



**ANNUAL
REPORT
2010-2011**

BINANI METALS LIMITED



BINANI METALS LIMITED

BOARD OF DIRECTORS

SHRI BRAJ BINANI
(Chairman)

SHRI P. R. DAMANI

Mrs. NIDHI SINGHANIA

DR. (Ms.) KALA PANT

SHRI B. SRINIVASAN

SHRI V. SUBRAMANIAN

MISS SHRADHA BINANI
(Additional Director w.e.f. 22/04/2011)

SHRI RAJESH BAGRI
(Additional Director w.e.f. 22/04/2011)

SHRI J.D. MEHTA
(Executive Vice Chairman)

SHRI VINOD JUNEJA
(Managing Director)

AUDITORS

M/s. ABROL & MAHESHWARY,
Chartered Accountants, Mumbai

COMPANY SECRETARY
RAKESH DARJI

BANKERS

HDFC BANK LTD.
THE SARASWAT CO-OP BANK LTD.
BNP PARIBAS

REGISTERED OFFICE

37/2, Chinar Park, New Town,
Rajarhat Main Road, P.O. Hatiara,
North 24 Parganas, Kolkata - 700157.

CORPORATE OFFICE

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

REGISTRARS AND SHARE TRANSFER AGENTS

LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400078.
Tel.: 022-25963838 Fax: 022-25946969
Email ID : rajesh.mishra@linkintime.co.in



NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY given that the Seventieth Annual General Meeting of Binani Metals Limited will be held at 04:30 p.m. or immediately after the conclusion of Annual General Meeting of Binani Cement Limited if it concludes after 04:30 p.m. at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020 on Monday, the 27th day of June, 2011 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and the Audited Accounts in respect of the year ended 31st March, 2011.
2. To declare dividend.
3. To appoint a Director in place of Shri Braj Binani, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri B. Srinivasan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Ms. Shradha Binani, who was appointed as an Additional Director and who in terms of Section 260 of the Companies Act, 1956 read with Article 100 of the Articles of Association of the Company, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company under Section 257 of the Companies Act, 1956, proposing her candidature for the office of the Director alongwith a deposit of Rs.500/-, be and is hereby appointed as a Director of the Company."

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

"RESOLVED THAT Shri Rajesh Bagri, who was appointed as an Additional Director and who in terms of Section 260 of the Companies Act, 1956 read with Article 100 of the Articles of Association of the Company, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director alongwith a deposit of Rs.500/-, be and is hereby appointed as a Director of the Company."

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

"RESOLVED THAT Shri J. D. Mehta, who was appointed as an Additional Director/ Executive Vice Chairman and who in terms of Section 260 of the Companies Act, 1956 read with Article 100 of the Articles of Association of the Company, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director alongwith a deposit of Rs.500/-, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 198, 269, 309, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, if any, the Company hereby accords its approval for the re-appointment of Shri J. D. Mehta as Executive Vice Chairman effective from 1st April, 2011 to 31st March, 2012 upon the terms and conditions including remuneration and perquisites as set out in the agreement dated 28th January, 2011 entered into between the Company and Shri J. D. Mehta (copy of which is available for inspection by any member) with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as the Board of



Directors may consider necessary and as may be agreed to by Shri J. D. Mehta within the overall limits specified in Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any amendments thereto or re-enactments thereof and/or any rules and regulations framed thereunder.”

“**RESOLVED FURTHER THAT** even in the event of loss or inadequacy of profits during the tenure, the Company may pay to Shri J. D. Mehta, the same Remuneration by way of salary and perquisites as set out in the agreement as minimum remuneration subject to such approvals as may be necessary including that of Central Government.”

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

“**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309 , 317 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (the ‘Act’) or any statutory modification or re-enactment thereof and subject to the approval of the Central Government, Shri Vinod Juneja be and is hereby re-appointed as the Managing Director of the Company for a period of 5 (five) years with effect from 1st January, 2012 to 31st December, 2016 on the terms and conditions including remuneration and perquisites as set out in the draft agreement to be entered into with Shri Vinod Juneja (a copy of which is available for inspection by any member) with liberty to the Board of Directors to alter and vary the terms and conditions in the draft agreement as the Board of Directors may consider necessary and as may be agreed by Shri Vinod Juneja.”

“**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded for the payment of remuneration, as set out in the explanatory statement annexed hereto and forming part of this notice, to Shri Vinod Juneja as Managing Director of the Company for a period of three years effective from 1st January, 2012 to 31st December, 2014,

“**RESOLVED FURTHER THAT** even in the absence of or inadequacy of profits in any financial year, subject to the approval of the Central Government and such other approvals as may be required, Shri Vinod Juneja be paid the same remuneration as mentioned in the draft Agreement as minimum remuneration for a maximum period of 3 (Three) years or such period as may be approved by the Central Government.”

Registered Office:
37/2, Chinar Park,
New Town, Rajarhat Main Road,
P.O. Hatihara, North 24 Parganas,
Kolkata-700157

By Order of the Board
For **Binani Metals Limited**

Place : Mumbai
Date : 22nd April , 2011

J. D. Mehta
Executive Vice Chairman

NOTES FOR MEMBERS’ ATTENTION:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Instruments appointing proxies should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.

2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 ("the Act"), in respect of item No. 6 and 7 and Explanatory Statement pursuant to Section 173(2) of the Act read with Dept. of Company Affairs Notification F.No.5/48/2001-CL-V published in Gazette of India Extra Ordinary Part-II, Section 3, Sub-Section (i) dated 16.01.2002 in respect of Special Business as appearing at Item No.8 and 9 of the Notice setting out material facts along with a brief write-up of Shri J. D. Mehta and Shri Vinod Juneja is annexed to the Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 20th June, 2011 till the date of Annual General Meeting, i.e. to Monday, the 27th June, 2011 (both days inclusive).



4. The Dividend, if declared, will be paid to the Members, whose names appear in the Company's Register of Members as on 27th June, 2011 on the paid up Equity Capital of the Company as on 31st March 2011. In respect of shares held in the Electronic Form, the dividend will be payable to the beneficial owners of shares as on 20th June, 2011 as per details furnished by the Depositories for this purpose.
5. **Recently, the Ministry of Corporate Affairs, Government of India, Vide Circular No.17/2011 allowed services of documents by electronic mode (e-mail) as a green initiative. Members are requested to register their e-mail address with the Company and/or Registrar & Share Transfer Agent for the purpose of services of documents under section 53 of the Companies Act, 1956.**
6. Members are requested to note that the Equity Shares of the Company are eligible for Dematerialisation with both NSDL and CDSL and the ISIN No. for the script is INE129H01022.
7. Members who hold shares in the physical form are requested to send all correspondence relating to shares including requests for transfers, change of address, change of status, change of mandate, fresh mandate etc. to the Registrar and Share Transfer Agents:

M/s. Link Intime India Private Limited,

Unit: Binani Metals Limited

C-13, Pannalal Silk Mills Compound,

LBS Marg, Bhandup (West),

Mumbai-400078

Tel.:022-25963838 Fax: 022-25946969

Contact Person: Shri Rajesh Mishra Email-ID: rajesh.mishra@linkintime.co.in

8. Shareholders who hold the shares in Dematerialised form are requested to notify change of address, change of mandate and bank particulars through their concerned Depository Participant only.
9. The Securities of the Company are listed at The Calcutta Stock Exchange Limited, Kolkata and the listing fees has been paid for the year 2011-2012.
10. Pursuant to the provisions of Section 109A of the Companies Act, 1956, shareholders may file Nomination in respect of their shareholdings (in Physical Form). Any shareholder willing to avail of this facility may submit to the Company the prescribed Form 2B, if not already filed.
11. Members who are holding Shares in identical name(s) under different ledger folios are requested to apply for consolidation of such folios and send the relevant Equity Share Certificate(s) to the Registrars and Transfer Agents of Company.
12. (i) Pursuant to the general exemption granted by the Ministry of Corporate Affairs, Government of India vide its General Circular No: 2 /2011 File No: 5/12/2007-CL-III dated 8th February, 2011 issued under Section 212 of the Companies Act, 1956 and in terms of resolution passed by the Board of Directors at its meeting held on 22nd April, 2011 giving its consent for not attaching the Annual Accounts of the subsidiary companies, the Directors' Report, Auditors' Report, Balance Sheet and Profit and Loss Account of the Subsidiaries viz. (i) Sambhaw Holding Limited (ii) Asian Industry and information Services Private Limited (iii) Nirbhay Management Services Private Limited (iv) Damini Multitrade Private Limited (v) Sapan Holdings and Trading Private Limited (vi) Dhaneshwar Solution Private Limited, and (vii) Ess Vee Alloys Private Limited are not attached to this report.
 - (ii) The Company has fulfilled the conditions (i) to (v) & (vii) of the said circular by attaching the audited consolidated financial statement of the holding and all the subsidiary companies.
 - (iii) As directed in the said Circular, abstract of the Financial Statements of the Subsidiaries are attached to this report.
 - (iv) The Audited Annual Accounts of the Company and all its subsidiaries—
 - shall be made available free of cost to any shareholder on demand;
 - shall be available for inspection at the Registered Office at Kolkata and Corporate Office at Mumbai between 11:00 a.m. and 1:00 p.m. on any working day (excluding Saturdays and Sundays);
 - have been posted on the website of the Company www.binani.com.



13. Pursuant to the provisions of Section 205-A of the Companies Act, 1956, all unclaimed/unpaid dividends upto and inclusive of financial year 1995-96 have been transferred to the General Revenue Account of the Central Government and the unclaimed / unpaid dividend for the years from 1996-97 to 2002-03 have already been transferred to Investor Education and Protection Fund. Shareholders who have not encashed the dividend warrants for the said period up to 1995-96 are requested to claim the amount from The Registrar of Companies, Maharashtra, 100, Everest Towers, Marine Drive, Mumbai - 400 002. Those members who have not encashed their dividend warrants for the financial years ended 31.3.2004, 31.03.2005, 31.3.2006, 31.3.2007, 31.3.2008, 31.3.2009 and 31.3.2010 may claim or approach the Company as the balance will be transferred to the fund established by the Central Government on or before the respective dates indicated below :

Dividend for the year ended 31.03.2004 - 16.08.2011
Dividend for the year ended 31.03.2005 - 14.08.2012
Dividend for the year ended 31.03.2006 - 10.08.2013
Dividend for the year ended 31.03.2007 - 10.08.2014
Dividend for the year ended 31.03.2008 - 30.07.2015
Dividend for the year ended 31.03.2009 - 03.08.2016
Dividend for the year ended 31.03.2010 - 02.08.2017

After the respective dates, the shareholders will not be entitled to claim these amounts pursuant to the provisions of Section 205-C (2) of the Companies Act, 1956.

14. The practice of distributing copies of Annual Reports at the Annual General Meeting has been discontinued as a measure of economy. Members are, therefore, requested to bring their copy of the Annual Reports and Attendance Slip, duly completed, to the Meeting.
15. Those shareholders who have not paid allotment money in spite of several reminders are requested to pay the same immediately failing which the shares are likely to be forfeited.
16. Payment for Fractional Share entitlements arising out of consolidation of 10 Equity Shares of Rs.100/- each into 1 Equity Share of Rs.1000/- each were dispatched on 1st / 2nd April, 2009. Shareholders, who have not received the same for any reason, may contact the Company.
17. The payments under Buy-back Offer 2008 were sent to all shareholders, whose shares were accepted under the Buy Back Scheme on 19th March, 2009. In case of any query in respect of the same, Shareholders may please contact the Registrar to the Offer M/s. Link Intime India Private Limited at the address given hereinabove.
18. Contact Telephone Numbers and E-mail ID of Compliance Officer are as under:

Name of Compliance officer: Shri Rakesh Darji
Telephone No.: 022-30263000-01-02 | Email ID: rakesh@binani.net



19. Shri Braj Binani and Shri B. Srinivasan, Directors retires by rotation and are eligible for re-appointment at the Annual General Meeting. Brief resumes of the said Directors are as under:

UNDER LISTING AGREEMENT

As required under Clause 49 of the Listing Agreement, a brief write-up about the Directors coming up for re-appointment at Item No.3 and 4 are as under:

Name	Shri Braj Binani	Shri B. Srinivasan
Age	53 years	63 years
Qualifications	B.Com. (Hons.)	Bachelor of Science (Mathematics) from Annamalai University and Diploma in Automobile Engineering
Expertise in specific functional area	Industrialist	Industrialist
Date of appointment on the Board of the Company	5th July, 1988	22nd April, 2009
Name (s) of other Companies in which Directorship held	Binani Industries Ltd. Binani Cement Ltd. Binani Zinc Ltd. Goa Glass Fibre Ltd.	1. Jattipura Hospitality Pvt. Ltd. 2. Binani Properties Pvt. Ltd. 3. Elmbridge Travels Pvt. Ltd. 4. Man Mohan Bullion Pvt. Ltd. 5. Kasturi Dealcomm Pvt. Ltd. 6. Akroor Traders Pvt. Ltd. 7. Lotus Commodeal Pvt. Ltd. 8. Sarva Shakti Properties Pvt. Ltd. 9. Total Composites Pvt. Ltd. 10. Dharmik Commodeal Pvt. Ltd. 11. Asian Industry and Information Services Pvt. Ltd. 12. Nirbhay Management Service Pvt. Ltd. 13. Sapan Holdings and Trading Pvt. Ltd.
Name(s) of the Companies in which Committee Membership/ Chairmanship(s) held (as per Clause 49 of the Listing Agreement)	Member- Investment Committee–Binani Cement Ltd; Member - Finance Committee, Binani Industries Ltd. and Binani Zinc Ltd.	Member- Remuneration Committee–Binani Metals Ltd.
Shareholding in the Company	250 Equity Shares of Rs.1000 each	Nil

**EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956****ITEM NO 6**

Miss Shradha Binani, graduated from the City University, London with a Bachelor's Degree in Science & International Politics. Since 2009, she is functioning as Promoters' nominee in the Corporate Management Committees of the Group Companies of Braj Binani Group and is being groomed to Directorship. She has travelled extensively to UK, Europe, Middle East, Africa and Far East.

Miss Shradha Binani was appointed as Additional Director at the meeting of the Board of Directors held on 22nd April, 2011. Pursuant to Section 260 of the Companies Act, 1956 read with Article 100 of the Article of Association of the Company she will hold office of Director upto the Date of this Annual General Meeting. The Company has received a notice in writing from a shareholder proposing the candidature of Miss Shradha Binani for the office of Director of the Company along with a Deposit of Rs. 500/- as required under the Companies Act, 1956.

Your Directors recommend her appointment as a Director of the Company.

None of the Directors is in anyway concerned or intreseted in this resolution except Mr. Braj Binani, Ms. Nidhi Singhania and Miss Shradha Binani who are related to each other.

ITEM NO 7

Shri Rajesh Bagri is a Bachelor of Commerce from St. Xavier's College, Kolkata. He is having over 32 years of experience in business and in marketing, channel/dealer network management, advertising/publicity, project management, financial management, software development, training and manpower development, SAP integration, management of change in IT technology, Legal Matters, digitization and document management areas and data mining techniques. He has travelled extensively on consulting, due diligence, commercial & project negotiations, market development and establishing new business ventures to various countries/cities in the Middle East, China, East Africa, Indian Ocean Region, Madagascar, etc. He also attended as Faculty in various professional bodies, including ICWAI, ICA, Administrative Technical Training Institute, Port Trust, Jadavpur University, UNIDO, ETC.

Shri Rajesh Bagri was appointed as Additional Director at the Meeting of the Board of Directors held on 22nd April, 2011. Pursuant to Section 260 of the Companies Act, 1956 read with Article 100 of the Articles of Association of the Company she will hold office of Director upto the date of this Annual General Meeting. The Company has received a notice in writing from a shareholder proposing the candidature of Shri Rajesh Bagri for the office of Director of the Company along with a deposit of Rs.500/- as required under the Companies Act, 1956.

Shri Rajesh Bagri is also Director in several private limited companies.

Your Directors recommend his appointment as a Director of the Company. Except Shri Rajesh Bagri none of the Directors is in any way concerned or interested in the Resolution.”

ITEM NO.8

The term of Shri J. D. Mehta as Executive Vice Chairman expired on 31.03.2011. He was re-appointed as Additional Director/Executive Vice Chairman for a period of 1 (One) year with effect from 1st April 2011 to 31st March 2012 at the Meeting of the Board of Directors of the Company held on 28th January 2011.

A statement containing information required to be provided to the shareholders as per the provision of Schedule XIII in respect of re-appointment of Shri J. D. Mehta and the details as required under the listing agreement are given below:



I. GENERAL INFORMATION

- (1) **Nature of Industry:** Binani Metals Limited was incorporated in the year 1941. The Company was previously engaged in the business of trading and commission agent for non-ferrous metals. At present Company is engaged in activities relating to leasing, dealing in commodities, investments in stocks and securities and real estate investment and also providing media service, manpower services and logistic services through its wholly owned subsidiaries.
- (2) **Date of Commencement of commercial operations:** Not applicable.
- (3) **In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus :** Not Applicable
- (4) **Financial Performance:**

(Rs. In Lakhs)

Financial Parameters	2006 -07	2007-08	2008-09	2009-10	2010-11
Gross Income	460.96	938.39	1265.41	803.01	721.29
Net Profit (PAT)	106.61	119.85	112.73	101.11	157.35
Total Amount of Dividend Paid	75.56	94.45	88.58	106.30	106.30
Dividend Declared %	20%	25%	25%	30%	30%

At present, the Company is focusing on new business opportunities, support to group business by providing ancillary services and consolidation of its existing Investment and Stock-in-Trade of shares and securities business. The Company also exploring various opportunities for investment in Residential / Industrial Complex etc. and is also exploring the new business opportunities in other fields.

- (5) **Export performance and net foreign exchange collaborations:** NIL
- (6) **Foreign investments or collaborators, if any :** Not applicable

II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background details:** Shri J. D. Mehta (86 years) is B.Com from Bombay University having more than 64 years of experience in various fields. He has been associated with the Company for more than 19 years.

Shri Mehta was appointed as Managing Director in 1996. Prior to his joining the Company he had worked in Shipping Corporation of India (SCI) in very senior positions including that of Commercial Director and retired as its Executive Director. He has widely travelled and has been associated with various Government Committees and Boards connected with Shipping Industry during his tenure with SCI. Beside this, he has got vast knowledge of the Stock Market operations. Shri J.D. Mehta possesses long years of experience and knowledge of the Investment business and Stock Market operations.

Apart from serving the Company he is also holding the position of Director in Sambhaw Holdings Limited and Asian Industry and Information Services Private Limited, non-listed subsidiaries of the Company and other 8 private limited companies.

- (2) **Past remuneration:** The details of remuneration received by Shri J. D. Mehta during last three years are as under:

(Rs. In Lakhs)

Remuneration	2008-09	2009-10	2010-11
Salaries and Allowances	9.27	8.90	8.35
Perquisites	0.40	0.62	0.69
Total	9.67	9.52	9.04

- (3) **Recognition or awards:** N.A.



- (4) **Job profile and his suitability:** Shri J.D. Mehta has been associated with the Company since 1986. He was appointed as Managing Director in the year 1996 and has been successfully managing the day to day functions of the Company. He is well versed with the Business, Philosophy, Systems and Procedures of the Company. His understanding of Stock Market operations and real estate is very suitable for the Company's requirement.
- (5) **Remuneration proposed:** Shri J. D. Mehta was re-appointed as Executive Vice Chairman of the Company with effect from 1st April 2011 by the Board of Directors of the Company at its meeting held on 28th January 2011 on the same terms and conditions as recommended by the Remuneration Committee:
1. **Tenure:** : Shri J. D. Mehta shall hold office of Executive Vice Chairman for a period of 12 months w.e.f. 1st April 2011 till 31st March 2012 subject to the approval of the shareholders by Special Resolution and other approvals, if any, required.
He shall be paid remuneration including perquisites as follows :
 2. **Salary** : Basic Rs.55,000/- (Rupees Fifty Five Thousand only) per month with yearly increment being determined by the Board.
 3. **Perquisites** **Category – A**
 - (A) **Housing / House Rent Allowance** : Rs.10,000/- (Rupees Ten Thousand only) per month.
 - (B) **Medical Reimbursement** : Reimbursement of Medical Expenses actually incurred by Shri J. D. Mehta and his family in accordance with the rules of the Company for the time being in force, presently one months Salary or upto a maximum of Rs. 60,000/- p.a. whichever is less claimable on quarterly basis.
 - (C) **Leave Travel Concession** : One Month's Basic Salary subject to a maximum of Rs. 60,000/-.**Category – B**
 - (A) **Provident Fund** : NIL
 - (B) **Superannuation** : NIL
 - (C) **Gratuity** : NIL**Category – C**
 - (A) **Transport / Car** : The use of Company owned Motor Car without Driver. All expenses for running and upkeep of Motor Car shall be borne and paid by the company. The use of Motor Car for private purposes shall be billed by the Company to Shri J. D. Mehta.
 - (B) **Telephone** : Reimbursement of expenses for telephone at the residence of Shri J. D.Mehta, the rent, the call charges, and the other outgoings in respect thereof will be paid by the Company (Except for personal long distance call)
 4. Income Tax, if any, on or in respect of the aforesaid remuneration shall be borne and paid by the incumbent.
 5. In the event of loss or inadequacy of profits in any financial year, the Company may pay to Shri J. D. Mehta, the same remuneration by way of Salary and Perquisites as set out in the agreement as the Minimum Remuneration subject to such approvals including Central Government as may be necessary and required.
 6. He will not be entitled to any sitting fee for attending the meetings of the Board / Committee.
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration being paid to Shri J. D. Mehta is voluntary in nature and cannot be compared



or equated with the industry standards or for the experience, expertise, skill, and association with the Company and responsibilities shouldered.

- (7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Beside the remuneration proposed, Shri Mehta does not have any other pecuniary relationship with the Company.

III. OTHER INFORMATION:

- (1) **Reason of loss or inadequate profits:** At present the profits of the Company are adequate to meet the remuneration being offered to Shri J. D. Mehta. Since decades there is no loss or inadequate profits in the Company.
- (2) **Steps taken or proposed to be taken for improvement:** During the year under review the Company has strategically made investment in certain subsidiary companies which are expect to generate adequate revenue and add to the profitability of the Company in the coming years.
- (3) **Expected increase in productivity and profits in measurable terms:** The quantification of expected increase in profit is difficult to measure at present. However the Company has during last year entered into certain business arrangements which will help to increase the income as well profitability of the Company substantially. In addition, new business activities are also being explored.

