



BINANI METALS LIMITED

BOARD OF DIRECTORS

SHRI BRAJ BINANI
(Chairman)

MS. NIDHI SINGHANIA

SHRI B. SRINIVASAN

SHRI V. SUBRAMANIAN

SHRI RAJESH BAGRI

SHRI T. R. C. NAIR
(Additional Director w.e.f. 21/04/2012)

MISS SHRADHA BINANI
(Alternate Director w.e.f. 21/04/2012)

SHRI J.D. MEHTA
(Executive Vice Chairman)

SHRI VINOD JUNEJA
(Managing Director)

AUDITORS

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

COMPANY SECRETARY

SUMEDH PATIL

BANKERS

HDFC BANK LTD.
BNP PARIBAS

REGISTERED OFFICE

37/2, Chinar Park, New Town,
Rajarhat Main Road, P.O. Hatiara,
North 24 Parganas, Kolkata - 700157.
Tel: 033-25160069, Fax: 033-25160053

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 Seventy First Annual General Meeting of Binani Metals Limited will be held at 3:00 p.m. or immediately after the conclusion of Annual General Meeting of Binani Cement Limited if it concludes after 3:00 p.m. at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020 on Saturday, the 4th day of August, 2012 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, 2012.
2. To declare dividend.
3. To appoint a Director in place of Shri V. Subramanian, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Nidhi Singhania who retires by rotation and being eligible, offers herself 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 Shri. T.R.C. Nair, who was appointed as an Additional Director by the Board of Directors 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 such 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 liable to retire by rotation."

7. 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, 2012 to 31st March, 2013 upon the terms and conditions including remuneration and perquisites as set out in the agreement dated 30th January, 2012 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.”

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

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

Place : Mumbai
Date : 21st April , 2012

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.**
2. 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.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 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 Item no.6 and Item no.7 of the notice and explanatory statement setting out material facts along with a brief write-up of Shri J. D. Mehta is annexed to the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday the 28th July, 2012 till the date of Annual General Meeting, i.e. Saturday, the 4th August, 2012 (both days inclusive).
5. The Dividend, if declared, will be paid to the Members, whose names appear on the Company's Register of Members as on 4th August, 2012 on the fully paid up Equity Capital of the Company as on 31st March 2012. In respect of shares held in the Electronic Form, the dividend will be payable to the beneficial owners of shares as on 28th July, 2012 as per details furnished by the Depositories for this purpose.
6. 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 and Share Transfer Agent for the purpose of service of documents under section 53 of the Companies Act, 1956.
7. Members are requested to note that the Equity Shares of the Company are eligible for Dematerialisation with both NSDL and CDSL & the ISIN No. for the script is INE129H01022.
8. 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

9. 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.



10. The Securities of the Company are listed at The Calcutta Stock Exchange Limited, Kolkata and the listing fees has been paid for the year 2012-2013.
11. 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.
12. 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 Company at its Registered Office or Registrar & Share Transfer Agent of the Company.
13. (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 28th January, 2012 giving its consent for not attaching the Annual Accounts of the subsidiary companies, the Directors' Report, Auditors' Report, Balance Sheet, Profit and Loss Account of the Subsidiaries viz. (i) Sambhaw Holdings 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 (vii) Ess Vee Alloys Private Limited and (viii) Hadoti Cement 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.
14. Pursuant to the provisions of Section 205-A of the Companies Act, 1956, all unclaimed/unpaid dividends upto and inclusive of financial year 1996-97 have been transferred to the General Revenue Account of the Central Government and the unclaimed / unpaid dividend for the years from 1997-98 to 2003-04 have already been transferred to Investor Education & Protection Fund. Shareholders who have not encashed the dividend warrants for the said period up to 1996-97 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 31.03.2005, 31.3.2006, 31.3.2007, 31.3.2008, 31.3.2009, 31.3.2010 and 31.03.2011 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 31.03.2005 - 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
 - Dividend for the year ended 31.03.2011 - 02.08.2018

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



15. 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.
16. Those shareholders who have not paid allotment money inspite of several reminders are requested to pay the same immediately failing which the shares are likely to be forfeited.
17. 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.
18. Contact Telephone Numbers and E-mail ID of Compliance Officer are as under:
 Name of Compliance officer: Shri Sumedh Patil
 Telephone No.: 022-30263000-01-02 | Email ID: sumedh.patil@binani.net
19. Shri V. Subramanian and Ms. Nidhi Singhania, Directors retire 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 V.Subramanian	Ms. Nidhi Singhania
Age	81 Years	28 Years
Qualifications	B.Com., ICWA	B.A. with specialization in Economics
Expertise in specific functional area	Accounts & Finance	Industrialist
Date of appointment on the Board of the Company	22.04.2009	28.03.2005
Name (s) of other Companies in which Directorship held	Binani Cement Limited, Binani Metals Limited, Binani Zinc Limited, BT Composites Limited, Goa Glass Fibre Limited, Sambhaw Holdings Limited, Wada Industrial Estate Limited, Binani Industries Limited, Merit Plaza Limited, Swiss Merchandise Infrastructure Limited, Amrit Kalash Finance Private Limited, Binani Energy Private Limited, BM Retailers Private Limited, Vijayshree Holdings Private Limited, Total Composites Private Limited, K.B. Vyapar Private Limited, Manjushree Holdings Private Limited, Suryamukhi Vintrade Private Limited	Binani Industries Limited, Binani Cement Limited, Binani Metals Limited
Name(s) of the Companies in which Committee - Membership/ Chairmanship(s) held (as per Clause 49 of the Listing Agreement)	Binani Cement Limited - Investor Relations Committee , Audit Committee Wada Industrial Estate Limited - Audit Committee Binani Zinc Limited - Investor Relations Committee, Audit Committee BT Composites Limited - Audit Committee Goa Glass Fibre Limited- Investor Relations Committee , Audit Committee Binani Industries Limited - Investor Relations Committee, Audit Committee Binani Metals Limited - Investor Relations Committee, Audit Committee	Nil
Shareholding in the Company	Nil	513 Equity Shares of Rs.1000 each. (1.45%)

**EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956 AND DETAILS AS REQUIRED****ITEM NO.6**

Shri T.R.C. Nair was appointed as an Additional Director at the Meeting of the Board of Directors held on 21st April, 2012. Pursuant to Section 260 of the Companies Act, 1956 read with Article 100 of the Articles of Association of the Company he will hold office of Director upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Shri T.R.C.Nair for the office of Director of the Company along with a deposit of Rs.500/- as required under the Companies Act, 1956.

Shri T.R.C. Nair, aged about 60 years is a Post Graduate and a Graduate in Law besides being a Fellow Member of the Institute of Company Secretaries of India. He also has a Diploma in Personal Management & Industrial Relations. Shri T.R.C. Nair has over 35 years of experience including more than 25 years of experience in Secretarial & Legal matters. His last assignment was as Executive Director (Corporate Legal) & Company Secretary of Binani Industries Limited. He is now acting as Advisor/Consultant. He has been associated with Braj Binani Group for the last two decades.

Besides being a director of the Company, he is also Director in BT Composites Limited, Goa Glass Fibre Limited, Binani Cement Limited and Binani Zinc Limited. He is also on the Board of some Private Limited Companies of Braj Binani Group.

Your Directors recommend his appointment as a Director of the Company. Except Shri T. R. C. Nair none of the Directors is in any way concerned or interested in the Resolution.

ITEM NO.7

The term of Shri J. D. Mehta as Executive Vice Chairman expired on 31.03.2012. He was re-appointed as Additional Director/Executive Vice Chairman for a period of 1 (One) year with effect from 1st April, 2012 to 31st March, 2013 at the Meeting of the Board of Directors of the Company held on 28th January, 2012.

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:** NIL
- (3) **In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus :** NIL
- (4) **Financial Performance:**

(Rs. In Lakhs)

Financial Parameters	2007-08	2008-09	2009-10	2010-11	2011-12
Gross Income	938.39	1265.41	803.01	721.29	1540.94
Net Profit (PAT)	119.85	112.73	101.11	157.35	199.35
Total Amount of Dividend Paid	94.45	88.58	106.30	106.30	106.30
Dividend Declared %	25%	25%	30%	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 is also exploring various opportunities for investment in Residential / Industrial Complex etc. and is also exploring the new business opportunities in other fields.

(1) **Export performance and net foreign exchange collaborations:** NIL

(2) **Foreign investments or collaborators, if any :** NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) **Background details:** Shri J. D. Mehta (87 years) is B.Com from Bombay University having more than 65 years of experience in various fields. He has been associated with the Company for more than 20 years.

Shri J. D. Mehta was appointed as Managing Director in 1996. Prior to his joining this 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 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 9 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	2009-10	2010-11	2011-12
Salaries and Allowances	8.90	8.35	8.35
Perquisites*	0.62	0.69	0.69
Total	9.52	9.04	9.04

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

(3) **Recognition or awards:** NIL

(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 2012 by the Board of Directors of the Company at its meeting held on 28th January 2012 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 2012 till 31st March 2013 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.



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 month's Salary or up to 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 at actual. All personal calls will be reimbursed to the Company by Shri J. D. Mehta.
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 J. D. 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's wholly owned subsidiary has strategically made investment in one step down subsidiary, which is expected to generate adequate revenues 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, notices proposing the candidature of Shri J. D. Mehta and Shri T.R.C. Nair under Section 257 of the Companies Act, 1956 and consent letters received from Shri V.Subramanian and Ms. Nidhi Singhanian 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.

