028,592	-	-	9,028,592	6,165,280	184,387	-	6,349,667	2,863,312
	Plant & Machinery	47,518,911	221,154	-	47,740,065	36,365,851	2,063,539	-	38,429,390	11,153,060
	Inspection & quality control equipments	3,603,010	-	-	3,603,010	3,419,908	2,043	-	3,421,951	183,102
	Electric Fittings	1,794,406	-	-	1,794,406	1,706,999	3,704	-	1,710,703	87,407
	Tools & Dies	11,384,271	-	-	11,384,271	9,370,364	416,176	-	9,786,540	2,013,907
	Office Equipment	3,438,647	51,163	-	3,489,810	2,973,270	76,332	-	3,049,602	465,377
	Computer	1,326,420	12,505	-	1,338,925	1,172,501	83,766	-	1,256,267	153,919
	Furniture & Fixture	4,528,001	18,000	-	4,546,001	2,949,521	408,181	-	3,357,702	1,578,480
	Vehicles	32,708,370	19,275,408	1,068,333	50,915,445	26,101,103	7,368,181	-	33,469,284	6,607,267
(ii)	Advance against Property*	35,984,237	24,034,238	-	60,018,475	-	-	-	60,018,475	35,984,237
	TOTAL	155,832,740	43,612,468	1,068,333	198,376,875	90,224,797	10,606,309	-	100,831,106	97,545,769
	PREVIOUS YEAR	152,161,172	3,671,568	-	155,832,740	83,049,522	7,175,273	-	90,224,796	69,111,650

*No Depreciation has been claimed on property additions made during the year..

BENARA BEARINGS & PISTONS LIMITED
Notes to the financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017
NOTE # 10		
<u>Non-Current Investments</u>		
Investment In Equity Instruments (Unquoted)		
(a) In Subsidiary Company :		
(i) Benara Solar Private Limited 10000 (P.Y. -5100) Equity Shares of Rs. 10/- each of (fully paid up)	100,000	51,000
(ii) Securitrans Trading Private Limited 10,000 (P.Y. - 10000) Equity Shares of Rs. 10/- each (fully paid up)	100,000	100,000
(b) Investment in Alternate Investment Fund	2,500,000	2,500,000
	<u>2,700,000</u>	<u>2,651,000</u>

NOTE # 11

Deferred tax Assets

Deferred tax adjustments recognised in the financial statements are as under -

Deferred tax Assets as at the beginning of the year	6,591,455	5,244,500
Liability / (Asset) arising during the year	983,473	1,346,955
Deferred tax Assets as at the end of the year	<u>7,574,928</u>	<u>6,591,455</u>

NOTE # 12

**Long-Term Loans and Advances
(Unsecured, Considered Good)**

(a) Sundry Deposits	2,947,012	2,525,577
(b) Inter Corporate Loans & Advances *	38,065,873	-
	<u>41,012,885</u>	<u>2,525,577</u>

* Loan to wholly owned Subsidiary Company for working capital

NOTE # 13

Inventories

(As taken, valued & certified by management)

Raw Material	11,281,922	92,639,245
Work-in-Progress	45,449,978	22,284,716
Finished Goods	299,472,319	159,408,402
Others	132,160	228,691
	<u>356,336,379</u>	<u>274,561,054</u>

BENARA BEARINGS & PISTONS LIMITED
Notes to the financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017
NOTE # 14		
<u>Trade Receivables</u>		
<u>Unsecured, Considered Good</u>		
- Outstanding for a period exceeding six months	59,213,160	20,127,680
- Others	188,193,102	153,097,666
	<u>247,406,262</u>	<u>173,225,346</u>
NOTE # 15		
<u>Cash and Cash Equivalents</u>		
(a) Balance with Banks		
(i) In current accounts	336,078,031	(150,919)
(ii) In deposit accounts	7,223,016	32,626,097
(b) Cash in Hand	826,832	3,941,209
	<u>344,127,879</u>	<u>36,416,387</u>
NOTE # 16		
<u>Short-Term Loans and Advances</u>		
<u>(Unsecured, Considered Good)</u>		
(a) Advances (receivable in cash or in Kind or for value to be received)	7,190,842	17,663,459
(b) Advances to Suppliers	280,000	-
(c) Prepaid Expenses	779,330	449,970
(d) Balances with govt. / semi-govt. authorities	18,800,349	22,813,612
	<u>27,050,521</u>	<u>40,927,041</u>
NOTE # 17		
<u>Other Current Assets</u>		
Other Receivables	7,909,798	9,396,278
Preliminary Expenses	4,900,511	-
	<u>12,810,309</u>	<u>9,396,278</u>

BENARA BEARINGS & PISTONS LIMITED
Notes to the financial Statements for the year ended 31st March, 2018

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
NOTE # 18		
Revenue From Operations - Automobile		
Domestic Sales	1,034,378,775	775,148,394
Export Sales	11,145,090	13,270,990
	<u>1,045,523,865</u>	<u>788,419,383</u>
Less : Net Excise Duty	(5,914,209)	15,377,231
(A)	<u>1,051,438,074</u>	<u>773,042,152</u>
Revenue From Operations - Solar		
Domestic Sales	-	268,104,600
(B)	<u>-</u>	<u>268,104,600</u>
(A) + (B)	1,051,438,074	1,041,146,752
NOTE # 19		
Changes in Inventories		
(a) Closing Stock		
Finished goods *	299,472,319	159,408,402
Work-in-Progress	45,449,978	22,284,716
Others	-	-
	<u>344,922,297</u>	<u>181,693,118</u>
(b) opening Stock		
Finished goods *	159,408,402	91,748,604
Work-in-Progress	22,284,716	44,682,961
Others	-	368,537
	<u>181,693,118</u>	<u>136,800,102</u>
(a) - (b)	<u>163,229,179</u>	<u>44,893,016</u>
<i>* Finished goods includes Trading Stock</i>		
NOTE # 20		
Other Incomes		
(a) Interest Income	1,026,359	2,388,905
(b) Other Non-Operating Income	661,736	246,490
	<u>1,688,095</u>	<u>2,635,395</u>
NOTE # 21		
Cost of Manufacturing & Others		
(i) Cost of Raw Material Consumed		
Opening stock of raw materials	92,639,245	117,110,570
Add: Cost of Purchases	135,341,221	127,527,248
Less: Closing stock of raw materials	11,281,922	92,639,245
	<u>216,698,544</u>	<u>151,998,573</u>
(ii) Manufacturing Expenses		
Consumption of stores and spare parts	3,382,782	8,252,402
Packing Material consumed	5,333,959	4,390,303
Power & Fuel	-	2,575,779
Electricity Expenses	9,953,993	6,081,798
Wages & Salaries - Factory	24,934,054	19,582,470
Job Work charges	2,085,877	5,956,874
Excise duty on closing stock	-	11,453,726
	<u>45,690,664</u>	<u>58,293,352</u>
(iii) Purchases		
Cost of Purchases	779,681,827	476,296,221
Cost of Purchases - Solar	-	228,195,900
VAT / GST (NET)	6,286,603	3,709,219
	<u>785,968,430</u>	<u>708,201,340</u>
Total (i + ii+ iii)	<u>1,048,357,638</u>	<u>918,493,265</u>

BENARA BEARINGS & PISTONS LIMITED
Notes to the financial Statements for the year ended 31st March, 2018

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
NOTE # 22		
<u>Employee Benefit Expenses</u>		
(a) Salaries and other Allowances	29,284,749	23,481,343
(b) Contribution to provident and other funds	4,342,588	7,413,480
(c) Staff Welfare expenses	1,040,311	2,659,930
	34,667,648	33,554,753

NOTE # 23

Administration & Other Expenses

Auditors' Remuneration

Audit Fees	62,500	57,500
Out of Pocket Expenses	320,690	-
Bad debts	8,032	858,660
Coupon Expenses	-	1,688,597
Donation	1,225,000	25,000
Electricity Expenses	2,699,380	1,784,874
Insurance	989,658	629,606
Other Expenses	3,406,189	5,471,949
Postage & Courier Expenses	289,934	232,108
Printing & Stationery	238,791	978,008
Professional & Legal Charges	4,134,101	1,343,956
Preliminary Expenses w/off	1,225,127	-
Rates & Taxes	48,252	626,849
Rebate & Discount	89,766	374,656
Repairs & Maintenance - Machinery	104,558	474,021
Repairs & Maintenance Building	14,746	143,037
Repairs & Maintenance Others	409,810	222,312
Sales Commission	105,263	104,635
Selling & Distribution	13,766,506	3,968,802
Telephone Expenses	366,694	694,871
Turnover Discount	-	82,245
Travelling Expenses	170,240	5,742,300
Travelling Expenses -Foreign	1,173,460	2,649,899
	30,848,697	28,153,886

NOTE # 24

Finance Cost

(a) Interest expenses	33,362,467	36,067,157
(b) Financial Charges	3,150,966	1,776,762
	36,513,433	37,843,919

NOTE # 25

I. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation of financial statements:

The financial statements have been prepared & presented under the historical cost convention, on the accrual basis of accounting and comply with the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 and generally accepted accounting principles in India, to the extent applicable.

Accounting policies have been consistently applied except where otherwise stated or where a newly issued accounting standard is initially adopted or a revision in the accounting standard requires change in accounting policy hitherto in use. The financial statements are presented in Indian rupees rounded off to the nearest rupee.

b. Use of Estimates

The preparation of financial statements in conformity with Generally accepted accounting principles requires management to make judgements, estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are recognized in the year in which the events become known / are materialized.

c. Current / non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of Companies Act, 2013.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the above definition and the nature of

business, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

d. Fixed Assets:

Tangible assets

Tangible Assets are stated at acquisition cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of profit and loss.