IV. DISCLOSURES:

The remuneration package of managerial person Shri J.D. Mehta is provided hereinabove. The period of contract is one year, the notice period is three months and there are no severance fees or any other terminal benefits payable.

Your Directors recommend the passing of this Special Resolution. Except Shri J. D. Mehta, none of the Directors is in any way concerned or interested in the Resolution.

The Agreement entered into with Shri J. D. Mehta and notice proposing his candidature under Section 257 of the Companies Act, 1956 will be available for inspection during working hours from 10.00 a.m. to 1.00 p.m. at the Registered Office of the Company on any working day except Saturdays and Sundays prior to the date of the Annual General Meeting.

ITEM NO.9

The term of Shri Vinod Juneja as Managing Director will expire on 31.12.2011. The Board of Directors has therefore re-appointed Shri Vinod Juneja as Managing Director subject to the approval of the members and Central Government for a further period of five years with effect from 1st January 2012 to 31st December 2016 at their Meeting held on 22nd April, 2011.

A statement containing information required to be provided to the shareholders as per the provision of Schedule XIII in respect of appointment of Shri Vinod Juneja and the details as required under the listing agreement are given below:

I. GENERAL INFORMATION

- (1) **Nature of Industry:** Binani Metals Limited was incorporated in the year 1941. The Company was previously engaged in the business of trading and commission agent for non-ferrous metals. At present company is engaged in activities relating to leasing, dealing in commodities, investments in stocks and securities and real estate investment and also providing media services, manpower services and logistic services through its wholly owned subsidiaries.
- (2) **Date of Commencement of commercial operations:** Not applicable.
- (3) **In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus :** Not Applicable

**(4) Financial Performance:**

Financial Parameters	2006 -07	2007-08	2008-09	2009-10	2010-11
Gross Income	460.96	938.39	1265.41	803.01	721.29
Net Profit (PAT)	106.61	119.85	112.73	101.11	157.35
Total Amount of Dividend Paid	75.56	94.45	88.58	106.30	106.30
Dividend Declared %	20%	25%	25%	30%	30%

At present, the Company is focusing on new business opportunities, support to group business by providing ancillary services and consolidation of its existing Investment and Stock-in-Trade of shares and securities business. The Company also exploring various opportunities for investment in Residential / Industrial Complex etc. and new business opportunities in other fields.

(5) Export performance and net foreign exchange collaborations: NIL**(6) Foreign investments or collaborators, if any : Not applicable****II. INFORMATION ABOUT THE APPOINTEE:**

- (1) **Background details:** Mr. Vinod Juneja aged about 62 yeas is M. Com. LL. B. & Ph. D. Mr. Vinod Juneja has wide experience of over 38 years in commercial banking, development banking, foreign banking and private sector banking. Starting his career with Syndicate Bank, he has worked in various capacities. He has also worked with Export Import Bank of India since its inception and worked on implementation of various schemes of financing to project exports, especially to Middle East countries till 1989. Amongst foreign banks, Mr. Juneja was the Deputy Chief Executive Officer in SANWA Bank of Japan (the fourth largest Bank of the World), having total business exposure of \$ 800 million in India, as also with Sumitomo Bank of Japan (presently known as Sumitomo Mitsui Banking) as Deputy Chief Executive Officer. Mr. Juneja, as a Deputy Managing Director of Bank of Rajasthan, has been recognised for the marketing and business development of the bank. Under his leadership the bank has witnessed exceptional growth in the recent past. He has represented the Bank of Rajasthan as Chairman on the Board of Bharat Overseas Bank Ltd. (now known as Indian Overseas Bank). His long experience will be beneficial for the Company's present activities and will also strengthen the higher management.

As per the disclosure received from Shri Juneja, apart from serving the Company he is also holding the position of Director in Nirbhay Management Services Private Limited and Damini Multi-trade Private Limited, non-listed subsidiaries of the Company and Edelweiss Finance and Investments Limited.

- (2) **Past remuneration:** Details of remuneration received by Shri Vinod Juneja as Managing Director during last three years are (a) Year 2008-09 - Rs.107.44 Lakh, (b) Year 2009-10 - Rs.124.67 Lakh and (c) Year 2009-10 - Rs.137.85 Lakh.
- (3) **Recognition or awards:** Shri Juneja has won number of awards during his long career with various Banks for his outstanding contributions. He is also been honoured by The India International Friendship Society on the occasion of Global Friendship Day with the "BHARAT GAURAV AWARD". The award was conferred to him by Mr. Kapil Sibbal, Hon'ble Law Minister, Government of India and Mr. Muzaffar Husain Baig, Hon'ble Minister of Finance & Planning, Jammu & Kashmir state.
- (4) **Job profile and his suitability:** Considering the qualification, outstanding experience in banking systems, understanding of variety of business financing and business relations across the industries the remuneration offered to Mr. Juneja is at par with the prevailing Industry norms. Inclusion of Shri Vinod Juneja on the Board can immensely help the Company in future.
- (5) **Remuneration proposed:** Shri Vinod Juneja is re-appointed as Managing Director of the Company with effect from 1st January, 2012 by the Board of Directors of the Company at its meeting held on 22nd April, 2011 on the following terms and conditions, as recommended by the Remuneration Committee:



1. **Tenure** : Shri Vinod Juneja shall hold office of Managing Director for a period of 5 year w.e.f. 1st January, 2012 till 31st December 2016 subject to the approval of the shareholders by Special Resolution, approval of the Central Government under Section 269, 198, 310, 311 and other applicable provisions of the Companies Act, 1956 and any other approvals, if any, required.

He shall be paid remuneration including perquisites as follows for the period of three years from 1st January, 2012 to 31st December, 2014.
2. **Salary** : Rs.9,98,250/- (Rupees Nine Lakh Ninety Eight Thousand Two Hundred Fifty Only) per month with yearly increment not exceeding 10% of the last drawn basic pay or such amount as may be determined by the Chairman. The first increment will be due on 1st January, 2013 and thereafter on 1st day of January in every subsequent year.
3. **Perquisites**
Category – A
(A) **Housing** : Fully furnished residential accommodation will be provided subject to a maximum rental not exceeding Rs.2,50,000 per month including outgoings of society charges, electricity and water charges, at actual or Rs.1,00,000/- in lieu of the Company provided accommodation.
Category – B
(A) **Provident Fund** : NIL
(B) **Superannuation** : NIL
(C) **Gratuity** : NIL
(D) **Leave** : Leave with full remuneration as per the rules of the Company but not exceeding 30 days leave for every completed year of services.
Category – C
(A) **Car** : Use of Company owned 2 (two) motor cars, (without driver) all expenses for running and upkeep of such motor cars shall be borne and paid by the Company. The use of the car for private purpose shall be billed by the Company to Shri Vinod Juneja.
(B) **Telephone** : Reimbursement of telephone expenses at the residence of Shri Juneja, the rent, call charges and other outgoings in respect thereof being paid by the Company (except for personal long distance calls which will be paid by Shri Vinod Juneja).
4. Income Tax, if any, on or in respect of the aforesaid remuneration shall be borne and paid by the incumbent.
5. In the event of loss or inadequacy of profits in any Financial year, the Company may pay to Shri Vinod Juneja, the same remuneration by way of Salary and Perquisites as set out in the draft agreement as the Minimum Remuneration subject to such approvals as may be necessary for a maximum period of 3 years or such period as may be approved by the Central Government.
6. He will not be entitled to any sitting fee for attending the meetings of the Board / Committee.

III. OTHER INFORMATION:

- (1) **Reason of loss or inadequate profits:** At present the profits of the Company are adequate to meet the remuneration being offered to Shri Vinod Juneja. Since decades there is no loss or inadequate profits in the Company.
- (2) **Steps taken or proposed to be taken for improvement:** During the year under review the Company has strategically made investment in certain subsidiary companies which are expected to generate adequate revenue and add to the profitability of the Company in the coming years.



- (3) **Expected increase in productivity and profits in measurable terms:** The quantification of expected increase in profit is difficult to measure at present. However the Company has during last years entered into certain business arrangements which will help to increase the income as well as profitability of the Company substantially. In addition, new business activities are also being explored.

IV. DISCLOSURES:

The remuneration package of managerial person Shri Vinod Juneja is provided hereinabove. The period of contract is five years, the notice period is one month and there are no severance fees or any other terminal benefits payable to Shri Juneja.

The remuneration payable to Shri Vinod Juneja for his current term was approved by Central Government vide letter no.SRN/A40285686-CL.VII dated 22nd September, 2008 issued by the Ministry of Company Affairs.

The above may also be treated as an abstract of the Agreement proposed to be entered into between the Company and Shri Vinod Juneja under Section 302 of the Companies Act, 1956.

The Agreement entered into with Shri Vinod Juneja and notice proposing his candidature under Section 257 of the Companies Act, 1956 will be available for inspection during working hours from 10.00 a.m. to 1.00 p.m. at the Registered Office of the Company on any working day except Saturdays and Sundays prior to the date of the Annual General Meeting.

Your Directors recommend the passing of this Resolution. Except Shri Vinod Juneja, none of the Directors are in any way concerned or interested in the Resolution.

By Order of the Board
For Binani Metals Limited

Place : Mumbai
Date : 22nd April, 2011

J. D. Mehta
Executive Vice Chairman



DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting the Seventieth Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2011.

1. FINANCIAL RESULTS :

(Rs. in Lakh)

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Sales & Related Income	713.56	802.98
Other Income	7.73	0.03
Profit before tax	154.51	135.49
Provision for Taxation (Net)	(1.07)	6.34
Short / (Excess) Provision of Income Tax / FBT of earlier years (Net)	(1.79)	28.04
Net Profit after tax for the year	157.35	101.12
Balance b/f from previous year	44.90	80.14
Balance of Profit available for Appropriations	202.25	181.26
Appropriations :		
Proposed Dividend	106.30	106.30
Preference Dividend	4.11	-
Corporate Dividend Tax	17.91	18.07
Excess Provision of Corp. Dividend Tax written back	(18.07)	-
Transfer to General Reserves	16.00	12.00
Balance Carried Forward	75.99	44.90
	202.25	181.26

2. DIVIDEND :

Keeping in a view the overall performance and prospects of the Company, your Directors are pleased to recommend dividend of 8% (Rs.80 per share) on 29,800 8%Non-convertible Redeemable Preference Share of Rs.1000/- each proportionately from the date of allotment till 31st March 2011 and Dividend of 30% (Rs.300/- per Share) on 35,432 Equity Shares of Rs.1000/- each for the year ended 31st March, 2011 payable out of the profits of the Company for approval by the Members at the ensuing Annual General Meeting.

3. REVIEW OF OPERATIONS :

During the year under review the gross total income has been Rs.721.29 Lakh compared to Rs. 803.01 Lakh in the previous year. The reduction in income was mainly due to reduced transaction in sale of securities. The net profit for the year increased from Rs.101.12 Lakh in the previous year to Rs.157.38 Lakh recording reasonable growth for the size of the Company. The total expenditure for the year reduced from Rs.667.52 Lakh in the previous year to Rs.566.78 Lakh in the current year due to reduction in cost of sales of securities and finance charges. The Company expect to maintain its profitability in the coming year as well.

The financial highlights of the non-listed material subsidiary Companies (as per Clause 49 of the Listing Agreement) are as under:



(Amt. in Lakh)

Name of Subsidiary	For the year/period ended 31/03/2011	
	Total Income	Net Profit / (Loss)
Sambhaw Holdings Limited	90.31	6.45
Asian Industry and Information Services Private Limited	1,561.3	72.05
Nirbhay Management Services Private Limited	639.45	61.97
Damini Multitrade Private Limited	62.59	14.51
Sapan Holdings and Trading Private Limited	1.92	1.62
Dhaneshwar Solution Private Limited	Nil	(4.69)
Ess Vee Alloys Private Limited	52.91	(14.49)

4. RIGHT ISSUE FUND UTILISATION :

It has been resolved at the Annual General Meeting held on 03.07.2007 to deploy the funds of Right Issue for acquiring Commercial / Residential property or land at Mumbai / Kolkata or such other purpose as the Board may consider most beneficial to the Company. Accordingly, right issue proceeds have been fully utilized to acquire rights in property at Mumbai through a wholly owned subsidiary of the Company.

5. SCHEME OF ARRANGEMENT :

As reported earlier the Scheme of Arrangement under Section 391 (1) and 393 of the Companies Act, 1956 between the Company and Dharmik Commodeal Pvt. Ltd. (DCPL) was pending for final approval before the Hon'ble High Court of Calcutta. The said Scheme was approved by the Hon'ble Calcutta High Court and final order was received on 05/08/2010 and the same was filed with the Registrar of Companies, West Bengal on 13/08/2010. Pursuant to said Order of the Hon'ble Calcutta High Court, necessary entries were incorporated in the Annual Accounts of the Company for the current year.

6. SUBSIDIARY COMPANIES :

During the year under review, the Company has invested in equity shares of (i) Asian Industry and information Services Private Limited (ii) Nirbhay Management Services Private Limited (iii) Sapan Holdings and Trading Private Limited (iv) Damini Multitrade Private Limited (v) Dhaneshwar Solution Private Limited (earlier known as Devang Infra Private Limited) and (vi) Ess Vee Alloys Private Limited to make them wholly owned subsidiaries of the Company. During the year, an amount of Rs.78 Lakh was earned by the Company as interim dividend from the said subsidiary companies. It is expected that in the coming period, these subsidiaries will provide required impetus for growth and development of the Company.

Details of business carried on by the subsidiary companies, in brief, are under.

Sambhaw Holdings Limited (SHL)

SHL is earning income in the form of office facility charges from the properties held by it.

Asian Industry and Information Services Private Limited (AIISPL)

AIISPL is engaged in the business of publication and printing of magazines. Last year it has started providing media services through its new division Media Magix. It provides various advertising media services to the group companies as well as printing of Metal and Minerals Review magazine.

Nirbhay Management Services Private Limited (NMSPL)

NMSPL is engaged in the business of providing manpower services on contract basis and is supplying skilled and non-skilled workers to group companies. It has, at present, manpower strength of approx. 300 personnel.

**Damini Multitrade Private Limited (DMPL)**

DMPL is engaged in the business of providing manpower services and other services. The Company is in the process of expanding its business.

Dhaneshwar Solution Private Limited (DSPL)

DSPL is engaged in the business of providing complete logistic and transportation solutions for purchase of raw material and dispatch of final products within the group.

Ess Vee Alloys Private Limited (EVAPL)

During the year your Company acquired EVAPL from Binani Zinc Ltd. EVAPL has land in Daman which can be put to the Profitable use.

Sapan Holdings and Trading Private Limited (SHTPL)

SHTPL is holding commercial property at Mumbai.

7. ISSUE OF SHARES :

During the year under review, 29,800 8% Non-Convertible Redeemable Preference Shares of Rs.1000/- each aggregating to Rs.29,800,000 were issued by the Company for acquisition of investment in some of the subsidiaries listed hereinbefore. Consequently, the paid-up share capital of the Company stands increased from Rs.35,432,000 to Rs.65,232,000.

8. DIRECTORS :

In accordance with Article 111 of the Articles of Association of the Company, Shri Braj Binani and Shri B. Srinivasan retires by rotation and being eligible offered themselves for re-appointment.

During the year under review Shri J.D. Mehta whose term of appointment expired on 31.03.2011 was re-appointed as Executive Vice Chairman for a period of one year from 01.04.2011 to 31.03.2012 as per the Resolution passed by the Board of Directors at their meeting held on 28.01.2011.

Ms. Shradha Binani and Shri Rajesh Bagri were appointed as Additional Directors w.e.f.22nd April, 2011. In terms of Section 260 of the Companies Act, 1956 they holds offices till the date of the ensuing Annual General Meeting. The Company has received notices from members proposing their name as Directors of the Company and the proposals for appointment as regular Directors have been placed before you for your approval at the Annual General Meeting.

The Board of Directors have approved the increase in salary of Shri Vinod Juneja as Managing Director w.e.f. 01.04.2011 within the approved limit of 10% of Basic Salary as authorised by the Special Resolution passed at the Annual General Meeting of the members of the Company held on 23/06/2008 and in terms of the approval of the Central Government vide its letter dated 22nd September, 2008.

9. CORPORATE GOVERNANCE :

Binani Metals Limited is committed to conducting business of the Company with transparency. Report on Corporate Governance as required under Clause 49 of the Listing Agreement with the Stock Exchange forms a part of the Annual Report. The Auditors' certificate confirming compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

10. MANAGEMENT DISCUSSION AND ANALYSIS :

Management Discussion & Analysis report containing specified matters within the limits set by the Company's competitive position is as under:

- I. **Industry Structure and developments:** The Company has no manufacturing operations and is not engaged in any major industrial activity and as such we have nothing substantial to report. The Company's focus is exploring new business opportunities, moving towards consolidation of its existing Investment and Stock-in-trade of shares and securities business and commission for commercial services and to support the group business. The Company is also exploring various opportunities for investment in Commercial / Residential properties at Mumbai / Kolkata or some other place as the Board of Directors may deem fit in the best interest of the Company.



- II. **Opportunities and Threats:** The rights issue proceeds were utilized by the Company for acquiring rights in commercial property at Mumbai. Such investment in real estates is likely to generate reasonable income for the Company in the future.
- III. **Segment-wise or product-wise performance:** The Company is operating in investment, stock-in-trade, commercial services and business services, however the, segment wise or product-wise performance figures are not material in nature.
- IV. **Outlook:** The Company is exploring the new avenues and lucrative business opportunities to deploy the funds of the Company in more revenue generating activities. During the year the Company had earned commission income of Rs.71.97 Lakhs, Service Charges of Rs.283.22 Lakhs, profit from commodities future contracts of Rs.49.56 Lakhs and Dividend Income from its operational subsidiaries of Rs.78.00 Lakhs. At present the funds of the Company have been judicially invested in business and the management is actively looking out for further investment opportunities. Investment made in new subsidiary companies will enable the company to substantially increase its consolidated sales, income and profit in the coming years.
- V. **Risks and concerns:** Part of the funds of the Company is deployed in Equity Shares. Equity Shares are subject to market risk and the returns on the investments may fluctuate accordingly. Investment made in subsidiaries may take time for realization of profits.
- VI. **Internal Control Systems and their adequacy:** Internal Control Systems are adequate considering the nature of operations of the Company.
- VII. **Discussion on financial performance with respect to operational performance:** The operational performance for year is already discussed elsewhere in the Directors' Report.
- VIII. **Material development in Human Resources/Industrial Relations front, including number of people employed:** Since the Company has very limited number of people employed, there are no material developments with respect to Human Resources/Industrial front.

11. FIXED DEPOSIT :

The Company has not accepted any deposits within the meaning of Section 58 A of the Companies Act, 1956. As such, no amount of principal or interest was outstanding as of the Balance Sheet date.

12. AUDITORS & AUDITORS' OBSERVATIONS :

M/s. Abrol & Maheshwary, Chartered Accountants, retire as Auditors and are eligible for re-appointment. Necessary certificate has been obtained from the Auditors as per Section 224 (1) of the Companies Act, 1956.

Observations made in the Auditors Report are dealt with in the Notes to Accounts at appropriate places and are self explanatory.

13. SUBSIDIARY COMPANIES :

The statement pursuant to Section 212(1)(e) and 212 (8) of the Companies Act 1956 relating to its subsidiary, Companies (i) Sambhaw Holdings Limited (ii) Asian Industry and information Services Private Limited (iii) Nirbhay Management Services Private Limited (iv) Sapan Holdings and Trading Private Limited (v) Damini Multitrade Private Limited (vi) Dhaneshwar Solution Private Limited (earlier known as Devang Infra Private Limited) and (vii) Ess Vee Alloys Private Limited are annexed to this report.

As per the general exemption granted by the Ministry of Corporate Affairs, Government of India vide General Circular No: 2 /2011 File No: 5/12/2007-CL-III dated 8th February, 2011 and as per the consent accorded by the Board of Directors of the Company at their meeting held on 22nd April, 2011 for not attaching the annual accounts of the subsidiary companies, annual accounts of the above-mentioned subsidiary companies have not been attached with the Annual Accounts of the Company. Financial information of the subsidiary companies, as required to be disclosed by the said Circular are disclosed in the Annual Report. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company and its subsidiaries who may be interested in obtaining the same, on request. The annual accounts of the subsidiary companies will also be kept



open for inspection by any shareholder of the Company at the Registered Office of the Company. The Consolidated Financial Statements presented by the Company include financial results of its subsidiary companies.

14. STATUTORY INFORMATION UNDER SECTION 217 OF THE COMPANIES ACT, 1956.

PARTICULARS OF EMPLOYEES :

The information required to be given under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 is annexed to this report.

FOREIGN EXCHANGE EARNINGS & EXPENDITURE:

During the year, foreign exchange earnings were NIL (Previous Year NIL) and expenditure were Rs.0.07 Lakh (Previous Year Rs.1.12 Lakh), as per details furnished in the notes to the accounts.

Statement of particulars under Section 217(1) (e) regarding conservation of energy and technology absorption are not applicable to the Company.

15. DIRECTORS' RESPONSIBILITY STATEMENT :

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

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and proper explanation relating to material departures, if any, have been furnished.
- (b) appropriate accounting policies as listed in Schedule 'O' have been selected and applied consistently and have made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2011 and of the profit of the Company for the Accounting year ended on that day.
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis.

16. STOCK EXCHANGE / COMPLIANCE OF LISTING AGREEMENT :

The Equity shares of the Company are listed at The Calcutta Stock Exchange Ltd. Kolkata. We confirm that the Company has paid the Listing Fees for the year 2011-12 to the Calcutta Stock Exchange pursuant to the provisions of the Listing Agreement. Consolidated Audited Accounts as on 31st March, 2011 are annexed to this report as required under the Listing Agreement.

17. ACKNOWLEDGEMENTS :

The Board of Directors wishes to express its appreciation to all the employees of the Company for their dedicated services and contribution to the operations of the Company during the year.

Your Directors acknowledge the co-operation received from all the concerned departments of the State and Central Governments, Bankers, Customers and the Shareholders.