Place : Mumbai
Date : 21st April, 2012

By Order of the Board
For Binani Metals Limited

J. D. Mehta
Executive Vice Chairman

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

Your Directors have pleasure in presenting the Seventy First Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2012.

1. FINANCIAL RESULTS :

(Rs. in Lakh)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Sales & Related Income	1524.41	713.56
Other Income	16.52	7.73
TOTAL	1540.93	721.29
Profit before Tax	303.43	154.51
Provision for Taxation (Net)	104.08	(1.07)
Short / (Excess) Provision of Income Tax of earlier years (Net)	-	(1.79)
Net Profit after Tax for the year	199.35	157.35
Balance brought forward from previous year	75.99	44.90
Balance Profit available for Appropriations	275.34	202.25
Appropriations		
Proposed Dividend	106.30	106.30
Preference Dividend	23.84	4.11
Corporate Dividend Tax	21.11	17.91
Excess Provision of Corporate Dividend Tax written back	-	(18.07)
Transfer to General Reserves	20.00	16.00
Balance Carried Forward	104.09	75.99
	275.34	202.25

2. DIVIDEND :

Keeping in 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-cumulative Redeemable Preference Share of Rs.1000/- each for the year ended 31st March 2012 and Dividend of 30% (Rs.300/- per Share) on 35,432 Equity Shares of Rs.1000/- each for the year ended 31st March, 2012 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.1,540.93 Lakhs compared to Rs. 721.29 Lakhs in the previous year. The increase in income was mainly due to increase in volumes regarding securities and services. The net profit for the year has increased from Rs. 157.38 Lakhs in the previous year to Rs.199.35 Lakhs recording reasonable growth for the size of the Company. The total expenditure for the year increased from Rs. 566.78 Lakhs in the previous year to Rs.1,237.51 Lakhs in the current year due to increase in cost of sale of securities and finance charges. The Company expects to maintain its profitability in the coming years as well.

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



(Rs. in Lakhs)

Name of Subsidiary	For the Year Ended 31/03/2012	
	Total Income	Net Profit / (Loss)
Sambhaw Holdings Limited	96.09	3.84
Asian Industry and Information Services Private Limited	4373.81	56.16
Nirbhay Management Services Private Limited	1049.02	84.11
Damini Multitrade Private Limited	61.57	(1.28)
Sapan Holdings and Trading Private Limited	80.00	5.24
Dhaneshwar Solution Private Limited	34470.07	75.74
Ess Vee Alloys Private Limited	0.83	(5.80)
Hadoti Cement Private Limited	1.00	0.11

4. SUBSIDIARY COMPANIES :

During the year under review, one of the subsidiary of the Company, Sapan Holdings and Trading Private Limited has invested in equity shares of Hadoti Cement Private Limited to make it a step down subsidiary. Thus Hadoti Cement Private Limited has become a step down subsidiary of the Company. It is expected that in the coming period, this subsidiary will provide required impetus for growth and development of the Company.

Details of business carried on by the subsidiary companies, in brief, are as 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. The Company is also providing media services through its division Media Magix. It provides various advertising media services to the group companies as well as printing of Minerals and Metals 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.

Ess Vee Alloys Private Limited (EVAPL)

EVAPL has land in Daman which can be put to profitable use.

Sapan Holdings and Trading Private Limited (SHTPL)

SHTPL is holding commercial property at Mumbai.

Hadoti Cement Private Limited (HCPL)

During the year SHTPL wholly owned subsidiary of the company acquired HCPL. HCPL is holding commercial property at Mumbai.

**5. ISSUE OF SHARES :**

There was no issue of shares during the year.

6. DIRECTORS :

The appointment of Mr. Vinod Juneja, Managing Director of the Company wef 01.01.2012 was made in accordance with the Notification No.G.S.R.534 (E) dated 14th July, 2011 amending the provisions of Schedule XIII.

In accordance with Article 111 of the Articles of Association of the Company, Shri V. Subramanian and Ms. Nidhi Singhania retire 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 31.03.2012 was re-appointed as Executive Vice Chairman for a period of one year from 01.04.2012 to 31.03.2013 as per the resolution passed by the Board of Directors at their meeting held on 28.01.2012.

Shri P. R. Damani and Dr. (Ms) Kala Pant retired from the directorship of the Company wef 24.10.2011 and 22.10.2011 respectively. The Board do record its appreciation and thanks for the guidance, advice and invaluable support received from Shri P. R. Damani and Dr (Ms).Kala Pant during their long and fruitful association with the Company.

Ms. Shradha Binani resigned as a director and was appointed as Alternate Director to Ms. Nidhi Singhania w.e.f 21st April, 2012. In terms of Section 313 of the Companies Act, 1956 and Article 102 of the Articles of Association of the Company, Ms. Shradha Binani will hold office as an alternate director to Ms. Nidhi Singhania during the period of her absence from India and shall vacate the office once the original director, Ms. Nidhi Singhania returns to India.

Shri T.R.C. Nair was appointed as an Additional Director w.e.f. 21st April, 2012. In terms of Section 260 of the Companies Act, 1956 he holds office till the date of the ensuing Annual General Meeting. The Company has received notice from member proposing his name as Director of the Company and the proposal for appointment as regular Director have been placed before you for your approval at the Annual General Meeting.

7. 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.

8. 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 opportunities to deploy the funds of the Company in more revenue generating activities. During the year the Company had earned commission income of Rs.51.25 Lakhs, Service Charges of Rs. 831.11 Lakhs and profit from commodities future contracts of Rs.99.95 Lakhs. Investment made in 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 the year has already been 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.

9. 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.

10. 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 Auditor's Report are dealt with in the Notes to Accounts at appropriate places and are self explanatory.

11. SUBSIDIARY COMPANIES :

The statement pursuant to Section 212(1)(e) and 212 (8) of the Companies Act 1956 relating to its subsidiary companies namely (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 (vii) Ess Vee Alloys Private Limited and (viii) Hadoti Cement Private Limited is 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 28th January, 2012 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.

12. 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.1.81 Lakh (Previous Year Rs.0.07 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.

13. 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 Note 1 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, 2012 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.

14. 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 2012-13 to the Calcutta Stock Exchange pursuant to the provisions of the Listing Agreement. Consolidated Audited Accounts as on 31st March, 2012 are annexed to this report as required under the Listing Agreement.

15. ACKNOWLEDGEMENTS :

The Board of Directors wishes to express its appreciation to all the employees of the Company for their dedicated service 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,
Kolkata-700157.

For and on behalf of the Board
For Binani Metals Limited

Place : Mumbai

Date : 21st April, 2012

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	63	Managing Director	151.68* Lakhs	B.Com (Hon.), M.Com., LL. B. & Ph.D.	39	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 Three 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 Ms. Nidhi Singhania Ms. Shradha Binani	Chairman Director Director
Executive Directors	Shri J. D. Mehta Shri Vinod Juneja	Executive Vice Chairman Managing Director
Independent Directors	Shri Rajesh Bagri Shri V. Subramanian Shri B. Srinivasan	Director Director Director

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

The Board of Directors met 4 times during the period under review on 22.04.2011, 26.07.2011, 22.10.2011 and 28.01.2012. 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 (Including this Company)		No. of Committee * memberships in domestic public Companies (Including this Company)	
			As Chairman	As Director	As Chairman	As Member
Shri Braj Binani	4/ 4	Yes	5	0	0	1
**Shri P.R. Damani	3/ 3	Yes	0	4	2	0
***Dr. (Ms.) Kala Pant	2/ 3	Yes	0	3	0	2
Ms. Nidhi Singhania	0/ 4	Yes	0	3	0	0
Shri J. D. Mehta	4/ 4	No	0	2	1	1
Shri Vinod Juneja	4/ 4	Yes	0	4	0	0
Shri V. Subramanian	4/ 4	Yes	0	10	1	11
Shri B. Srinivasan	4/ 4	Yes	0	1	0	2
Ms. Shradha Binani	2/ 3	Yes	0	1	0	0
Shri Rajesh Bagri	2/ 3	Yes	0	1	0	0

* Only Audit Committee and Investor Relations Committee considered

Shri P. R. Damani and *Dr. (Ms.) Kala Pant retired from the directorship of the Company w.e.f. 24.10.2011 and 22.10.2011 respectively

A brief write up about the re-appointment of Executive Vice-Chairman and the remuneration being paid to him has been provided in the notice to the Shareholders. Details of remuneration paid to the Executive Vice-Chairman during the period under review are provided in the Schedule 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 Board of 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. The Audit 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 22nd October, 2011 in place of Shri P. R. Damani and Dr. (Ms.) Kala Pant who ceased to be the members of the committee due to their retirement from the directorship of the Company. The reconstituted Audit Committee consists 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/ies. 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, past Chairman of Audit Committee and Dr. (Ms.) Kala Pant, the past Committee Member were present at the last Annual General Meeting (AGM) of the Company held on 27.06.2011. The Audit Committee met 4 (Four) times during the year under review on 22.04.2011, 26.07.2011, 22.10.2011 and 28.01.2012. 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	3/3	Yes
Shri J.D. Mehta	4/4	No
** Dr. (Ms.) Kala Pant	2/3	Yes
*** Shri V. Subramanian	1/1	Yes
**** Shri B. Srinivasan	1/1	Yes

*Shri P. R. Damani and ** Dr. (Ms.) Kala Pant retired from the directorship of the Company w.e.f. 24.10.2011 and 22.10.2011 respectively

*** Shri V. Subramanian was appointed as member of the Audit Committee w.e.f. 22.10.2011

**** Shri B. Srinivasan was appointed as member of the Audit Committee w.e.f 22.10.2011

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 & Share Transfer Agent of the Company.

