

REF: BIL/ST.EX/BM/2018-19/06
November 23, 2018

The Secretary
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata – 700 001.

General Manager - DCS
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001
Code : 500059

Asst. Vice President
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051
Code: BINANIIND

REG: Outcome of Board Meeting pursuant to Regulation 30 under SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015

We refer to our letter dated 20th November, 2018 intimating you about a meeting of the Board of Directors of the Company ('the Board') to be held on Friday, 23rd November, 2018 at shorter notice.

We inform you that the Board, at its meeting held today:

1. Approved the Audited Financial Results (Consolidated) of the Company for the year ended 31st March, 2018.

The Results (Consolidated) along with the Limited Review Report, declaration on modified opinion on Auditors' Report is attached for your records.

2. The 55th Annual General Meeting of the Company for the Financial Year 2017-18 will be held on 24th December, 2018 and Register of Members & Share Transfer Books of the Company will remain closed from Monday, 17th December, 2018 to Monday, 24th December, 2018 (both days inclusive).

The Meeting commenced at 10.30 a.m. and concluded at 5.15 p.m.

This is for your information and records.

Thanking you,

Yours faithfully,
For Binani Industries Limited



Visalakshi Sridhar
Managing Director, CFO & Company Secretary

Encl: As above
Binani Industries Limited

CIN: L24117WB1962PLC025584

Corporate Office: Mercantile Chambers, Ground Floor, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai - 400 001, India.

Tel: +91 22 3026 3000 / 01 / 02 | Fax: +91 22 2263 4960 | Email: mumbai@binani.net | www.binaniindustries.com

Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata - 700 157. India

Tel: 08100326795 / 08100126796 | Fax: +91 33 4008 8802

Auditor's Report on Consolidated Year to Date Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**To the Board of Directors of Binani Industries Limited**

1. We have audited the accompanying Statement of Consolidated Financial Results of Binani Industries Limited (the 'Company') and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), and its jointly controlled entity for the year ended March 31, 2018 (the 'Statement'), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/ CFD/ FAC/ 62/ 2016 dated July 5, 2016.
2. The Statement has been prepared on the basis of the related consolidated financial statements for the year ended March 31, 2018, prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. This Statement is the responsibility of the Company's Management and is approved by the Board of Directors. Our responsibility is to express an opinion on the Statement based on our audit of consolidated financial statements for the year ended March 31, 2018.
3. We conducted our audit 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 Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the Statement that give a fair presentation 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 management, as well as evaluating the overall presentation of the Statement.

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



4. Basis of Adverse Opinion

- a. Binani Cement Limited (BCL), group's one of the major subsidiary was admitted under the Corporate Insolvency and Resolution Process in accordance with the Insolvency and Bankruptcy Code, 2016 (IBC) dated 25th July 2017 and a Resolution Professional was appointed. Effective from 25th July 2017 the Board of Directors of BCL were suspended and effectively the group lost control over BCL with regards to operational and financial decision-making powers and derive economic benefits from its activities. The group was unable to obtain consolidated financial information of BCL and its subsidiaries and jointly controlled entity for the period April 01, 2017 till July 24, 2017 (date of loss of control). Hence, the Consolidated Financial Statements for the year ended March 31, 2018 does not include the consolidated financial results of BCL for the period April 01, 2017 to July 24, 2017; the assets and liabilities and Non-controlling interest of/in BCL is not derecognized from the consolidated financial statements; and retained interest as of July 24, 2017 is not accounted at fair value. The said accounting treatment by the group is not in compliance with Ind AS 110 - Consolidated Financial Statements. (Refer Note 3 to the Statement).
- b. National Company law Appellate Tribunal (NCLAT), New Delhi has passed an order dated November 14, 2018 approving the resolution plan submitted by Ultratech Cement Limited and post the dismissal of the application by Rajputana Properties Pvt. Ltd. to the Supreme Court on November 19, 2018, the same became effective. The group has not given effect of this resolution plan in the consolidated financial statement for the reasons stated in Note 4 to the Statement. This being adjusting subsequent event is not in compliance with IND AS 10 - Events after the Reporting Period.