Tangible fixed assets under construction and / or not ready for its intended use are disclosed as capital work-in-progress. Capital Work-in-progress includes estimates of work completed, as certified by management

Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

e. Depreciation

Depreciation on tangible fixed assets is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 using the Written down Value method, which, in management's opinion, reflect the estimated useful economic lives of these fixed assets.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

f. Impairment of Assets

The carrying amounts of assets are reviewed to see if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount

g. Revenue Recognition

Revenue is recognized to the extent that it is probable that economic benefit will flow to the Company and the revenue can be reliably measured.

Revenue from operations includes sale of goods, services including sales taxes and GST.

Revenue is recognised only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable. Fixed Deposit Interest is accounted as per statements / documents issued by banks.

Dividend income is accounted for on receipt basis.

h. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments.

Long-term investments (including current portion thereof) are carried at cost, less provision for diminution in value other than temporary determined separately for each individual investment.

Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Statement of profit and loss.

i. Foreign Currency Transactions

Foreign Currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Exchange difference arising on foreign currency transactions, between the actual rate of settlement and the rate on the date of the transactions, is charged or credited to the statement of profit and loss.

At the year-end, all monetary assets and liabilities denominated in foreign currency are reinstated at the year-end exchange rates. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement.

j. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Profit and Loss A/c in the year in which they are incurred.

k. Taxation

Tax expense comprising current tax and deferred tax are included in the determination of the net profit or loss for the period.

Provision for current tax is recognised in accordance with the provisions of the Income tax Act, 1961 and is made based on the tax liability using the applicable tax rates and tax laws after taking credit for tax allowances and exemptions.

Deferred tax liability or asset for timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent period is recognised using the tax rates and tax laws enacted or subsequently enacted as on the balance sheet date.

Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognized only to the extent that there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Other deferred tax assets are recognized only when there is a reasonable certainty of their realization.

l. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

m. Leases

Where the Company is the lessor

Assets given on operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Where the Company is the lessee

Leases where the lesser effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

n. Employee Benefits:

(i) *Short-term employee benefits*

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, ex-gratia and compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is charged to the Statement of profit and loss in the period in which such services are rendered.

(ii) Post-employment benefits

Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of profit and loss as they accrue.

Defined Benefit Plan

Provision for gratuity is provided based on Actuarial Valuation made. Short Term Employee Benefits like leave benefit, if any, are paid along with salary and wages on a month to month basis, bonus to employees are charged to profit and loss account on the basis of actual payment on year to year basis.

Note # 26

Additional information pursuant to the provisions of the Companies Act, 2013 to the extent applicable –

- I. The previous year's figures have been reworked, rearranged and reclassified wherever considered necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

- II. **Additional information pursuant to the provisions of the Companies Act, 2013 to the extent applicable -**

(a) **Cost of Raw Material Consumed :**

(Rs.)

Particulars	2017 -18	2016 -17
Opening stock of raw materials	92,639,245	117,110,570
Add: Cost of Purchases	135,341,221	127,527,248
Less: Closing stock of raw materials	11,281,922	92,639,245
Cost Of Goods sold	216,698,544	151,998,573

Note: - Being No. of Items of stock is voluminous; therefore it is not possible to provide the quantitative data.

(b) **CIF value of imports**

Particulars	31.03.2018	31.03.2017
Raw material / Semi Finished Goods	5,886,021	10,847,163
Finished goods	14,933,963	29,228,961
Total	20,819,984	40,076,124

(c) **Detailed of imported and indigenous raw materials, spares and packing materials consumed**

Particulars	31.03.2018		31.03.2017	
	Value	% of total Consumption	Value	% of total Consumption
Raw materials				
Imported	5,886,021	40%	10,847,164	7%
Indigenous	210,812,523	60%		93%

BENARA BEARINGS & PISTONS LIMITED

Notes to the financial Statements for the Year Ended 31st March, 2018

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			141,151,409	
Total	216,698,544	100%	151,998,573	100%
PACKING MATARIAL				
Imported	-	0%	-	0%
Indigenous	5,333,959	100%	4,390,303	100%
Total	5,333,959	100%	4,390,303	100%
STORE & SPARES				
Imported	-	0%	-	0%
Indigenous	3,382,782	100%	82,52,402	100%
Total	3,382,782	100%	82,52,402	100%

(d) Expenditure in foreign currency

Particulars	31.03.2018	31.03.2017
Travelling	2,06,630	25,34,731
Total	2,06,630	25,34,731

(e) Earnings in foreign currency

Particulars	31.03.2018	31.03.2017
Exports on FOB basis	11,145,090	3,074,350
Other Matters	-	-
Total	11,145,090	3,074,350

(f) Charged to Profit and Loss Account based on contributions in respect of Defined Contribution Schemes:

Particulars	31.03.2018	31.03.2017
Provident Fund and Employees' Pension Scheme	2,936,446	2,673,093
Labour Welfare Fund	200,687	1,557,743
ESIC	1,205,455	1,092,168
Total	4,342,588	5,323,004

(g) Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary in financials.

The disclosures as envisaged under the standard are as under:-

Particulars	2017-18	2016-17
1. The amounts recognized in the Balance Sheet are as follows: -		
Present value of the obligation at the end of the period	106,04,760	9,622,448
Fair Value of the plan assets at the end of the period	-	
Net Liability/(asset) recognized in the	106,04,760	9,622,448
Balance Sheet and related analysis		
Funded Status	(106,04,760)	(9,622,448)
Best estimate for contribution during next period	12,35,496	1,190,966

2. Current Liability		
Current Liability (Short Term)*	13,57,369	1,059,587
Non Current Liability (Long Term)	92,47,391	8,562,861
Total Liability	1,06,04,760	9,622,448

3. The amount recognized in the Profit and Loss A/c are as follows		
Current Service Cost	10,54,398	564,898
Interest cost	7,45,740	997,655
Net Actuarial (gain)/ loss recognized in the period	(6,17,139)	2,690,090
Expenses to be recognized in the statement of profit and loss accounts	11,82,999	4,252,643

4. Changes in the present value of defined benefit obligation		
Defined Benefit obligation at the beginning of the period	96,22,448	7,531,972
Interest cost	7,45,740	564,898
Current Service Cost	10,54,398	997,655
Benefits paid (if any)	(2,00,687)	(2,162,167)
Actuarial (gain)/ loss	(6,17,139)	2,690,090
Defined Benefit obligation at the end of the period	1,06,04,760	9,622,448

Benefit Description	-	
Benefit Type		
Retirement Age	60	60
Vesting Period	5 Yrs of Service	5 Yrs of Service
Salary Growth Rate	5 % per annum	5 % per annum
Discount Rate	7.50% per annum	7.50% per annum
Mortality	LIC 94-96 Ultimate	LIC 94-96 Ultimate
Withdrawal Rate	5 % per annum	5 % per annum

(h) Earnings per Share

Particulars	31.03.2018	31.03.2017
(i) Profit / (Loss) after Tax	35,531,346	48,235,967
(ii) Weighted average number of equity shares outstanding	12,397,120	30,978,222
Earnings Per Share of Rs. 10/- each	2.87	15.57
Basic and Diluted Earning per share (Before Bonus) (in Rs.)	2.87	15.57
Basic and Diluted Earning per share (After Bonus) (in Rs.)	2.87	3.89

(i) As per Accounting Standard 18, the disclosure of transactions with related parties are as Follows:

Related party disclosures

Name of the parties	Relationships
Wholly owned subsidiary companies	(i) Securitrans Trading (P) Ltd.
Other subsidiary companies	(i) Benara Solar Private Pvt Ltd
With companies under the same management	(i) Benara International Pvt. Ltd. (ii) Four Square Retail Pvt. ltd.
Key Management Personnel	
Managing Director -	Mr. Panna Lal Jain
Directors of the Company -	Mrs. Ketaki Benara Mrs. Sarla Jain Mr. Vivek Benara

BENARA BEARINGS & PISTONS LIMITED

Notes to the financial Statements for the Year Ended 31st March, 2018

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Related parties where significant influence exists and with whom transactions have taken place during the year	(i) Vinay Iron foundry (ii) Benara Engine & Spares Ltd. (iii) Benara Bi-Metal Pvt. Ltd (iv) Benara Industries (v) Skymark Leasing & Finance Limited
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(j) Transactions during the year with related parties:

Nature of Transaction	Name of Related Party	Amount 2017-18	Amount 2016-17
Sale of goods	(i) Benara Engine & Spares Ltd.	44,593,698	41,954,039
	(ii) Benara Bi-Metal Pvt. Ltd	715,789	729,847
	(iii) Benara Solar Pvt. Limited	7,000	2,424,120
	(iv) Vinay Iron Foundry	1,748,856	-
Purchase of goods	(i) Benara Engine & Spares Ltd.	152,225,774	88,772,883
	(ii) Benara Industries, Agra	-	-
	(iii) Benara Bi-Metal Pvt. Ltd	111,038	-
	(iv) Vinay Iron Foundry	29,548,616	8,317,443
Jobwork	(i) Vinay Iron foundry	2,085,877	3,970,754
Interest	(i) skymark leasing & finance limited	275,705	268,692
Loans/ advances taken	(i) Skymark Leasing & Finance Limited	-	-
	(ii) Benara Infrastructure Dev.P.Ltd*	3470662	-
	(iii) Mr. PannaLal Jain	13,282,500	15,746,000
	(iv) Mrs. KetakiBenara	3,510,000	800,000
	(v) Mrs. Sarla Jain	11,00,000	1,026,000
	(vi) Mr. VivekBenara	16,651,020	12,850,000