The Investor Relations 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 22nd October, 2011 in place of Shri P. R. Damani and Dr. (Ms.) Kala Pant who ceased to be the members of the committee due to their retirement from the directorship of the Company. The reconstituted Investor Relations Committee consists of two independent non-Executive Directors and one Executive Director who is the chairman of the committee. 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	5/5
Shri J.D. Mehta	5/6
Dr. (Ms.) Kala Pant	5/5
Shri V. Subramanian	1/1
Shri B.Srinivasan	1/1

**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 Directors Shri P.R. Damani, Shri B. Srinivasan and Shri V. Subramanian. The remuneration committee was reconstituted by the induction of promoter and director Ms. Shradha Binani and independent director Mr. Rajesh Bagri at the meeting of the Board of Directors of the Company held on 22nd October, 2011. The reconstituted Remuneration Committee consists of one promoter director and three independent directors out of which one is the Chairman.

A meeting of the Remuneration Committee was held on 21.04.2011 to recommend the payment of remuneration of Shri Vinod Juneja, Managing Director of the Company and on 28.01.2012 to recommend the payment of remuneration of Shri J.D. Mehta, Executive Vice Chairman of the Company. All 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 was paid during the year 2011-12.

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, one Company was made the step down subsidiary of the Company details of which are provided in the Directors' Report. 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, 2012.

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 subsidiaries 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
68th	26.06.2009 12.30 p.m.	"Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020.	• Re-appointment of Shri J. D. Mehta as Executive Vice Chairman
69th	25.06.2010 12.30 p.m.	"Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020.	• Re-appointment of Shri J. D. Mehta as Executive Vice Chairman
70th	27.06.2011 04.30 p.m.	"Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020.	• Re-appointment of Shri V. Juneja as Managing Director • Re-appointment of Shri J. D. Mehta as Executive Vice Chairman

No resolution by way of Postal ballot was passed during the year.

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 full Annual Report 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)	71st Annual General Meeting	Saturday, the 4th day of August, 2012 at 3:00 p.m. at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020.
b)	Financial Calendar	1st April to 31st March.
c)	Date of Book Closure	Saturday the 28th July, 2012 to Saturday the 4th August, 2012 (both days inclusive).
d)	Dividend Payment Date	Dividend will be paid on or before 20th August, 2012
e)	Listing on Stock Exchanges	The Calcutta Stock Exchange Limited
	Stock Code	CSE 12049
f)	Market Price Data(CSE)	Last quoted on 23/06/2010 @ Rs.4500/- per share
g)	Registrar and Transfer Agents and Share Transfer System	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 Sumedh Patil, Sr. Manager (Legal) & Company Secretary Tel. 022-30263000 /01/02 Fax No. 022-22634960 E-mail id: sumedh.patil@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. Hatiara, Kolkata-700157.

i) (a) Distribution of Shareholding Pattern as on 31.03.2012

	Category	No. of Shares held	Percentage of shareholding
A	PROMOTERS' HOLDING		
1	Promoters - Indian	26307	74.25
	- NRI	250	0.71
2	Persons acting in Concert	-	-
	Sub-Total	26557	74.95
B	NON-PROMOTERS' HOLDING		
3	Institutional Investors		
a.	Mutual Funds and UTI	-	-
b.	Financial Institutions / Banks	28	0.08
c.	Insurance Companies	-	-
d.	Central / State Government Institutions	-	-
e.	Foreign Institutional Investors	-	-
	Sub-Total	28	0.08
4.	Others		
a.	Private Corporate Bodies	2296	6.48
b.	Indian Public	6535	18.44
c.	NRIs / OCBs	16	0.05
	Sub-Total	8847	24.97
	GRAND TOTAL	35432	100.00



(b) Distribution of Shareholding as on 31.03.2012

No. of Shares held	No. of Shareholders	% to Total	No. of Shares	% to Total
1 to 500	1711	99.6506	7506	21.1842
501 to 1000	1	0.0582	513	1.4478
1001 to 2000	1	0.0582	1800	5.0802
2001 to 3000	0	0	0	0
3001 to 4000	1	0.0582	3554	10.0305
4001 to 5000	0	0	0	0
5001 to 10000	3	0.1747	22059	62.2573
Above 10000	0	0	0	0
TOTAL	1717	100	35432	100

(c) Entities comprising "Group" under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 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 Private 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) Hadoti Cement Private Limited (40) BIL Infratech Limited (41) Binani Infrastructure (Mauritius) Limited (42) Ace Portfolio & Finance Private Limited (43) Akroor Traders Private Limited (44) Atithi Tie-up Private Limited (45) Dharmik Commoddeal Private Limited (46) K B Vyapar Pvt Ltd (47) Lexus Holdings & Finance Private Limited (48) Lucknow Properties & Finance Private Limited (49) Manjushree Holdings Private Limited (50) Miracle Composites Private Limited (51) Miracle Securities Private Limited (52) Suryamukhi Vintrade Private Limited (53) Triton Trading Co Private Limited (54) Vijayshree Holdings Private Limited (55) Mr. Braj Binani (56) Mrs. Kalpana Binani (57) Ms. Nidhi Singhania (58) Ms. Shradha Binani (59) Ms. Vidushi Binani (60) Glass Fibre Holding 1 SARL (61) 3B Fibre Glass SPRL, Belgium (62) 3B Fibre Glass AS, Norway (63) Project Bird Holding SARL (64) Project Bird Holding II SARL (65) Project Bird Holding IIIA SARL (66) Project Bird Holding IIIB SARL (67) Project Bird Holding IIIC SARL

- j) Dematerialisation of shares and liquidity The Company's shares are not under Compulsory demat mode. However as on 31.03.2012 92.72 % 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
37/2 Chinar Park, New Town,
Rajarhat Main Road, P.O. Hatiara, North 24 Parganas,
Kolkata-700157.



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
1st Floor, Feltham House, 10, J.N. Heredia Marg,
Ballard Estate, Mumbai-400001.
7. Dhaneshwar Solution Private Limited
1st Floor, Feltham House, 10, J.N. Heredia Marg,
Ballard Estate, Mumbai-400001.
8. Hadoti Cement Private Limited
2nd Floor, Riico Complex, Near Police Chowki,
Neemrana, Rajasthan - 301705.

m) Address for correspondence for Binani Metals Limited & its Subsidiaries As mentioned in (g) and (h) above.

DECLARATION

All the members 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, 2012.

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, 2012, 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 the Company has complied with the conditions of corporate governance as stipulated in the above mentioned 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**
Chartered Accountants
Anil Maheshwary
Partner
Membership No.:30739
Place : Mumbai
Date : 21st April, 2012



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, 2012 and also the Statement of Profit and Loss 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the Balance Sheet, Statement of Profit and Loss 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, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 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, 2012;
 - b. in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
 - c. in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

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

Anil Maheshwary
Partner
Membership No.:30739

Place: Mumbai
Date: 21st April, 2012

**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 end Balance
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, 2012 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, 2012 which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Natures of the Dues	Period to which the amount relates	Amount (Rupees)	Forum where disputes is pending
Income Tax Act, 1961	Income Tax	Assessment Year 2004-2005	15,66,357	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**
FRN - 003363N

Chartered Accountants
Anil Maheshwary
Partner
Membership No.:30739
Place: Mumbai
Date : 21st April, 2012



BINANI METALS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2012

(Rupees)

	Note No.	As at 31st March, 2012	As at 31st March, 2011
EQUITY AND LIABILITIES			
Shareholders' funds			
Capital	2.1	65,213,500	65,213,500
Reserves and Surplus	2.2	92,033,476	87,223,116
		<u>157,246,976</u>	<u>152,436,616</u>
Non - Current Liabilities	2.3		
Long-Term Provisions		43,052	-
Current Liabilities	2.4		
Short-Term Borrowings	2.4-1	34,000,000	35,000,000
Other Current Liabilities	2.4-2	22,096,833	19,599,303
Short-Term Provisions	2.4-3	16,443,867	13,756,477
		<u>72,540,700</u>	<u>68,355,780</u>
TOTAL		<u><u>229,830,728</u></u>	<u><u>220,792,396</u></u>
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	2.5	39,101,721	45,981,137
Non Current Investments	2.6	34,415,566	34,415,566
Deferred Tax Assets (net)	2.7	3,852,600	2,062,100
		<u>77,369,887</u>	<u>82,458,803</u>
Current Assets	2.8		
Inventories	2.8 -1	20,415,567	3,621,656
Trade Receivables	2.8 -2	1,861,307	14,232
Cash and Cash Equivalents	2.8 -3	31,989,280	26,106,013
Short-Term Loans and Advances	2.8 -4	94,187,168	97,579,410
Other Current Assets	2.8 -5	4,007,519	11,012,282
		<u>152,460,841</u>	<u>138,333,593</u>
TOTAL		<u><u>229,830,728</u></u>	<u><u>220,792,396</u></u>

Significant Accounting Policies and Notes on Accounts 1 and 2
The accompanying notes are an integral part of the financial statements