Had the group followed correct accounting in compliance with IND AS 110 - Consolidated Financial Statements and IND AS 10 - Events after the Reporting Period in respect of matters stated above, many elements in the accompanying consolidated financial statements would have been materially affected. The effects on the consolidated financial statements of the failure to incorporate the matters stated in para (a) and (b) above have not been determined.

- c. As a part of the Corporate Insolvency Resolution Process (CIRP) in BCL, there was an application filed with NCLT alleging that BCL was involved in suspected fraudulent transaction with the Company, Promoter and the other Group Companies. Management has represented to us, that there is no merit in these allegations. As the matter sub-judice, we are unable to comment on the consequential impact, if any, on the Statement.
- d. We draw attention to the following matters
1. Note 9 of the Statement which states that, the Company is seeking recall of the winding up petition filed by one of the creditor. Further, the Company has received notices from few of its creditors claiming the Company to be insolvent under the Code, however the Company is in the process of settlement of the claims with these parties.



2. Note 10 of the financial results, where in the management has explained the reason for reduction in the operations of the Company with Binani Cement Limited.
- e. We draw attention to the following Emphasis of Matter in the audit opinion of the financial statements of Edayar Zinc Limited (EZL), a subsidiary of the Company issued by an independent firm of Chartered Accountants vide its Report dated May 28, 2018 reproduced by us as under:
- i. The financial statements have been prepared on the going concern basis as per the opinion of the Management, however the flow of events and current status of the proceedings initiated by Banks under Section 13(4) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act), where in bankers have taken symbolic possession of the assets mortgaged with them and have issued a notice for auction of the Property "Land and Building and Plant and Machinery situated at Edayar Zinc Ltd to an extent of 95.34 acres in Binanipuram, kadungaloor, Village Parur Taluka, Emakulam District admeasuring area 117483 sq. Meters mortgaged to consortium as collateral security and in the absence of any evident plan to pay back, we are of the opinion that the going concern assumption of the company is not true. (Refer Note 6 (a) to the Statement)
- ii. In the opinion of the management, there is no impairment in the value of the fixed assets to be recognized in the accounts at this stage, within the meaning of Indian Accounting Standard (Ind AS) 36- Impairment of Assets, which is however dependent on various uncertainties over its ability to continue as a going concern, as stated Note 6 (b) to the Statement.
- iii. interest of Rs 4,023 lakhs for the financial year 2017-18 has not been provided in the financial statements as the Company's accounts have been declared as NPA by it's bankers. (Refer Note 6 (c) to the Statement)
- iv. Electricity charges of Rs 5,056 lakhs till March 31, 2018 has not been provided as a liability in the financial statements. (Refer Note 7 to the Statement)
- v. As per the information and explanation provided to us, the bankers have filed the case with High Court of Bombay to declare the directors of the Company as willful defaulter, as informed to the auditor, the matter is sub-judice.

5. Adverse Opinion

- a. In our opinion, because of the significance of the matters discussed in the 'Basis for Adverse Opinion' above, the aforesaid Consolidated Financial Statements do not give a true and fair view in conformity with the Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit, total comprehensive income and other financial information of the Group for the year ended March 31, 2018.



- b. The financial results includes the financial results of the entities (listed in Annexure A) considered for consolidation for the year ended March 31, 2018 and
- c. The financial result is not presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

6. Material uncertainty related to Going Concern

Management has prepared the Standalone Financial Results of the Company on going concern basis in spite of the following facts and circumstances:

- a. The Company has reported Total Comprehensive losses of Rs. (499) lakhs for the year ended March 31, 2018.
- b. The Company's current liabilities exceeded its current assets by Rs. 155,015 lakhs as at March 31, 2018.
- c. Significance of the matters stated in Basis of Adverse Opinion paragraph above

These situations indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and therefore the Company may be unable to realise its assets and discharge its liabilities in the normal course of business (Refer Note 10 to the Statement).

7. Other Matters

- a. We did not audit the consolidated financial statements of a foreign subsidiary (including 4 step down subsidiaries) whose financial statements reflects total assets of Rs. 229,703 lakhs and net assets of Rs (1,238) lakhs as at March 31, 2018, total revenues of Rs. 152,678 lakhs and net cash inflow of Rs. 240 lakhs for the year then ended as considered in the Statement. These financial information have been reviewed by other auditor whose unmodified review report have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and the disclosures included in respect of these subsidiaries, is based solely on the review report of this auditor.
- b. We did not audit the financial statements of a foreign subsidiary whose financial statements reflects total assets of Rs. 4,937 lakhs and net assets of Rs (3,680) lakhs as at March 31, 2018, total revenues of Rs. 0.09 lakhs and net cash outflow of Rs. 2 lakhs for the year then ended. This financial statement is unaudited and have been furnished to us by the management and we have relied on unaudited financial statement approved by the management.