BENARA BEARINGS & PISTONS LIMITED

Notes to the financial Statements for the Year Ended 31st March, 2018

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	(ix) Benara International Pvt. Ltd.	78,675,408	16,844,389
Remuneration to Key Managerial Personnel	Mr. PannaLal Jain	9,60,000	960,000
	Mrs. KetakiBenara	400,000	400,000
	Mrs. Sarla Jain	540,000	540,000
	Mr. VivekBenara	900,000	600,000

Nature of Transaction	Name of Related Party	Amount 2017-18	Amount 2016-17
Loans/ advances repaid	Mr. PannaLal Jain	12,917,500	1,43,51,233
	Mrs. KetakiBenara	16,188,298	190,000
	Mrs. Sarla Jain	5,000	255,718
	Mr. Vivek Benara	161,88,298	11,091,385
	Vivek Benara (HUF)	-	-
	Panna Lal Jain (HUF)	4000	-
	Benara International Pvt. Ltd.	78,345,940	16,844,389
	Skymark leasing & finance limited	115,396	143,039
Advances Given	Securitrans Trading (P) Ltd.	520,440	110,000
Advances Given	Benara Solar Pvt. Limited	60,438,104	-
Repayment Recd	Benara Solar Pvt. Limited	22,372,231	-
Advance Against Purchase of Property	Benara International Pvt. Ltd.	23,230,000	-

BENARA BEARINGS & PISTONS LIMITED*Notes to the financial Statements for the Year Ended 31st March, 2018*

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Nature of Transaction	Name of Related Party	As at 31.03.2018	As at 31.03.2017
Creditors	Benara industries	-	-
Creditors	Benara Engine & Spares Limited	41,82,833	41,82,833
Debtors	Benara Bi-Metal Private Limited	-	105,911
Unsecured Loan	Benara Infrastructure Development Private Limited	1,709,516	12,85,604
Loan & Advances	Benara Solar Pvt. Limited	3,80,65,873	-
Debtors	Benara Solar Pvt. Limited	260,410	135,744
Advances	Securitrans Trading (P) Ltd.	630,440	110,000
Unsecured Loan	Mr. Panna Lal Jain	506,219	141,219
Unsecured Loan	Mrs. Sarla Jain	392,953	71,134
Unsecured Loan	Mr. Vivek Benara	388,074	925,351
Unsecured Loan	Mrs. Ketaki Benara	355,589	28,963
Unsecured Loan	Skymark Leasing & Finance Limited	3,271,429	31,11,120

(k) Payment to Auditors & Director's Remuneration:

Sr. No.	Particulars	2017-2018	2016-2017
i)	Remuneration to Directors	28,75,000	25,00,000
ii)	Payment to Auditors	62,500	57,500

(l) **Contingent liabilities and Commitments**

As per the information available & explanations provided to us by the management -

Particulars	31.03.2018	31.03.2017
Outstanding demand of Income taxes related to earlier previous years that may arise in respect of which the Company is in appeal against the Income-tax Department.	33,97,550	33,97,550
Outstanding demand of Indirect Tax that may arise in respect of which the notice has been received by Relevant department and for which company is in appeal & has filed its response.	61,51,997	36,97,113

(m) **Segment Reporting**

Company's operating Businesses, organized & Managed unit wise, according to the nature of the products and services provided, are recognized in segments representing one or more strategic business units that offer products or services of different nature and to different Markets.

Information about business segments:

Particulars	Automobile	Solar	Total (Segments)	Total (Enterprise)	Total (Enterprise)
				31-3-18	31-3-17
1. Segment Revenue					
(a) External	1,051,438,074	-	1,051,438,074	1,051,438,074	1,041,146,752
(b) Inter-segment Sales	-	-	-	-	-
(c) Total Revenue	1,051,438,074	-	1,051,438,074	1,051,438,074	1,041,146,752
2. Segment Result(Profit/(Loss))					

BENARA BEARINGS & PISTONS LIMITED

Notes to the financial Statements for the Year Ended 31st March, 2018

CIN: U50300UP1990PLC012518

Segment results	91,875,055	-	91,875,055	91,875,055	101,297,987
Unallocable income/ (Expenses)	-	-	-	-	-
Operating profit	91,875,055		91,875,055	91,875,055	101,297,987
Interest expenses	36,513,433	-	36,513,433	36,513,433	37,843,919
Income taxes	19,830,277	-	19,830,277	19,830,277	17,916,108
Profit from ordinary activities	35,531,346	-	35,531,346	35,531,346	45,537,960
Net profit	35,531,346	-	35,531,346	35,531,346	45,537,960
3. Other information					
Segment assets	1,096,256,235	40,308,699	1,136,564,934	1,136,564,934	611,902,082
Unallocable assets					-
Total assets	1,096,256,235	40,308,699	1,136,564,934	1,136,564,934	611,902,082
4. Segment liabilities	565,593,196	400,000	565,993,196	565,993,196	411,769,596
Unallocable liabilities					-
Total liabilities	565,593,196	400,000	565,993,196	565,993,196	411,769,596
5. Capital expenditure	49,00,511	-	49,00,511	49,00,511	-
Unallocable capital expenditure	-	-	-	-	-
Total capital expenditure	49,00,511	-	49,00,511	49,00,511	-

BENARA BEARINGS & PISTONS LIMITED*Notes to the financial Statements for the Year Ended 31st March, 2018*

CIN: U50300UP1990PLC012518

Particulars	Automobile	Solar	Total (Segments)	Total (Enterprise)	Total (Enterprise)
				31-3-18	31-3-17
6. Depreciation & amortization	10,606,309	-	10,606,309	10,606,309	7,175,273
Unallocable depreciation	-	-	-	-	-
Total depreciation & amortization	10,606,309	-	10,606,309	10,606,309	7,175,273

(n) Micro, Small and Medium Enterprises

As per the information available with the Company and certified by them, total outstanding due to Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 at the end of the year is Rs. Nil (Nil).

(o) In the opinion of the Board, Current Assets, Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated.

(p) The outstanding balances of Sundry Debtors, Sundry Creditors, and loans & advances are subject of confirmation and reconciliation/ consequential adjustment, if any.

For and on behalf of the Board**Benara Bearings & Pistons Limited****Vivek Benara**

Managing Director

DIN No: 00204647

Ketaki Benara

Director

DIN No: 204749

BENARA BEARINGS & PISTONS LIMITED

Notes to the financial Statements for the Year Ended 31st March, 2018

CIN: U50300UP1990PLC012518

Mr. Vipin Jain

Chief Financial Officer

Artee Sahu

Company Secretary

Date : 29 May, 2018

Place : Agra

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS

OF BENARA BEARINGS & PISTONS LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying financial statements of BENARA BEARINGS & PISTONS LIMITED (“the Holding Company”) and its Subsidiaries and associate (Collectively referred to as “the company” or “the group”), which comprise the consolidated Balance Sheet as at March 31, 2018, the consolidated Profit and Loss Statement and the consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

MANAGEMENT’S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Holding Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of the Consolidated 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 principles generally accepted in India, including Accounting Standards prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 Consolidated Balance Sheet, of the consolidated state of affairs of the Company as at March 31, 2018;
- b) in the case of the Consolidated Statement of Profit and Loss, of the consolidated profit for the year ended on that date; and
- c) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows for the year ended on that date.

OTHER MATTERS

The reports should be read together with the Notes to the financial statements and attention to following matters be given:

- a) Note no. 25 (I) in notes to the financial statements which describe the uncertainty related to the outcome of the pendency of appeal filed by the Company

Our opinion is not modified in respect of these matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The consolidated Balance Sheet, the consolidated Profit and Loss Statement, and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under section 133 of the Act.

- e) On the basis of the written representations received from the directors of the Holding company as on 31st March, 2018 taken on record by the Board of Directors of the Holding company, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. The Company does not have any long-term contracts including derivatives contracts for which any provision is required;
 - iii. The Company is not required to transfer amounts to the Investor Education and Protection Fund.

In terms of our report of even date attached.

For Agrawal Jain & Gupta

Chartered Accountants

F R N - 013538C

CA Nitesh Agrawal

(Partner)

M R N : 406155

Date : 29th May, 2018

Place : Agra

Annexure "A"

**to the Independent Auditors' Report on the Consolidated Financial Statements of
Benara Bearings & Pistons Limited**

**(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements'
of our report of even date)**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING
UNDER CLAUSE (i) OF SUBSECTION 3 OF SECTION 143 OF THE COMPANIES ACT,
2013 ("THE ACT")**

We have audited the internal financial controls over financial reporting of Benara Bearings & Pistons Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of March 31, 2018 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the

Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and payments of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

In terms of our report of even date attached.