Registered Office:

37/2, Chinar Park,
New Town, Rajarhat Main Road,
P.O. Hatiara, North 24 Parganas,
Kolkata-700157

For and on behalf of the Board
For Binani Metals Limited

Place : Mumbai

Date : 22nd April, 2011

Braj Binani
Chairman

**Annexure to Director's Report****Statement of Particulars of Employees Under section 217 (2A) of the Companies Act, 1956 Read with the companies (Particulars of Employees) Rules, 1975 as amended**

Sr. No.	Name	Age (Years)	Designation / Nature of Duties	Remuneration Received (Rs.)	Qualification	Exp. (Years)	Date of commencement of Employment	Previous Employment		Percentage of equity shares held
								Post Held	Name of Previous employer	
1	Shri Vinod Juneja	62	Managing Director	137.85* Lakhs	B.Com (Hon.), M.Com., LL. B. & Ph.D.	38	01.07.2007	Dy. Managing Director	Bank of Rajasthan	Nil

* Includes monetary value of non-cash perquisites as per Income Tax Act, 1961.

For and on behalf of the Board
For Binani Metals Limited

Braj Binani
Chairman



CORPORATE GOVERNANCE REPORT

Corporate Governance Philosophy

The management believes that corporate growth, goals, transparency and enhanced stakeholder value are to be achieved only through good corporate governance.

Board of Directors

The Board of Directors of the Company comprises of Non-Executive Promoter Chairman, two non-executive promoter Directors, Executive Non-promoter Vice Chairman, Executive Non-promoter Managing Director and five Independent Directors.

The details of composition and category of Board of Directors as on the date of this report are as follows:

Category	Name of Director	Position held / Designation
Promoters & Non-Executive Directors	Shri Braj Binani Mrs. Nidhi Singhania Miss Shradha Binani	Chairman Director Additional Director (w.e.f.22/04/2011)
Executive Directors	Shri J. D. Mehta Shri Vinod Juneja	Executive Vice Chairman Managing Director
Independent Directors	Shri P. R. Damani Dr. (Ms.) Kala Pant Shri V. Subramanian Shri B. Srinivasan Shri Rajesh Bagri	Director Director Director Director Additional Director (w.e.f.22/04/2011)

The Company does not have any pecuniary relationships or transaction with any of the non-executive Directors.

The Board of Directors met 5 times during the period under review on 23.04.2010, 27.07.2010, 22.10.2010, 08.12.2010 and 28.01.2011. Attendance of each Director at the Board meeting, last Annual General Meeting (AGM) and Directorship held by them in other Companies are indicated below:

Name of Director	No. of Board Meeting attended	Whether attended last AGM	No. of Directorships in domestic public Companies (Incl. this Company)		No. of Committee * memberships in domestic public companies (including this Company)	
			As Chairman	As Director	As Chairman	As Member
Shri Braj Binani	5 / 5	Yes	5	-	0	0
Shri P.R. Damani	5 / 5	Yes	0	5	0	2
Dr. (Ms.) Kala Pant	1 / 5	Yes	0	3	1	3
Mrs. Nidhi Singhania	2 / 5	Yes	0	3	0	0
Shri J. D. Mehta	5 / 5	Yes	0	2	0	2
Shri Vinod Juneja	5 / 5	Yes	0	1	0	0
Shri V. Subramanian	4 / 5	Yes	0	7	1	6
Shri B. Srinivasan	5 / 5	Yes	0	0	0	0

* Only Audit Committee and Investor relations Committee considered

A brief write up about the Directors coming up for re-appointment and the Executive Vice-Chairman and the remuneration being paid to them has been provided in the notice to the Shareholders. Details of remuneration paid to the Executive Vice-Chairman and Managing Director during the period under review are provided at Schedule "O" Note No. 10 of the Annual Accounts. During the period under review, Non-Executive Directors of the Company were paid sitting fees of Rs.2,500/- for attending each of the meetings of the Board of Directors and Rs.1,000/- for attending the Committee Meetings.

**Audit Committee**

Audit Committee of the Directors was constituted during the year 2006-07. The Company has complied with the requirements of Clause 49 of the listing agreement relating to the composition and terms of reference of the Audit Committee. The Committee comprised of two independent non-Executive Directors one of whom is the Chairman of Audit Committee and one Executive Director. Audit Committee is responsible for the financial reporting and ensuring compliances with accounting standards and reviewing financial policies of the Company and to recommend the appointment of Statutory Auditors and Internal Auditors and to fix their fees.

The Committee examines in detail the reports of the Internal Auditors of the Company and its subsidiary. The Committee also reviews all the Unaudited Quarterly Financial Results and the Audited Results including that of subsidiary/ies before submission to the Board. Shri P.R. Damani, Chairman of Audit Committee and Shri J.D. Mehta, Committee Member were present at the last Annual General Meeting (AGM) of the Company held on 25.06.2010. The Audit Committee met 4 (Four) times during the year under review on 23.04.2010, 27.07.2010, 22.10.2010 and 28.01.2011. The names of the Directors who are members of the Audit Committee and their attendance at last AGM is given below.

Name of the Director	No. of Meetings attended/ held	Whether attended AGM
Shri P. R. Damani	4 /4	Yes
Shri J.D. Mehta	4 /4	Yes
Dr. (Ms.) Kala Pant	1 /4	Yes

The Company Secretary acts as the Secretary of the Audit Committee.

Investor Relations Committee

The Investor Relations Committee comprises of 2 Independent Directors and 1 non-promoter Executive Director to ensure speedy disposal of the share transfer requests, both demat and physical, received by the Company. The Committee, apart from overseeing the Share transfer work also looks into various investor complaints in close interaction with the Registrar and Share Transfer Agent of the Company. The committee met 6 times during the period under review. Attendance of Directors at the meetings of the said Committee is as under:-

Name of the Director	No. of Meetings attended/ held
Shri P. R. Damani	5 / 6
Shri J.D. Mehta	6 / 6
Dr. (Ms.) Kala Pant	3 / 6

Remuneration Committee

A Remuneration Committee was constituted in the year 2006-07 as required by Schedule XIII of the Companies Act, 1956 to consider and approve the remuneration package payable to the Executive Directors of the Company. The Committee comprised of promoter and Chairman Shri Braj Binani and independent Director Shri P.R. Damani. The Remuneration Committee was reconstituted by induction of Shri B. Srinivasan and Shri V. Subramanian, independent Directors, at the meeting of the Board of Directors of the Company held on 28th January, 2011. The reconstituted Remuneration Committee is consists of one Chairman and three independent directors.

The meeting of the Remuneration Committee was held on 28.01.2011 to recommend the payment of remuneration for Shri J.D. Mehta, Executive Vice Chairman of the Company. Both the committee members have attended the meeting.

The Non Executive Directors are remunerated by way of sitting fees, as decided by the Board of Directors of the Company from time to time. The sanction and approval of the members was sought at the Annual General Meeting held in the year 2008 for payment of commission at such percentage of profit as may be determined by the Chairman / Board to the non-executive directors for a period of five years commencing from 01.04.2008. However no remuneration by way of commission is being proposed to be paid for the year 2010-11.



Code of Conduct

As required by the amended Clause 49 of the Listing Agreement, the Board of Directors of the Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the web site of Binani Group www.binani.com. The members of the Board of Directors and Senior Management have affirmed compliance of the said Code during the period under review.

Subsidiary Companies

During the year under review, six companies were made subsidiaries of the Company details of which are provided in the Directors' Report. As required by Clause 49 of the Listing Agreement, independent directors have been appointed on the Board of material non-listed subsidiary companies. The Audit Committee of the Company does review the Financial Statement of the subsidiaries.

The Minutes of the Meetings of the Board of Directors of the Subsidiary Companies are being regularly placed before the Board of Directors of the Company. A statement containing the significant transactions and arrangements of the unlisted subsidiary are also placed before the Board of Directors of the Company on a regular basis.

Disclosures

As required by the Clause 49 of the Listing Agreement, a statement in summary form of transaction with related parties are being periodically placed before the Audit Committee. The Company does not have any materially significant related party transactions that may have a potential conflict with the interest of the Company.

Disclosures of Accounting Policies and treatment

Disclosures of Accounting Policies and treatment wherever applicable have been made in the Audited Financial Accounts for the year ended 31st March 2011.

Board Disclosures - Risk Management

The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures of the Company and the material subsidiary and they are being reviewed periodically.

CEO/CFO Certification

A Certificate from the Executive Vice Chairman has been placed before the Board confirming that:-

- (a) he has reviewed financial statements and the cash flow statement for the year and that to the best of his knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of his knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) He accepts responsibility for establishing and maintaining internal controls for financial reporting and he has evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and he has disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which he is aware and the steps he has taken or proposes to take to rectify these deficiencies.
- (d) He has indicated to the Auditors and the Audit Committee
 - significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements: and



- he has not come across any instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Annual General Meetings (AGMs)

The details of the last 3 Annual General Meetings are as under:-

Annual General Meeting	Date & Time	Venue	Special Resolution considered
67 th	23.06.2008 2.30 p.m.	Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700017	<ul style="list-style-type: none">□ Appointment of Shri J. D. Mehta as Executive Vice Chairman□ Appointment of Shri Vinod Juneja as Managing Director□ Amendment of Articles of Association of the Company by inserting new Article 106A relating payment of commission to non-executive Directors□ Approval under Section 309 of the Companies Act, 1956 for payment of Commission to non-executive Directors□ Approval under Section 293(1)(e) of the Companies Act, 1956 for making donation up to a limit of Rs.1 Crore□ Approval under Section 94(1) of the Companies Act, 1956 for consolidation of 10 Equity Shares of Rs.100/- each into 1 Equity Share of Rs.1000/- each and consequent change in Clause V of Memorandum of Association and Article (6) of Articles of Association
68 th	26.06.2009 12.30 p.m.	"Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020	<ul style="list-style-type: none">□ Appointment of Shri B. Srinivasan as Director□ Appointment of Shri V. Subramanian as Director□ Re-appointment of Shri J. D. Mehta as Executive Vice Chairman
69 th	25.06.2010 12.30 p.m.	"Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020	<ul style="list-style-type: none">□ Re-appointment of Shri J. D. Mehta as Executive Vice Chairman

Disclosures

None of the Directors had any pecuniary transaction or relationship with the Company. The related party transactions with the subsidiary and Promoter Group Companies have been disclosed in the Annual Accounts as per the accounting standards. No penalty or strictures have been imposed on the Company by the Calcutta Stock Exchange Limited, where the Company's Shares are listed or by SEBI or any other statutory authority on any matter relating to capital markets during the last three years.

Means of Communication

The means of communications are quarterly, half yearly and annual results published in News Papers as per Clause 41 of the Listing Agreement and the results are also available on the Company's Website www.binani.com. The Company had sent the full annual report along with audited reports of subsidiary as required under the provisions of the Companies Act, 1956 to all the members.



The Company's results are normally published in Business Standard/Financial Express and Aajkal or Kalantar (Bengali daily) in Kolkata where the Company's Registered Office is located.

General Shareholders Information

a)	70 th Annual General Meeting	Monday, the 27 th day of June, 2011 at 04:30 p.m. at "Rotary Sadan" 94/2, Chowringhee Road, Kolkata - 700 020
b)	Financial Calendar	1 st April to 31 st March.
c)	Date of Book Closure	Monday the 20 th June, 2011 to Monday the 27 th June, 2011 (both days inclusive).
d)	Dividend Payment Date	5 th July, 2011 for NECS and dispatch of warrant on or before 15 th July, 2011
e)	Listing on Stock Exchanges Stock Code	The Calcutta Stock Exchange Ltd. CSE 12049
f)	Market Price Data(CSE)	Last quoted on 23/06/2010 @ Rs.4500/- per share
g)	Registrar and Transfer Agents	Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078 Tel.:022-25963838 Fax: 022-25946969
h)	Compliance Officer & Contact Nos. and email-ID	Shri Rakesh Darji, DGM(Legal) & Company Secretary Tel. 022-30263000 /01/02 Fax No. 022-22634960 E-mail: rakesh@binani.net
	Secretarial Department	Mercantile Chambers, 12, J. N. Heredia Marg, Ballard Estate, Mumbai-400001
	Registered Office	37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatihara, North 24 Parganas, Kolkata-700157.

i) (a) Distribution of Shareholding Pattern as on 31.03.2011

	Category	No. of Shares held	Percentage of shareholding
A	PROMOTERS' HOLDING		
1	Promoters - Indian	26,307	74.25
	- NRI	250	2.70
2	Persons acting in Concert	0	0
	Sub-Total	26,557	74.95
B	NON-PROMOTERS' HOLDING		
3	Institutional Investors		
a.	Mutual Funds and UTI	0	0
b.	Financial Institutions / Banks	10	0.03
c.	Insurance Companies	18	0.05
d.	Central / State Government Institutions	0	0
e.	Foreign Institutional Investors	0	0
	Sub-Total	28	0.08
4.	Others		
a.	Private Corporate Bodies	2,284	6.45
b.	Indian Public	6,547	18.48
c.	NRIs / OCBs	16	0.05
	Sub-total	8,847	24.97
	GRAND TOTAL	35,432	100.00



(b) Distribution of Shareholding as on 31.03.2011

No. of Shares held	No. of Shareholders	% Total	No. of Shares	% to Total
1 to 500	1721	99.5373	8279	23.3659
501 to 1000	2	0.1157	1218	3.4376
1001 to 2000	1	0.0578	1797	5.0717
2001 to 3000	2	0.1157	5368	15.1501
3001 to 4000	0	0	0	0
4001 to 5000	0	0	0	0
5001 to 10000	3	0.1735	18770	52.9747
Above 10000	0	0	0	0
TOTAL	1729	100	35432	100

(c) Entities comprising "Group" under Regulation 3(1)(e) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 are :

(1) Binani Industries Limited (2) Binani Ready Mix Concrete Limited (3) Goa Glass Fibre Limited (4) Wada Industrial Estate Limited (5) B. T. Composites Limited (6) CPI Binani Inc., USA (7) Binani Cement Limited (8) Abhinav Holdings Limited, Cyprus (9) B. C. Tradelink Limited, Tanzania (10) Bhumi Resources (Singapore) Pte Limited (11) Binani Cement (Uganda) Limited (12) Binani Cement Co. Ltd., Sudan (13) Binani Cement Company WLL (Kuwait) (14) Binani Cement Factory (Kenya) Ltd. (15) Binani Cement Factory (Mauritius) Limited, Mauritius (16) Binani Cement Factory (SFZ) Limited, Sudan (17) Binani Cement Factory LLC, Dubai, (18) Binani Cement SARL, Djibouti (19) Krishna Holdings Pte. Ltd., Singapore (20) Mukundan Holdings Limited, BVI (21) Murari Holdings Limited, BVI (22) PT ANGANNA Energy Resources, Indonesia (23) Sankalp Holdings Limited, Cyprus (24) Shandong Binani Rongan Cement Co. Ltd., China (25) Merit Plaza Limited (26) Swiss Merchandise Infrastructure Limited (27) Binani Zinc Limited (28) Binani Energy Private Limited (29) BZL Minerals Pty. Ltd., Australia (30) R.B.G. Minerals Industries Limited (31) Binani Metals Limited (32) Asian Industry and Information Services Limited (33) Damini Multitrade Private Limited (34) Dhaneshwar Solution Private Limited (35) Ess Vee Alloys Private Limited (36) Nirbhay Management Services Private Limited (37) Sambhaw Holdings Limited (38) Sapan Holdings and Trading Private Limited (39) BIL Infratech Limited (40) Binani Infrastructure (Mauritius) Limited (41) Ace Portfolio & Finance Private Limited (42) Akroor Traders Private Limited (43) Atithi Tie-up Private Limited (44) Dharmik Commodeal Private Limited (45) K B Vyapar Pvt Ltd (46) Lexus Holdings & Finance Private Limited (47) Lucknow Properties & Finance Private Limited (48) Manjushree Holdings Private Limited (49) Miracle Composites Private Limited (50) Miracle Securities Private Limited (51) Suryamukhi Vintrade Private Limited (52) Triton Trading Co Private Limited (53) Vijayshree Holdings Private Limited (54) Mr. Braj Binani (55) Mrs. Kalpana Binani (56) Ms. Nidhi Singhania (57) Ms. Shradha Binani (58) Ms. Vidushi Binani

- (j) Dematerialisation of shares and liquidity The Company's shares are not under Compulsory demat mode. However as on 31.03.2011, 77.77% shares have been dematerialized. The ISIN No. of the Company is a) INE129H01022 (Fully paid) and IN9129H01020 (Partly paid).
- (k) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity Not applicable.
- (l) Address of the Subsidiaries
1. Sambhaw Holdings Limited
Mercantile Chambers, 12, J. N.
Heredia Marg, Ballard Estate, Mumbai - 400 001.
 2. Asian Industry and Information Services Private Limited
Feltham House, 10 J.N. Herdia Marg, Ballard Estate, Mumbai-400001
 3. Nirbhay Management Services Private Limited
37/2 Chinar Park, New Town, Rajarhat
Main Road, P.O. Hatiara, North 24 Parganas, Kolkata-700157



4. Ess Vee Alloys Private Limited
37/2 Chinar Park, New Town, Rajarhat
Main Road, P.O. Hatiara, North 24 Parganas, Kolkata-700157
5. Damini Multitrade Private Limited
Temple Terrace, 55, Forjett Street, Mumbai-400036.
6. Sapan Holdings and Trading Private Limited
7. Dhaneshwar Solution Private Limited,
1st Floor, Feltham House, 10.J.N. Herdia Marg, Ballard Estate,
Mumbai-400001

(m) Address for correspondence
for Binani Metals Limited &
its Subsidiaries

As mentioned in (g) and (h) above.

DECLARATION

All the member of the Board of Directors of the Company and Senior Management of the Company have affirmed compliance of the code of conduct for the year ended 31st March, 2011.

J. D. Mehta
Executive Vice Chairman

AUDITORS' CERTIFICATE

To,
The Members of Binani Metals Limited

We have examined the compliance of conditions of corporate governance by Binani Metals Limited, for the year ended on March 31, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

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

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Share Registrar and reviewed by the Shareholders' / Investors' Grievance Committee.

We further 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 **Abrol & Maheshwary**
FRN : 003363N
Chartered Accountants

Anil Maheshwary
Partner
Membership No.:30739

Place : Mumbai
Date : 22nd April, 2011



**Auditors' Report to the Members of
Binani Metals Limited**

1. We have audited the attached Balance Sheet of Binani Metals Limited as at March 31, 2011 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii. In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
 - iii. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - v. On the basis of written representations received from the directors, as on March 31, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, 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, 2011;
 - b. in the case of the Profit and Loss Account, 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.

For **ABROL & MAHESHWARY**
FRN : 003363N
Chartered Accountants

Anil Maheshwary
Partner
Membership No.:30739

Place: Mumbai
Date: 22nd April, 2011.



**ANNEXURE REFERRED TO THE AUDITORS' REPORT
REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE**

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has devised a programme to physically verify its assets during a period of three years and according to the programme, selected assets have been verified during the year. No discrepancies were noticed on such verification and, therefore, the question of discrepancies having been properly dealt with in the books of account did not arise
- (c) The Company has not disposed off a substantial part of its fixed assets during the year.
- 2) (a) The management has conducted physical verification of inventories at the year end.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories and no material discrepancies were noticed on physical verification.
- 3) (a) The following are the particulars of loans taken and granted by the Company from / to companies, firms and other parties covered in the register maintained under Section 301 of the Companies Act, 1956:

(Rupees)

Name of Party	Relationship with Company	Maximum amount outstanding during the year	Year endBalance
-	-	Nil	Nil

- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interests of the Company
- (c) Payment of the principal amount has not been stipulated. However, interest payment is regular.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventories and fixed assets and for the sales. During the course of our audit, no major weakness has been noticed in the internal controls.
- 5) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, there were no transactions with the parties exceeding value of Rupees five lakhs. Therefore, the question of prices being reasonable does not arise.
- 6) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
- 7) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- 8) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 for the activities of the Company.
- 9) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory



dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Wealth-tax, and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, Wealth-tax, Sales-tax, Customs duty and Excise duty were outstanding, as on March 31, 2011 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, and the records of the Company examined by us, there are no dues of Wealth tax, Customs duty, Sales tax, Excise Duty and Cess which have not been deposited on account of any dispute. The particulars of dues of Income tax, as at 31st March, 2011 which have not been deposited on account of a dispute, are as follows:

Name of the Status	Natures of the Dues	Period to which the amount relates	Amount (Rupees)	Forum where disputes is pending
Income – Tax Act, 1961	Penalty	Assessment Year 2004-2005	34,10,830	Commissioner of Income Tax (Appeals)

- 10) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current year and immediately preceding financial year.
- 11) Based on our audit procedures and on the information and explanations given by the management, the Company has not defaulted in repayment of dues to banks. The Company does not have any borrowings from financial institutions or by way of debentures.
- 12) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / societies.
- 14) In respect of dealing / trading in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures and other securities have been held by the Company, in its own name.
- 15) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 16) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- 17) As per the information and explanations given, the funds raised for short term have not been used for long term investment.
- 18) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 19) The Company has not issued any debentures.
- 20) The Company has not raised any money through a public issue during the year.
- 21) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit

For **ABROL & MAHESHWARY**
Chartered Accountants
FRN : 003363N

Anil Maheshwary
Partner
Membership No.:30739

Place: Mumbai
Date: 22nd April, 2011.