MSKA

& Associates

Chartered Accountants

- c. We have not audited the financial statements of 6 Indian subsidiaries (including one step down subsidiary), whose financial statements reflects total assets of Rs. 67,331 lakhs and net assets of Rs 6,741 lakhs as at March 31, 2018, total revenues of Rs. 45,920 lakhs and net cash outflows of Rs. 439 lakhs for the year then ended as considered in the Statement. These financial statements have been audited by other auditors whose unmodified audit reports have been furnished to us by the Management and our opinion on this Statement, in so far as it relates to the amounts and the disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No.105047W

A. Somani

Anita Somani
Partner
Membership No.: 124118



Place: Mumbai
Date: November 23, 2018

Annexure A

List of entities included in the statement

- i. Subsidiaries (including step-down subsidiaries)
 1. Binani Cement Limited
 - Krishna Holdings Pte. Ltd.(KHL)
 - Mukundan Holdings Ltd. (MHL)
 - Murari Holdings Ltd.
 - Swiss Merchandise Infrastructure Limited
 - Merit Plaza Limited
 - Bhumi Resources (Singapore) Pte. Ltd
 - Binani Cement Factory LLC
 - Binani Cement Fujairah LLC
 - Binani Energy Private Ltd
 - Shandong Binani Rong'An Cement Co. Ltd. (SBRCC)
 - PT Anggana Energy Resources
 - BC Tradelink Limited
 - Binani Cement Tanzania Limited
 - Binani Cement (Uganda) Ltd
 - Binani Ready Mix Concrete Limited
 2. Edayar Zinc Limited (EZL) (formerly known as Binani Zinc Limited)
 - R.B.G. Minerals Industries Limited (RBG)
 3. BIL Infratech Limited(Binfra)
 4. Nirbhay Management Services Private Limited
 5. Royalvision Projects Pvt. Ltd
 6. Global Composite Holdings Inc.(formerly known as CPI Binani Inc.USA)
 7. 3B Binani Glassfibre S.a.r.l (3B Binani)
 - Project Bird Holding II B S.a.r.l.(PBH II B)
 - 3B Fibreglass SPRL
 - 3B Fibreglass A/S
 - TunFib S.a.r.l. (TunFib)
 - Goa Glass Fibre Limited (GGFL)



BINANI INDUSTRIES LIMITED

Registered Office: 37/2, Chinar Park, New Town Rajarhat Main Road, PO Hatiara, Kolkata - 700 157, India

Corporate Office: Mercantile Chambers, 12 J.N.Heredia Marg, Ballard Estate, Mumbai 400 001

CIN No. L24117WB1962PLC025584

Statement of Consolidated Financial Results for the year ended 31st March, 2018

(Rs. In Lakhs)