For Agrawal Jain & Gupta

Chartered Accountants

F R N - 013538C

CA Nitesh Agrawal

(Partner)

M R N : 406155

Date : 29th MAY, 2018

Place : Agra

BENARA BEARINGS & PISTONS LIMITED

CIN: U50300UP1990PLC012518

Consolidated Balance Sheet as at 31st March, 2018

(Currency : INR)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	177,072,880	30,978,220
(b) Reserves and Surplus	2	401,979,045	165,686,885
(2) Minority Interest	3	-	(4,199,896)
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	4	148,409,199	115,200,568
(b) Long -term Provision	5	9,247,392	8,562,861
(4) Current Liabilities			
(a) ShortTerm Borrowings	6	234,527,652	231,604,625
(b) Trade Payables	7	326,447,498	46,047,970
(c) Other Current Liabilities	8	30,485,459	15,795,749
(d) Short-term Provisions	9	27,798,824	34,128,531
TOTAL		1,355,967,950	643,805,514
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	37,825,950	30,007,319
(ii) Advance against Property	10	60,018,475	35,984,237
		97,844,425	65,991,556
(b) Non-Current Investments	11	3,000,000	2,500,000
(c) Deferred tax Assets (net)	12	7,595,360	6,600,131
(d) Long-term loans and advances	13	2,967,382	2,545,947
(2) Current Assets			
(a) Inventories	14	356,362,469	285,744,923
(b) Trade receivables	15	498,428,483	193,242,409
(c) Cash and cash equivalents	16	346,049,244	36,967,228
(d) Short-term loans and advances	17	30,910,279	40,817,041
(e) Other current assets	18	12,810,309	9,396,278
TOTAL		1,355,967,950	643,805,514
See accompanying notes to the financial statements	26		

In terms of our report of even date attached.

**For and on behalf of the Board
Benara Bearings & Pistons Limited**

**For Agrawal Jain & Gupta
Chartered Accountants
F R N - 013538C**

Pannalal Jain
Chairman
DIN 00204869

Vivek Benara
(Managing Director)
DIN No: 00204647

**CA Nitesh Agrawal
(Partner)
M R N : 406155**

Mr. Vipin Jain
(Chief Financial
Officer)

Artee Sahu
(Company
Secretary &
Compliance officer)

**Date : 29 May, 2018
Place : Agra**

**Date : 29 May, 2018
Place : Agra**

BENARA BEARINGS & PISTONS LIMITED

CIN: U50300UP1990PLC012518

Consolidated Profit & Loss Statement for the year ended 31st March, 2018

(Currency : INR)

Particulars	Note No.	Year Ended 31st March, 2018	Year Ended 31 March, 2017
I Income			
Revenue from Operations	19	1,454,236,949	1,223,682,435
Changes in Inventories	20	152,071,400	56,076,885
Other Incomes	21	1,688,095	2,635,395
Total Revenue		1,607,996,444	1,282,394,715
II Expenses:			
Cost of Manufacturing & Others	22	1,416,021,135	1,109,782,680
Employee Benefit Expenses	23	36,688,420	36,473,383
Administration & Other Expenses	24	33,884,204	34,006,312
Finance Cost	25	36,513,433	38,594,034
Depreciation and amortization expenses	10	10,691,265	7,254,850
Total Expenses		1,533,798,458	1,226,111,259
III Profit before exceptional and extraordinary Items and Tax (I - II)		74,197,987	56,283,456
IV Prior Period Items		-	-
V Exceptional items		-	-
VI Profit before Extraordinary Items and Tax (III -IV-V)		74,197,987	56,283,456
VII Extra Ordinary Items		-	-
VIII Profit before Tax (VI - VII)		74,197,987	56,283,456
IX Tax Expense:		-	-
(1) Current tax		23,465,500	19,729,260
(2) Deferred Tax		(995,229)	(1,355,630)
(3) Previous Year Tax		-	-
XI Profit/ (Loss) for the period from Continuing Operations (VIII - IX - X)		51,727,716	37,909,826
XI Profit/Loss from Discontinuing Operations		-	-
XII Tax Expense of Discontinuing Operations		-	-
XIII Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XII Profit/ (Loss) for the Period		51,727,716	37,909,826
Minority Interest		-	(4,248,896)
Profit/loss attributable to the shareholders of the company		51,727,716	42,158,722
See accompanying notes to the financial statements	26		

In terms of our report of even date attached.

**For and on behalf of the Board
Benara Bearings & Pistons Limited**

For Agrawal Jain & Gupta
Chartered Accountants
F R N - 013538C

Pannalal Jain
Chairman
DIN 00204869

Vivek Benara
(Managing Director)
DIN No: 00204647

CA Nitesh Agrawal
(Partner)
M R N : 406155

Mr. Vipin Jain
(Chief Financial
Officer)

Artee Sahu
(Company
Secretary &
Compliance officer)

Date : 29 May, 2018
Place : Agra

Date : 29 May, 2018
Place : Agra

BENARA BEARINGS & PISTONS LIMITED
Consolidated Cash Flow statement for the year ended 31 March, 2018
CIN : U50300UP1990PLC012518

Particulars	As at 31st March, 2018	As at 31st March, 2017
A. Cash flow from operating activities		
Profit / (loss) before tax	74,197,987	56,283,456
<i>Adjustments for:</i>		
Depreciation and amortisation	10,691,265	7,254,849
Loss / (Profit) on sale of fixed assets (net)	(750,790)	-
Finance costs	36,513,433	38,594,035
Interest income	(1,026,359)	(2,388,905)
Rental Income from Investment Property	-	(160,000)
Unrealised foreign exchange (gain) (net)	89,054	(54,205)
Operating profit / (loss) before working capital changes	<u>119,714,589</u>	<u>99,529,230</u>
Changes in working capital:		
Decrease / (increase) in Inventories	(70,617,545)	(29,174,609)
Decrease / (increase) in trade receivables	(305,186,074)	(114,614,315)
Decrease / (increase) in Other Loans and advances receivable	10,969,434	10,913,877
(Decrease) / increase in Trade payables	280,399,621	3,539,557
(Decrease) / increase in Other current liabilities	14,689,710	(8,149,566)
(Decrease) / increase in Long Term Provisions	684,531	1,556,288
(Decrease) / increase in Short Term Provisions	(29,795,300)	17,801,233
	<u>20,858,966</u>	<u>(18,598,305)</u>
Cash flow from extraordinary items	(49,000)	79,631
Income taxes (paid) / refunded		(19,729,260)
Net cash flow from / (used in) operating activities (A)	<u>20,809,966</u>	<u>(38,247,934)</u>
B. Cash flow from investing activities		
Purchase of fixed assets	(43,612,468)	(4,134,756)
Proceeds from sale of fixed assets	1,819,123	-
Purchase of long-term investments	(5,146,703)	(500,000)
Foreign exchange gain/loss	(89,054)	54,205
Interest Income	1,026,359	2,388,905
Long-term loans and advances	(421,435)	
Rental income from Commercial properties		160,000
Net cash flow from / (used in) investing activities (B)	<u>(46,424,178)</u>	<u>(2,031,646)</u>
C. Cash flow from financing activities		
Proceeds From Issue of shares capital	53,160,000	-
Increase in Share Premium	281,748,000	
Increase in Secured and Unsecured Loans	36,131,659	75,687,761
Interest Paid	(36,513,433)	(38,594,034)
Net cash flow from / (used in) financing activities (C)	<u>334,526,226</u>	<u>37,093,727</u>
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	308,912,015	(3,185,853)
Cash and cash equivalents at the beginning of the year	36,967,229	40,153,082
Cash and cash equivalents at the end of the year	<u>345,879,243</u>	<u>36,967,229</u>
Net Cash and cash equivalents included in Note 15	345,879,244	36,967,229
* Comprises:		
(a) Cash on hand	996,335	4,222,568
(b) Balances with banks		
(i) In current accounts	337,829,893	118,564
(ii) In deposit accounts	7,053,016	32,626,097
Cash and cash equivalents at the end of the year	345,879,244	36,967,229

See accompanying notes to the financial statements 27

In terms of our report of even date attached.

For and on behalf of the Board
Benara Bearings & Pistons Limited

For Agrawal Jain & Gupta
Chartered Accountants
F R N - 013538C

Pannalal Jain
Chairman
DIN 00204869

Vivek Benara
(Managing Director)
DIN No: 00204647

CA Nitesh Agrawal
(Partner)
M R N : 406155

Mr. Vipin Jain
(Chief Financial
Officer)

Artee Sahu
(Company Secretary &
compliance officer)

Date : 29 May, 2018
Place : Agra

Date : 29 May, 2018
Place : Agra

BENARA BEARINGS & PISTONS LIMITED
Notes to the Consolidated financial Statements for the year ended 31st March, 2018

Particulars	As at As at 31.03.2018	As at As at 31.03.2017
NOTE # 1		
<u>Share Capital</u>		
Authorised Capital		
2,00,00,000 equity shares of Rs. 10/- each (March 31, 2018: 36,00,000 of Rs. 10 each)	200,000,000	36,000,000
Issued, Subscribed and Paid up		
17707288 equity shares of Rs. 10/- each fully paid up (March 31, 2018: 30,97,822 of Rs. 10 each)	177,072,880	30,978,220
	177,072,880	30,978,220

a. Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

	As at 31.03.2018		As at 31.03.2017	
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	3,097,822	30,978,220	3,097,822	30,978,220
Add:- Fully paid-up equity shares issued as bonus	9,293,466	92,934,660	-	-
Add : Shares issued during the year	5,316,000	53,160,000	-	-
At the end of the year	17,707,288	177,072,880	3,097,822	30,978,220

b. The Company has one class of shares i.e., Equity shares having a face value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share.

c. During the year 9293466 Bonus shares were issued for consideration other than cash by utilisation of Securities Premium account and Surplus in Profit & Loss Account.

d. Details of Equity Shareholders holding more than 5% of equity shares along with No of Equity Shares held at the beginning and at the end of the reporting period are as given below:-