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Anil Maheshwary

Partner

Membership No.: 30739

Place : Mumbai

Date : 21st April, 2012

Signatures to the Balance Sheet and Notes on Accounts
For and on behalf of the Board of Directors

BRAJ BINANI Chairman

J. D. MEHTA Executive Vice Chairman

VINOD JUNEJA Managing Director

SUMEDH PATIL Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

(Rupees)

	Note No.	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
INCOME			
Revenue from Operations	2.9	152,441,184	71,356,196
Other Income	2.10	1,652,485	772,855
Total Revenue		154,093,669	72,129,051
EXPENSES			
Purchases - Shares and Securities	2.11-1	64,979,515	6,045,741
Change in Inventories of Stock - in -Trade	2.11-2	(16,793,911)	(1,881,698)
Employee Benefits Expense	2.12	17,583,340	14,940,392
Other Expenses	2.13	38,447,999	25,899,923
Finance Costs	2.14	5,073,083	949,679
Depreciation	2.5	14,460,552	10,723,545
Total Expenses		123,750,578	56,677,582
Profit Before Tax		30,343,091	15,451,469
Tax Expenses :			
- Current Tax		12,198,500	394,000
- Deferred Tax Credit	2.7	(1,790,500)	(497,800)
- Short / (Excess) Provision of Income Tax of earlier years (Net)		-	(179,253)
Total Tax Expenses		10,408,000	(283,053)
Profit for the Year		19,935,091	15,734,522
EARNING PER SHARE :			
2.24			
Basic & Diluted			
Weighted Average Number of Equity Shares outstanding during the year		35,432	35,432
Earning Per Share (Rs.) - basic and diluted (Face Value of Rs. 1000/- each)		484	431

Significant Accounting Policies and Notes on Accounts 1 and 2

The accompanying notes are an integral part of the financial statements

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Anil Maheshwary

Partner

Membership No.: 30739

Signatures to the Statement of Profit and Loss and Notes on Accounts

For and on behalf of the Board of Directors

BRAJ BINANI Chairman

J. D. MEHTA Executive Vice Chairman

VINOD JUNEJA Managing Director

SUMEDH PATIL Company Secretary

Place : Mumbai

Date : 21st April, 2012

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

(Rupees)

Particulars	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	30,343,091	15,451,469
Adjustments for :		
Depreciation	14,460,552	10,723,545
Profit on sale of Fixed Assets (net)	(953,878)	(84,811)
Liabilities no longer required written back	(698,607)	(572,190)
Interest and Dividend Income	(6,378,203)	(25,462,333)
Interest paid	4,590,016	844,943
Interest from Income Tax	-	(507,416)
Operating Profit before Working Capital Changes	41,362,971	393,207
Adjustments for :		
Trade & Other Receivables	(2,008,747)	4,622,940
Inventories	(16,793,911)	(1,881,698)
Trade & Other Payables	4,274,778	3,585,353
Cash generated from Operations	26,835,091	6,719,802
Direct Taxes Paid (net)	(4,659,254)	2,422,777
Net cash from Operating Activities	22,175,837	9,142,579
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(18,593,238)	(29,726,045)
Sale of Fixed Assets	11,965,980	3,209,580
Interest & Dividend Income	5,556,929	25,462,333
Purchase of Investments	-	(33,809,483)
Short Term Loan Realised	10,000,000	-
Short Term Loan Given to Subsidiaries	(1,800,000)	(48,200,000)
Advance against Share Application	(5,000,000)	(5,000,000)
Sale of Investments	-	4,229,999
Net cash used in Investing Activities	2,129,671	(83,833,616)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Short Term Loans & Overdraft Paid	-	(28,577,614)
Proceed from Short Term Loan	(1,000,000)	35,000,000
Interest on Term Loan	(4,590,016)	(844,943)
Proceeds from issue of Preference Shares	-	29,800,000
Equity Dividend	(10,629,600)	(10,629,600)
Preference Dividend	(411,485)	-
Dividend Tax Paid	(1,791,140)	-
Net cash used in Financing Activities	(18,422,241)	24,747,843
Net (decrease) / increase in Cash & Bank Balances	5,883,267	(49,943,194)
Cash and Bank Balances as on 31.03.2011 (Opening Balance)	26,106,013	76,049,207
Cash and Bank Balances as on 31.03.2012 (Closing Balance)	31,989,280	26,106,013
	5,883,267	(49,943,194)

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Anil Maheshwary

Partner

Membership No.: 30739

Place : Mumbai

Date : 21st April, 2012

Signatures to the Cash Flow Statement

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

Chairman

J. D. MEHTA

Executive Vice Chairman

VINOD JUNEJA

Managing Director

SUMEDH PATIL

Company Secretary



**NOTES ANNEXED TO AND FORMING PART OF
THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012**

NOTE "1"

Corporate Information

Binani Metals Limited is a limited company domiciled in India and was incorporated in the year 1941.

Presently Company is engaged in activities relating to Brokerage and Commission, Dealing in Commodities Futures Contracts, Rent-a-Cab Services, Business Support Services and Investments in Stocks and Securities

Presentation and Disclosure of Financial Statements

During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year. For further details refer notes.

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 (Tangible)

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. Company has used the following rate to provide depreciation on its fixed assets.

Particulars	Rate	Method of Depreciation
Computers	40.00%	WDV
Office Equipment	13.91%	WDV
Furniture & Fixtures	18.10%	WDV
Vehicles	25.89%	WDV

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 Investments

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



**NOTES ANNEXED TO AND FORMING PART OF
THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012**

NOTE "1" (Continued..)**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

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

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

Sale of Shares and Securities are recognised on the trade dates.

Services are recognised when the service has been provided.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

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.

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 and Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

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 Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term fixed deposits with an original maturity of twelve months or less from Reporting Date.

1.13 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).



NOTES ANNEXED TO AND FORMING PART OF
THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE "1" (Continued..)

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.

1.14 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.

1.15 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.



BINANI METALS LIMITED

NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012

NOTE NO.2

(Rupees)

	As at 31st March, 2012	As at 31st March, 2011
NOTE "2.1"		
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 40,000) 8% Non-Cumulative Redeemable Preference Shares of Rs.1000 /-each	40,000,000	40,000,000
TOTAL	<u>80,000,000</u>	<u>80,000,000</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 (Previous Year 29,800) 8% Non-Cumulative Redeemable Preference Shares of Rs. 1000/- each fully paid up	29,800,000	29,800,000
TOTAL	<u>65,314,000</u>	<u>65,314,000</u>
Subscribed and Paid up		
35,432 (Previous Year 35,432) Equity Shares of Rs. 1000/- each fully paid up (of the above 811 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 : Calls in Arrears	(18,700)	(18,700)
	<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	29,800,000
TOTAL	<u>65,213,500</u>	<u>65,213,500</u>

2.1-1 Reconciliation of the shares outstanding at the beginning and at the end of the year 31st March, 2012

a. Equity Shares	As at 31st March 2012		As at 31st March 2011	
	No.	Rs.	No.	Rs.
As at 1st April	35,432	35,432,000	35,432	35,432,000
Issued & Subscribed during the year	-	-	-	-
Outstanding as at 31st March	35,432	35,432,000	35,432	35,432,000
(of the above 811 shares were issued to the members of other amalgamated companies pursuant to schemes of Amalgamation)				
b. 8% Non-Cumulative Redeemable Preference Shares	As at 31st March 2012		As at 31st March 2011	
	No.	Rs.	No.	Rs.
As at 1st April	29,800	29,800,000	-	-
Issued & Subscribed during the year	-	-	29,800	29,800,000
Outstanding as at 31st March	29,800	29,800,000	29,800	29,800,000



NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012

NOTE NO. 2 (Continued)

2.1-2 Terms/rights attached to Equity Shares and 8% Non-Cumulative Redeemable Preference Shares

The Company having two classes of Shares, Equity Shares of Rs. 1000/- per Share and 8% Non Cumulative Redeemable Preference Shares of Rs. 1000/- per Share. Each holder of Equity Share is entitled to one vote per share. In the event of liquidation of the company, the holders of Equity Share will be entitled to receive the remaining assets of the company, after distribution to all preference capital shareholders. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

2.1-3 Details of Shares issued & subscribed for the period of five years immediately preceding current financial year

a. Equity Shares

	(No.'s)				
	2006-2007	2007-2008	2008-2009	2009-2010	2010-2011
As at 1st April	94,661	377,822	377,822	35,432	35,432
Consolidation of Shares from Rs. 100/- to Rs. 1000/- per Share (wef : 20.03.2009)	-	-	37,782	-	-
Issued & Subscribed during the period (Right basis)	283,161	-	-	-	-
Buy Back during the period	-	-	(2,350)	-	-
Outstanding as at 31st March	377,822	377,822	35,432	35,432	35,432

Note : 2008-2009 : Consequent upon buy-back of 2,350 Equity Shares as per Buy Back Offer made Dt. 28.01.2009 the paid -up share capital of the Company is reduced from Rs. 3,77,82,000 divided into 37,782 Equity Shares of Rs. 1,000/- to Rs. 3,54,32,000 divided into 35,432 Equity Shares of Rs. 1,000/- with effect from 20.03.2009

b. 8% Non-Cumulative Redeemable Preference Shares

During the year 2010-2011, 29,800 8% Non-Cumulative Redeemable Preference Shares of Rs.1000/- each aggregating to Rs. 298,00,000 were issued by the Company for consideration other than cash.