Particulars	Consolidated	
	Year ended	
	31.03.2018	31.03.2017
	(Audited) - Refer note 11	(Audited)
1 Income from Operations		
(a) Revenue from operations	1,93,495	3,87,765
(b) Other Income	4,923	8,060
Total income from operations	1,98,418	3,95,825
2 Expenses		
(a) Cost of materials consumed	54,305	91,472
(b) Purchase of stock-in-trade	1,507	2,657
(c) Changes in inventories of finished goods , work-in-progress and stock-in-trade	6,685	2,276
(d) Excise Duty on sale of goods	2,399	21,169
(e) Employee benefits expenses	44,894	53,274
(f) Depreciation and amortisation expenses	10,996	23,689
(g) Other expenses	50,736	1,86,946
Total Expenses	1,71,522	3,81,483
3 Profit from operations before other income, finance costs and exceptional items (1-2)	26,896	14,342
4 Finance costs	20,276	67,994
5 Profit / (Loss) from ordinary activities after finance cost and before exceptional items (3-4)	6,620	(53,652)
6 Exceptional Items (refer note 12)	(2,857)	-
7 Profit / (Loss) from ordinary activities before tax (5+6)	3,763	(53,652)
8 Tax Expenses	1,502	(6,738)
9 Net Profit/(Loss) from ordinary activities after tax (7-8)	2,261	(46,914)
-Attributable to non-controlling interest	(351)	(821)
-Attributable to the owners of the Parent	2,612	(46,093)
10 Other comprehensive income, net of income tax	(9,021)	(5,900)
-Attributable to non-controlling interest	-	(0)
-Attributable to the owners of the Parent	(9,021)	(5,900)
11 Total comprehensive income for the period (9 + 10)	(6,760)	(52,814)
-Attributable to non-controlling interest	(351)	(822)
-Attributable to the owners of the Parent	(6,409)	(51,992)
12 Paid- up equity share capital (Face Value per share Rs.10 each)	3,138	3,138
13 Reserves excluding Revaluation Reserves as per Balance Sheet	(1,44,651)	(1,53,577)
14 Earnings Per Share (EPS) (of Rs. 10/- each)		
(of Rs. 10/- each)		
Weighted average number of shares outstanding	3,13,68,025	3,13,68,025
(a) Basic	7.21	(149.56)
(b) Diluted	7.21	(149.56)



Consolidated Statement of Assets and Liabilities

(Rs. In Lakhs)

Particulars	Consolidated	
	As at 31.03.2018 (audited) - refer note 11	As at 31.03.2017 (audited)
A ASSETS		
1 Non-current assets		
(a) Property Plant and Equipment	4,35,347	4,19,507
(b) Capital work-in-progress	26,861	24,922
(c) Other Intangibles	14,929	14,856
(d) Intangible assets under development	2,366	1,007
(e) Goodwill	354	354
(f) Goodwill on consolidation	86,571	86,571
(g) Investments accounted for using the equity method	127	127
(h) Financial Assets		
(i) Investments	2,518	2,541
(ii) Other Financial Assets	4,146	3,542
(i) Income tax assets (net)	6,953	7,022
(j) Other non-current assets	14,544	14,648
Sub-total	5,94,716	5,75,097
2 Current assets		
(a) Inventories	30,260	34,476
(b) Financial Assets		
(i) Investments	8	146
(ii) Trade receivables	83,495	81,241
(iii) Cash and cash equivalents	5,764	5,525
(iv) Other Bank Balances	3,754	4,401
(v) Other Financial Assets	11,838	7,481
(c) Other current assets	26,579	28,975
(d) Current tax assets (net)	713	259
Sub-total	1,62,411	1,62,504
TOTAL - ASSETS	7,57,127	7,37,601
B EQUITY AND LIABILITIES		
1 Equity		
(a) Equity Share Capital	3,138	3,138
(b) Other Equity	(1,49,828)	(1,58,755)
Non-controlling Interest	2,850	3,085
Sub-total	(1,43,840)	(1,52,532)
Liabilities		
2 Non-Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	5,35,363	5,44,747
(ii) Other Financial Liabilities	4,822	4,293
(b) Deferred tax liabilities (net)	29,462	28,372
(c) Other non current liabilities	1,778	1,004
(d) Provisions	7,929	6,723
Sub-total	5,79,354	5,85,139
3 Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	81,244	80,628
(ii) Trade payables	99,288	98,835
(iii) Other Financial Liabilities	81,956	70,648
(b) Other current liabilities	47,536	46,938
(c) Provisions	11,589	7,945
Sub-total	3,21,613	3,04,994
TOTAL - EQUITY & LIABILITIES	7,57,127	7,37,601



Particulars	Consolidated Results	
	Year Ended	
	31-03-2018	31-03-2017
	(Audited) - Refer note 11	(Audited)
A PARTICULARS OF SHAREHOLDING OF BINANI INDUSTRIES LIMITED		
1 Public Shareholding		
- Number of Shares	1,48,62,521	1,48,62,521
- Percentage of Shareholding	47.38	47.38
2 Promoters and Promoter Group Shareholding		
a. Pledged/Encumbered		
- Number of Shares	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-
- Percentage of shares (as a % of the total share capital of the company)	-	-
b. Non-encumbered		
- Number of Shares	1,65,03,654	1,65,03,654
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100	100
- Percentage of shares (as a % of the total share capital of the company)	52.62	52.62
B INVESTOR COMPLAINTS		
Pending at the beginning of the year	Nil	
Received during the year	11	
Disposed of during the year	11	
Remaining unresolved at the end of the year	Nil	