Name of Share Holder	As at 31.03.2018		As at 31.03.2017	
	No. of Shares	Shareholding %	No. of Shares	Shareholding %
Smt. Sarla Jain	2,684,964	15.16%	671,241	21.67%
Skymark Leasing & Fin. Ltd.	2,180,000	12.31%	545,000	17.59%
Sri Panna Lal Jain	2,264,852	12.79%	566,213	18.28%
Sri Vivek Benara	2,179,012	12.31%	544,653	17.58%
Smt. Ketaki Benara	2,047,052	11.56%	511,763	16.52%
Panna Lal Jain HUF	1,023,960	5.78%	255,990	8.26%

BENARA BEARINGS & PISTONS LIMITED

Notes to the Consolidated financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017
NOTE # 2		
<u>Reserves and Surplus</u>		
(i) Security Premium Reserve		
Opening Balance	86,887,380	86,887,380
Add : Received during the year	281,748,000	-
Less:- Bonus Issue	(86,887,380)	-
Closing Balance	<u>281,748,000</u>	<u>86,887,380</u>
(iii) Profit & Loss A/c		
Opening Balance	78,799,505	36,640,783
Add: Transferred from statement of Profit and Loss	51,727,716	42,158,722
Less: P&L Utilised for Goodwill w/off	(4,248,896)	-
Less : Bonus Issue	(6,047,280)	-
Closing Balance	<u>120,231,045</u>	<u>78,799,505</u>
Total (i + ii + iii)	<u>401,979,045</u>	<u>165,686,885</u>
NOTE # 3		
<u>Minority Interest</u>		
49% Shares in Share Capital of Benara Solar Private Limited	-	49,000
Less: Share in Loss of BSPL	-	(4,248,896)
Total	<u>-</u>	<u>(4,199,896)</u>
NOTE # 4		
<u>Long-Term Borrowings</u>		
(i) Secured		
Loan From Banks & Financial Institutions		
(a) Loan against Property	71,786,265	71,930,182
(b) Other Term Loans	17,516,354	6,492,425
Less : Current maturities repayable in one year for (a + b)	(7,294,513)	(7,174,845)
	<u>82,008,106</u>	<u>71,247,762</u>
(ii) Unsecured		
(c) Inter Corporate Loans and advances	31,559,178	27,500,000
(d) Loans and advances from Directors	20,077,445	16,152,549
(e) Business Loan from Banks & NBFC	23,889,587	300,257
Less : Current maturities repayable in one year for (e)	(9,125,116)	-
	<u>66,401,094</u>	<u>43,952,806</u>
Total (i)+(ii)	<u>148,409,199</u>	<u>115,200,568</u>

BENARA BEARINGS & PISTONS LIMITED
Notes to the Consolidated financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017
NOTE # 5		
<u>Long-Term Provisions</u>		
(a) Provision for Employee Benefits	9,247,391	8,562,861
	<u>9,247,391</u>	<u>8,562,861</u>
NOTE # 6		
Short Term Borrowings		
Secured		
Cash credit from bank	234,527,652	231,604,625
	<u>234,527,652</u>	<u>231,604,625</u>
(a) Cash credit from Axis Bank is primarily secured by hypothecation of Current assets of the Company.		
(b) Credit from National Small Industries Corporation Ltd. is under Raw material Assistance scheme and is secured against Bank guarantee.		
NOTE # 7		
Trade Payables	326,447,498	46,047,970
	<u>326,447,498</u>	<u>46,047,970</u>
NOTE # 8		
<u>Other Current Liabilities</u>		
(a) Statutory Remittances	2,295,750	821,726
(b) Expenses Payable	7,240,798	6,334,897
(c) Customer Advances	-	-
(d) Security deposit received	1,529,281	1,464,281
(e) Current maturities of Long term borrowings	16,419,630	7,174,845
(f) Other Payables	3,000,000	-
	<u>30,485,459</u>	<u>15,795,749</u>
NOTE # 9		
<u>Short-Term Provisions</u>		
(a) Provision for Employee Benefits	4,227,074	2,925,549
(b) Provision -others	23,465,500	31,182,982
(c) Provision - Expenses	106,250	20,000
	<u>27,798,824</u>	<u>34,128,531</u>

BENARA BEARINGS & PISTONS LIMITED

Notes to the Consolidated financial Statements for the year ended 31 March, 2018

Note # 10

FIXED ASSETS

(i)	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
	AS AT 1-4-2017	ADDITIONS	SALE	AS AT 3/31/2018	AS AT 1-4-2017	FOR THE YEAR	SALE	AS AT 3/31/2018	AS AT 3/31/2018	AS AT 3/31/2017
	Land	584,856	-	-	584,856	-	-	-	584,856	584,856
	Shops*	3,933,020	-	-	3,933,020	-	-	-	3,933,020	3,933,020
	Factory Buildings	9,028,592	-	-	9,028,592	6,165,280	184,387	-	6,349,667	2,863,312
	Plant & Machinery	47,518,911	221,154	-	47,740,065	36,365,851	2,063,539	-	38,429,390	11,153,060
	Inspection & quality control equipments	3,603,010	-	-	3,603,010	3,419,908	2,043	-	3,421,951	183,102
	Electric Fittings	1,794,406	-	-	1,794,406	1,706,999	3,704	-	1,710,703	87,407
	Tools & Dies	11,384,271	-	-	11,384,271	9,370,364	416,176	-	9,786,540	2,013,907
	Office Equipment	3,577,997	51,163	-	3,629,160	2,998,331	141,859	-	3,140,190	579,666
	Computer	1,326,420	12,505	-	1,338,925	1,172,501	83,766	-	1,256,267	153,919
	Furniture & Fixture	4,851,839	18,000	-	4,869,839	3,004,036	427,610	-	3,431,646	1,847,803
	Vehicles	32,708,370	19,275,408	6,250,608	45,733,170	26,101,103	7,368,181	5,182,275	28,287,009	6,607,267
(ii)	Advance against Property*	35,984,237	24,034,238	-	60,018,475	-	-	-	60,018,475	35,984,237
	TOTAL	156,295,928	43,612,468	6,250,608	193,657,788	90,304,373	10,691,265	5,182,275	95,813,363	65,991,555
	PREVIOUS YEAR	152,161,172	3,671,568	-	155,832,740	83,049,522	7,175,273	-	90,224,796	69,111,650

*No Depreciation has been claimed on property additions made during the year..

BENARA BEARINGS & PISTONS LIMITED
Notes to the Consolidated financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017
NOTE # 11		
<u>Non-Current Investments</u>		
Investment In Equity Instruments (Unquoted)		
Chirag Silk Mills Pvt. Ltd. (2000 equity shares (FV - Rs. 10/ share) @ 250 per share (fully paid up))	500,000	-
Investment in Alternate Investment Fund	2,500,000	2,500,000
	<u>3,000,000</u>	<u>2,500,000</u>
NOTE # 12		
<u>Deferred tax Assets</u>		
Deferred tax adjustments recognised in the financial statements are as under -		
Deferred tax Assets as at the beginning of the year	6,600,131	5,244,501
Liability / (Asset) arising during the year	995,229	1,355,630
Deferred tax Assets as at the end of the year	<u>7,595,360</u>	<u>6,600,131</u>
NOTE # 13		
Long-Term Loans and Advances (Unsecured, Considered Good)		
(a) Sundry Deposits	2,967,382	2,545,947
	<u>2,967,382</u>	<u>2,545,947</u>
NOTE # 14		
<u>Inventories</u>		
(As taken, valued & certified by management)		
Raw Material	11,281,922	92,639,245
Work-in-Progress	45,449,978	22,284,716
Finished Goods	299,498,409	100,738,001
Others	132,160	70,082,961
	<u>356,362,469</u>	<u>285,744,923</u>

BENARA BEARINGS & PISTONS LIMITED
Notes to the Consolidated financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017
NOTE # 15		
<u>Trade Receivables</u>		
<u>Unsecured, Considered Good</u>		
- Outstanding for a period exceeding six months	59,213,160	20,127,680
- Others	439,215,323	173,114,729
	<u>498,428,483</u>	<u>193,242,409</u>
NOTE # 16		
<u>Cash and Cash Equivalents</u>		
(a) Balance with Banks		
(i) In current accounts	337,829,893	118,564
(ii) In deposit accounts	7,223,016	32,626,097
(b) Cash in Hand	996,335	4,222,567
	<u>346,049,244</u>	<u>36,967,228</u>
NOTE # 17		
<u>Short-Term Loans and Advances</u>		
<u>(Unsecured, Considered Good)</u>		
(a) Advances (receivable in cash or in Kind or for value to be received)	11,050,601	17,303,459
(b) Advances to Suppliers	280,000	250,000
(c) Prepaid Expenses	779,330	449,970
(d) Balances with govt. / semi-govt. authorities	18,800,349	22,813,612
	<u>30,910,279</u>	<u>40,817,041</u>
NOTE # 18		
<u>Other Current Assets</u>		
Other Receivables	7,909,798	9,396,278
Preliminary Expenses	4,900,511	-
	<u>12,810,309</u>	<u>9,396,278</u>

BENARA BEARINGS & PISTONS LIMITED

Notes to the Consolidated financial Statements for the year ended 31st March, 2018