BALANCE SHEET AS AT 31ST MARCH, 2011

(Rupees)

	Schedule	As at 31st March, 2011	As at 31st March, 2010
SOURCES OF FUNDS			
Shareholders' funds			
Capital	A	65,213,500	35,413,500
Reserves and Surplus	B	87,223,116	82,514,318
		<u>152,436,616</u>	<u>117,927,818</u>
Loan Funds			
Secured Loans	C	-	28,577,614
Unsecured Loans		35,000,000	-
TOTAL		<u>187,436,616</u>	<u>146,505,432</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	D	67,358,083	44,597,766
Less : Depreciation		21,376,946	13,765,446
Net Block		<u>45,981,137</u>	<u>30,832,320</u>
Add : Capital Work in Progress		728,914	-
		<u>46,710,051</u>	<u>30,832,320</u>
Investments	E	34,415,566	4,836,082
Deferred Tax Assets		2,062,100	1,564,300
Current Assets, Loans and Advances			
Inventories	F	3,621,656	1,739,958
Sundry Debtors		14,232	80,945
Cash and Bank Balances		26,106,013	76,049,207
Loans and Advances		107,862,778	61,349,113
		<u>137,604,679</u>	<u>139,219,223</u>
Less : Current Liabilities and Provisions	G		
Liabilities		19,599,303	16,077,331
Provisions		13,756,477	13,869,162
		<u>33,355,780</u>	<u>29,946,493</u>
Net Current Assets		<u>104,248,899</u>	<u>109,272,730</u>
TOTAL		<u>187,436,616</u>	<u>146,505,432</u>
Notes to the Accounts	O		

In terms of our attached report of even date
For Abrol & Maheshwary
 FRN : 003363N
 Chartered Accountants

Signatures to the Balance Sheet and schedules A to G and O
For and on behalf of the Board of Directors

J. D. MEHTA
 Executive Vice Chairman

BRAJ BINANI Chairman

Anil Maheshwary
 Partner
 Membership No.: 30739

VINOD JUNEJA
 Managing Director

P.R. DAMANI
Dr. (Ms.) KALA PANT
B. SRINIVISAN
V. SUBRAMANIAN } Directors

Place : Mumbai
 Dated : 22nd April, 2011

RAKESH DARJI
 Company Secretary



BINANI METALS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rupees)

Schedule	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
INCOME :		
Sales - Shares and Securities	4,910,893	21,134,147
Profit from Commodities Futures Contracts	4,956,217	8,058,202
Service Charges H	28,322,337	20,746,055
Brokerage and Commission	7,197,000	4,720,294
Interest and Dividend I	25,969,749	25,639,155
Other Income J	772,855	3,440
TOTAL	72,129,051	80,301,293
EXPENDITURE :		
Cost of Sales - Shares and Securities K	4,164,043	17,546,497
Payment to and Provision for Employees L	14,940,392	15,370,250
Administration and Other Expenses M	25,899,923	24,803,149
Interest and Finance Charges N	949,679	2,300,771
Depreciation	10,723,545	6,730,907
TOTAL	56,677,582	66,751,574
Profit Before Tax	15,451,469	13,549,719
Tax Expenses :		
- Current Tax	394,000	1,231,000
- Deferred Tax / (Credit)	(497,800)	(597,300)
- Short / (Excess) Provision of Income Tax / FBT of earlier years (Net)	(179,253)	2,804,105
	(283,053)	3,437,805
Profit for the Year After Tax	15,734,522	10,111,914
Balance Brought Forward	4,490,142	8,014,329
Amount available for Appropriation	20,224,664	18,126,243
APPROPRIATION :		
Transfer to General Reserve	1,600,000	1,200,000
Proposed Dividend	10,629,600	10,629,600
Preference Dividend	411,485	-
Corporate Dividend Tax	1,791,140	1,806,501
Excess Provision of Corporate Dividend Tax of earlier year	(1,806,501)	-
Surplus Carried Forward	7,598,940	4,490,142
TOTAL	20,224,664	18,126,243
EARNING PER SHARE :		
Profit after Tax	15,734,522	10,111,914
Less : Preference Dividend	411,485	-
Less : Corporate Dividend Tax on Preference Dividend	66,753	-
Net Earning on Equity	15,256,284	
Weighted Average No. of shares outstanding during the year	35,432	35,432
Earning Per Share (Rs.) - basic and diluted	431	285

Notes to the Accounts

O

In terms of our attached report of even date

Signatures to the Profit & Loss Account & Schedules H to O

For Abrol & Maheshwary

For and on behalf of the Board of Directors

FRN : 003363N

Chartered Accountants

J. D. MEHTA
Executive Vice Chairman

BRAJ BINANI Chairman

Anil Maheshwary
Partner
Membership No.: 30739

VINOD JUNEJA
Managing Director

P.R. DAMANI
Dr. (Ms.) KALA PANT
B. SRINIVISAN
V. SUBRAMANIAN } Directors

Place : Mumbai
Dated : 22nd April, 2011

RAKESH DARJI
Company Secretary

70th Annual Report 2010-11



SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

(Rupees)

	As at 31st March, 2011	As at 31st March, 2010
SCHEDULE "A"		
SHARE CAPITAL		
Authorised :		
40,000 (Previous Year 40,000) Equity Shares of Rs.1000/-each	40,000,000	40,000,000
40,000 (Previous Year Nil) 8% Non-Cumulative Redeemable Preference Shares of Rs.1000 /-each	40,000,000	-
	<u>80,000,000</u>	<u>40,000,000</u>
Issued		
35,514 (Previous Year 35,514) Equity Shares of Rs.1000/- each	35,514,000	35,514,000
40,000 8% Non-Cumulative Redeemable Preference Shares of Rs. 1000/- each	40,000,000	-
	<u>75,514,000</u>	<u>35,514,000</u>
Subscribed and Paid up		
35,432 (Previous Year 35,432) Equity Shares of Rs. 1000/- each fully paid up (of the above 8112 shares were issued to the members of other amalgamated companies pursuant to scheme of Amalgamation)	35,432,000	35,432,000
Add : Capital Suspense Account	200	200
Less : Calls in Arrears	(18,700)	(18,700)
	<u>35,413,500</u>	<u>35,413,500</u>
29,800 8% Non-Cumulative Redeemable Preference of Rs. 1000/- each fully paid up	29,800,000	-
TOTAL	<u>65,213,500</u>	<u>35,413,500</u>
SCHEDULE "B"		
RESERVES & SURPLUS		
Capital Reserve:		
As per Last Balance Sheet	12,596,699	12,596,699
Capital Reduction Reserve		
As per Last Balance Sheet	716,277	716,277
Buy Back Reserve		
As per Last Balance Sheet	3,000,200	3,000,200
General Reserve		
As per Last Balance Sheet	61,711,000	60,511,000
Add : Transferred from Profit and Loss Account	1,600,000	1,200,000
	<u>63,311,000</u>	<u>61,711,000</u>
Surplus		
Balance in Profit & Loss Account	7,598,940	4,490,141
TOTAL	<u>87,223,116</u>	<u>82,514,318</u>
SCHEDULE "C"		
LOAN FUND		
Secured Loan		
(Refer note no.6 of schedule 'O')		
Hire Purchase Credit	-	270,955
Overdraft from Banks	-	28,306,659
Unsecured Loan		
From Companies	35,000,000	-
	<u>35,000,000</u>	<u>28,577,614</u>

SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

**SCHEDULE "D"
FIXED ASSETS:**



(Rupees)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01.04, 2010	Additions	Deduction	As at 31.03.2011	Upto 01.04. 2010	For the Year	Deduction	Upto 31.03.2011	As at 31.03.2011	As at 31.03.2010
Furniture, Fixtures, Office Equipments Computers	6,744,581	311,978	37,960	7,018,599	2,303,720	883,956	910	3,186,766	3,831,833	4,440,861
Vehicles	37,853,185	28,685,153	6,198,854	60,339,484	11,461,726	9,839,589	3,111,135	18,190,180	42,149,304	26,391,459
T O T A L	44,597,766	28,997,131	6,236,814	67,358,083	13,765,446	10,723,545	3,112,045	21,376,946	45,981,137	30,832,320
PREVIOUS YEAR	25,738,749	19,239,136	380,119	44,597,766	7,165,108	6,730,907	130,569	13,765,446	30,832,320	18,573,641
Capital Work in Progress (Including Advances)								<u>728,914</u>		
								<u><u>46,710,051</u></u>		



SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

SCHEDULE " E "

INVESTMENTS

(Rupees)					
	Face Value per Share/ Debenture	As at 31st March, 2011		As at 31st March, 2010	
		No. of Shares/ Debentures	Amount	No. of Shares/ Debentures	Amount
Long Term (at cost)					
Unquoted					
1. Debentures					
- 8% Debentures of Indian Chamber of Commerce	100	43.75	4,375	43.75	4,375
2. Equity Shares (fully paid)					
- Binani Zinc Ltd.	-	-	-	1,098,173	-
- Dharmik Commodeal Pvt. Ltd. (Refer Note no. 12 of schedule "O")	10	10,000	100,000	-	-
3. Investment in Subsidiary Companies					
Fully paid Equity Shares					
- Sambhaw Holdings Ltd.	10	50,000	500,000	50,000	500,000
- Dharmik Commodeal Pvt. Ltd.	-	-	-	10,000	100,000
- Nirbhay Management & Services Pvt. Ltd.	10	50,000	12,581,425	-	-
- Asian Industry & Information Services Pvt. Ltd.	10	56,000	14,035,040	-	-
- Sapan Holdings & Trading Pvt. Ltd.	10	25,000	726,833	-	-
- Damini Multitrade Pvt. Ltd.	10	250,000	3,258,165	-	-
- Dhaneshwar Solution Pvt. Ltd.	10	10,000	100,270	-	-
- Ess Vee Alloys Pvt. Ltd.	10	100,000	3,107,750	-	-
4. Guineas (11)					
		-	1,708	-	1,708
Quoted:					
5. Equity Shares (fully paid)					
- Binani Industries Ltd.	10	-	-	4,758,750	4,229,999
TOTAL			34,415,566		4,836,082
Particulars		Market Value	Cost	Market	Cost Value
Aggregate Value of					
Quoted Investments		-	-	145,855,688	4,229,999
Unquoted Investments		-	34,415,566	-	606,083
Total			34,415,566		4,836,082



BINANI METALS LIMITED

SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

(Rupees)

	As at 31st March, 2011	As at 31st March, 2010
SCHEDULE " F "		
CURRENT ASSETS, LOANS AND ADVANCES		
Inventories		
Stock-in-trade		
Shares and Securities	3,621,656	1,739,958
	<u>3,621,656</u>	<u>1,739,958</u>
Sundry Debtors		
(Unsecured and considered good)		
Debts - Outstanding for a period of more than six months	-	-
Other Debts	14,232	80,945
	<u>14,232</u>	<u>80,945</u>
Cash and Bank Balances		
Cash in hand	1,371	10,934
Balances with Scheduled Banks		
In Current Accounts*	9,027,437	912,826
In Fixed Deposit Accounts**	15,830,430	73,889,247
In Unclaimed Dividend Accounts	1,246,775	1,236,200
	<u>26,106,013</u>	<u>76,049,207</u>
Loans and Advances		
(Unsecured and considered good unless otherwise stated)		
Interest Accrued	9,101	230,155
Loan to Subsidiaries	80,500,000	27,300,000
Advances recoverable in cash or in kind or for value to be received	6,350,496	425,669
Inter-Corporate Deposits	10,000,000	20,000,000
Advance Payment of Tax (net)	9,970,454	12,100,562
Security and Other Deposits	1,032,727	1,292,727
	<u>107,862,778</u>	<u>61,349,113</u>
TOTAL	<u>137,604,679</u>	<u>139,219,223</u>

* Balance in Current Account includes Rs. 67,495 (Previous Year Rs. 67,495) with a bank which is as per books only, in the absence of confirmation or a bank statement.

** Out of these fixed deposits, fixed deposit receipts of Rs. 148,20,430 (Previous Year Rs. 128,79,245) have been pledged with a bank against guarantees issued.(also refer note no.4 of schedule "O")



ANNEXURE TO SCHEDULE "F"

DETAILS OF STOCK-IN-TRADE OF SHARES IN COMPANIES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

(Rupees)

	Face Value per Share	As at 31st March, 2011		As at 31st March, 2010	
		No. of Shares	Amount	No. of Shares	Amount
QUOTED					
ACC LIMITED	10	-	-	100	58,487
AKASH AGRO INDUSTRIES LIMITED	10	-	-	8,000	6,400
AMBUJA CEMENTS LIMITED	2	100	7,130	100	7,130
BARAK VALLEY CEMENT LIMITED	10	150	2,223	150	2,223
BARODA RAYON LIMITED	10	4,000	11,800	4,000	11,800
COROMANDEL INTERNATIONAL LTD.	1	80	-	-	-
DALMIA BHARAT ENERPRISES LIMITED	10	100	-	-	-
DALMIA CEMENT BHARAT LIMITED	2	100	2,405	100	7,830
FLUIDLEAN IND. LIMITED	10	-	-	1,000	1,100
GRASIM INDUSTRIES LIMITED	10	-	-	50	78,840
HEERA ISPAT LIMITED	10	4,000	4,000	4,000	4,000
HEIDELBERG CEMENT LIMITED	10	-	-	100	1,865
HINDALCO INDUSTRIES LIMITED	10	-	-	1,000	136,683
HINDUSTAN ZINC LIMITED	10	-	-	100	44,740
INDIA CEMENT LIMITED	10	100	9,560	100	10,595
INDIAN POLYFINS LIMITED	10	-	-	500	375
ISPAT INDUSTRIES LIMITED	10	-	-	4,500	48,825
J. K. CEMENT LIMITED	10	-	-	200	7,930
JHAGADIA COPPER LIMITED	10	3,000	6,810	3,000	10,050
JSW STEEL LIMITED	10	500	458,150	-	-
KLK ELECTRICAL LIMITED	10	-	-	2,000	6,000
LARSEN & TOUBRO LIMITED	2	400	661,300	100	67,265
LIC HOUSING FINANCE LIMITED	2	1,500	311,216	-	-
LML LIMITED	10	5,000	29,400	5,000	29,400
MADRAS CEMENT LIMITED	10	-	-	1,000	71,400
MANGALAM CEMENTS LIMITED	10	-	-	100	5,890
MARKSANS PHARMA LIMITED	1	25,000	56,250	25,000	103,500
MULTIMETALS LIMITED	10	100	1	100	1
ONGC	5	2,000	580,200	-	-
PENAR ALUMINIUM LIMITED	10	4,000	3,880	4,000	4,880
PRESTIGE FOODS LIMITED	10	-	-	1,500	2,625
PRISM CEMENTS LIMITED	10	-	-	1,000	22,750
PUNJAB & SIND BANK	10	98	10,594	-	-
REVATI ORGANICS LIMITED	10	-	-	500	1,000
RUIA AQUACUL LIMITED	10	-	-	2,000	1,800



BINANI METALS LIMITED

SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

ANNEXURE TO SCHEDULE "F" (Continued)

(Rupees)

	Face Value per Share	As at 31st March, 2011		As at 31st March, 2010	
		No. of Shares	Amount	No. of Shares	Amount
S. S. FORGING LIMITED	10	94	167	94	167
SHIPPING CORPORATION OF INDIA LIMITED	10	522	56,324	-	-
SHREE CEMENT LIMITED	10	-	-	50	35,458
SOMANI IRON DM LIMITED	10	-	-	2,000	2,000
SRI DIGVIJAY CEMENTS LIMITED	10	-	-	2,000	13,740
SUNCITY SYNTHETIC LIMITED	10	-	-	800	800
TATA POWER CO. LIMITED	10	500	665,175	-	-
TATA STEEL LIMITED	10	266	142,256	1,017	251,157
THE INDIAN HOTELS CO. LIMITED	1	1,000	84,200	-	-
TULASEE BIOTECH LIMITED	10	-	-	3,000	6,000
ULTRATECH CEMENT LIMITED	10	-	-	50	27,550
UV BOARDS LIMITED	10	-	-	2,900	18,850
VIJAYTA AUDIO WORLD LIMITED	10	-	-	100	50
NON- QUOTED					
DEWAS SOYA LIMITED	10	50,000	500,000	50,000	500,000
INDIAN LEAD LIMITED	10	18,616	18,616	18,616	18,616
METAL REFINERS INDIA PVT.LIMITED	10	-	-	110,000	110,000
VAM HOLDINGS LIMITED	10	-	-	37	187
GRAND TOTAL			3,621,656		1,739,958

	As at 31st March, 2011	As at 31st March, 2010
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SCHEDULE "G"

CURRENT LIABILITIES AND PROVISIONS

Current Liabilities

Creditors	2,320,049	1,264,809
Other Liabilities	16,032,479	13,576,322
Unclaimed Dividends*	1,246,775	1,236,200
	19,599,303	16,077,331

Provisions

Retirement Leave Encashment Benefit	772,801	1,283,430
Gratuity	141,231	141,231
Bonus	10,220	8,400
Proposed Dividend	11,041,085	10,629,600
Corporate Dividend Tax	1,791,140	1,806,501

	13,756,477	13,869,162
TOTAL	33,355,780	29,946,493

*Will be credited to Investor Education and Protection Fund on due date



**SCHEDULE ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011**

	(Rupees)	
	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
SCHEDULE "H"		
SERVICE CHARGES		
- For Use of Cars	15,637,937	12,163,655
- For Storage Facility	1,484,400	1,382,400
- For Other Services	11,200,000	7,200,000
TOTAL	<u>28,322,337</u>	<u>20,746,055</u>
SCHEDULE "I"		
INTEREST AND DIVIDEND		
Dividend	18,830,121	14,372,253
Interest (Gross)		
- Inter Corporate Deposit	5,062,850	5,876,004
- Bank and Others	2,076,778	5,390,898
(Tax Deducted at Source Rs. 5,45,274 (Previous Year Rs.11,74,117))		-
TOTAL	<u>25,969,749</u>	<u>25,639,155</u>
SCHEDULE "J"		
OTHER INCOME		
Excess Provision of earlier year written back	572,190	3,440
Profit on Sale of Fixed Assets	84,811	-
Sundry Income	115,854	-
TOTAL	<u>772,855</u>	<u>3,440</u>
SCHEDULE "K"		
COST OF SALES - SHARES AND SECURITIES		
Opening Stock	1,739,958	9,784,214
Add : Purchases	6,045,741	9,502,241
	7,785,699	19,286,455
Less : Closing Stock	3,621,656	1,739,958
TOTAL	<u>4,164,043</u>	<u>17,546,497</u>
SCHEDULE "L"		
PAYMENT TO AND PROVISIONS FOR EMPLOYEES		
Salaries, Bonus and Allowances	14,578,500	15,064,005
Contribution to Provident and Other Funds	320,222	286,674
Staff Welfare	41,670	19,571
TOTAL	<u>14,940,392</u>	<u>15,370,250</u>



BINANI METALS LIMITED

SCHEDULE ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rupees)

	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
SCHEDULE " M "		
ADMINISTRATION AND OTHER EXPENSES		
Communication Expenses	808,299	738,313
Travelling Expenses	5,993,733	6,222,346
Rent	2,248,393	2,233,038
Electricity Expenses	98,365	86,020
Rates and Taxes	5,900	5,400
Repairs and Maintenance Expenses		
- Buildings	480,691	140,513
- Others	68,714	35,183
Insurance	539,714	423,489
Motor Car Expenses	1,872,815	1,510,645
Directors' Fees	70,000	75,000
Legal and Professional Expenses	7,092,827	5,262,903
Auditors' Remuneration :		
- Statutory Audit Fees	198,540	165,450
- Tax Audit Fees	33,090	33,090
- Certification Charges	-	8,274
- Out of Pocket Expenses	-	1,500
	<u>231,630</u>	<u>208,314</u>
Loss on Sale of Fixed Assets	-	34,550
Loss on Sale of Investment	-	250
Miscellaneous Expenses	6,388,842	7,827,185
TOTAL	<u>25,899,923</u>	<u>24,803,149</u>

SCHEDULE " N "

INTEREST AND FINANCE CHARGES

Hire Purchase Credits	3,595	89,016
Others	844,143	2,104,798
Bank Charges	101,941	106,957
TOTAL	<u>949,679</u>	<u>2,300,771</u>



SCHEDULE ANNEXED TO AND FORMING PART OF THE ACCOUNTS AS AT AND
FOR THE YEAR ENDED 31ST MARCH, 2011

SCHEDULE " O "
Notes to the Accounts

1. Significant Accounting Policies:

1.1 Basis of Accounting

The financial statements are prepared on an accrual basis under the historical cost convention and in accordance with the accounting principles generally accepted in India and the provisions of the Companies Act, 1956.

1.2 Fixed Assets

Cost of fixed assets comprises of purchase price, duties, and any cost directly attributable to bringing the asset to its working condition for the intended use.

1.3 Depreciation (Other than Leased Assets)

Depreciation on fixed assets is provided using the written down value method at the rates prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on assets acquired/disposed during the year is provided prorata from / up to the date of acquisition/disposal.

1.4 Impairment of Assets

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

1.5 Leasing Business

Lease rentals are accounted for as revenue when they contractually accrue. The corresponding assets are depreciated over the life prescribed under Schedule XIV of the Companies Act, 1956 or the primary lease period, whichever is earlier. In the year of addition or disposal of any assets, the depreciation is charged on pro-rata basis in proportion to the period of its ownership.

1.6 Long Term Investments

Shares and Securities held without the intention of trading are classified as investments and valued at cost reduced by a provision for any diminution other than temporary, in their values, where applicable.

1.7 Inventories

Inventories are valued at cost or net realisable value whichever is lower. Cost is determined on the basis of the weighted average method and includes all costs incurred in bringing the inventories to their present location and condition.

1.8 Recognition of Revenue

Sale of Shares and securities are recognised on the trade dates.
Income is recognized on accrual basis except when there is significant uncertainty.

1.9 Income Taxes

Income-tax expense is accrued in accordance with AS 22 – Accounting for taxes on income, which includes current and deferred taxes. Deferred income taxes reflect the impact of current year, timing differences between taxable incomes and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

**SCHEDULE "O" (Cotinued)**

Deferred tax assets are recognized for all deductible timing differences, carry forward of unused tax assets and unused tax losses only if there is virtual certainty that such deferred tax assets can be realised against future tax liabilities.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

1.10 Contingent Liability

These, if any, are disclosed in the notes to the accounts. Provision is made in the accounts if it becomes probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

1.11 Foreign Currency Transactions

Transactions in foreign currencies are recorded at the rate on the date of transaction. Foreign currency assets and liabilities are translated at the year end exchange rates or forward cover rates as applicable and the resultant gain or loss is adjusted to the Profit & Loss Account.

1.12 Retirement Benefits

The Provident Fund Scheme is a defined contribution plan for which the contribution accruing during each year as per the scheme is expensed. The Gratuity Scheme is a defined benefit plan which is funded with the Life Insurance Corporation of India and the liability of accrued gratuity based on actuarial valuation as per Accounting Standard 15 (Revised), is expensed. Provision is made towards liability for Leave Encashment on the basis of actuarial valuation as per Accounting Standard 15 (Revised).

Employee benefits

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

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

- iii) Other long Term Employee Benefits** are recognized in the same manner as Defined Benefit Plans.

1.13 Segment Reporting Policies:**Identification of segments:**

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated Items:

The Corporate and Other segment includes general corporate income and expense items which are not directly identifiable to any segment and therefore not allocated to any business segment.