Segment wise Revenue, Results and Assets and Liabilities

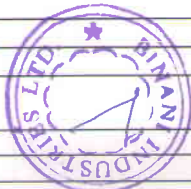
Particulars	Consolidated Results	
	Year Ended	
	31.03.2018	31.03.2017
	(Audited) - Refer note 11	(Audited)
1) Segment Revenue		
a) Cement	-	2,12,230
b) Zinc and By Products	10	201
c) Glass Fibre	1,64,035	1,38,282
d) Unallocated	34,373	59,947
Total	1,98,418	4,10,660
Less : Inter Segment Revenue	-	14,835
Net Segment Revenue	1,98,418	3,95,825
2) Segment Results		
a) Cement	-	13,674
b) Zinc and By Products	(3,102)	(426)
c) Glass Fibre	35,895	20,706
d) Other Operations	514	(192)
e) Elimination Adjustments	(3,193)	(5,854)
	30,114	27,908
Less: Interest expenses	20,276	67,994
Add : Other unallocable Income net of unallocable expenses	(3,218)	(13,566)
Total Profit/(Loss) Before Tax before extra-ordinary & exceptional items	6,620	(53,652)

Segment Assets & Liabilities

Particulars	Zinc & Its By Products (A)		Cement and Other Products (B)	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
Segment Assets	15,622	16,395	4,56,228	4,56,228
Segment Liabilities	31,246	28,605	5,28,972	5,28,972

Particulars	Glass Fibre (C)		Unallocated (D)	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
Segment Assets	2,52,093	2,32,626	33,184	32,352
Segment Liabilities	2,34,833	2,36,032	1,05,916	96,523

Particulars	Total (A+B+C+D)	
	As at March 31, 2018	As at March 31, 2017
Segment Assets	7,57,127	7,37,601
Segment Liabilities	9,00,967	8,90,132