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
NOTE # 19		
<u>Revenue From Operations - Automobile</u>		
Domestic Sales	1,274,390,150	957,684,076
Export Sales	11,145,090	13,270,990
	1,285,535,240	970,955,066
Less : Net Excise Duty	5,914,209	15,377,231
(A)	<u>1,291,449,449</u>	<u>955,577,835</u>
<u>Revenue From Operations - Solar</u>		
Domestic Sales	162,787,500	268,104,600
(B)	<u>162,787,500</u>	<u>268,104,600</u>
(A) + (B)	<u>1,454,236,949</u>	<u>1,223,682,435</u>
NOTE # 20		
<u>Changes in Inventories</u>		
(a) Closing Stock		
Finished goods *	299,498,409	170,592,271
Work-in-Progress	45,449,978	22,284,716
Others	-	-
	344,948,387	192,876,987
(b) opening Stock		
Finished goods *	170,592,271	91,748,604
Work-in-Progress	22,284,716	44,682,961
Others	-	368,537
	192,876,987	136,800,102
(a) - (b)	<u>152,071,400</u>	<u>56,076,885</u>
<i>* Finished goods includes Trading Stock</i>		
NOTE # 21		
<u>Other Incomes</u>		
(A) Interest Income	1,026,359	2,388,905
(B) Other Non-Operating Income	661,736	246,490
	1,688,095	2,635,395
NOTE # 22		
<u>Cost of Manufacturing & Others</u>		
(i) Cost of Raw Material Consumed		
Opening stock of raw materials	92,639,245	117,110,570
Add: Cost of Purchases	135,341,221	127,527,248
Less: Closing stock of raw materials	11,281,922	92,639,245
	216,698,544	151,998,573
(ii) Manufacturing Expenses		
Consumption of stores and spare parts	3,382,782	8,252,402
Packing Material consumed	5,333,959	4,390,303
Power & Fuel	-	2,575,779
Electricity Expenses	9,953,993	6,081,798
Wages & Salaries - Factory	24,934,054	19,582,470
Job Work charges	2,085,877	5,956,874
Excise duty on closing stock	-	11,453,726
	45,690,664	58,293,352
(iii) Purchases		
Cost of Purchases	1,004,494,324	667,585,636
Cost of Purchases - Solar	142,851,000	228,195,900
VAT / GST (NET)	6,286,603	3,709,219
	1,153,631,927	899,490,755
Total (i + ii+ iii)	<u>1,416,021,135</u>	<u>1,109,782,680</u>

BENARA BEARINGS & PISTONS LIMITED

Notes to the Consolidated financial Statements for the year ended 31st March, 2018

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
NOTE # 23		
Employee Benefit Expenses		
(a) Salaries and other Allowances	31,300,201	26,392,753
(b) Contribution to provident and other funds	4,342,588	7,413,480
(c) Staff Welfare expenses	1,045,631	2,667,150
	-	-
	36,688,420	36,473,383

NOTE # 24

Administration & Other Expenses

Auditors' Remuneration

Audit Fees	134,500	97,500
Out of Pocket Expenses	320,690	-
Bad debts	8,032	858,660
Coupon Expenses	-	1,688,597
Donation	1,225,000	25,000
Electricity Expenses	2,863,854	1,853,072
Insurance	989,658	629,606
Other Expenses	4,955,602	7,510,152
Postage & Courier Expenses	291,152	235,948
Printing & Stationery	257,349	1,074,777
Professional & Legal Charges	4,156,101	1,343,956
Preliminary Expenses w/off	1,225,127	-
Rates & Taxes	58,752	631,189
Rebate & Discount	89,766	456,901
Repairs & Maintenance - Machinery	177,352	474,021
Repairs & Maintenance Building	14,746	143,037
Repairs & Maintenance Others	409,810	336,411
Sales Commission	105,263	1,398,656
Selling & Distribution	14,495,570	5,820,438
Telephone Expenses	442,731	694,871
Turnover Discount	-	82,245
Travelling Expenses	489,689	6,001,376
Travelling Expenses -Foreign	1,173,460	2,649,899
	33,884,204	34,006,312

NOTE # 25

Finance Cost

(a) Interest expenses	33,362,467	36,817,272
(b) Financial Charges	3,150,966	1,776,762
	36,513,433	38,594,034

NOTE # 25**I. COMPANY OVERVIEW**

The Benara Bearings & Pistons Limited ('the listed Company') (earlier known as PHB Engineering Limited) was incorporated on 26 November 1990 as a public limited company under the Companies Act, 1956 ('the Act') with the main object to carry on the business of manufacturing & dealing in Auto parts and Engine parts used in Diesel engine & all types of Auto mobile Engines.

Components of the Group

The Consolidated Financial Statements represent consolidation of accounts of the Company and its subsidiaries as detailed below -

Name of the Subsidiary	Country of Incorporation	Holding %
Securitrans Trading Private Limited	India	100.00%
Benara Solar Private Limited	India	100.00%

II. SIGNIFICANT ACCOUNTING POLICIES**a. Basis of preparation of financial statements:**

The financial statements have been prepared & presented under the historical cost convention, on the accrual basis of accounting and comply with the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 and generally accepted accounting principles in India, to the extent applicable.

Accounting policies have been consistently applied except where otherwise stated or where a newly issued accounting standard is initially adopted or a revision in the accounting standard requires change in accounting policy hitherto in use. The financial statements are presented in Indian rupees rounded off to the nearest rupee.

b) Principles of consolidation:

- (i) In the preparation of these consolidated financial statements, investments in subsidiaries have been accounted for in accordance with the provisions of Accounting Standard-21 (Consolidated Financial Statements). The financial statements of the subsidiaries have been drawn up to the same reporting date as of Whiteboard Idea Labs Private Limited. The

Consolidated Financial Statements are prepared on the following basis.

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

- (iii) The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements. The financial statements of the subsidiaries are adjusted for the accounting principles and policies followed by the Company.

- (iii) The difference between the cost to the Company of its investment in subsidiaries and its proportionate share in the equity of the investee company at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

b. Use of Estimates

The preparation of financial statements in conformity with Generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are recognized in the year in which the events become known / are materialized.

c. Current / non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of Companies Act, 2013.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the above definition and the nature of business, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

d. Fixed Assets:

Tangible assets

Tangible Assets are stated at acquisition cost net of recoverable taxes, trade discounts and rebates less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of profit and loss.

Tangible fixed assets under construction and / or not ready for its intended use are disclosed as capital work-in-progress. Capital Work-in-progress includes estimates of work completed, as certified by management

Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

e. Depreciation

Depreciation on tangible fixed assets is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 using the Written down Value method, which, in management's opinion, reflect the estimated useful economic lives of these fixed assets.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

f. Impairment of Assets

The carrying amounts of assets are reviewed to see if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount

g. Revenue Recognition

Revenue is recognized to the extent that it is probable that economic benefit will flow to the Company and the revenue can be reliably measured.

Revenue from operations includes sale of goods, services including sales taxes and GST.

Revenue is recognised only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable. Fixed Deposit Interest is accounted as per statements / documents issued by banks.

Dividend income is accounted for on receipt basis.

h. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments.

Long-term investments (including current portion thereof) are carried at cost, less provision for diminution in value other than temporary determined separately for each individual investment.

Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Statement of profit and loss.

i. Foreign Currency Transactions

Foreign Currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Exchange difference arising on foreign currency transactions, between the actual rate of settlement and the rate on the date of the transactions, is charged or credited to the statement of profit and loss.

At the year-end, all monetary assets and liabilities denominated in foreign currency are reinstated at the year-end exchange rates. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement.

j. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Profit and Loss A/c in the year in which they are incurred.

k. Taxation

Tax expense comprising current tax and deferred tax are included in the determination of the net profit or loss for the period.

Provision for current tax is recognised in accordance with the provisions of the Income tax Act, 1961 and is made based on the tax liability using the applicable tax rates and tax laws after taking credit for tax allowances and exemptions.

Deferred tax liability or asset for timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws enacted or subsequently enacted as on the balance sheet date.

Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognized only to the extent that there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Other deferred tax assets are recognized only when there is a reasonable certainty of their realization.

I. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

m. Leases

Where the Company is the lessor

Assets given on operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Where the Company is the lessee

Leases where the lesser effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

n. Employee Benefits:

(i) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, ex-gratia and compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is charged to the Statement of profit and loss in the period in which such services are rendered.

(ii) Post-employment benefits

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which the company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund. The Company's contributions to Employees Provident Fund are charged to statement of profit and loss every year.

Provision for gratuity is provided based on Actuarial Valuation made covering at the year ended 31 March 2018.

Short Term Employee Benefits like leave benefit, if any, are paid along with salary and wages on a month to month basis, bonus to employees are charged to profit and loss account on the basis of actual payment on year to year basis.

Note # 26

Additional information pursuant to the provisions of the Companies Act, 2013 to the extent applicable –

(a) Cost of Raw Material Consumed

(Rs.)

Particulars	2017-18	2016-17
Opening stock of raw materials	92,639,245	117,110,570
Add: Cost of Purchases	135,341,221	127,527,248
Less: Closing stock of raw materials	11,281,922	92,639,245
Cost Of Goods sold	216,698,544	151,998,573

Note: - Being No. of Items of stock is voluminous; therefore it is not possible to provide the quantitative data.