c. The Company has not issued any bonus shares during the period of five years immediately preceding the current financial year

2.1-4 Details of shareholders holding more than 5% shares in the Company

Name of Share Holders	As at 31st March 2012		As at 31st March 2011	
	No. in Lacs	% Holding	No. in Lacs	% Holding
Equity Shares				
Vijayshree Holdings Private Limited (Promoter Company)	9059	25.5673	9059	25.5673
Atithi Tie-up Private Limited (Promoter Company)	6500	18.3450	6500	18.3450
K B Vyapar Private Limited (Promoter Company)	6500	18.3450	6500	18.3450
Kalpana Binani (Promoter)	3554	10.0305	3554	10.0305
Mayur Enclave Private Limited (Other Bodies Corporate)	1965	5.5459	1965	5.5459
Total	27578	77.8337	27578	77.8337
8% Non-Cumulative Redeemable Preference Shares				
Vijayshree Holdings Private Limited (Promoter Company)	7450	25.0000	7450	25.0000
Ace Portfolio and Finance Pvt. Ltd (Promoter Company)	6823	22.8960	6823	22.8960
Lexus Holdings & Finance Pvt. Ltd (Promoter Company)	6822	22.8926	6822	22.8926
Manjushree Holdings Pvt. Ltd (Promoter Company)	7450	25.0000	7450	25.0000
Total	28545	95.7886	28545	95.7886



BINANI METALS LIMITED

NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 (Continued) (Rupees)

	As at 31st March, 2012	As at 31st March, 2011
NOTE "2.2"		
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	63,311,000	61,711,000
Add : Transferred from Surplus	2,000,000	1,600,000
	<u>65,311,000</u>	<u>63,311,000</u>
Surplus		
Surplus - Opening Balance	7,598,940	4,490,142
Add : Net Profit after Tax transferred from Statement of Profit and Loss	19,935,091	15,734,522
	<u>27,534,031</u>	<u>20,224,664</u>
Amount available for Appropriation		
Transfer to General Reserve	(2,000,000)	(1,600,000)
Proposed Dividend	(10,629,600)	(10,629,600)
Preference Dividend	(2,384,000)	(411,485)
Corporate Dividend Tax	(2,111,131)	(1,791,140)
Excess Provision of Corporate Dividend Tax of earlier year	-	1,806,501
Balance in Profit and Loss account	<u>10,409,300</u>	<u>7,598,940</u>
TOTAL	<u><u>92,033,476</u></u>	<u><u>87,223,116</u></u>



NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 (Continued) (Rupees)

	As at 31st March, 2012	As at 31st March, 2011
NOTE "2.3"		
NON - CURRENT LIABILITIES		
Long-Term Provision		
Retirement Leave Encashment Benefit (refer notes b & c below)	43,052	-
TOTAL	43,052	-

NOTE "2.4"		
CURRENT LIABILITIES		
2.4-1 Short-Term Unsecured Borrowings		
From Related Companies	34,000,000	35,000,000
2.4-2 Other Current Liabilities		
Other Liabilities	19,083,398	17,711,823
Duties & Taxes	1,667,590	640,705
Unclaimed Dividends*	1,345,845	1,246,775
	22,096,833	19,599,303
(*Will be credited to Investor Education and Protection Fund on due dates)		
2.4-3 Short-Term Provisions		
Retirement Leave Encashment Benefit (refer notes a & c below)	1,307,843	772,801
Gratuity	-	141,231
Bonus	11,293	10,220
Proposed Dividend	13,013,600	11,041,085
Corporate Dividend Tax	2,111,131	1,791,140
	16,443,867	13,756,477
TOTAL	72,540,700	68,355,780

a. Short-Term Provisions		
The Company has made provisions for the following:	Bonus	Leave Encashment
Opening Balance	10,220	772,801
Provision	11,293	1,307,843
Paid / Utilization	(10,220)	(772,801)

Closing Balance	11,293	1,307,843
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b. Long-term Provision		
The Company has made provisions for the following:		Leave Encashment
Opening Balance		-
Provision		43,052
Paid / Utilization		-
Reversal		-
Closing Balance		43,052

c. As per Company's Policy liability towards Leave Encashment as at 31st March, 2012 is Rs. 13,50,895 (Previous Year Rs. 7,72,801), based on Actuarial Valuation.



NOTE ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2 (Continued)

Note " 2.5 "
TANGIBLE ASSETS

(Rupees)

Particulars	Office Equipment		Furniture		Computers		Vehicles		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
COST										
As at 01st April, 2011	1,341,234	1,293,334	4,497,645	4,470,980	1,179,720	980,267	60,339,484	37,853,185	67,358,063	44,597,766
Additions during the year	109,590	47,900	43,864	26,665	146,186	237,413	18,293,598	28,685,153	18,593,238	28,997,131
Less Sales/Transfers/ Adjustments during the year	82,358	-	273,585	-	-	37,960	19,662,032	6,198,854	20,017,975	6,236,814
Total as at 31st March, 2012	1,368,466	1,341,234	4,267,924	4,497,645	1,325,906	1,179,720	58,971,050	60,339,484	65,933,346	67,358,083
DEPRECIATION										
As at 01st April, 2011	884,612	809,517	1,447,083	774,976	856,891	719,227	18,190,180	11,461,726	21,378,766	13,765,446
Charge for the year	73,011	75,095	551,857	672,107	159,228	136,754	13,676,456	9,839,589	14,460,552	10,723,545
Less Sales/Transfers/ Adjustments during the year	38,433	-	238,355	-	-	910	8,729,085	3,111,135	9,005,873	3,112,045
Total as at 31st March, 2012	919,190	884,612	1,760,585	1,447,083	1,016,119	855,071	23,137,551	18,190,180	26,833,445	21,376,946
NET BLOCK										
Total as at 31st March, 2012	449,276	456,622	2,507,339	3,050,562	309,787	324,649	35,833,499	42,149,304	39,101,721	45,981,137



NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 (Continued) (Rupees)

	Face Value per Share / Debenture	As at 31st March, 2012		As at 31st March, 2011	
		No. of Shares/ Debenture	Amount	No. of Shares/ Debenture	Amount
NOTE "2.6"					
NON CURRENT INVESTMENTS					
Long Term (at cost)					
<u>Unquoted</u>					
1. Debentures					
- 8% Debentures of Indian Chamber of Commerce	100	43.75	4,375	43.75	4,375
2. Equity Shares (fully paid)					
- Dharmik Commodore Pvt. Ltd.	10	10,000	100,000	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
- Nirbhay Management Services Pvt. Ltd.	10	50,000	12,581,425	50,000	12,581,425
- Asian Industry & Information Services Pvt. Ltd.	10	56,000	14,035,040	56,000	14,035,040
- Sapan Holdings & Trading Pvt. Ltd.	10	25,000	726,833	25,000	726,833
- Damini Multitrade Pvt. Ltd.	10	250,000	3,258,165	250,000	3,258,165
- Dhaneshwar Solution Pvt. Ltd.	10	10,000	100,270	10,000	100,270
- Ess Vee Alloys Pvt. Ltd.	10	100,000	3,107,750	100,000	3,107,750
4. Guineas (11)		-	1,708	-	1,708
TOTAL			34,415,566		34,415,566

(Rupees)

	As at 31st March, 2012	As at 31st March, 2011
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NOTE "2.7"

DEFERRED TAX ASSETS

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

Fixed Assets – Depreciation	3,431,700	1,776,500
Disallowance under Income Tax Act, 1961	420,900	285,600
TOTAL	3,852,600	2,062,100



NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 (Continued) (Rupees)

	As at 31st March, 2012	As at 31st March, 2011
NOTE "2.8"		
CURRENT ASSETS		
2.8-1 Inventories		
Stock-in-Trade		
Shares and Securities	20,415,567	3,621,656
	<u>20,415,567</u>	<u>3,621,656</u>
2.8-2 Trade Receivables		
(Unsecured and considered good)		
Debts - Outstanding for a period of more than six months	-	-
Other Debts	1,861,307	14,232
	<u>1,861,307</u>	<u>14,232</u>
2.8-3 Cash and Cash Equivalents		
Cash in hand	13,176	1,371
Balances with Scheduled Banks		
- In Current Accounts (refer note a below)	14,799,829	9,027,437
- In Fixed Deposit Accounts (refer note b below)	15,830,430	15,830,430
- In Unclaimed Dividend Accounts	1,345,845	1,246,775
	<u>31,989,280</u>	<u>26,106,013</u>
2.8-4 Short-Term Loans and Advances		
(Unsecured and considered good unless otherwise stated)		
Loan & Advances		
- to Related Parties	93,175,000	86,000,000
- to Others	1,012,168	850,496
Capital Advances	-	728,914
Inter-Corporate Deposits	-	10,000,000
	<u>94,187,168</u>	<u>97,579,410</u>
2.8-5 Other Current Assets		
Interest Accrued	543,584	9,101
Advance Payment of Tax (net)	2,431,208	9,970,454
Security and Other Deposits	1,032,727	1,032,727
	<u>4,007,519</u>	<u>11,012,282</u>
TOTAL	<u><u>152,460,841</u></u>	<u><u>138,333,593</u></u>

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

b) Out of these fixed deposits, fixed deposit receipt of Rs. 1,48,20,430 (Previous Year Rs. 1,48,20,430) have been pledged with the bank against guarantee issued. (also refer note no. 2.16)