SCHEDULE " O " (Continued)

1.14 Earning per share

Basic Earning per share are calculated by dividing net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential dilutive equity shares, and accordingly the basic and diluted earnings per share are the same.

2. Contingent Liabilities

(Rupees)

Particulars	As at 31st March, 2011	As at 31st March, 2010
(a) Claims against the Company for Income tax matters under appeal, not acknowledged as debts.	35,17,558	17,558
(b) Rent to Kolkata Port Trust	Nil	15,69,040

The City Civil Court at Kolkata has passed an order dated 3rd December, 2009 not recognizing the company as a tenant whereby the godown has been handed over to the Standard Chartered Bank, the recognized tenant. However, the Bank has been given time by the court to recover rent and / or charges as well as other amounts in respect of the said godown. However, to date no recovery proceedings have been initiated by the Bank and, therefore, this is no longer considered as contingent liability.

3. Provisions :

The company has made provisions for the following:

(Rupees)

	Opening Balance	Provision	Utilization	Reversal	Closing Balance
Leave Encashment	1,152,870	625,831	1,005,900	-	772,801
Bonus	8,400	10,220	8,400	-	10,220

4. The Company has given Counter guarantee to a bank in respect of a guarantee furnished by it to the Government of India for certain transactions of a partnership firm against the original counter guarantee of Rs. 89,97,500. The fixed deposit with the bank as at 31st March, 2011 is Rs. 14,820,430 and accordingly the Company has provided for Rs. 14,820,430 as the subject matter of the bank is subjudice.
5. The Company has issued jointly with Binani Industries Ltd., a General Bond under section 59(2) of the Customs Act, 1962, for a sum of Rs. 24 crores to the Custom authorities. There is no claim so far received by the Company as at 31st March, 2011, on such Bond the value of goods lying in bond was Rs. 100,29,40,300 (Previous Year Rs. 56,73,96,974) and the estimated liability for duty is Rs. 18,04,00,817 (Previous Year Rs. 98,706,801).
6. Loans – Secured
 - A) Hire Purchase Credit – Outstanding Nil (Previous Year Rs. 2,70,955)
Secured by hypothecation of respective vehicles. The title in the property of respective vehicle to be passed on payment of final installment.
 - B) Overdraft from Banks - HDFC Bank Limited as at 31st March, 2011 – Nil (Previous Year Rs. 13,388,432) & The Saraswat Co-Operative Bank Limited as at 31st March, 2011 – Nil (Previous Year Rs. 14,918,227). These bank overdrafts were secured by pledge of Fixed Deposits.
7. Sundry Creditors do not include any parties who are registered under the Micro, Small and Medium Enterprises Development Act, 2006.



SCHEDULE “ O ”(Continued)

8. Quantitative information in respect of Trading in Shares & Securities:

(A) Inventories

(Rupees)

Particulars	As at 31st March, 2011	As at 31st March, 2010
Shares & Securities (Particulars as per annexure to Schedule “F”)	3,621,656	1,739,958

(B) Purchase and Sales of Shares & Securities

(Rupees)

Particulars	Purchases	Sales
Shares & Securities	6,045,741 (9,502,241)	4,910,893 (21,134,147)

(Figures in bracket pertain to previous year)

9. Foreign Currency:

(Rupees)

Particulars	For year ended 31st March, 2011	For year ended 31st March, 2010
Expenditure- Miscellaneous Expenses	6,969	112,080
Earnings	Nil	Nil

10. Managerial Remuneration to Executive Vice Chairman & Managing Director:

(Rupees)

Particulars	For year ended 31st March, 2011	For year ended 31st March, 2010
Salaries & Allowances	12,632,500	11,615,000
Perquisites *	2,055,811	1,798,757
Total	14,688,311	13,413,757

* include leave encashment paid and monetary value of non cash perquisites as per Income Tax Act, 1961.

11. As per Company’s Policy liability towards leave encashment as at 31st March, 2011 is Rs. 7,72,801 Previous Year Rs. 11,52,870) ,based on Actuarial valuation.

12. As per the Scheme of Arrangement sanctioned by the Kolkata High Court, Long term Investment of the Company in equity shares of bodies corporate other than investment in subsidiary companies has been transferred to Dharmik Commodeal Pvt. Ltd. on 13th August, 2010.

13. The net effect of Commodity Future Contracts transactions is shown as Profit from Commodity Futures contracts.

14. Major Components of deferred tax assets arising on account of timing differences are :

(Rupees)

	As at 31st March, 2011	As at 31st March, 2010
Deferred Tax Assets		
Fixed Assets – Depreciation	1,776,500	1,044,000
Disallowance under Income Tax Act, 1961	285,600	520,300
Total	2,062,100	1,564,300



15. Disclosure under AS-15 (Revised 2005):

I) Defined Contribution Plans :

Contribution to Defined Contribution Plans, recognized as expense for the period are under

(Rupees)

	For year ended 31st March, 2011	For year ended 31st March, 2010
Employers' Contribution to Provident Fund	199,138	182,183
Employers' Contribution to Superannuation Fund	110,220	94,800

II Defined benefit Plan:

Contribution to Gratuity Fund

The Company makes annual contributions to the Employees' Group Gratuity-cum Life Assurance Scheme of the Life Insurance Corporation of India (LIC), a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on superannuation, death or on separation / termination in terms of the provisions of the Payment of Gratuity Act or as per Company's policy whichever is beneficial to the employees.

Since the annual contribution to the Employees' Group Gratuity-cum Life Assurance Scheme of LIC falls due for payment later during the year, the liability for the year ended 31st March, 2011 could not be ascertained and therefore not provided. The same shall be considered at the end of the year.

The following table sets out the funded status of the gratuity plan and the amounts recognized in the Company's financial statements as at 31st March, 2011.

	As At 31st March, 2011	As At 31st March, 2010
		(Rupees)
Change in present value of obligation		
Present value of obligation as at 1 st April, 2010	47,842	21,547
Interest Cost	3,827	1,724
Service Cost	21,281	17,542
Benefits Paid	Nil	Nil
Actuarial (gain) / loss on obligation	3,404	7,029
Present value of obligation, as at 31st March, 2011	<u>76,354</u>	<u>47,842</u>
Change in plan assets		
Fair value of plan assets as at 1 st April, 2010	403,840	369,986
Expected return on plan assets	36,951	33,854
Contributions	Nil	Nil
Benefits paid	Nil	Nil
Actuarial gain/ (Loss) on plan assets	Nil	Nil
Fair value of plan assets as at 31st March, 2011	<u>440,791</u>	<u>403,840</u>
Amount recognized in the Balance Sheet		
Present value of obligation , as at 31st March, 2011	76,354	47,842
Fair value of plan assets as at 31st March, 2011	440,791	403,840
Net obligation as at 31st March, 2011	<u>(364,437)</u>	<u>(355,998)</u>
Net gratuity cost for the year ended 31st March, 2011		
Current service Cost	21,281	17,542
Interest Cost	3,827	1,724
Expected return on plan assets	(36,951)	(33,854)
Net Actuarial (gain) / Loss to be recognized	(8,439)	7,029
Net gratuity cost	<u>(20,282)</u>	<u>(7,559)</u>
Assumptions used in accounting for the gratuity plan	%	%
Discount Rate	8	8
Salary escalation rate	4	4
Expected rate of return on plan assets	9	9



SCHEDULE "O" (Continued)

16. Related Party Disclosure:

During the year, the Company entered into transactions with related parties. Those transactions along with related balances as at 31st March, 2011 and 2010 and for the years then ended are presented in the following table

(Rupees)

Particulars	Subsidiary	Enterprises where Key Management Personnel have got significant influence	Total
Service Charges for Use of Cars*	Nil (Nil)	14,977,937 (11,598,494)	14,977,937 (11,598,494)
Service Charges for Storage Facility*	Nil (Nil)	1,484,400 (1,382,400)	1,484,400 (1,382,400)
Service Charges for Other Services*	7,200,000 (3,600,000)	Nil (Nil)	7,200,000 (3,600,000)
Dividend Received	7,800,000 (Nil)	11,000,000 (14,246,250)	18,800,000 (14,246,250)
Interest Received	3,322,029 (3,276,002)	1,054,247 (2,600,002)	4,376,276 (5,876,004)
Interest Paid	Nil (Nil)	184,111 (Nil)	184,111 (Nil)
Investment Purchases	Nil (Nil)	33,000,000 (Nil)	33,000,000 (Nil)
Investment Sold	Nil (Nil)	4,229,999 (200,000)	4,229,999 (200,000)
Unsecured loan Given	53,200,000 (Nil)	4,230,000 (Nil)	57,430,000 (Nil)
Unsecured loan received	Nil (Nil)	4,230,000 (Nil)	4,230,000 (Nil)
Unsecured loan taken	Nil (Nil)	35,000,000 (Nil)	35,000,000 (Nil)
Advance against Capital	5,500,000 (Nil)	Nil (Nil)	5,500,000 (Nil)
Issue of Preference Shares	Nil (Nil)	29,800,000 (Nil)	29,800,000 (Nil)
Balance outstanding {receivables/(payables)} as at the year end including interest	86,000,000 (27,300,000)	-35,000,000 (20,053,370)	51,000,000 (47,353,370)

(Figures in bracket pertain to previous year)

Notes:

- i) Subsidiaries of the Company - Sambhaw Holdings Ltd., Nirbhay Management & Services Pvt. Ltd., Asian Industry & Information Services Pvt. Ltd, Sapan Holdings & Trading Pvt. Ltd., Damini Multitrade Pvt. Ltd., Dhaneshwar Solution Pvt. Ltd., Ess Vee Alloys Pvt. Ltd., Dharmik Commodeal Pvt. Ltd upto 18.03.2011
- ii) Key Management Personnel - Shri Braj Binani (No transactions during the year),
Shri J.D.Mehta and Shri Vinod Juneja
(Managerial Remuneration paid is disclosed under Schedule "O" Note No.10)
- iii) Related Entities of Key Management Personnel -
Binani Industries Ltd, Binani Zinc Ltd., Goa Glass Fibre Ltd.,
Binani Cement Ltd., Triton Trading Co. Pvt. Ltd., Ace Portfolio & Finance Pvt. Ltd.,
Lexus Holdings & Fin. Pvt. Ltd., Manjushree Holdings Pvt. Ltd., Vijayshree Holdings Pvt. Ltd
- iv) * Transaction values are excluding Service Tax



SCHEDULE " O " (Continued)

17. Segment Information for the year ended 31st March, 2011

(Rupees)

	Trading in Shares and Securities		Commercial		Unallocated		Total	
	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010
REVENUE								
Gross Receipts	4,941,014	21,230,150	40,562,961	33,524,551	26,625,076	25,546,592	72,129,051	80,301,293
RESULTS								
Segment Result	772,519	3,668,783	1,948,457	2,181,240	13,680,173	10,000,467	16,401,148	15,850,490
Interest & Finance Expenses	-	-	(663,627)	(2,179,289)	(286,052)	(121,482)	(949,679)	(2,300,771)
Income Taxes	-	-	-	-	103,800	(633,700)	103,800	(633,700)
Income Taxes - Earlier Years	-	-	-	-	179,253	(2,804,105)	179,253	(2,804,105)
Net Profit / (Loss)	772,519	3,668,783	1,284,830	1,951	13,677,174	6,441,180	15,734,522	10,111,914
OTHER INFORMATION								
Segment Assets	4,308,867	2,301,959	51,072,013	26,416,983	132,055,736	117,786,490	187,436,616	146,505,432
Segment Liabilities	-	-	-	28,577,614	187,436,616	117,927,818	187,436,616	146,505,432
Capital Expenditure	-	-	28,937,956	16,843,436	59,175	2,395,700	28,997,131	19,239,136
Depreciation	-	-	10,041,810	6,473,716	681,735	257,191	10,723,545	6,730,907

The Company's activities cannot be classified under any geographical segments



BINANI METALS LIMITED

SCHEDULE " O " (Continued)

18. Disclosures of loans / Advances / Investments balances as required under clause 32 of listing agreement

(Rupees)

Party Name	Relationship	Transaction Type	Outstanding as at 31st March, 2011	Maximum amount outstanding during the year
Sambhaw Holdings Ltd. Company	Subsidiary	Investment	500,000 (500,000)	500,000 (500,000)
		Loan	27,300,000 (27,300,000)	27,300,000 (27,948,505)
Dharmik Commodeal Pvt. Ltd. (Refer note no. 19 of schedule "O")	Subsidiary Company	Investment	Nil (100,000)	100,000 (100,000)
		Loan	Nil (Nil)	4,230,000 (Nil)
Asian Industry & Information Services Private Ltd.	Subsidiary Company	Investment	14,000,000 (Nil)	14,000,000 (514,000)
		Loan	10,000,000 (Nil)	10,046,027 (Nil)
Binani Industries Ltd.	Associate Company	Investment	Nil (4,229,999)	4,229,999 (4,229,999)
Goa Glass Fibre Ltd.	Associate Company	Inter-Corporate Deposits	Nil (20,000,000)	20,220,822 (20,213,699)
Ess Vee Alloys Pvt. Ltd.	Subsidiary Company	Investment	3,100,000 (Nil)	3,100,000 (Nil)
			2,700,000 (Nil)	2,700,000 (Nil)
Sapan Holdings & Trading Pvt. Ltd.	Subsidiary Company	Investment	Nil (Nil)	Nil (150,000)
			40,500,000 (Nil)	40,500,000 (Nil)
Damini Multitrade Pvt. Ltd.	Subsidiary Company	Investment	3,250,000 (Nil)	3,250,000 (Nil)
Dhaneshwar Solution Pvt. Ltd.	Subsidiary Company	Investment	100,000 (Nil)	100,000 (Nil)
		Advance	5,500,000 (Nil)	5,500,000 (Nil)
Nirbhay Management Services Pvt. Ltd.	Subsidiary Company	Investment	14,000,000 (Nil)	14,000,000 (Nil)

Figures in bracket indicate figures of the previous year

19. Dharmik Commodeal Pvt. Ltd. has ceased to be a subsidiary of the company w.e.f. 18.03.2011.

20. Figures of the previous year have been regrouped wherever necessary to confirm to current year classification.

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Signatures to the Schedule " O "

For and on behalf of the Board of Directors

J. D. MEHTA
Executive Vice Chairman

BRAJ BINANI Chairman

Anil Maheshwary
Partner
Membership No.: 30739

VINOD JUNEJA
Managing Director

P.R. DAMANI
Dr. (Ms.) KALA PANT
B. SRINIVISAN
V. SUBRAMANIAN } Directors

RAKESH DARJI
Company Secretary

Place : Mumbai
Dated : 22nd April, 2011



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rupees)

Particulars	For year ended 31st March, 2011	For year ended 31st March, 2010
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	15,451,469	13,549,719
Adjustments for :		
Depreciation	10,723,545	6,730,907
Loss/ (Profit) on sale of Fixed Assets (net)	(84,811)	34,550
Liabilities no longer required written back	(572,190)	(3,440)
Loss on sale of Investment	-	250
Interest and Dividend Income	(25,462,333)	(25,029,807)
Interest from Income Tax	(507,416)	(609,348)
Operating Profit before Working Capital Changes	(451,736)	(5,327,169)
Adjustments for :		
Trade & other receivables	4,622,940	1,530,801
Inventories	(1,881,698)	8,044,256
Trade payables	3,585,353	618,965
Cash generated from Operations	5,874,859	4,866,853
Direct Taxes Paid (net)	2,422,777	(2,832,804)
Net cash from Operating Activities	8,297,636	2,034,049
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets (incl CWIP)	(29,726,045)	(19,239,136)
Sale of Fixed Assets	3,209,580	215,000
Interest & Dividend Received	25,462,333	25,029,807
Purchase of Investments	(33,809,483)	-
Sale of Investments	4,229,999	500,000
Net cash used in Investing Activities	(30,633,616)	6,505,671
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Secured Term Loans & Overdraft paid	(28,577,614)	118,732
Unsecured Loan paid to subsidiaries	(53,200,000)	-
Proceed from Unsecured Loan	35,000,000	-
Proceeds from issue of Pref. Shares	29,800,000	-
Dividend Paid	(10,629,600)	(8,858,000)
Dividend Tax Paid	-	(1,505,417)
Net cash used in Financing Activities	(27,607,214)	(10,244,685)
Net (decrease) / increase in Cash & Bank Balances	(49,943,194)	(1,704,965)
Cash and Bank Balances as on 31.03.2010 (Opening Balance)	76,049,207	77,754,172
Cash and Bank Balances as on 31.03.2011 (Closing Balance)	26,106,013	76,049,207
	(49,943,194)	(1,704,965)

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Signatures to the Cash Flow Statement
For and on behalf of the Board of Directors

J. D. MEHTA
Executive Vice Chairman

BRAJ BINANI Chairman

Anil Maheshwary
Partner
Membership No.: 30739

VINOD JUNEJA
Managing Director

P.R. DAMANI
Dr. (Ms.) KALA PANT
B. SRINIVISAN
V. SUBRAMANIAN

} Directors

Place : Mumbai
Dated : 22nd April, 2011

RAKESH DARJI
Company Secretary



PART IV	
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE	
(I) Registration Details	
State Code	21
Registration Number	L22100WB1941PLC119187
Balance Sheet Date	31.03.2011
(II) Capital raised during the year (Amount in Rs. Thousands)	
Public Issue	NIL
Rights Issue	NIL
Bonus Issue	NIL
Private Placement (Preferential Issue)	29,800
(III) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)	
Total Liabilities	187,437
Total Assets	187,437
Sources of Funds	
Paid-up Capital	65,214
Reserves and Surplus	87,223
Unsecured Loans	35,000
Secured Loans	NIL
Application of Funds	
Net Fixed Assets	46,710
Investments	34,416
Deferred Tax Assets	2,062
Net Current Assets	104,249
Miscellaneous Expenditure	NIL
Accumulated Losses	NIL
(IV) Performance of the Company (Amount in Rs. Thousands)	
Turnover / Other Income	72,129
Total Expenditure	56,678
Profit Before Tax	15,451
Profit After Tax	15,735
Earnings Per Share (in Rupees)	431
Dividend Rate %	30%
(V) Generic Names of Three Principal Products / Services of Company	
(As Per Monetary Items)	
Unwrought Zinc	79.01
Unwrought Nickel	75.02
Unwrought Zinc	80.01
Investment , Trading & Business Services	N.A



**CONSOLIDATED
STATEMENT OF ACCOUNTS
OF
BINANI METALS LIMITED
AND
IT'S SUBSIDIARY COMPANIES
FOR THE YEAR ENDED
31ST MARCH 2011**



Auditors' Report

The Board of Directors
Binani Metals Limited

1. We have audited the attached Consolidated Balance Sheet of Binani Metals Limited (the Company) and its subsidiaries (hereinafter referred as the, Group) as at March 31, 2011, and also the Consolidated Profit and Loss account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto which we have signed under reference to this report. These Consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statement of six subsidiaries, included in the consolidated financial statements, which constitute total assets of Rs. 12,13,77,585 and net asset of Rs. 8,35,52,377 as at March 31, 2011 and total revenue of Rs. 23,18,16,264, net profit of Rs. 1,30,97,295 and net cash flow amounting to Rs. 3,70,42,169 for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the reports of such other auditors.
4. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards (AS) 21, notified under sub – section (3c) of section 211 of the Companies Act, 1956.
5. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the component of the Group as referred to above and to the best of our information and according to the explanation given to us, in our opinion the attached Consolidated financial statements give the information required by the Companies Act, 1956, 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 state of affairs of the Group as at March 31, 2011;
 - b. in the case of the Consolidated Profit and Loss Account, of the profit of the Group for the year ended on that date; and
 - c. in the case of the Consolidated Cash Flow Statement, of the Cash Flow of the Group for the year ended on that date.