Notes

- 1 The Consolidated Audited Financial Results for the year ended March 31, 2018 have been reviewed by the Audit Committee and approved by Board of Directors at their meeting held on November 23, 2018.
- 2 This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and the other recognised accounting practices and principles to the extent applicable except for matters stated in note 3 and 4 below.
- 3 Binani Cement Limited (BCL), a major subsidiary was admitted under the Corporate Insolvency and Resolution Process (CIRP) in accordance with the Insolvency and Bankruptcy Code, 2016 (IBC) dated July 25, 2017 and a Resolution Professional was appointed. Effective from July 25, 2017 the Board of Directors of BCL were suspended and effectively Binani Industries Limited lost control over BCL with regards to operational and financial decision-making powers and derive economic benefits from its activities. The Company has not received the consolidated management accounts duly signed for the period April 01, 2017 till July 24, 2017 (date up to which the company had control) and accordingly couldn't draw consolidated financial statement of the group for the year ended March 31, 2018 within time.
Pending receipt of BCL financial statement stated above, the Company made application to SEBI requesting time to declare Consolidated Financial results for the year ended March 31, 2018. SEBI vide letter dated 25-6-2018 declined the Company's request. However, management continued to wait for the BCL financial statement to ensure compliance with the Indian Accounting Standard and also obtained extension for holding Annual General Meeting for adoption of annual accounts.
As the Company lost control over BCL, it couldn't obtain the BCL consolidated financial statement till date and prepared these consolidated financials without consolidating BCL financial results for the period April 1, 2017 to July 24, 2017, the assets and liabilities and Non-controlling interest of / in BCL is not derecognized from the consolidated financial statements and retained interest as of July 24, 2017 is not accounted at fair value.
- 4 The final order was passed by the National Company Law Appellate Tribunal on 14th November 2018 approving the resolution plan submitted by Ultratech Cement Limited and post the dismissal of the application by M/s Rajputana Properties Pvt. Ltd. to the Supreme Court on 19th November 2018, the same became effective. However, pending clarity and implementation of the Resolution Plan by Ultratech Cement limited, no impact has been provided of the said resolution plan in these consolidated financial statements for the year ended March 31, 2018 particularly in respect of investment in, receivable from and payable to BCL and the following :-
 - a) The Group had given corporate guarantees on behalf of BCL of Rs. 3,79,792 Lakhs as on March 31, 2018. BCL has also jointly and severally Guaranteed the loans along with the Company on behalf of 3B Binani Glass Fibre Sarl, Luxembourg aggregating to Rs.1,63,061 lakhs as on March 31, 2018. The Lender to 3B Binani Glass Fibre Sarl, Luxembourg had submitted its claim to BCL resolution professionals.
 - b) The Company was in the process of restructuring its bank borrowings with the lender. However, in the interim, the said lender has communicated to the Company that it is recalling its borrowings and has also designated the foreign currency debt into INR denominated debt with higher coupon rate and has demanded repayment of all outstanding debt balance alongwith corresponding interest and penal interest, immediately. The Company has requested the lender to defer the recall and has in the interim provided alternative mechanism for repayment of its loans in due course. The lender had filed its claim to BCL (subsidiary till July, 24, 2017) which is under the IBC process and has also invoked the Corporate Guarantee issued by BCL which forms part of Resolution plan alongwith interest payable.
As per Resolution plan approved by NCLAT, the Financial Liabilities of Binani Cement Limited and those liabilities which are guaranteed by Binani Cement Limited will be paid with interest up to the date of payment by Ultratech Cement Limited.
- 5 Having regard to the Corporate Insolvency and Resolution Process in respect of BCL there are various news being reported / appear in public domain involving/ mentioning about the Company, BCL, Promoters and other group companies however the management of the Company is confident that these allegations are baseless and lacks merit.
- 6 a. For the Subsidiary Edayar Zinc Ltd (EZL), Punjab National Bank (PNB) in its capacity as lead bank had initiated action under section 13(4) of SARFAESI Act, 2002. EZL had filed a writ petition before Bombay High Court challenging the action initiated by its Bankers under section 13(4) of the SARFAESI Act, 2002. Bombay High Court vide order dated June 23, 2016 disposed off the writ petition filed by Company. The Court whilst ruling in favour of lenders has granted six weeks period from the date of the order for seeking appropriate legal remedy from Debt Recovery Tribunal (DRT) and directed lenders to seek only symbolic possession of immovable properties during such period granted to EZL.
EXIM bank filed their appearance on April 20, 2017. In the Opinion of the management of EZL, the assets of the Company are sufficient to discharge the liabilities at this stage. Accordingly the financial statements for the current year are drawn up on going concern basis. DRT proceedings are undergoing.
 - b. The management of EZL is of the opinion, taking due consideration of the factors states in notes above and also that the realizable value of the assets is more than carrying value in accordance with the provisions of Indian Accounting Standard – IND AS 36 (Impairment of Assets). The assets are not tested for impairment.
 - c. Punjab National Bank & Oriental Bank of Commerce has declared the account as NPA w.e.f. June 30, 2014 & in case of Punjab & Sind Bank, It was w.e.f. September 30, 2014. Interest on bank loan has not been charged in books from April 01, 2016. Total Interest amounts of Rs. 4023 lakhs for F.Y. 2017-18 aggregating Rs. 8115 lakhs has not been recognised in the books of account.
EZL has filed an application for stay of Auction process / sale through private Treaty in the DRT Mumbai, pending final disposal of securitization application.



7 In EZL, in the financial year 2017-18, KSEB has raised a demand vide letter dated 19/02/2018 for payment of Rs. 4935 lakhs being arrears of electricity charges w.e.f. April 2014. The Company was also eligible for a refund of Rs. 22.92 lakhs based on Government of Kerala refund of Electricity Duty Order No. GO(Ms.) No.10/2016/PD dated 22/04/2016. KSEB was to correct the bills and accounts consequent upon High Court Order dated 25th March 2013 (WA No. 336 of 2010). EZL has requested for reduction in the contract demand in February 2015 for reduction to 1500 KVA and thereafter requested for further reduction to 300 KVA pursuant to the spot inspection done by KSEB in October 2015. The Kerala Electricity Supply code, 2014 contains provisions for disposal of application for reduction of contract demand in a time bound manner i.e. 45 days in case of EHT connection. Regulation 60 of the said code also states that if the applicant fails to avail supply due to reasons beyond its control, the applicant shall not be liable to pay any compensation or charges for such failure. KSEB's letter dated 05/04/2016 stated "As per Regulation in Supply Code 2014, the licensor is bound to reduce the Contract Demand as requested by the consumer. The KSEB has already directed the agreement authority to reduce the Contract Demand and the compliance from the agreement authority in this regard is not received till date. Thereafter the bills already issued will be revised and the excess payment made if any, will be adjusted in the arrears." Due to reasons beyond the control, the Company could not operate the plant and therefore could not utilize the contract demand. Therefore the Company should not be held liable for fixed component of the contract demand. The charges on the contract demand are penalty in nature. The Company has requested KSEB to withdraw the same from the month of February 2015. EZL is in the process of writing a suitable letter to KSEB covering all the above.