ANNEXURE TO NOTE "2.8-1"

DETAILS OF STOCK-IN-TRADE OF SHARES IN COMPANIES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012

(Rupees)

	Face Value per Share/ Unit	As at 31st March, 2012		As at 31st March, 2011	
		No. of Shares	Amount	No. of Shares	Amount
QUOTED					
AMBUJA CEMENTS LIMITED	2	26,100	4,302,204	100	7,130
BALASORE ALLOYS LIMITED	5	5,000	78,500	-	-
BARAK VALLEY CEMENT LIMITED	10	150	1,815	150	2,223
BARODA RAYON LIMITED	10	4,000	11,800	4,000	11,800
CHAMBAL FERTILISERS & CHEMICALS LIMITED	10	3,000	231,750	-	-
COAL INDIA LIMITED	10	1,000	327,330	-	-
COROMANDEL INTERNATIONAL LIMITED	1	80	-	80	-
DALMIA BHARAT ENTERPRISES LIMITED	10	100	-	100	-
DALMIA CEMENT BHARAT LIMITED	2	100	1,350	100	2,405
DIL LIMITED	10	500	252,950	-	-
GRASIM INDUSTRIES LIMITED	10	216	-	-	-
HEERA ISPAT LIMITED	10	-	-	4,000	4,000
INDIA CEMENT LIMITED	10	100	9,560	100	9,560
J M FINANCIAL LIMITED	1	40,000	623,527	-	-
JHAGADIA COPPER LIMITED	10	3,000	3,990	3,000	6,810
JSW STEEL LIMITED	10	6,000	4,173,108	500	458,150
LARSEN & TOUBRO LIMITED	2	1,000	1,306,850	400	661,300
LIC HOUSING FINANCE LIMITED	2	-	-	1,500	311,216
LML LIMITED	10	-	-	5,000	29,400
MARKSANS PHARMA LIMITED	1	25,000	41,250	25,000	56,250
MULTIMETALS LIMITED	10	100	1	100	1
ONGC LIMITED	5	2,000	534,600	2,000	580,200
PENAR ALUMINIUM LIMITED	10	4,000	2,360	4,000	3,880
PRAKASH INDUSTRIES LIMITED	10	10,000	461,000	-	-
PROVOUGE INDIA LIMITED	1	5,000	72,750	-	-
PROZONE CAPITAL LIMITED	10	5,000	-	-	-
PUNJAB & SIND BANK LIMITED	10	98	7,321	98	10,594
RELIANCE INDUSTRIES LIMITED	10	5,000	3,741,250	-	-
S. S. FORGENIC ENG. LIMITED	10	94	167	94	167
SHIPPING CORPORATION OF INDIA LIMITED	10	2,000	124,000	522	56,324
SOUTHERN PETROCHEMICALS IND. COR. LTD.	10	20,000	353,000	-	-
STEEL AUTHORITY OF INDIA LIMITED	10	2,000	188,100	-	-
SUZLON ENERGY LIMITED	2	39,000	986,700	-	-
TATA GLOBAL BEVERAGES LIMITED	1	2,000	224,100	-	-
TATA POWER COMPANY LIMITED	1	5,000	500,062	500	665,175
TATA STEEL LIMITED	10	700	305,007	266	142,256
THE INDIAN HOTELS COMPANY LIMITED	1	1,000	63,850	1,000	84,200
ULTRATECH LIMITED	10	123	-	-	-
HUDCO 8.20 / 8.35 LOA 05MR27 (BOND)	1,000	1,000	966,700	-	-
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
TOTAL			20,415,567		3,621,656

**NOTE ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012****NOTE NO. 2 (Continued)** (Rupees)

	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
NOTE "2.9"		
REVENUE FROM OPERATIONS		
Sales - Shares and Securities	47,832,428	4,910,893
Profit from Commodities Futures Contracts	9,994,808	4,956,217
Brokerage and Commission	5,125,000	7,197,000
Service Charges 2.9-1	83,110,745	28,322,337
Interest and Dividend 2.9-2	6,378,203	25,969,749
TOTAL	152,441,184	71,356,196
NOTE "2.9-1"		
SERVICE CHARGES		
- For Use of Cars	19,896,345	15,637,937
- For Storage Facility	1,814,400	1,484,400
- For Other Services	61,400,000	11,200,000
TOTAL	83,110,745	28,322,337
NOTE "2.9-2"		
INTEREST AND DIVIDEND		
Dividend	90,291	18,830,121
Interest (Gross)		
- Inter Corporate Deposit	6,175,399	5,062,850
- Bank and Others	112,513	2,076,778
TOTAL	6,378,203	25,969,749
NOTE "2.10"		
OTHER INCOME		
Excess Provision of earlier year written back	698,607	572,190
Profit on Sale of Fixed Assets	953,878	84,811
Sundry Income	-	115,854
TOTAL	1,652,485	772,855
NOTE "2.11 - 1"		
PURCHASES		
Shares & Securities	64,979,515	6,045,741
TOTAL	64,979,515	6,045,741
NOTE "2.11 - 2"		
CHANGES IN INVENTORIES OF STOCK - IN - TRADE		
Opening Stock	3,621,656	1,739,958
Less : Closing Stock	20,415,567	3,621,656
Changes in Inventories of Stock-in-Trade	(16,793,911)	(1,881,698)
NOTE "2.12"		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Bonus and Allowances	17,165,006	14,578,500
Contribution to Provident and Other Funds	358,633	320,222
Staff Welfare	59,701	41,670
TOTAL	17,583,340	14,940,392



NOTE ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2 (Continued)

(Rupees)

	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
NOTE "2.13"		
ADMINISTRATION AND OTHER EXPENSES		
Communication Expenses	757,494	808,299
Travelling Expenses	8,487,222	5,993,733
Rent	2,240,316	2,248,393
Electricity Expenses	86,463	98,365
Rates and Taxes	2,879	5,900
Repairs and Maintenance Expenses		
- Buildings	530,715	480,691
- Others	145,419	68,714
Insurance	747,522	539,714
Motor Car Expenses	2,464,665	1,872,815
Directors' Fees	77,500	70,000
Business Development & Entertainment Expenses	2,961,143	2,260,459
Donation	2,500,000	2,500,000
Advertisement Expenses	887,334	884,253
Legal and Professional Expenses	15,220,681	7,092,827
Auditors' Remuneration :		
- Statutory Audit Fees	224,720	198,540
- Tax Audit Fees	44,944	33,090
- Certification Fees	7,721	-
	277,385	231,630
Miscellaneous Expenses	1,061,261	744,130
TOTAL	38,447,999	25,899,923

NOTE "2.14"

FINANCE COSTS

Interest

- on Short-Term Borrowings	4,590,016	847,738
- on Others	374,801	-
Bank Charges	108,266	101,941

TOTAL	5,073,083	949,679
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**NOTE ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012****NOTE NO. 2 (Continued)****2.15. Contingent Liabilities**

(Rupees)

Particulars	As at 31st March, 2012	As at 31st March, 2011
(a) Claims against the Company for IncomeTax matters under appeal, not acknowledged as debts.	15,84,135	35,17,558
(b) Rent to Kolkata Port Trust	-	-

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, the Liability if any, cannot be quantified.

2.16. 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, 2012 is Rs. 1,48,20,430 and accordingly the Company has provided for Rs. 1,48,20,430 as the subject matter of the bank is subjudice.

2.17. 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, 2012, on such Bond the value of goods lying in bond was Rs. 11,34,24,794 (Previous Year Rs. 100,29,40,300) and the estimated liability for duty is Rs. 2,25,19,086 (Previous Year Rs. 18,04,00,817).

2.18. Sundry Creditors do not include any parties who are registered under the Micro, Small and Medium Enterprises Development Act, 2006.

2.19. Foreign Currency Transactions:

(Rupees)

Particulars	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
Expenditure		
- Miscellaneous Expenses	181,382	6,969
Earnings	Nil	Nil

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



NOTE ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2 (Continued)

NOTE NO. 2.21

Related Party Disclosure:

During the year, the Company entered into transactions with related parties. Those transactions along with related balances as at 31st March, 2012 and 2011 and for the years then ended are presented in the following table

(Rupees)

Particulars	Subsidiary	Key Management Personnel	Enterprises where Key Management Personnel have got significant influence	Total
Service Charges for Use of Cars*	Nil (Nil)	-	19,536,345 (14,977,937)	19,536,345 (14,977,937)
Service Charges for Storage Facility*	Nil (Nil)	-	1,814,400 (1,484,400)	1,814,400 (1,484,400)
Service Charges for Other Services*	46,400,000 (7,200,000)	-	Nil (Nil)	46,400,000 (7,200,000)
Dividend Received	Nil (7,800,000)	-	Nil (11,000,000)	Nil (18,800,000)
Interest Received	6,163,892 (3,322,029)	-	Nil (1,054,247)	6,163,892 (4,376,276)
Interest Paid	Nil (Nil)	-	4,590,016 (184,111)	4,590,016 (184,111)
Investment Purchases	Nil (Nil)	-	Nil (33,000,000)	Nil (33,000,000)
Investment Sold	Nil (Nil)	-	Nil (4,229,999)	Nil (4,229,999)
Unsecured Loan Given	2,800,000 (53,200,000)	-	Nil (4,230,000)	2,800,000 (57,430,000)
Unsecured Loan Received back	1,000,000 (Nil)	-	Nil (Nil)	1,000,000 (Nil)
Unsecured Loan taken	Nil (Nil)	-	35,000,000 (35,000,000)	35,000,000 (35,000,000)
Unsecured Loan Repaid	Nil (Nil)	-	36,000,000 (35,000,000)	36,000,000 (35,000,000)
Advertisement Expenses	184,320 (Nil)	-	Nil (Nil)	184,320 (Nil)
Advance against Capital	5,000,000 (5,500,000)	-	Nil (Nil)	5,000,000 (5,500,000)
Issue of Preference Shares	Nil (Nil)	-	Nil (29,800,000)	Nil (29,800,000)
Managerial Remuneration - Salary & Allowances	-	13,757,250 (1,776,500)	-	13,757,250 (1,776,500)
- Perquisites* (Refer Note ii-a below)	-	2,315,363 (285,600)	-	2,315,363 (285,600)
Balance outstanding {receivables/(payables)} as at the year end including interest	92,800,000 (86,000,000)	375,000 (Nil)	(33,985,066) (35,000,000)	59,189,934 (121,000,000)