(b) CIF value of imports

Particulars	2017-18	2016-2017
Raw material / Semi Finished Goods	5,886,021	10,847,163
Finished goods	14,933,963	29,228,961
Total	20,819,984	40,076,124

(c) Detailed of imported and indigenous raw materials, spares and packing materials consumed :

Particulars	2017-18		2016-17	
	Value	% of total Consumption	Value	% of total Consumption
Raw materials				
Imported	3,215,754	7%	10,847,164	7%
Indigenous	210,812,523	93%	141,151,409	93%
Total	216,698,544	100%	151,998,573	100%
PACKING MATARIAL				
Imported	-	0%	-	0%
Indigenous	5,333,959	100%	4,390,303	100%

Total	5,333,959	100%	4,390,303	100%
STORE & SPARES				
Imported	-	0%	-	0%
Indigenous	3,382,782	100%	8,252,402	100%
Total	3,382,782	100%	8,252,402	100%

(d) Expenditure in foreign currency

Particulars	31.03.2018	31.03.2017
Travelling	2,06,630	25,34,731
Total	2,06,630	25,34,731

(e) Earnings in foreign currency

Particulars	31.03.2018	31.03.2017
Exports on FOB basis	11,145,090	3,074,350
Other Matters	-	-
Total	11,145,090	3,074,350

(f) Charged to Profit and Loss Account based on contributions in respect of Defined Contribution Schemes:

Particulars	31.03.2018	31.03.2017
Provident Fund and Employees Pension Scheme	2,936,446	26,73,093
Labour Welfare Fund	200,687	1,557,743
ESIC	1,205,455	1,092,168
Total	4,342,588	5,323,004

(g) (g) Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary in financials. The disclosures as envisaged under the standard are as under:-

Particulars	2017-18	2016-17
1. The amounts recognized in the Balance Sheet are as follows: -		
Present value of the obligation at the end of the period	106,04,760	9,622,448
Fair Value of the plan assets at the end of the period	-	-
Net Liability/(asset) recognized in the	106,04,760	9,622,448
Balance Sheet and related analysis		
Funded Status	(106,04,760)	(9,622,448)
Best estimate for contribution during next period	12,35,496	1,190,966

2. Current Liability		
Current Liability (Short Term)*	13,57,369	1,059,587
Non Current Liability (Long Term)	92,47,391	8,562,861
Total Liability	1,06,04,760	9,622,448

3. The amount recognized in the Profit and Loss A/c are as follows		
Current Service Cost	10,54,398	564,898
Interest cost	7,45,740	997,655
Net Actuarial (gain)/ loss recognized in the period	(6,17,139)	2,690,090
Expenses to be recognized in the statement of profit and loss accounts	11,82,999	4,252,643

4. Changes in the present value of defined benefit obligation		
Defined Benefit obligation at the beginning of the period	96,22,448	7,531,972
Interest cost	7,45,740	564,898
Current Service Cost	10,54,398	997,655
Benefits paid (if any)	(2,00,687)	(2,162,167)
Actuarial (gain)/ loss	(6,17,139)	2,690,090
Defined Benefit obligation at the end of the period	1,06,04,760	9,622,448

Benefit Description	-	
Benefit Type		
Retirement Age	60	60
Vesting Period	5 Yrs of Service	5 Yrs of Service
Salary Growth Rate	5 % per annum	5 % per annum
Discount Rate	7.50% per annum	7.50% per annum
Mortality	LIC 94-96 Ultimate	LIC 94-96 Ultimate
Withdrawal Rate	5 % per annum	5 % per annum

(h) Earnings per Share

Particulars	31.03.2018	31.03.2017
(i) Profit / (Loss) after Tax	51,727,716	42,158,722
(ii) Weighted average number of equity shares outstanding	12,397,120	3097822
Earnings Per Share of Rs. 10/- each (i) /(ii)	4.17	13.61
Basic and Diluted Earning per share (inRs.)	4.17	3.40

- (i) As per Accounting Standard 18, the disclosure of transactions with related parties are as Follows:

Related party disclosures

Name of the parties	Relationships
With companies under the same management	(i) Benara International Pvt. Ltd. (ii) Four Square Retail Pvt. Ltd.
Key Management Personnel	
Managing Director -	Mr. Panna Lal Jain
Directors of the Company -	Mrs. Ketaki Benara Mrs. Sarla Jain Mr. Vivek Benara
Related parties where significant influence exists and with whom transactions have taken place during the year	(i) Vinay Iron foundry (ii) Benara Engine & Spares Ltd. (iii) Benara Bi-Metal Pvt. Ltd (iv) Benara Industries (v) Skymark Leasing & Finance Limited

(j) Transactions during the year with related parties:

Nature of Transaction	Name of Related Party	Amount 2017-18	Amount 2016-17
Remuneration to Key Managerial Personnel	Mr. Panna Lal Jain	960,000	960,000
	Mrs. Ketaki Benara	400,000	400,000
	Mrs. Sarla Jain	540,000	540,000
	Mr. Vivek Benara	900,000	600,000
Sale of Goods	Benara Bi Metals Pvt Ltd	715,789	7,29,847
	Benara Engine & Spares Ltd	44,593,698	4,19,54,039
	Vinay Iron foundry	1,748,856	-
Purchase of Goods	Benara Industries, Agra	-	-
	Benara Bi-Metal Pvt. Ltd	111,038	-
	Vinay Iron Foundry	29,548,616	8,317,443
	Benara Engine & Spares Ltd	152,225,774	8,87,72,883
Job Work	Vinay Iron foundry	2,085,877	3,970,754
Interest	skymark leasing & finance Ltd	275,705	268,692

BENARA BEARINGS & PISTONS LIMITED
Consolidated Notes to the financial Statements for the Year Ended 31 March, 2018

Nature of Transaction	Name of Related Party	Amount 2017-18	Amount 2016-17
Loans & advances Taken	Panna Lal Jain	13,282,500	20,746,000
	Mrs. Ketaki Benara	3,510,000	8,00,000
	Mrs. Sarla Jain	11,00,000	10,26,000
	Vivek Benara	16,651,020	15,541,175
	Benara infrastructure Dev. P. Ltd	3,470,662	-
	Vivek Benara (HUF)	-	-
	Panna Lal Jain (HUF)	-	-
	Benara International Pvt. Ltd.	78,675,408	16,844,389
Loans/ advances repaid	Mr. Panna Lal Jain	12,917,500	1,43,51,233
	Mrs. Ketaki Benara	16,188,298	190,000
	Mrs. Sarla Jain	6,220,289	255,718
	Mr. Vivek Benara	161,88,298	11,091,385
	Vivek Benara (HUF)	5,000	-
	Panna Lal Jain (HUF)	4000	-
	Benara International Pvt. Ltd.	78,345,940	16,844,389
	Skymark leasing & finance limited	115,396	143,039
Advance Against Purchase of property	Benara International Pvt. Ltd.	23,230,000	-
Rent Paid	MukeshBenara	8,86,656	4,82,223

Nature of Transaction	Name of Related Party	Amount 2017-18	Amount 2016-17
Creditors	Benara Infrastructure Development Private Limited	1,709,516	1,285,604
Creditors	Benara Engine & Spares Limited	41,82,833	41,82,833
Debtors	Benara Bi-Metal Private Limited	-	105,911
Unsecured Loan	Mr. Panna Lal Jain	5,506,219	51,41,219
Unsecured Loan	Mrs. Sarla Jain	392,953	71,134
Unsecured Loan	Mr. Vivek Benara	30,79,249	3,616,526
Unsecured Loan	Mrs. Ketaki Benara	355,589	28,963
Unsecured Loan	Skymark Leasing & Finance Limited	3,271,429	31,11,120
Unsecured Loan	Benara Valve Ltd.	375,000	3,75,000

(k) **Payment to Auditors & Director's Remuneration:**

Particulars	2017-18	2016-2017
Remuneration to Directors	28,75,000	25,00,000
Payment to Auditors	1,34,500	97,500

(l) **Contingent liabilities and Commitments**

As per the information available & explanations provided to us by the management -

Particulars	2017-18	2016-17
Outstanding demand of Income taxes related to earlier previous years that may arise in respect of which the Company is in appeal.	33,97,550	33,97,550
Outstanding demand of Indirect Tax that may arise in respect of which the notice has been received by relevant Department and for which company is in appeal.	61,51,997	36,97,113

(m) **Segment Reporting**

Company's operating Businesses, organized & Managed unit wise, according to the nature of the products and services provided, are recognized in segments representing one or more strategic business units that offer products or services of different nature and to different Markets.

Information about business segments:

Particulars	Automobile	Solar	Trading in cloth material	Total (Segments)	Total (Enterprise) 2017-18	Total (Enterprise) 2016-17
1. Segment Revenue						
(a) External	1,051,438,074	162,787,500	240,025,375	1,45,236,949	1,45,243,949	1,223,682,435
(b) Inter-segment Sales	-	-	-	-	(7000)	-
(c) Total Revenue	1,051,438,074	162,787,500	240,025,375	670,837,735	1,45,236,949	1,223,682,435
2. Segment Result (Profit/(Loss))						
Segment results	9,18,68,056	15,761,445	30,74,920	110,711,420	110,711,420	94,877,490
Unallocable income/ (Expenses)	-	-	-	-	-	-
Operating profit	9,18,68,056	15,761,445	30,74,920	110,711,420	110,711,420	79,762,412
Interest expenses	-	-	-	-	36,513,433	38,594,034
Income taxes	-	-	-	-	22,470,271	18,373,630
Profit from ordinary activities	-	-	-	-	51,727,716	37,909,826
Net profit	-	-	-	-	51,727,716	42 158 722

BENARA BEARINGS & PISTONS LIMITED
Consolidated Notes to the financial Statements for the Year Ended 31 March, 2018