For **ABROL & MAHESHWARY**
FRN : 003363N
Chartered Accountants

Anil Maheshwary
Partner
Membership No.:30739

Place: Mumbai
Date : 22nd April, 2011



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(Rupees)

	Schedule	As at 31st March, 2011	As at 31st March, 2010
SOURCES OF FUNDS			
Shareholders' funds			
Capital	A	65,213,500	35,413,500
Reserves & Surplus	B	100,547,636	75,696,744
		<u>165,761,136</u>	<u>111,110,244</u>
Loan Funds			
Secured Loans	C	449,682	28,577,614
Unsecured Loans		35,000,000	-
		<u>35,000,000</u>	<u>-</u>
TOTAL		<u>201,210,818</u>	<u>139,687,858</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	D	141,747,260	79,323,526
Less : Depreciation		43,350,094	30,630,966
		<u>98,397,166</u>	<u>48,692,560</u>
Net Block		<u>98,397,166</u>	<u>48,692,560</u>
Capital Work in Progress		728,914	
Investments	E	706,083	4,235,832
Deferred Tax Assets		3,995,400	1,564,300
Current Assets, Loans & Advances	F		
Inventories		3,830,297	1,739,958
Sundry Debtors		4,060,164	80,945
Cash & Bank Balances		78,994,993	79,039,784
Loans & Advances		81,795,707	34,433,328
		<u>168,681,161</u>	<u>115,294,015</u>
Less :Current Liabilities & Provisions	G		
Liabilities		49,558,986	16,238,447
Provisions		21,758,592	13,869,162
		<u>71,317,578</u>	<u>30,107,609</u>
Net Current Assets		<u>97,363,583</u>	<u>85,186,406</u>
Miscellaneous Expenditure	H		
(To the extent not written off or adjusted)			
Preliminary Expenses		19,672	8,760
		<u>19,672</u>	<u>8,760</u>
TOTAL		<u>201,210,818</u>	<u>139,687,858</u>
Notes to the Consolidated Accounts	Q		

In terms of our attached report of even date
For Abrol & Maheshwary
 FRN : 003363N
 Chartered Accountants

Signatures to the Balance Sheet and schedules A to H and Q
For and on behalf of the Board of Directors

Anil Maheshwary
 Partner
 Membership No.: 30739

Place : Mumbai
 Dated : 22nd April, 2011

J. D. MEHTA
 Executive Vice Chairman

VINOD JUNEJA
 Managing Director

RAKESH DARJI
 Company Secretary

BRAJ BINANI

P.R. DAMANI
Dr. (Ms.) KALA PANT
B. SRINIVISAN
V. SUBRAMANIAN

Chairman

Directors

**BINANI METALS LIMITED****CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

(Rupees)

Schedule	For the year ended 31st March, 2011	For the year ended 31st March, 2010
INCOME		
Sales	10,191,009	21,134,147
Profit from Commodities Futures Contracts	4,956,217	8,058,202
Rent & Service Charges	255,739,633	25,096,055
Brokerage and Commission	7,197,000	4,720,294
Interest & Dividend	15,559,763	22,363,153
Other Income	1,011,075	7,528
TOTAL	294,654,697	81,379,379
EXPENDITURE		
Cost of Sales - Shares & Securities	4,164,043	17,546,497
Raw Materials, Packing materials and Goods consumption	7,344,508	-
Payment to and Provision for Employees	67,161,188	15,370,250
Selling, Administration and Other Expenses	172,365,848	25,207,160
Interest & Finance Charges	1,387,767	2,301,433
Preliminary Expenses written off	12,468	-
Depreciation	12,967,776	7,914,701
TOTAL	265,403,598	68,340,041
Profit Before Tax	29,251,099	13,039,338
Tax Expenses		
- Current Tax	8,538,100	1,231,000
- Deferred Tax / (Credit)	(764,800)	(597,300)
- Short / (Excess) Provision of Income Tax / FBT of Earlier Years (Net)	(199,097)	2,804,105
Profit for the Year After Tax	21,676,896	9,601,533
Balance Brought Forward	(2,327,182)	1,707,386
Balance Brought Forward on acquisition of subsidiaries	9,457,840	-
Amount available for Appropriation	28,807,554	11,308,919
APPROPRIATION :		
Transfer to General Reserve	2,940,300	1,200,000
Proposed Dividend	10,629,600	10,629,600
Preference Dividend	411,485	-
Corporate Dividend Tax	3,086,623	1,806,501
Excess Provision of Corporate Dividend Tax of earlier year	(1,806,501)	-
Surplus Carried Forward	13,957,532	(2,327,182)
TOTAL	29,219,039	11,308,919
EARNING PER SHARE :		
Profit after Tax	21,676,896	9,601,533
Less : Preference Dividend	411,485	-
Less : Corporate Dividend Tax on Preference Dividend	66,753	-
Weighted Average No.of shares outstanding during the Period	35,432	35,432
Earning Per Share (Rs.) - basic and diluted	598	271
Notes to the Consolidated Accounts	Q	

In terms of our attached report of even date
For Abrol & Maheshwary
FRN : 003363N
Chartered Accountants

Signatures to the Profit and Loss Account and Schedules I to Q
For and on behalf of the Board of Directors

Anil Maheshwary
Partner
Membership No.: 30739

Place : Mumbai
Dated : 22nd April, 2011

J. D. MEHTA
Executive Vice Chairman

VINOD JUNEJA
Managing Director

RAKESH DARJI
Company Secretary

BRAJ BINANI

P.R. DAMANI
Dr. (Ms.) KALA PANT
B. SRINIVISAN
V. SUBRAMANIAN

Chairman

} Directors



**SCHEDULE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT
31ST MARCH, 2011**

	As at 31st March, 2011	As at 31st March, 2010
(Rupees)		
SCHEDULE "A"		
SHARE CAPITAL		
Authorised :		
40,000 (Previous Year 40000) Equity Shares of Rs.1000/-each	40,000,000	40,000,000
40,000 8% Non-Cumulative Redeemable Preference Shares of Rs.100/- each	40,000,000	-
	<u>80,000,000</u>	<u>40,000,000</u>
Issued		
35,514 (Previous Year 35,514) Equity Shares of Rs.1000/- each fully paid up	35,514,000	35,514,000
29,800 8% Non-Cumulative Redeemable Preference Shares of Rs. 1000/- each fully paid up	40,000,000	-
	<u>75,514,000</u>	<u>35,514,000</u>
Subscribed & Paid up		
35,432 (Previous Year 35,432) Equity Shares of Rs. 1000/- each fully paid up (of the above 8112 shares were issued to the members of other amalgamated companies pursuant to schemes of Amalgamation)	35,432,000	35,432,000
Add : Capital Suspense Account	200	200
Less : Call in Arrears	<u>(18,700)</u>	<u>(18,700)</u>
	<u>35,413,500</u>	<u>35,413,500</u>
29,800 8% Non-Cumulative Redeemable Preference Shares of Rs. 1000/- each fully paid up	29,800,000	-
TOTAL	<u>65,213,500</u>	<u>35,413,500</u>
SCHEDULE "B"		
RESERVES & SURPLUS		
Capital Reserve		
As per Last Balance Sheet	12,596,699	12,596,699
Share Premium		
On acquisition of subsidiaries	5,060,000	-
Capital Reduction Reserve		
As per Last Balance Sheet	716,277	716,277
on acquisition of subsidiaries	<u>500,000</u>	<u>-</u>
	1,216,277	716,277
Buy Back Reserve		
As per Last Balance Sheet	3,000,200	3,000,200
General Reserve		
As per Last Balance Sheet	61,711,000	60,511,000
On acquisition of subsidiaries	477,113	-
Add : Transferred from Profit and Loss Account	<u>2,940,300</u>	<u>1,200,000</u>
	65,128,413	61,711,000
Surplus		
Balance in Profit & Loss Account	<u>13,546,047</u>	<u>(2,327,182)</u>
TOTAL	<u>100,547,636</u>	<u>75,696,994</u>
SCHEDULE "C"		
LOAN FUND		
Secured Loan		
(Refer note no. 7 schedule " Q ")		
Hire Purchase Credit	449,682	270,955
Overdraft from Banks	-	28,306,659
	<u>449,682</u>	<u>28,577,614</u>
Unsecured Loan		
From Companies	<u>35,000,000</u>	<u>-</u>
	<u>35,000,000</u>	<u>-</u>

SCHEDULE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011



SCHEDULE "D"

FIXED ASSETS

(Rupees)

Sr.No	PARTICULARS	GROSS BLOCK					DEPRECIATION					NET BLOCK	
		As at 01.04 2010	Additions on acquisition subsidiaries	Additions	Deduction	As at 31.03.2011	Up to 01.04 2010	Addition on acquisition subsidiaries	For The Year	Deduction	Up to 31.03.2011	As at 31.03.2011	As at 31.03.2010
1	Tangible Freehold Land	-	490,594	-	-	490,594	-	-	-	-	-	490,594	-
2	Building (Including Premises on Ownership basis)	26,118,301	1,924,049	-	-	28,042,350	9,931,608	326,356	873,598	-	11,131,562	16,910,788	16,186,693
3	Furniture, Fixtures, Office Equipments, Plant & Machinery and Computers	15,352,040	3,375,351	1,333,397	138,410	19,922,378	9,237,632	2,379,047	1,496,807	71,320	13,042,166	6,880,212	6,114,408
4	Vehicles	37,853,185	2,267,799	30,573,723	6,303,252	64,391,455	11,461,726	245,806	10,597,371	3,128,537	19,176,366	45,215,089	26,391,459
5	Intangible Goodwill *	-	1,000	28,899,483	-	28,900,483	-	-	-	-	-	28,900,483	-
	T O T A L	79,323,526	8,058,793	60,806,603	6,441,662	141,747,260	30,630,966	2,951,209	12,967,776	3,199,857	43,350,094	98,397,166	48,692,560
	P R E V I O U S Y E A R	60,436,165	-	19,267,730	380,369	79,323,526	22,846,834	-	7,914,701	130,569	30,630,966	48,692,560	37,589,331

Capital Work in Progress (including advances)

728,914

*Addition to Goodwill out of Consolidation of Subsidiary Companies Accounts

99,126,080



**SCHEDULE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH, 2011**

SCHEDULE "E"

INVESTMENTS	Face Value per Share/ Debenture	As at 31st March, 2011		As at 31st March, 2010	
		No. of Shares/ Debentures	Amount	No. of Shares/ Debentures	Amount
		(Rupees)			
Long Term (at cost)					
Unquoted					
1. Debentures					
- 8% Debentures of Indian Chamber of Commerce	100	43.75	4,375	43.75	4,375
2. Equity Shares (fully paid)					
- Binani Zinc Ltd.	-	-	-	1,098,173	-
- Dharmik Commodeal Pvt. Ltd. (Refer note no. 12 of schedule "Q")	10	-	100,000	-	-
3. Investment in Mutual Funds					
OEFD HSBC Equity Fund - Dividend			200,000		
HSBC India Opportunities Fund - Dividend (IPO)	-	-	150,000	-	-
HDFC Equity Fund- Dividend Plan			150,000		
TATA Infrastructure Bond -Dividend (IPO) (Note: Number of units Purchased & Sold during the year is Nil.) (Market Value Rs. 10,57,436 (Previous Year Rs.10,26,182)			100,000	-	-
4. Guineas (11)		-	1,708	-	1,708
Quoted					
5. Equity Shares (fully paid)					
- Binani Industries Ltd.	10	-	-	4,758,750	4,229,999
TOTAL			706,083		4,236,082

Particulars	Market Value	Cost	Market Value	Cost
Aggregate Value of				
Quoted Investments	-	-	454,698,563	4,229,999
Unquoted Investments	-	706,083	-	6,083
Total		706,083		4,236,082

**BINANI METALS LIMITED****SCHEDULE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH, 2011**

	As at 31st March, 2011	As at 31st March, 2010
(Rupees)		
SCHEDULE " F"		
CURRENT ASSETS, LOANS & ADVANCES		
Inventories		
Stock-in-trade		
Stores & Spares Parts	95,553	-
Raw Materials	65,947	-
Finished Goods	47,141	-
Shares & Securities	3,621,656	1,739,958
	<u>3,830,297</u>	<u>1,739,958</u>
Sundry Debtors		
(Unsecured and considered good)		
Debts - Outstanding for a period more than six months	1,910,477	-
Other Debts	2,149,687	80,945
	<u>4,060,164</u>	<u>80,945</u>
Cash & Bank Balances		
Cash in hand	98,544	15,493
Balances with Scheduled Banks		
In Current Accounts*	53,821,345	3,898,844
In Fixed Deposit Accounts **	23,828,329	73,889,247
In Unclaimed Dividend Accounts	1,246,775	1,236,200
	<u>78,994,993</u>	<u>79,039,784</u>
Loans & Advances		
(Unsecured and considered good unless otherwise stated)		
Interest Accrued	182,779	230,155
Advances recoverable in cash or in kind or for value to be received	56,579,657	686,364
Inter-Corporate Deposits	10,000,000	20,000,000
Balance with Government Authorities	1,253,228	-
Advance Payment of Tax (net)	12,692,116	12,194,082
Security & Other Deposits	1,087,927	1,322,727
	<u>81,795,707</u>	<u>34,433,328</u>
TOTAL	<u>168,681,161</u>	<u>115,294,015</u>

Note:

* Balance in Current Account includes Rs. 67,495 (Previous Year Rs. 67,495) with a bank which is as per books only, in the absence of confirmation or a bank statement.

** Out of these fixed deposits, fixed deposit receipts of Rs. 148,20,430 (Previous Year Rs. 128,79,245) have been pledged with a bank against guarantees issued. (also refer note no.5 of schedule "Q")



ANNEXURE TO SCHEDULE "F"

DETAILS OF STOCK-IN-TRADE OF SHARES IN COMPANIES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	Face Value per Share	(Rupees)			
		As at 31st March, 2011		As at 31st March, 2010	
		No. of Shares	Amount	No. of Shares	Amount
QUOTED					
ACC LIMITED	10	-	-	100	58,487
AKASH AGRO INDUSTRIES LIMITED	10	-	-	8,000	6,400
AMBUJA CEMENTS LIMITED	2	100	7,130	100	7,130
BARAK VALLEY CEMENT LIMITED	10	150	2,223	150	2,223
BARODA RAYON LIMITED	10	4,000	11,800	4,000	11,800
COROMANDEL INTERNATIONAL LTD.	1	80	-	-	-
DALMIA BHARAT ENERPRISES LIMITED	10	100	-	-	-
DALMIA CEMENT BHARAT LIMITED	2	100	2,405	100	7,830
FLUIDLEAN IND. LIMITED	10	-	-	1,000	1,100
GRASIM INDUSTRIES LIMITED	10	-	-	50	78,840
HEERA ISPAT LIMITED	10	4,000	4,000	4,000	4,000
HEIDELBERG CEMENT LIMITED	10	-	-	100	1,865
HINDALCO INDUSTRIES LIMITED	10	-	-	1,000	136,683
HINDUSTAN ZINC LIMITED	10	-	-	100	44,740
INDIA CEMENT LIMITED	10	100	9,560	100	10,595
INDIAN POLYFINS LIMITED	10	-	-	500	375
ISPAT INDUSTRIES LIMITED	10	-	-	4,500	48,825
J. K. CEMENT LIMITED	10	-	-	200	7,930
JHAGADIA COPPER LIMITED	10	3,000	6,810	3,000	10,050
JSW STEEL LIMITED	10	500	458,150	-	-
KLK ELECTRICAL LIMITED	10	-	-	2,000	6,000
LARSEN & TOUBRO LIMITED	2	400	661,300	100	67,265
LIC HOUSING FINANCE LIMITED	2	1,500	311,216	-	-
LML LIMITED	10	5,000	29,400	5,000	29,400
MADRAS CEMENT LIMITED	10	-	-	1,000	71,400
MANGALAM CEMENTS LIMITED	10	-	-	100	5,890
MARKSANS PHARMA LIMITED	1	25,000	56,250	25,000	103,500
MULTIMETALS LIMITED	10	100	1	100	1
ONGC	5	2,000	580,200	-	-
PENAR ALUMINIUM LIMITED	10	4,000	3,880	4,000	4,880
PRESTIGE FOODS LIMITED	10	-	-	1,500	2,625
PRISM CEMENTS LIMITED	10	-	-	1,000	22,750
PUNJAB & SIND BANK	10	98	10,594	-	-
REVATI ORGANICS LIMITED	10	-	-	500	1,000
RUIA AQUACUL LIMITED	10	-	-	2,000	1,800
S. S. FORGING LIMITED	10	94	167	94	167
SHIPPING CORPORATION OF INDIA LIMITED	10	522	56,324	-	-
SHREE CEMENT LIMITED	10	-	-	50	35,458
SOMANI IRON DM LIMITED	10	-	-	2,000	2,000
SRI DIGVIJAY CEMENTS LIMITED	10	-	-	2,000	13,740



BINANI METALS LIMITED

SCHEDULE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

ANNEXURE TO SCHEDULE "F" (Continued)

(Rupees)

PARTICULARS	Face Value per Share	As at 31st March, 2011		As at 31st March, 2010	
		No. of Shares	Amount	No. of Shares	Amount
SUNCITY SYNTHETIC LIMITED	10	-	-	800	800
TATA POWER CO. LIMITED	10	500	665,175	-	-
TATA STEEL LIMITED	10	266	142,256	1,017	251,157
THE INDIAN HOTELS CO. LIMITED	1	1,000	84,200	-	-
TULASEE BIOTECH LIMITED	10	-	-	3,000	6,000
ULTRATECH CEMENT LIMITED	10	-	-	50	27,550
UV BOARDS LIMITED	10	-	-	2,900	18,850
VIJAYTAUDIO WORLD LIMITED	10	-	-	100	50
NON-QUOTED					
DEWAS SOYA LIMITED	10	50,000	500,000	50,000	500,000
INDIAN LEAD LIMITED	10	18,616	18,616	18,616	18,616
METAL REFINERS INDIA PVT. LIMITED	10	-	-	110,000	110,000
VAM HOLDINGS LIMITED	10	-	-	37	187
GRAND TOTAL			3,621,656		1,739,958

As at
31st March, 2011

As at
31st March, 2010

SCHEDULE "G"

CURRENT LIABILITIES & PROVISIONS

Current Liabilities

Creditors	30,757,019	1,307,743
Other Liabilities	17,555,192	13,694,504
Unclaimed dividends *	1,246,775	1,236,200
	49,558,986	16,238,447

Provisions

Retirement Leave Encashment Benefit	2,200,198	1,283,430
Gratuity	3,739,745	141,231
Bonus	894,109	8,400
Ex- Gratia	1,238,467	-
Leave Travel Assistance	853,848	-
Proposed Dividend	11,041,085	10,629,600
Corporate Dividend Tax	1,791,140	1,806,501
	21,758,592	13,869,162

TOTAL

71,317,578

30,107,609

*Will be credited to Investor Education and Protection Fund on due date

SCHEDULE "H"

MISCELLANEOUS EXPENDITURE

(To the extent not written off or adjusted)

- Preliminary Expenses	19,672	8,760
TOTAL	19,672	8,760

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SCHEDULE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rupees)

	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
SCHEDULE "I"		
SERVICE CHARGES		
- For Use of Cars	15,637,937	12,163,655
- For Rent & Storage Facility	1,704,400	1,802,400
- For Advertisement & Media Services	155,655,496	-
- For Manpower Services	69,961,800	-
- For Other Services	12,780,000	11,130,000
	<u>255,739,633</u>	<u>25,096,055</u>
SCHEDULE "J"		
INTEREST AND DIVIDEND		
Dividend	11,112,695	14,372,253
Interest (Gross)		
- Inter Corporate Deposit	1,740,821	2,600,002
- Bank and Others	2,706,247	5,390,898
	<u>15,559,763</u>	<u>22,363,153</u>
SCHEDULE "K"		
OTHER INCOME		
Recovery of Bad Debts Written off in earlier year	13,000	-
Liabilities no longer required Written Back	572,221	7,528
Profit on Sale of Investment	191,702	-
Profit on Sale of Fixed Assets	86,047	-
Sundry Income	148,105	-
TOTAL	<u>1,011,075</u>	<u>7,528</u>
SCHEDULE "L"		
COST OF SALES - SHARES & SECURITIES		
Opening Stock	1,739,958	9,784,214
Add: Purchases	6,045,741	9,502,241
	<u>7,785,699</u>	19,286,455
Less: Closing Stock	3,621,656	1,739,958
TOTAL	<u>4,164,043</u>	<u>17,546,497</u>
SCHEDULE "M"		
RAW MATERIALS ,PACKING MATERIALS AND GOODS CONSUMPTION		
Raw Material & Packing Materials Consumed/ Sold		
Opening Stock	145,183	-
Add : Purchases	7,242,793	-
Less: Closing Stock	55,910	-
	<u>7,332,066</u>	-
(Increase)/Decrease in Finished Goods		
Opening Stock	42,934	-
Closing Stock	47,141	-
	<u>(4,207)</u>	-
Excise Duty on increase / (decrease) in stock	16,649	-
	<u>7,344,508</u>	-



BINANI METALS LIMITED

SCHEDULE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rupees)

	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
SCHEDULE "N"		
PAYMENT TO AND PROVISIONS FOR EMPLOYEES		
Salaries, Bonus & Allowances	60,593,696	15,064,005
Contribution to Provident & Other Funds	5,939,507	286,674
Staff Welfare	627,985	19,571
TOTAL	67,161,188	15,370,250
SCHEDULE " O "		
SELLING, ADMINISTRATION & OTHER EXPENSES		
Communication Expenses	1,848,335	738,313
Travelling Expenses	8,469,784	6,222,346
Rent	3,130,493	2,233,038
Power and Fuel Expenses	180,313	86,420
Rates & Taxes	194,063	21,379
Repairs & Maintenance Expenses -		
- Buildings	535,915	309,192
- Other Assets	176,340	35,183
Insurance	580,124	427,972
Motor Car Expenses	2,759,116	1,510,645
Directors' Fees	96,000	91,000
Legal & Professional Expenses	14,234,634	5,304,218
Auditors' Remuneration		
- Statutory Audit Fees	364,840	184,201
- Tax Audit Fees	86,210	38,605
- Certification Charges	3,000	8,274
- Out of Pocket Expenses	66,276	1,500
	520,326	232,580
Loss on Sale of Fixed Assets	-	34,550
Loss on Sale of Investments	-	250
Sundry Debit Balance Written Off	383,089	-
Advertisement & Media Expenses	131,279,344	-
Labour Charges	207,056	-
Miscellaneous Expenses	7,770,916	7,960,074
TOTAL	172,365,848	25,207,160
SCHEDULE "P"		
INTEREST & FINANCE CHARGES		
Hire Purchase Credits	77,305	89,016
Others	1,180,360	2,104,798
Bank Charges	130,102	107,619
TOTAL	1,387,767	2,301,433



SCHEDULE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED ACCOUNTS AS AT AND FOR THE
YEAR ENDED 31ST MARCH, 2011

SCHEDULE "Q"

Notes to Consolidated Accounts

1. Significant Accounting Policies:

1.1 Basis of Accounting

The financial statements are prepared on an accrual basis under the historical cost convention and in accordance with the accounting principles generally accepted in India and the provisions of the Companies Act, 1956

1.2 Fixed Assets

Cost of fixed assets comprises of purchase price, duties, and any cost directly attributable to bringing the asset to its working condition for the intended use.

1.3 Depreciation (Other than Leased Assets)

Depreciation on fixed assets is provided using the written down value method at the rates prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on assets acquired/disposed during the year is provided pro-rata from / upto the date of acquisition/disposal.

1.4 Impairment of Assets

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

1.5 Leasing Business

Lease rentals are accounted for as revenue when they contractually accrue. The corresponding assets are depreciated over the life prescribed under Schedule XIV of the Companies Act, 1956 or the primary lease period, whichever is earlier. In the year of addition or disposal of any assets, the depreciation is charged on pro-rata basis in proportion to the period of its ownership.

1.6 Long Term Investments

Shares and Securities held without the intention of trading are classified as investments and valued at cost reduced by a provision for any diminution other than temporary, in their values, where applicable.

1.7 Inventories

Inventories are valued at cost or net realisable value whichever is lower. Cost is determined on the basis of the weighted average method and includes all costs incurred in bringing the inventories to their present location and condition.

1.8 Recognition of Revenue

Sale of shares & securities are recognised on the trade dates.

Income is recognized on accrual basis except when there is significant uncertainty

1.9 Income Taxes

Income-tax expense is accrued in accordance with AS 22 – Accounting for taxes on income, which includes current and deferred taxes. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

**SCHEDULE “ Q “ (Continued)**

Deferred tax assets are recognized for all deductible timing differences, carry forward of unused tax assets and unused tax losses only if there is virtual certainty that such deferred tax assets can be realised against future tax liabilities.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred Tax assets of Sambhaw Holdings Ltd are recognised for all deductible timing differences, carry forward of unused tax assets and unused tax losses only if there is virtual certainty that such deferred tax assets can be realised against future tax liabilities.