(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., Damini Multitrade Pvt. Ltd., Dhaneshwar Solution Pvt. Ltd., Ess Vee Alloys Pvt. Ltd., Sapan Holdings & Trading Pvt. Ltd. & Hadoti Cement Pvt. Ltd. (Subsidiary of Sapan Holdings & Tradings Pvt. Ltd.)
- ii) Key Management Personnel - Shri Braj Binani (No transactions during the year), Shri J.D.Mehta and Shri Vinod Juneja
a - (Managerial Remuneration include leave encashment paid and monetary value of non cash perquisites as per Income Tax Act, 1961.)
- 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 & Finance. Pvt. Ltd., Manjushree Holdings Pvt. Ltd., Vijayshree Holdings Pvt. Ltd,
K.B. Vyapar Pvt. Ltd.

iv) * Transaction values are excluding Service Tax



NOTE ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2 (Continued)

NOTE " 2.22 "

Segment Information for the year ended 31st March, 2012

(Rupees)

Particulars	Trading in Shares and Securities		Commercial		Unallocated		Total	
	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011
REVENUE								
Gross Receipts	47,922,719	4,941,014	99,184,431	40,562,961	6,986,519	26,625,076	154,093,669	72,129,051
RESULTS								
Segment Result	(272,438)	772,519	40,713,052	1,948,457	(5,024,440)	13,680,173	35,416,174	16,401,148
Interest & Finance Expenses	-	-	(4,590,016)	(663,627)	(483,067)	(286,052)	(5,073,083)	(949,679)
Income Taxes	-	-	-	-	(10,408,000)	103,800	(10,408,000)	103,800
Income Taxes - Earlier Years	-	-	-	-	-	179,253	-	179,253
Net Profit / (Loss)	(272,438)	772,519	36,123,036	1,284,830	(15,915,507)	13,677,174	19,935,091	15,734,522
OTHER INFORMATION								
Segment Assets	22,686,090	4,308,867	51,943,377	51,072,013	155,201,261	165,411,516	229,830,728	220,792,396
Segment Liabilities	4,100	-	36,243,197	-	193,583,431	220,792,396	229,830,728	220,792,396
Capital Expenditure	-	-	18,357,763	28,937,956	235,475	59,175	18,593,238	28,997,131
Depreciation	-	-	13,925,994	10,041,810	534,558	681,735	14,460,552	10,723,545

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



NOTE ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2 (Continued)

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

I) Defined Contribution Plans :

Contribution to Defined Contribution Plans, recognized as expense for the year are as under (Rupees)

Particulars	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
Employers' Contribution to Provident Fund	2,10,338	1,99,138
Employers' Contribution to Superannuation Fund	1,28,520	1,10,220

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, 2012 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, 2012.

(Rupees)

Particulars	As at 31st March, 2012	As at 31st March, 2011
Change in present value of obligation		
Present value of obligation as at 1st April, 2011	76,354	47,842
Interest Cost	6,108	3,827
Service Cost	23,127	21,281
Benefits Paid	Nil	Nil
Actuarial (gain) / loss on obligation	2,576	3,404
Present value of obligation, as at 31st March, 2012	103,013	76,354



NOTE ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2.23 (Continued)

(Rupees)

	As at 31st March, 2012	As at 31st March, 2011
Change in plan assets		
Fair value of plan assets as at 1st April, 2011	440,791	403,840
Expected return on plan assets	40,332	36,951
Contributions	Nil	Nil
Benefits paid	Nil	Nil
Actuarial gain/ (Loss) on plan assets	Nil	Nil
Fair value of plan assets as at 31st March, 2012	481,123	440,791
Amount recognized in the Balance Sheet		
Present value of obligation , as at 31st March, 2012	103,013	76,354
Fair value of plan assets as at 31st March, 2012	(481,123)	(440,791)
Net obligation as at 31st March, 2012	(378,110)	(364,437)
Net gratuity cost for the year ended 31st March, 2012		
Current Service Cost	23,127	21,281
Interest Cost	6,108	3,827
Expected return on plan assets	(40,332)	(36,951)
Net Actuarial (gain) / Loss to be recognized	(2,576)	(8,439)
Net gratuity cost	(13,673)	(20,282)
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

2.24 EARNING PER SHARE : Basic & Diluted

	For the Year Ended 31st March, 2012	For the Year Ended 31st March 2011
Profit for the Year	19,935,091	15,734,522
Less : Preference Dividend	2,384,000	411,485
Less : Corporate Dividend Tax on Preference Dividend	386,744	66,753
Profit attributable to Equity Shareholders	17,164,347	15,256,284
Weighted Average Number of Equity Shares outstanding during the Year (Face Value of Rs.1000 each)	35,432	35,432

2.25. Figures of the previous year have been regrouped wherever necessary to conform to current year classification.

Till the year ended 31st March 2011, the company was using pre-revised Schedule VI to the Companies Act 1956, for preparation and presentation of its financial statements. During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company. The company has reclassified previous year figures to conform to this year's classification.

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Anil Maheshwary

Partner

Membership No.: 30739

Place : Mumbai

Date : 21st April, 2012

Signatures to Notes on Accounts

For and on behalf of the Board of Directors

BRAJ BINANI Chairman

J. D. MEHTA Executive Vice Chairman

VINOD JUNEJA Managing Director

SUMEDH PATIL Company Secretary



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, 2012, and also the Statement of Consolidated Profit and Loss 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. 573,265,780 as at March 31, 2012 and total revenue of Rs. 4,003,187,975, net profit of Rs. 21,295,004 and net cash flow amounting to Rs. 11,75,40,502 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, 2012;
 - b. in the case of the Statement of Consolidated Profit and Loss, 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**
Chartered Accountants
FRN : 003363N

Anil Maheshwary
Partner
Membership No.:30739
Place : Mumbai
Date : 21st April 2012.

**BINANI METALS LIMITED****CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012**

(Rupees)

	Note No.	As At 31st March, 2012	As At 31st March, 2011
EQUITY AND LIABILITIES			
Shareholders' funds			
Capital	2.1	65,213,500	65,213,500
Reserves and Surplus	2.2	127,145,620	100,547,636
		<u>192,359,120</u>	<u>165,761,136</u>
Non - Current Liabilities			
Long-Term Borrowings	2.3	124,046	449,682
Long-Term Provisions	2.3-2	7,975,052	-
		<u>8,099,098</u>	<u>449,682</u>
Current Liabilities			
Short-Term Borrowings	2.4	34,171,356	35,000,000
Trade Payables	2.4-1	393,058,943	30,757,019
Other Current Liabilities	2.4-2	66,228,020	18,801,967
Short-Term Provisions	2.4-3	33,129,772	21,758,592
	2.4-4	<u>526,588,091</u>	<u>106,317,578</u>
TOTAL		<u>727,046,308</u>	<u>272,528,396</u>
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	2.5-1	80,105,860	69,467,978
Intangible Assets	2.5-2	61,392,213	28,929,188
		<u>141,498,073</u>	<u>98,397,166</u>
Non-Current Investments	2.6	706,083	706,083
Deferred Tax Assets (net)	2.7	6,432,178	3,995,400
Long Term Loans & Advances	2.8	1,922,467	-
		<u>9,060,728</u>	<u>4,701,483</u>
Current Assets			
Inventories	2.9	21,297,597	3,830,297
Trade Receivables	2.9-1	286,610,694	4,060,164
Cash and Cash Equivalents	2.9-2	202,422,933	78,994,993
Short-Term Loans and Advances	2.9-3	6,995,923	10,728,914
Other Current Assets	2.9-4	59,160,360	71,815,379
	2.9-5	<u>576,487,507</u>	<u>169,429,747</u>
TOTAL		<u>727,046,308</u>	<u>272,528,396</u>

Significant Accounting Policies and Notes on Accounts 1 & 2

The accompanying notes are an integral part of the financial statements.