Particulars	Automobile	Solar	Trading in cloth material	Total (Segments)	Total (Enterprise 2017-18)	Total (Enterprise) 2016-17
3. Other information						
Segment assets	1,096,256,235	183,770,218	111,656,359	1,391,682,812	1,355,967,398	643,805,514
Unallocable assets	-	-	-	-	-	-
Total assets	1,096,256,235	183,770,218	111,656,359	1,391,682,812	1,355,967,398	643,805,514
4. Segment liabilities	472,761,733	138,362,780	111,656,359	722,780,872	776,916,025	451,340,211
Unallocable liabilities	-	-	-	-	-	-
Total liabilities	472,761,733	138,362,780	111,656,359	722,780,872	776,916,025	634,088,916
5. Capital expenditure	49,00,511	-	-	49,00,511	49,00,511	-
Unallocable capital expenditure	-	-	-	-	-	-
Total capital expenditure	49,00,511	-	-	49,00,511	49,00,511	-
6. Depreciation & amortisation	10,606,309	84,956	-	10,776,221	10,776,221	7,254,850
Unallocable depreciation	-	-	-	-	-	-
Total depreciation & Amortisation	10,606,309	84,956	-	10,776,221	10,776,221	7,254,850

(n) Additional Statutory Information in respect of the components of the group -

S. No.	Name of the Companies	Share in Profit/ (Loss) 31.Mar.18		Share in Profit/ (Loss) 31.Mar.17	
		Amount	As % Consolidated Profit / (Loss)	Amount	As % Consolidated Profit / (Loss)
1	PARENT Benara Bearings & Pistons Limited	35,531,346	68.69%	48,235,967	107.53%
2	SUBSIDIARY Securitrans Trading Private Limited	2,269,161	4.39%	1,042,531	2.32%
3	Benara Solar Private Limited	13,927,210	26.92%	(4,422,320)	-9.86%
	Total	51,727,717	100.00%	44,856,178	100.00%
	Consolidation Adjustment	-	-	-	-
	Total Net Assets	51,727,717	100.00%	44,856,178	100.00%

BENARA BEARINGS & PISTONS LIMITED

Consolidated Notes to the financial Statements for the Year Ended 31 March, 2018

Note : The amount stated above are as per the standalone financial statements of each of the individual entities, before making any adjustments for intra group transactions and/or balances.

(o) Micro, Small and Medium Enterprises

As per the information available with the Company and certified by them, total outstanding due to Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 at the end of the year is Rs. Nil (Nil).

- (p) In the opinion of the Board, Current Assets, Loans and Advances have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated.
- (q) The outstanding balances of Sundry Debtors, Sundry Creditors, and loans & advances are subject of confirmation and reconciliation/ consequential adjustment, if any.

For and on behalf of the Board
Benara Bearings & Pistons Limited

Vivek Benara
Managing Director
DIN No: 00204647

Ketaki Benara
Director
DIN No: 204749

Mr. Vipin Jain
Chief Financial Officer

Artee Sahu
Company Secretary

Date : 29 May, 2018
Place : Agra

ATTENDANCE SLIP

**28th Annual General Meeting to be held on Friday the 28th September, 2018 at Conference Hall ,
A-3 &-4,Site B,Industrial Area, Sikandrabad, Agra-285007 at 10:30 A.M.**

Folio No.	
Dp No	
Client ID	
Name of the Member:	Signature:
Name of the Proxy:	Signature:

I/we hereby record my presence at the 28th Annual General Meeting on Friday the 28th September, 2018 at 10:30 A.M. at the Registered office of the Company Situated at Conference Hall at A-3 &-4, Site B Industrial Area, Sikandrabad, Agra-285007

Member's signature

Proxy's signature

Note: Shareholders/proxies are requested to bring the attendance slip with them. Duplicate slips will not be issued and handed over at the entrance of the Meeting Venue.

FORM NO. MGT- 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) Of the Companies (Management and Administration) Rules, 2014

CIN : **U50300UP1990PLC012518**

Name Of The Company : **BENARA BEARINGS AND PISTONS LIMITED**

Registered Office : **A-3 &-4,SITE B, INDUSTRIAL AREA SIKANDRABAD, AGRA- 285007**

Name of the Member :

Registered Address :

E- Mail ID :

Folio No. :

DP ID:

I/We, being Member (s) of _____ shares of the above named Company, hereby appoint

Name:

Address:

E-mail Id:

Signature

or failing him,

Name:
Address:
E-mail Id:
Signature _____ ,

or failing him,

Name:
Address:
E-mail Id:
Signature _____ ,

As my/our proxy to attend & vote (on a poll) for me/us & on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday 28th September, 2018 at 10:30 A.M. at Conference Hall, A-3 &-4, SITE B, INDUSTRIAL AREA, SIKANDRABAD, AGRA- 285007 & at any adjournment thereof in respect of any such resolution as are indicated below;-

Resolution No	Description	For	Against
01	Adoption of Annual Accounts and reports thereon for the Financial year ended on 31 st March,2018.(Ordinary Resolution)		

02	Appointment of Statutory Auditor of the Company (Ordinary Resolution)		
03	Appointment of Nitesh Kumar Kumavat as an Independent Director liable to be retire by rotation (ordinary Resolution)		
04	Appointment of Avinash Kashyap as an Independent Director liable to be retire by rotation (ordinary Resolution)		
05	Appointment of M/s Goyal Dk & Associates as Secretarial Auditor		
06	Appointment of Ms. Nalini Pandey Chartered Accountants, as Internal Auditor of the Company		

Date:

Signature of the Shareholder:

Signature of the Proxy holder(s)

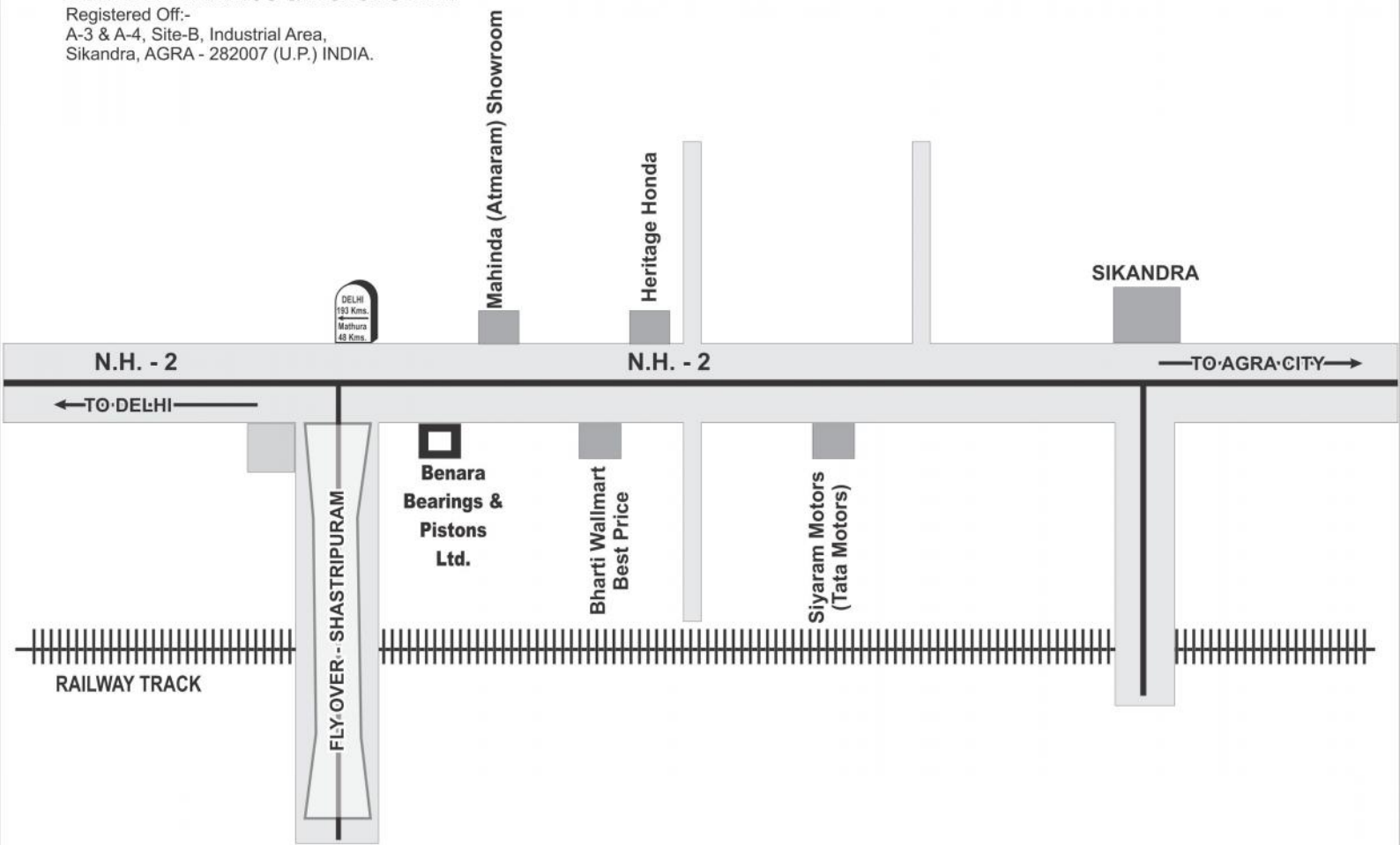
Note:

AFFIX
REVENUE
STAMP

- 1) **This form of proxy in order to be effective should be duly completed & deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2) **A proxy need not be a member of the Company**

**ROAD MAP -
BENARA BEARINGS & PISTONS LTD.**

Registered Off:-
A-3 & A-4, Site-B, Industrial Area,
Sikandra, AGRA - 282007 (U.P.) INDIA.



MANUFACTURING FACILITIES



PLANT - I (Agra)

Plant Area : 3600 Sq. Meters.

Power Supply : 550 KW.



MANUFACTURING FACILITIES



PLANT - II (Agra)

Plant Area : 10000 Sq. Meters.

Power Supply : 450 KW.