Accordingly, as a matter of prudence, the Company has not recognised the carried forward business loss / unabsorbed depreciation under the Income Tax Act, 1961 as a deferred tax asset.

Deferred Tax assets of Asian Industry & Information Services Pvt. Ltd., Damini Multitrade Pvt. Ltd. and Dhaneshwar Solution Pvt. Ltd.

Net deferred tax assets after deducting deferred tax liabilities have not been recognized by the Company on prudence basis in accordance with AS-22 issued by the ICAI. Similarly net deferred tax amount for the current year have also not been recognized on prudence basis

1.10 Contingent Liability

These, if any, are disclosed in the notes to the accounts. Provision is made in the accounts if it becomes probable that an out flow of resources embodying economic benefits will be required to settle the obligation.

1.11 Foreign Currency Transactions

Transactions in foreign currencies are recorded at the rate on the date of transaction. Foreign currency assets and liabilities are translated at the year end exchange rates or forward cover rates as applicable and the resultant gain or loss is adjusted to the Profit & Loss Account.

For Asian Industry & Information Services Pvt. Ltd., when subsequent realization is ascertainable the realizable rate has been taken. Subscriptions received in advance are recorded at the rate of exchange in force at the date of realising the remittance.

1.12 Retirement Benefits

The Provident Fund Scheme is a defined contribution plan for which the contribution accruing during each year as per the scheme is expensed. The Gratuity Scheme is a defined benefit plan which is funded with the Life Insurance Corporation of India and the liability of accrued gratuity based on actuarial valuation as per Accounting Standard 15 (Revised), is expensed. Provision is made towards liability for Leave Encashment on the basis of actuarial valuation as per Accounting Standard 15 (Revised).

Employee benefits

i) Short Term Employee Benefits – All employee benefits payable within twelve months of rendering the service are recognized in the period in which the employee renders the related service.

ii) Post Employment / Retirement Benefits – Defined Contribution Plans such as Provident Fund, Superannuation Fund etc. are charged to the Profit and loss Account as incurred.

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

iii) Other long Term Employee Benefits are recognized in the same manner as Defined Benefit Plans.

1.13 Segment Reporting Policies:

Identification of segments:



SCHEDULE " Q " (Continued)

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items:

The Corporate and Other segment includes general corporate income and expense items which are not directly identifiable to any segment and therefore not allocated to any business segment.

2. Principles of Consolidation

The consolidated financial statements relate to Binani Metals Limited (the Company) and its wholly owned subsidiaries Sambhaw Holdings Ltd., Sapan Holdings & Trading Pvt. Ltd, Dhaneshwar Solution Pvt. Ltd, Nirbhay Management & Services Pvt. Ltd, Damini Multitrade Pvt. Ltd, Ess Vee Alloys Pvt. Ltd, Asian Industry & Information Services Pvt. Ltd & Dharmik Commodeal Pvt. Ltd. The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group transactions resulting in unrealized profits or losses.
- The consolidated financial statements have been 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.

3. Contingent Liabilities

(Rupees)

Particulars	As at 31st March, 2011	As at 31st March, 2010
(a) Claims against the Company for Income Tax matters under appeal, not acknowledged as debts.	3,517,558	17,558
(b) Rent to Kolkata Port Trust	Nil	1,569,040

The City Civil Court at Kolkata has passed an order dated 3rd December, 2009 not recognizing the company as a tenant whereby the godown has been handed over to the Standard Chartered Bank, the recognized tenant. However, the Bank has been given time by the court to recover rent and / or charges as well as other amounts in respect of the said godown. However, to date no demand for recovery has been made by the Bank and, therefore, this is no longer considered as contingent liability.

4. Provisions:

The company has made provisions for the following:

(Rupees)

	Opening Balance	Additions on acquisition of subsidiaries	Provision	Utilization	Closing Balance
Leave Encashment	1,152,870	1,233,471	842,804	1,028,947	2,200,198
Bonus	8,400	560,067	825,351	503,209	894,109

- The Company has given Counter guarantee to a bank in respect of a guarantee furnished by it to the Government of India for certain transactions of a partnership firm against the original counter guarantee of Rs. 8,997,500. The fixed deposit with the bank as at 31st March, 2011 is Rs. 14,820,430/- and accordingly the Company has provided for Rs. 14,820,430/- as the subject matter of the bank is subjudice.

**SCHEDULE “ Q “ (Continued)**

6. The Company has issued jointly with Binani Industries Ltd., General Bond under section 59(2) of the Customs Act, 1962, for a sum of Rs. 24 crores to the Custom Authorities. There is no claim so far received by the Company as at 31st March, 2011, the value of goods lying in bond was Rs. 1,002,940,300 (Previous Year Rs. 567,396,974) and the estimated liability for duty is Rs. 180,400,817 (Previous Year Rs. 98,706,801).

7. Loans – Secured

A) Hire Purchase Credit – Nil (Previous Year Rs. 270,955)

Secured by hypothecation of respective vehicles. The title in the property of respective vehicle to be passed on payment of final installment.

B) Overdraft from Banks - HDFC Bank Limited as at 31st March, 2011–Nil (Previous Year Rs.13,388,432) & The Saraswat Co-Operative Bank Limited as at 31st March, 2011 – Nil (Previous Year Rs. 14,918,227).

8. Managerial Remuneration:

(Rupees)

Particulars	For year ended 31st March, 2011	For year ended 31st March, 2010
Salaries & Allowances	14,035,000	11,615,000
Perquisites *	2,070,211	1,798,757
Total	14,688,311	13,413,757

* include monetary value of non cash perquisites as per Income Tax Act, 1961.

9. Major Components of Deferred Tax Assets arising on account of timing differences are :

(Rupees)

Particulars	As at 31st March, 2011	As at 31st March, 2010
Deferred Tax Assets Fixed Assets – Depreciation	1,971,500	1,044,000
Disallowance under Income Tax Act, 1961	2,023,900	520,300
Total	3,995,400	1,564,300

10. The net effect of Commodity Future Contracts transactions is shown as Profit from Commodity Futures contracts.

11. Disclosure under AS-15 (Revised 2005):**I Defined Contribution Plans :**

Contribution to Defined Contribution Plans, recognized as expense for the period are under :

(Rupees)

Particulars	For year ended 31st March, 2011	For year ended 31st March, 2010
Employers' Contribution to Provident Fund	199,138	182,183
Employers' Contribution to Superannuation Fund	110,220	94,800

II Defined benefit Plan:**Contribution to Gratuity Fund**

The Company makes annual contributions to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on superannuation, death or on separation / termination in terms of the provisions of the Payment of Gratuity Act or as per Company's policy whichever



SCHEDULE " Q " (Continued)

is beneficial to the employees. Since the annual contribution to the Employees' Group Gratuity-cum Life Assurance Scheme of LIC falls due for payment later during the year, the liability for the year ended 31st March, 2011 could not be ascertained and therefore not provided. The same shall be considered at the end of the year. The following table sets out the funded status of the gratuity plan and the amounts recognized in the Company's financial statements as at 31st March, 2011.

Particulars	Unfunded	Funded		Total
	Nirbhay Management Services Pvt. Ltd	Binani Metals Limited	Asian Industry & Information Services Pvt. Ltd	
Change in present value of obligation				
Present value of obligation as at 1 st April, 2010	3,067,794	47,842	1,045,168	4,160,804
Interest Cost	300,234	3,827	83,613	387,674
Service Cost	595,292	21,281	61,113	677,686
Benefits Paid	(47,769)	Nil	Nil	(47,769)
Actuarial (gain) / loss on obligation	(436,072)	3,404	380,989	(51,679)
Present value of obligation, as at 31st March, 2011	(436,072)	76,354	1,570,883	1,211,165
Change in plan assets				
Fair value of plan assets as at 1 st April, 2010	Nil	403,840	1,031,470	1,435,310
Expected return on plan assets	Nil	36,951	107,758	144,709
Contributions	47,769	Nil	159,936	207,705
Benefits paid	(47,769)	Nil	Nil	(47,769)
Actuarial gain/ (Loss) on plan assets	Nil	Nil	Nil	Nil
Fair value of plan assets as at 31st March, 2011	Nil	440,791	1,299,164	1,739,955
Amount recognized in the Balance Sheet				
Present value of obligation as at 31st March, 2011	3,479,479	76,354	1,570,883	5,126,716
Fair value of plan assets as at 31st March, 2011	Nil	440,791	1,299,164	1,739,955
Net obligation as at 31st March, 2011	3,479,479	(364,437)	271,719	3,386,761
Net gratuity cost for the year ended 31st March, 2011				
Current service Cost	595,292	21,281	61,113	677,686
Interest Cost	300,234	3827	83,613	387,674
Expected return on plan assets	Nil	(36951)	(107,758)	(144,709)
Net Actuarial (gain) / Loss to be recognized	(436,072)	(8,439)	380,989	(63,522)
Net gratuity cost	459,454	(20,282)	417,957	857,129
Assumptions used in accounting for the gratuity plan	%	%	%	-
Discount Rate	6	8	8	-
Salary escalation rate	2	4	5	-

12. Dharmik Commodeal Pvt. Ltd. has ceased to be a subsidiary of the company w.e.f. 18.03.2011

**SCHEDULE " Q " (Continued)**

13. Disclosures of loans/ Advances / Investments balances as required under clause 32 of listing agreement.

(Rupees)

Party Name	Relationship Type	Transaction	Outstanding as at 31st March, 2011	Maximum amount outstanding during the year
Dharmik Commodeal Pvt. Ltd. (Refer note no. 12 of) schedule " Q "	Subsidiary Company	Investment Inter-Corporate Deposits	100,000 (100,000) Nil (Nil)	100,000 (100,000) 4,230,000 (Nil)
Binani Industries Ltd.	Associate Company	Investments	Nil (4,229,999)	4,229,999 (4,229,999)
Goa Glass Fibre Ltd.	Associate Company	Inter-Corporate Deposits	Nil (20,000,000)	20,220,822 (20,213,699)
Triton Trading Co. Pvt. Ltd	Associate Company	Inter-Corporate Deposits	10,000,000 (Nil)	10,069,042 (Nil)

* Figures in brackets indicate figures of Previous Year



SCHEDULE " Q "(Continued)

14. Consolidated Related Party Disclosure:

During the year, the company entered into transactions with related parties. Those transactions along with related balances as at 31st March, 2011 and 31st March, 2010 and for the years then ended are presented in the following table

(Rupees)

Particulars	Enterprises where Key Management Personnel have got significant influence
Service Charges for Use of Cars*	14,977,937 (11,598,494)
Media Services	166,564,833 (Nil)
Service Charges for Storage Facility*	1,484,400 (6,932,400)
Rent & Service Charges*	78,961,800 (Nil)
Dividend Received	11,000,000 (14,246,250)
Interest Received	1,054,247 (2,600,002)
Advertising Services	408,450 (Nil)
Reimbursement of Expenses	185,296 (Nil)
Service Charges Paid*	2,400,000 (Nil)
Unsecured Loan Repaid	2,639,147 (Nil)
Interest Paid	184,111 (Nil)
Investment Sold	4,229,999 (200,000)
Unsecured loan Given	4,230,000 (Nil)
Unsecured loan received back	4,230,000 (Nil)
Unsecured loan taken	35,000,000 (Nil)
Issue of NCR Preference Shares	29,800,000 (Nil)
Balance outstanding {receivables/(payables)} as at the year end including interest	(41,033,912) (20,053,370)

(Figures in bracket pertain to previous year)

Notes:

- i) Key Management Personnel - Shri Braj Binani (No transactions during the year), Shri J.D.Mehta and Shri Vinod Juneja (Managerial Remuneration paid is disclosed under Schedule " Q " Note No.10)
- ii) Related Entities of Key Management Personnel - Binani Industries Ltd, Binani Zinc Ltd., Goa Glass Fibre Ltd., Binani Cement Ltd., Triton Trading Co. Pvt. Ltd., Ace Portfolio & Finance Pvt. Ltd., Lexus Holdings & Fin. Pvt. Ltd., Manjushree Holdings Pvt. Ltd., Vijayshree Holdings Pvt. Ltd, Dharmik Commodeal Pvt. Ltd (upto March 18, 2011)

SCHEDULE “ Q “ (Continued)

15. Consolidated Segment Information for the year ended 31st March, 2011

(Rupees)



Particulars	Trading in shares & Securities		Media Services		Business Centre		Commercial & Service Activities		Unallocated		Total	
	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010
REVENUE												
Gross Receipts	4,941,014	21,230,150	155,655,496	-	9,000,000	7,954,088	103,237,354	29,924,551	21,820,833	22,270,590	294,654,697	81,379,379
RESULTS												
Segment Result	772,519	3,668,783	10,953,353	-	7,466,845	6,370,203	9,705,333	(1,418,760)	1,740,817	6,720,545	30,638,866	15,340,771
Interest & Finance Expenses	-	-	-	-	(485)	(512)	(663,627)	(2,179,289)	(723,655)	(121,632)	(1,387,767)	(2,301,432)
Income Taxes	-	-	-	-	-	-	-	-	(7,773,300)	633,700	(7,773,300)	(633,700)
Income Taxes - Earlier Years	-	-	-	-	-	-	-	-	199,097	(2,804,105)	199,097	(2,804,105)
Net Profit	772,519	3,668,783	10,953,353	-	7,466,360	6,369,691	9,041,706	(3,598,049)	(6,557,042)	3,161,108	21,676,896	9,601,533
OTHER INFORMATION												
Segment Assets	4,308,867	2,301,959	10,206,572	-	62,797,038	20,986,746	62,337,281	26,416,983	61,561,060	89,982,170	201,210,818	139,687,858
Segment Liabilities	-	-	-	-	-	-	-	28,577,614	201,210,818	11,110,244	201,210,818	139,687,858
Capital Expenditure	-	-	1,570,789	-	-	28,594	30,213,156	16,843,436	123,175	2,395,700	31,907,120	19,267,730
Depreciation	-	-	275,020	-	1,088,561	1,183,794	10,809,205	6,473,716	794,990	257,191	12,967,776	7,914,701

The Companies activities cannot be classified under any geographical segments



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

Particulars	(Rupees)	
	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax and Extraordinary Items	29,251,099	13,039,338
Adjustments for :		
Depreciation	12,967,776	7,914,701
Loss (Profit)on sale of Fixed Assets	(86,047)	34,550
Profit on sale of Investment	(191,702)	-
Excess Provision written back	(57,222)	(7,528)
Loss on sale of Investment	-	250
Interest & Dividend	(15,559,763)	-
Interest from Income Tax	(550,941)	(609,348)
Operating Profit before Working Capital Changes	25,258,201	20,371,963
Adjustments for		
Trade & Other receivables	(39,110,506)	1,373,242
Inventories	(1,740,431)	8,044,256
Trade Payables	29,598,698	549,179
Cash generated from Operations	14,005,962	30,338,640
Direct Taxes Paid (including FBT) (net)	(4,519,434)	(2,832,804)
Net cash from Operating Activities	9,486,528	27,505,836
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Interest & Dividend	15,559,763	-
Purchase of Fixed Assets (incl CWIP)	(32,636,034)	(19,267,730)
Goodwill on acquisition of subsidiaries	(28,899,483)	-
Preliminary Expenses	5,264	(8,760)
Sale of Fixed Assets	3,327,852	215,000
Investment for acquisition of subsidiaries	(4,910,000)	-
Sale of Investments	4,946,978	500,000
Net cash used in Investing Activities	(42,605,660)	(18,561,490)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Secured Term Loans & Overdraft	(29,002,804)	118,732
Proceeds from Unsecured Loan	35,000,000	-
Repayment of Unsecured Loan	(2,474,187)	-
Proceeds from issue of preference / equity shares	29,900,000	-
Dividend Paid	(10,629,600)	(8,858,000)
Dividend Tax Paid	(1,295,483)	(1,505,417)
Net cash used in Financing Activities	21,497,926	(10,244,685)
Net (decrease) / increase in Cash & Bank Balances	(11,621,206)	(1,300,339)
Cash and Bank Balances as on 31.03.2010 (Opening Balance)	79,039,784	80,717,451
Add : Upon acquisition of New Subsidiaries	11,665,791	100,000
Less : Upon deletion of subsidiary	89,376	477,328
Cash and Bank Balances as on 31.03.2011 (Closing Balance)	78,994,993	79,039,784
	(11,621,206)	(1,300,339)

In terms of our attached report of even date
For Abrol & Maheshwary
 FRN : 003363N
 Chartered Accountants

Signature to the Consolidated Cash Flow Statement
For and on behalf of the Board of Director

Anil Maheshwary
 Partner
 Membership No.: 30739

Place : Mumbai
 Dated : 22nd April, 2011

J. D. MEHTA
 Executive Vice Chairman

VINOD JUNEJA
 Managing Director

RAKESH DARJI
 Company Secretary

BRAJ BINANI

Chairman

P.R. DAMANI
Dr. (Ms.) KALA PANT
B. SRINIVISAN
V. SUBRAMANIAN

} Directors

Statement Pursuant to Section 212 (3) and 212(5) of the Companies Act, 1956 relating to Subsidiaries of Binani Metals Limited for the year ended 31st March 2011



Sr. No	Name of the Subsidiary Company	Sambhaw Holdings Ltd	Sapan Holdings & Trading Pvt. Ltd	Dhaneshwar Solution Pvt. Ltd	Damini Multitrade Pvt. Ltd	Ess Vee Alloys Pvt. Ltd	Asian Industry & Information Services Pvt. Ltd	Nirbhay Management Services Pvt. Ltd
1	Country of Incorporation	India	India	India	India	India	India	India
2	Financial year / period of the Subsidiary Company	April 1, 2010 to March 31, 2011	April 1, 2010 to March 31, 2011	January 20, 2010 to March 31, 2011	April 1, 2010 to March 31, 2011	April 1, 2010 to March 31, 2011	April 1, 2010 to March 31, 2011	April 1, 2010 to March 31, 2011
3	Relation with Binani Metals Limited	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary
4	Information pursuant to Sec. 212 (3)							
A)	Extent of the Holding Company's interest in the Subsidiary as at the end of the Financial Year / Period :							
	Number of Shares	50,000 Equity Shares of Rs.10 each	25,000 Equity Shares of Rs.10 each	10,000 Equity Shares of Rs. 10 each	2,50,000 Equity Shares of Rs.10/- each	1,00,000 Equity Shares of Rs. 10/- each	56,000 Equity Shares of Rs.10/- eac	50,000 Equity Shares of Rs. 10/- each
	Number of Preference shares	-	-	-	-	-	-	-
	% of Share Holding (Excluding Preference Share Capital)	100%	100%	100%	100%	100%	100%	100%
B)	Net aggregate amount of Profits / (Losses) of the subsidiary so far it concerns members of BML not dealt with in the standalone accounts of the company :							
	a) For the financial year / period of the subsidiary aforesaid	645,079	162,103	(469,420)	1,450,565	(1,448,694)	8,848,298	6,197,358
	b) For the previous financial year / period of the subsidiary since it became the holding company's subsidiary	(6,813,254)	-	-	-	-	-	-
5	Information pursuant to sec. 212 (5)							
	a) Change in the Holding company's interest between the end of the financial year of the subsidiary and holding company	-	-	-	-	-	-	-
	b) Material change between the end of the financial year of subsidiary and holding company :							
	i) Subsidiary's investment	-	-	-	-	-	-	-
	ii) the money lent by Subsidiary	-	-	-	-	-	-	-
	iii) Money borrowed by subsidiary for any purpose other than that of meeting current liabilities. (from Holdings Company)	2,73,00,000	4,05,00,000	-	-	27,00,000	-	-

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Place : Mumbai
Dated : 22nd April, 2011

BRAJ BINANI Chairman
J. D. MEHTA Executive Vice Chairman
VINOD JUNEJA Managing Director
RAKESH DARJI Company Secretary

For and on behalf of the Board of Directors
P.R.Damani
Dr. (Ms.)Kala Pant
B. Srinivasan
V. Subramanian

BINANI METALS LIMITED

SUMMARISED FINANCIAL INFORMATION IN RESPECT OF SUBSIDIARIES OF THE COMPANY UNDER SECTION 212(8) OF THE COMPNAIES ACT, 1956 READ WITH GENERAL CIRCULAR NO. 2/2011 DATED 08.02.2011, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS.