8 The Company was providing Logistics Services to BCL (subsidiary till July 24, 2017). BCL is now taking logistics services from other vendors. The Company is in process of finding alternate business opportunities.

9 One of a creditor had filed a winding up petition against the Company with the Hon'ble High Court of Calcutta and has been admitted by the Court on September 20, 2017. The Company has paid in entirety the due to the Creditor based on the settlement. The Company is seeking recall of the order. Further few creditors have filed insolvency under IBC, however the Company is in the process of seeking settlement of the claims and amounts with the said parties.

10 The Company is working towards finding a workable solution to resolve the financial position by discussion with the lenders and others and to continue its business as going concern. Accordingly, the management considers it appropriate to prepare these financial statements on a going concern basis.

11 The Statutory auditors have expressed an adverse opinion in respect of matters in point (3) to (10) above.

12 EZL has entered into settlement with the workers vide Agreement dated 06/02/2018 for a consolidated amount of Rs. 2724.04 lakhs. The payment under the settlement shall be made on or before 120 days from the date of the Agreement and delay in payment shall attract interest @12% p.a. till the date of payment. Provision for this settlement amount is disclosed under "Exceptional items"

13 Investors can view the Consolidated Financial Results of the Company at the Company's website www.binaniindustries.com or at the websites of BSE (www.bseindia.com) or NSE (www.nseindia.com) or CSE (www.cse-india.com)

14 The figures for the previous periods / year have been regrouped / recasted wherever considered necessary.

For BINANI INDUSTRIES LIMITED



Visalakshi Sridhar
Managing Director, CFO and Company Secretary

Place : Mumbai

Date : 23rd November, 2018



Statement on impact of Audit Qualifications (for audit report with modified opinion) submitted along with Annual Audited Financial Results - Consolidated

I Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2018
 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(Rs. In Lakhs)

Sr. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
1	Turnover/ Total Income	198,418	Changes to the figures after adjusting for the impact of qualifications is not quantifiable and hence not disclosed. Refer II (e) below
2	Total Expenditure	171,522	
3	Total Comprehensive Loss	(6,760)	
4	Earnings per share	7.21	
5	Total Assets	757,127	
6	Total Liabilities	900,967	
7	Net worth	(143,840)	
8	Any other Financial item(s) (as felt appropriate by the management)	-	

II Audit Qualification (each audit qualification separately)

a. Details of Audit Qualification : Adverse opinion - refer Paragraph 4 "Basis for Adverse Opinion" in the Auditor's Report On Consolidated Year to Date Financial Results of the Binani Industries Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated November 23, 2018.

b. Types of Audit Qualification : ~~Qualified Opinion / Disclaimer of Opinion / Adverse Opinion~~

c. Frequency of Qualification : First time.

d. For Audit qualification (s) where impact is qualified by the Auditor, Management Views Impact not quantified.

e. For Audit qualification(s) where impact is not qualified by the Auditor

(i) Management estimation on impact of audit qualification
 Not quantified by the management

(ii) If management is unable to estimate the impact, reasons for the same
 As described in note 3 to 16 of the Consolidated Financial Results

(iii) Auditors comments on (i) or (ii) above
 Auditor's comments are self explanatory in the auditors report

III Signatories:

- 1 CEO / Managing Director / Manager
- 2 Chief Financial Officer
- 3 Audit Committee Chairman
- 4 Statutory Auditor

[Handwritten signatures and initials in blue ink]



Place : Mumbai
 Date : November 23, 2018

Binani Industries Limited

CIN: L24117WB1962PLC025584

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