(Amount in Lakhs)

Name of the Subsidiary Company	Country of Incorpor.	Relation. ship	Financial year ended on	Currency	Capital	Loan	Share Appl. Money	Reserves	Total Assets	Total Liab.	Details of Invest.	Turn Over excl. other income	Profit/ (Loss) before taxation	Provision for Taxation	Profit/ (Loss) after taxation	Profit/ (Loss) after prior items	Interim Dividend	Proposed Dividend
ESS Vee Alloys Pvt. Ltd.	India	Subsidiary	31.03.2011	INR	10.00	27.00	-	-	44.30	11.91	-	52.80	(14.49)	-	(14.49)	(14.49)	-	-
Nirbhay Management & Services Pvt. Ltd.	India	Subsidiary	31.03.2011	INR	5.00	4.50	-	88.39	189.67	91.78	-	637.04	93.98	32.01	61.97	61.97	50.00	-
Asian Industry & Information Services Pvt. Ltd.	India	Subsidiary	31.03.2011	INR	5.60	100.00	-	102.47	474.24	272.18	6.00	1,556.55	111.12	39.07	72.05	72.05	28.00	-
Sapan Holdings & Trading Pvt. Ltd.	India	Subsidiary	31.03.2011	INR	2.50	405.00	-	4.62	413.72	1.61	-	-	1.68	(0.05)	1.62	1.62	-	-
Damini Multitrade Pvt. Ltd.	India	Subsidiary	31.03.2011	INR	25.00	-	-	8.76	40.04	6.28	-	62.58	21.94	7.44	14.51	14.51	-	-
Dhaneshwar Solution Pvt. Ltd.	India	Subsidiary	31.03.2011	INR	1.00	-	55.00	-	56.00	-	-	-	(4.69)	-	(4.69)	(4.69)	-	-
Sambhaw Holdings Ltd.	India	Subsidiary	31.03.2011	INR	5.00	273.00	-	-	217.68	1.37	-	90.00	6.45	-	6.45	6.45	-	-

Place : Mumbai
Dated : 22nd April, 2011

BRAJ BINANI Chairman
J. D. MEHTA Executive Vice Chairman
VINOD JUNEJA Managing Director
RAKESH DARJI Company Secretary

For and on behalf of the Board of Directors
P.R.Damani
Dr. (Ms.)Kala Pant
B. Srinivasan
V. Subramanian





ASIAN INDUSTRY & INFORMATION SERVICES PRIVATE LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2011

ABSTRACT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	(Rupees)		PARTICULARS	(Rupees)	
	As at 31/03/2011	As at 31/03/2010		Year Ended 31/03/ 2011	Year Ended 31/03/2010
SOURCES OF FUNDS			INCOME		
Shareholders' funds :			Income From Operations	155,655,496	15,488,075
Share Capital	560,000	560,000	Other Income	473,886	715,287
Reserves & Surplus	10,246,573	6,306,234		156,129,382	16,203,362
	10,806,573	6,866,234	EXPENDITURE		
Unsecured Loan	10,000,000	0	Material Cost	2,406,726	1,536,769
	20,806,573	6,866,234	Administrative Expenses	12,315,691	7,636,297
			Selling and Distribution Expenses	123,613,830	2,720,615
APPLICATION OF FUNDS			Employee's Cost	6,405,632	3,491,181
Fixed Assets				144,741,879	15,384,862
Gross Block	2,294,985	2,158,366	Profit before Depreciation and Taxes	11,387,503	818,500
Add : Additions	1,570,789	136,619	Depreciation	275,020	117,449
	3,865,774	2,294,985	Profit Before Tax	11,112,483	701,051
Less : Deduction	79,560	0	Less : Provision for Taxes		
Less :Depreciation	2,233,037	2,025,305	a) Current Taxes	3,907,100	245,000
Net Block	1,553,177	269,680	Add: Excess Provision Written Off	-	126,024
Investments	600,000	600,000	Net Profit after Tax	7,205,384	582,075
Current Assets,Loans & Advances			Balance brought forward from previous year	269,121	627,280
Current Assets			Amount Available for Apportionment	7,474,505	1,209,355
Inventories	10,037	70,823	APPROPRIATIONS		
Sundry Debtors	2,354,359	2,419,308	Dividend paid to Preference Share Holders	-	45,000
Cash & Bank Balances	28,576,109	4,178,490	Interim / Proposed Dividend on — Equity Shares	2,800,000	280,000
	30,940,505	6,668,621	Corporate Tax on Dividend	465,045	55,234
Loans & Advances	14,930,628	4,250,486	General Reserve	720,600	60,000
	45,871,133	10,919,107	Capital Redemption Reserve	-	500,000
Less :Current Liabilities & Provision			Balance Carried to Balance Sheet	3,488,859	269,121
Current liabilities	26,966,606	4,399,561		7,474,505	1,209,355
Provisions	251,132	522,992	Earning per share (Basic and Diluted)	129	9
	27,217,737	4,922,553			
Net Current Assets	18,653,396	5,996,554			
	20,806,573	6,866,234			

As per our report of even date
For **Udeshi Shukla & Associates**
Chartered Accountants

For and on behalf of the Board Directors

CA Sheel Rajendra Shukla
Partner

B.C. Thadani, Director
Shyam Binani, Director
Bina Verma, Managing Director

Place: Mumbai
Date: 20th April, 2011



DAMINI MULTITRADE PRIVATE LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2011

ABSTRACT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

		(Rupees)				(Rupees)	
	As At 31/03/2011	As At 31/03/2010		Year ended 31/03/2011		Year ended 31/03/2010	
SOURCES OF FUNDS				INCOME :			
Shareholders' Funds :				Service Charges 6,257,800 493,350			
Share Capital	2,500,000	2,500,000		(Tax Deducted at Source Rs.1,38,048 (Previous Year Rs.10,884))			
Reserve & Surplus				Interest			
Balance in Profit and Loss Account	875,603			- From Banks		8,274	
Loan Funds:				- From Income Tax Dept.		320	
Secured Loan	-	286,075		(Tax Deducted at Source Nil (Previous Year Nil))			
TOTAL	3,375,603	2,786,075		Commission		350,121	
				(Tax Deducted at Source Nil (Previous Year Rs.39669))			
APPLICATION OF FUNDS				Profit on sale of Fixed Assets 1,236 -			
Fixed Assets:				TOTAL 6,259,036 852,065			
Gross Block	2,130,827	1,321,710		EXPENDITURE :			
Less : Depreciation	606,176	207,240		Payment to Employees 1,559,334 285,002			
Net Block	1,524,651	1,114,470		Motor Car Running Expenses 350,732 132,740			
Current Assets, Loans and Advances				Insurance Expenses 22,587 1,300			
Cash and Bank	2,203,487	927,216		Rent , Rates and Taxes 812,400 8,233			
Balances				Communicatin Expenses 68,177 3,267			
Loans & Advances	263,114	150,826		Electricity Charges 5,640 -			
	2,466,601	1,078,042		Legal and Professional Fees 22,450 12,654			
Less : Current Liabilities & Provisions				Filing & Registration Fees 2,530 2,000			
Liabilities	100,189	6,335		Travelling Expenses 351,742 110,900			
Provisions	527,928	-		Auditors' Remuneration :			
	628,117	6,335		- Audit Fees 33,090 2,757			
Net Current Assets	1,838,484	1,071,707		- Tax Audit Fees 11,030 -			
Miscellaneous Expenditure				Bank charges 130 1,442			
(To the extent not written off or adjusted)				Miscellaneous Expenses 373,844 -			
Preliminary Expenses	24,936	37,404		Preliminary Expenses written off 12,468 12,468			
Less : Written off during the year	12,468	12,468		Interest on Term Loan 19,025 64,578			
	12,468	24,936		Depreciation 419,460 207,240			
Profit & Loss Accounts	-	574,962		TOTAL 4,064,639 844,581			
TOTAL	3,375,603	2,786,075		Profit / (Loss) before Tax 2,194,397 7,484			
				Tax Expenses :			
				- Current Tax 756,000 -			
				- Excess/(Short) provision of Income Tax for Earlier Years (Net) (12,168) -			
				743,832 -			
				Profit / (Loss) for the Year 1,450,565 7,484			
				Balance brought forward (574,962) (582,446)			
				Balance carried forward to the Balance Sheet 875,603 (574,962)			

As per our report of even date
For **Udeshi Shukla & Associates**
Chartered Accountants

For and on behalf of the Board Directors

CA Sheel Rajendra Shukla
Partner

I. K. Pugalia, Director
R. S. Joshi, Director

Place: Mumbai
Date: 21st April, 2011

**DHANESHWAR SOLUTION PRIVATE LIMITED****ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2011****ABSTRACT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED**

(Rupees)		(Rupees)	
As at		31ST MARCH, 2011	
31st March, 2011		For the Period 20th January, 2010 to 31st March, 2011	
SOURCES OF FUNDS		INCOME :	
Shareholders' Funds			
Share Capital	100,000		
Share Application Money	5,500,000		
TOTAL	5,600,000		
APPLICATION OF FUNDS		EXPENDITURE :	
Current Assets, Loans and Advances		Auditors' Remuneration	
Cash and Bank Balances	5,042,125	- Audit Fees	
Loan and Advances		Legal & Professional Fees	
(Unsecured and considered good unless otherwise stated)		Filling and Registration Fees	
Advances recoverable in cash or in kind	90,500	Rent Expense	
or for value to be received		Printing & Stationery	
	5,132,625	Communication Expenses	
		Travelling Expenses	
Less : Current Liabilities		Conveyance Expenses	
Sundry Creditors	9,249	Bank Charges	
	9,249	Loss before Tax	
Net Current Assets	5,123,376	Tax Expenses :	
Miscellaneous Expenditure		Loss for the Period	
(To the extent not written off or adjusted)		Balance carried forward to the Balance Sheet	
Preliminary Expenses	7,204		
Profit and Loss Account	469,420		
TOTAL	5,600,000		

As per our report of even date
For Udeshi Shukla & Associates
Chartered Accountants

For and on behalf of the Board Directors

CA Sheel Rajendra Shukla
Partner
Place: Mumbai
Date: 21st April, 2011

Krishan Goenka, Managing Director
K. Gangadharan, Director



ESS VEE ALLOYS PVT. LTD.

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2011

	(Rupees)	
	As at 31/03/2011	As at 31/03/2010
SOURCES OF FUNDS		
Share Holders Funds :		
Share Capital	1,000,000	1,000,000
Reserves & Surplus	-	987,670
Loan Funds		
Unsecured Loan	2,700,000	2,473,186
Deferred Tax Liability	-	-
TOTAL	<u>3,700,000</u>	<u>4,460,856</u>
APPLICATION OF FUNDS		
Fixed Assets		
Gross Block	3,296,490	3,232,490
Depreciation	(648,363)	(535,108)
Net Block	<u>2,648,127</u>	<u>2,697,382</u>
Current Assets Loans & Advances		
Inventories	198,604	279,085
Sundry Debtors	10,972	10,915
Cash & Bank Balances	158,512	124,893
Loans & Advances	<u>1,413,845</u>	<u>2,121,531</u>
	<u>1,781,933</u>	<u>2,536,424</u>
CURRENT LIABILITIES & PROVISIONS		
Current Liabilities	1,007,370	644,306
Provisions	<u>183,714</u>	<u>128,644</u>
	<u>1,191,084</u>	<u>772,950</u>
NET CURRENT ASSETS	<u>590,849</u>	<u>1,763,474</u>
PROFIT AND LOSS ACCOUNT	<u>461,024</u>	-
TOTAL	<u>3,700,000</u>	<u>4,460,856</u>

ABSTRACT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	(Rupees)	
	Year ended 31/03/2011	Year ended 31/03/2010
INCOME:		
Gross Sales	5,765,912	9,953,087
Less : Excise Duty	485,796	811,409
Net Sales	5,280,116	9,141,678
Other Income	10,583	286
TOTAL	<u>5,290,699</u>	<u>9,141,964</u>
EXPENDITURE:		
Raw Materials, Packing	4,937,782	8,294,910
Materials & Goods Consumption		
Power, Fuel, Stores	307,061	504,290
& Repairs		
Payments to &	885,127	792,350
Provisions for Employees		
Selling &	496,168	204,606
Administration Expenses		
Depreciation	113,255	103,109
TOTAL	<u>6,739,393</u>	<u>9,899,265</u>
PROFIT/(LOSS) BEFORE TAXATION	<u>(1,448,694)</u>	<u>(757,301)</u>
PROVISION FOR TAXATION		
- DEFERRED TAX	-	33,260
PROFIT/(LOSS) AFTER TAXATION	<u>(1,448,694)</u>	<u>(724,041)</u>
Balance brought forward	987,670	1,711,711
from Last Year		
BALANCE CARRIED TO BALANCE SHEET	<u>(461,024)</u>	<u>987,670</u>
Earning per share (Equity Share, Face value Rs. 10/- each)		
Basic & Diluted (Rs.)	(14.49)	(7.24)
Number of shares used	100,000	100,000
in computing earnings per share		

As per our attached Report of even date
For **P.P. Athavale & Co.**
Chartered Accountants

For and on behalf of the Board of Directors

P.P. Athavale
Proprietor
Membership No. 13113
Place : Mumbai
Date : 21st April, 2011

Sushil Bhatner, Director
T.R.C. Nair, Director



NIRBHAY MANAGEMENT SERVICES PRIVATE LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2011

ABSTRACT OF PROFIT AND LOSS ACCOUNT FOR YEAR ENDED 31ST MARCH, 2011

		(Rupees)				(Rupees)	
	As at 31/03/2011	As at 31/03/2010		Year Ended 31/03/2011	Year Ended 31/03/2010		
SOURCES OF FUNDS :							
Shareholders' Funds							
Share Capital	500,000	500,000					
Reservers and Surplus	8,839,451	8,472,531					
	9,339,451	8,972,531					
Loan Funds							
Secured Loans	449,682	588,797					
TOTAL	9,789,133	9,561,328					
APPLICATION OF FUNDS :							
Fixed Assets							
Gross Block	1,550,403	1,209,608					
Less : Depreciation	531,491	183,556					
Net Block	1,018,912	1,026,052					
Deferred Tax Asset	1,887,000	1,620,000					
Current Assets,							
Loans and Advances							
Sundry Debtors	1,680,601	1,705,303					
Cash and Bank balances	11,818,129	6,424,324					
Loans and Advances	2,562,804	5,395,797					
	16,061,534	13,525,424					
Current Liabilities and Provisions							
Current Liabilities	1,611,044	816,403					
Provisions	7,567,269	5,793,745					
	9,178,313	6,610,148					
Net Current Assets	6,883,221	6,915,276					
TOTAL	9,789,133	9,561,328					
INCOME							
Service Charges (Gross)	63,704,000				34,083,000		
[Tax Deducted at Source Rs.25,85,427/- (Previous Year Rs.10,53,500/-)]							
Interest Income	228,414				100,296		
[Tax Deducted at Source 10,716/- (Previous Year 6,417/-)]							
Liability no longer Written back	31				19,985		
Bad Debts Recovered	13,000				12,000		
TOTAL	63,945,445				34,215,281		
EXPENDITURE							
Payment to and provision for employees	43,370,703				24,229,904		
Administration & Other Expenses	10,765,863				7,663,426		
Interest & Finance Charges	62,742				74,467		
Depreciation	347,935				225,287		
TOTAL	54,547,243				32,193,084		
Profit before Taxation	9,398,202				2,022,197		
Tax Expenses :							
- Current Tax	3,449,000				944,000		
- Deferred tax Charge / (Credit)	(267,000)				(496,000)		
- Excess / (Short) Provision of Earlier Years (Net)	18,844				-		
	3,200,844				448,000		
Profit after Taxation	6,197,358				1,574,197		
Balance brought forward	8,472,531				6,898,334		
Amount available for Appropriation	14,669,889				8,472,531		
APPROPRIATION							
Transfer to General Reserve	619,700				-		
InterIm Dividend	5,000,000				-		
Corporate Divident Tax	830,438				-		
Surplus Carried Forward	8,219,751				8,472,531		
Balance Carried to Balance Sheet	14,669,889				8,472,531		
EARNING PER SHARE :							
Profit after Tax	6,197,358				1,574,197		
Weighted average number of Shares (Face value of Rs. 10/- each)	50,000				50,000		
Earnings Per Share - Basic and Diluted	124				131		

For RAJESH DUDHARA & CO
Chartered Accountants

(Rajesh B. Dudhara)
Proprietor
Membership No. 36203

Place : Mumbai
Date : 21st April,2011

For and on behalf of the Board of Directors

K. Gangadharan, Director
V. Subramanian, Director



SAMBHAW HOLDINGS LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2011

ABSTRACT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rupees)		(Rupees)	
As At 31/03/2011	As at 31/03/2010	Year ended 31/03/2011	Year ended 31/03/2010
SOURCES OF FUNDS		INCOME	
Shareholders' Funds		Rent and Service Charges 9,000,000	
Share Capital	500,000	Interest Income	7,950,000
Loan Funds		Excess provision written back	-
Unsecured Loans	27,300,000	TOTAL	7,954,088
TOTAL	27,800,000		
APPLICATION OF FUNDS		EXPENDITURE	
Fixed Assets		Electricity Charges	
Gross Block	34,725,760	Repairs and Maintenance to Premises	53,624
Less : Depreciation	17,954,081	Insurance Expenses	4,399
Net Block	16,771,679	Rates and Taxes	15,980
Current Assets, Loans and Advances		Administration Expenses	3,906,000
Cash and Bank Balances	4,381,020	Legal and Professional Fees	1,500
Loans & Advances	615,716	Filing & Registration Fees	786
	4,996,736	Directors Fees	16,000
Less : Current		Auditors' Remuneration	
Liabilities & Provisions		- Audit Fees	16,545
Liabilities	136,590	- Tax Audit Fees	5,515
	136,590	Bank Charges	485
Net Current Assets	4,860,146	Miscellaneous Expenses	935
Profit and Loss Account	6,168,175	Interest on Term Loan	3,276,002
TOTAL	27,800,000	Depreciation	1,088,561
		TOTAL	8,386,332
		Profit / (Loss) before Tax	645,079
		Tax Expenses	-
		Profit / (Loss) for the Year	645,079
		Balance brought forward	(6,813,254)
		Balance carried forward to the Balance Sheet	(6,168,175)

For **Abrol & Maheshwary**
FRN : 003363N
Chartered Accountants

Anil Maheshwary
Partner
Membership No. 30739

Place : Mumbai
Date : 22nd April, 2011

For and on behalf of the Board of Directors

P.R.DAMANI
J.D.MEHTA
I.K.PUGALIA Directors
V.SUBRAMANIAN



SAPAN HOLDINGS & TRADING PVT. LTD.

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2011

ABSTRACT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rupees)		(Rupees)	
As At 31/03/2011	As at 31/03/ 2010	Year ended 31/03/2011	Year ended 31/03/ 2010
SOURCES OF FUNDS		INCOME :	
Shareholders' Funds :		Dividend - 16,750	
Share Capital	250,000	Profit on sale of Investment <u>191,702</u> -	
Reserves and Surplus	461,513	TOTAL <u>191,702</u> <u>16,750</u>	
	711,513		
Loan Funds:		EXPENDITURE :	
Unsecured Loans	40,500,000	Rates and Taxes	2,500 2,500
TOTAL	<u>41,211,513</u>	Legal and Professional Fees	2,306 3,600
		Filing & Registration Fees	6,700 -
		Printing and Stationery Exp.	274 -
		Demat Charges	500 -
		Loss on Sale of Shares	- 604
		Auditors' Remuneration :	11,030 5,515
		Interest	253 -
		Bank charges	556 120
		TOTAL	<u>24,119</u> <u>12,339</u>
APPLICATION OF FUNDS		Profit / (Loss) before Tax <u>167,583</u> 4,411	
Investment	-	Tax Expenses :	
Deferred Tax Assets	46,300	- Current Tax (MAT)	32,000 -
Current Assets, Loans and Advances		- Deferred Tax / (Credit)	(26,520) 2,046
Cash and Bank Balances	709,598	- Excess/(Short) provision of	- 7
Loans and Advances	10,868	Income Tax for Earlier Years (Net)	<u>5,480</u> <u>2,053</u>
(Unsecured & considered good unless otherwise stated)		Profit / (Loss) for the Year	<u>162,103</u> <u>2,358</u>
Advances recoverable in cash or	40,616,248	Balance brought forward	<u>299,410</u> <u>297,052</u>
in kind or for value to be received	-	Balance carried forward to	<u>461,513</u> <u>299,410</u>
	41,325,846	the Balance Sheet	
	10,868		
Less : Current Liabilities			
& Provisions			
Liabilities	128,633		
Provisions	32,000		
	160,633		
Net Current Assets	<u>41,165,213</u>		
	5,353		
TOTAL	<u>41,211,513</u>		
	550,410		

For R. P. Laddha & Associates
(Registration No. 114481W)
Chartered Accountants

For and on behalf of the Board of Directors

CA R. P. Laddha
(Proprietor)
Membership No. 48195

K. Gangadharan, Director
B. Srinivasan, Director

Place : Mumbai
Date : 21.04.2011



BINANI METALS LIMITED

Regd. Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P. O. Hatiara, North 24 Parganas, Kolkata - 700157

ADMISSION SLIP

I hereby record my presence at Seventy Annual General Meeting of the Company being held at 4.30p.m. or at immediately after the conclusion of Annual General Meeting of Binani Cement Limited if it concludes after 4.30 p.m. at " Rotary Sadan", 94/2 Chowringhee Road, Kolkata - 700020 on Monday, 27th June, 2011.

Folio No. / DP ID No. & Client ID No.*	
No. Of Equity Shares Held	
Name of Share Holder (In Block Letters)	
Name of the Proxy / Authorised Representative**	

*Applicable for investor holding shares in Electronic Mode

** Strike out which ever is not applicable

Signature of the Shareholder/Proxy/Authorised Representative

NOTE:

1. A member/Proxy/Authorised Representative wishing to attend the meeting must complete this Admission Slip before coming to the Meeting and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete, stamp, sign, and deposit the proxy form given below at Company's Registered Office at least 48 hours before the Meeting.



BINANI METALS LIMITED

Regd. Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P. O. Hatiara, North 24 Parganas, Kolkata - 700157

PROXY FORM

I/We.....
being a member/members of BINANI METALS LIMITED hereby appoint
 Shri./Smt./Kum.....of.....
 or failing him Shri./Smt./Kum.....of.....
 or failing him Shri./Smt./Kum.....of.....
 as my/our Proxy in my/ our absence to attend and vote for me/us and on my/our behalf at the 70th Annual General Meeting of the Company to be held at 4.30 p.m. or at immediately after the conclusion of Annual General Meeting of Binani Cement Limited if it concludes after 4.30 p.m. at " Rotary Sadan", 94/2 Chowringhee Road, Kolkata - 700020 on Monday, 27th June, 2011 and at any adjourment thereof.

Signed thisday of2011

Folio No./ DPID CLID*	
No. of Equity Shares held	

Signature

Affix Revenue Stamp

*Strike out Which ever not applicable

Note: The Proxy, in order to be effective, should be duly completed, stamped, signed, and deposited at Registered Office of the company not less than 48 hours before the time fixed for the Meeting.



BINANI METALS LIMITED

Registered Office: 37/2, Chinar Park, New Rajarhat Main Road, P.O. Hatiara, Kolkata – 700
157 Corporate Office: Mercantile Chambers, 12, J.N. Heredia Marg, Ballard Estate, Mumbai – 400001

To,
Link Intime India Private Limited
Unit : Binani Metals Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400078.

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

- (1) Name(s) of Shareholder(s)
(including joint holders, if any)
- (2) Registered address of the sole/
first named shareholder
- (3) Registered folio No./DP ID No./Client ID No.*
(*Applicable to investors holding shares in
dematerialized form)
- (4) No. of Shares held:
- (5) I / we hereby exercise my/our option to receive the documents such as Notice of Annual
General Meeting, Audited Financial Statements, Balance Sheet, Profit & Loss Account,
Directors' Report, Auditors' Report, Explanatory Statement etc., in electronic mode
pursuant to the 'Green Initiative' by the Ministry of Corporate Affairs (MCA) vide circular
dated 29th April, 2011
- (6) My email id is:

Place:

Date:

(Name and Signature of the Member)

Note: Please send duly filled in and signed form to the Registrar and Share Transfer Agent of the Company immediately to participate and contribute in Green Initiative of MCA.

BOOK-POST

If undelivered please return to :

BINANI METALS LIMITED
"Mercantile Chambers",
12, J. N. Heredia Marg,
Ballard Estate, Mumbai - 400001.

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