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Anil Maheshwary

Partner

Membership No.: 30739

Place : Mumbai

Date : 21st April, 2012

Signatures to the Balance Sheet and Notes on Accounts

For and on behalf of the Board of Directors**BRAJ BINANI** Chairman**J. D. MEHTA** Executive Vice Chairman**VINOD JUNEJA** Managing Director**SUMEDH PATIL** Company Secretary



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

(Rupees)

	Note No.	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
INCOME			
Revenue from Operations	2.10	4,036,322,946	278,083,859
Other Income	2.11	3,827,424	16,187,749
Total Revenue		4,040,150,370	294,271,608
EXPENSES			
Purchase & Direct Expense	2.12-1	3,386,619,941	13,288,534
Changes in Inventories of Stock in Trade	2.12-2	(17,479,337)	(1,779,983)
Employee Benefits Expense	2.13	97,828,723	67,161,188
Other Expenses	2.14	484,802,064	171,982,759
Finance Costs	2.15	5,142,294	1,387,767
Depreciation & Amortisation	2.16	19,952,600	12,980,244
Total Expenses		3,976,866,285	265,020,509
Profit Before Tax		63,284,085	29,251,099
Tax Expenses			
- Current Tax		23,978,322	8,538,100
- Deferred Tax Credit	2.7	(2,436,778)	(764,800)
- (Excess) Provision of Income Tax of earlier years (Net)		(5,451)	(199,097)
Total Tax Expenses		21,536,093	7,574,203
Profit for the Year		41,747,992	21,676,896
EARNING PER SHARE : Basic & Diluted 2.26			
Weighted Average Number of equity shares outstanding during the year		35,432	35,432
Earning Per Share (Rs.) - basic and diluted (Face Value of Rs. 1000/- each)		1100	598

Significant Accounting Policies and Notes on Accounts 1 & 2

The accompanying notes are an integral part of the financial statements.

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Anil Maheshwary

Partner

Membership No.: 30739

Signatures to the Statement of Profit and Loss and Notes on Accounts

For and on behalf of the Board of Directors

BRAJ BINANI Chairman

J. D. MEHTA Executive Vice Chairman

VINOD JUNEJA Managing Director

SUMEDH PATIL Company Secretary

Place : Mumbai

Date : 21st April, 2012



BINANI METALS LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(Rupees)

Particulars	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	63,284,085	29,251,099
Adjustments for :		
Depreciation	19,940,132	12,967,776
Loss (Profit on sale of Fixed Assets)	(922,105)	(86,047)
Profit on sale of Investment	(14,736)	(191,702)
Liabilities no longer required written back	(970,935)	(572,221)
Preliminary Expenses written off	12,468	-
Interest paid	3,386,728	-
Interest and Dividend Income	(11,004,776)	(15,559,763)
Interest from Income Tax	-	(550,941)
Operating Profit before Working Capital Changes	73,710,861	25,258,201
Adjustments for :		
Trade & Other Receivables	(216,785,360)	(39,110,506)
Inventories	(17,471,339)	(1,740,431)
Trade & Other Payables	358,088,777	29,598,698
Cash generated from Operations	197,542,939	14,005,962
Direct Taxes Paid (Net)	(14,401,006)	(4,519,434)
Net cash from Operating Activities	183,141,933	9,486,528
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Interest & Dividend Income	9,874,365	15,559,763
Purchase of Fixed Assets (Including CWIP)	(74,809,955)	(32,636,034)
Goodwill on acquisition of Subsidiaries	-	(28,899,483)
Short Term Loan Realised	10,000,000	-
Preliminary Expenses	-	5,264
Sale of Fixed Assets	12,580,260	3,327,852
Investment for acquisition of Subsidiaries	-	(4,910,000)
Sale of Investments	-	4,946,978
Net cash used in Investing Activities	(42,355,330)	(42,605,660)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Interest Paid	(3,386,728)	-
Short Term Loans Paid	(154,280)	(29,002,804)
Proceed from Short Term Unsecured Loan	(1,000,000)	35,000,000
Repayment of Short Term Unsecured Loan	-	(2,474,187)
Proceeds from issue of Equity / Preference Shares	-	29,900,000
Dividend Paid	(10,629,600)	(10,629,600)
Preference Dividend Paid	(411,485)	-
Dividend Tax Paid	(1,791,140)	(1,295,483)
Net cash used in Financing Activities	(17,373,233)	21,497,926
Net (decrease) / increase in Cash & Bank Balances	123,413,370	(11,621,206)
Cash and Bank Balances as on 31.03.2011		
(Opening Balance)	78,994,993	79,039,784
Add: Upon acquisition of Subsidiaries	14,570	11,665,791
Less: Upon deletion of Subsidiary	-	89,376
Cash and Bank Balances as on 31.03.2012		
(Closing Balance)	202,422,933	78,994,993
	123,413,370	(11,621,206)

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Anil Maheshwary

Partner - Membership No.: 30739

Place : Mumbai, Date : 21st April, 2012

Signatures to the Cash Flow Statement

For and on behalf of the Board of Directors

BRAJ BINANI

J. D. MEHTA

VINOD JUNEJA

SUMEDH PATIL

Chairman

Executive Vice Chairman

Managing Director

Company Secretary



**NOTES ANNEXED TO AND FORMING PART OF
CONSOLIDATED FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012**

NOTE "1"

Notes to Consolidated Accounts

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 (Tangible & Intangible)

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.

Company has used the following rate to provide depreciation on its fixed assets.

Particulars	Rate	Method of Depreciation
Tangible Assets		
Computers	40.00%	WDV
Office Equipment	13.91%	WDV
Furniture & Fixtures	18.10%	WDV
Vehicles	25.89%	WDV
Building	5.00%	WDV
Free Hold Land	Nil	-
In-Tangible Assets		
Software	40.00%	WDV
Goodwill	-	-

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 Investments

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

**Note No.1 of Consolidated Accounts (Continued)****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

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

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

Sale of Shares and Securities are recognised on the trade dates.

Services are recognised when the service has been provided.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

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.

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 and Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

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 Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term fixed deposits with an original maturity of twelve months or less from Reporting Date.

1.13 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).



Note No.1 of Consolidated Accounts (Continued)

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.

1.14 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.

1.15 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.

1.16 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. & Hadoti Cement Pvt. Ltd. (subsidiary of Sapan Holdings and Trading Pvt. Ltd.). The consolidated financial statements have been prepared on the following basis:

- a) 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.
- b) 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.



**NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH, 2012**

NOTE NO. 2 Consolidated Accounts(Continued) (Rupees)

	As at 31st March, 2012	As at 31st March, 2011
Note "2.1"		
SHARE CAPITAL		
Authorised :		
40,000 (Previous Year 40000) Equity Shares of Rs.1000/-each	40,000,000	40,000,000
40,000 (Previous Year 40000) 8% Non-Cumulative Redeemable Preference Shares of Rs.1000/- each	40,000,000	40,000,000
TOTAL	<u>80,000,000</u>	<u>80,000,000</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% (Previous Year 29,800) Non-Cumulative Redeemable Preference Shares of Rs. 1000/- each fully paid up	29,800,000	29,800,000
TOTAL	<u>65,314,000</u>	<u>65,314,000</u>
Subscribed & Paid up		
35,432 (Previous Year 35,432) Equity Shares of Rs. 1000/- each fully paid up (of the above 811 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	(18,700)	(18,700)
	<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	29,800,000
TOTAL	<u>65,213,500</u>	<u>65,213,500</u>

**2.1-1 Reconciliation of the shares outstanding at the beginning and at the end of the Year
31st March, 2012**

a. Equity Shares	As at 31st March 2012		As at 31st March 2011	
	No.	Rs.	No.	Rs.
As at 1st April	35,432	35,432,000	35,432	35,432,000
Issued & Subscribed during the year	-	-	-	-
Outstanding as at 31st March	35,432	35,432,000	35,432	35,432,000
(of the above 811 shares were issued to the members of other amalgamated companies pursuant to schemes of Amalgamation)				
b. 8% Non-Cumulative Redeemable Preference Shares	As at 31st March 2012		As at 31st March 2011	
	No.	Rs.	No.	Rs.
As at 1st April	29,800	29,800,000	-	-
Issued & Subscribed during the year	-	-	29,800	29,800,000
Outstanding as at 31st March	29,800	29,800,000	29,800	29,800,000



NOTE NO. 2 Consolidated Accounts(Continued)

2.1-2 Terms/rights attached to Equity Shares and 8% Non-Cumulative Redeemable Preference Shares

The Company having two classes of Shares, Equity Shares of Rs. 1000/- per Share and 8% Non Cumulative Redeemable Preference Shares of Rs. 1000/- per Share. Each holder of Equity Share is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Share will be entitled to receive the remaining assets of the Company, after distribution to all preference capital shareholders. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

2.1-3 Details of Shares issued & subscribed for the period of five years immediately preceding current financial year

a. Equity Shares

(No.'s)

	2006-2007	2007-2008	2008-2009	2009-2010	2010-2011
As at 1st April	94,661	377,822	377,822	35,432	35,432
Consolidation of shares from Rs. 100/- to Rs. 1000/- per share (wef : 20.03.2009)	-	-	37,782	-	-
Issued & Subscribed during the period (Right basis)	283,161	-	-	-	-
Buy Back during the period	-	-	(2,350)	-	-
Outstanding as at 31st March	377,822	377,822	35,432	35,432	35,432

Note: 2008-2009 : Consequent upon buy-back of 2,350 Equity Shares as per Buy Back Offer made Dt. 28.01.2009 the paid -up share capital of the Company is reduced from Rs. 3,77,82,000 divided into 37,782 Equity Shares of Rs. 1,000/- to Rs. 3,54,32,000 divided into 35,432 Equity Shares of Rs. 1,000/- with effect from 20.03.2009

b. 8% Non-Cumulative Redeemable Preference Shares

During the year 2010-2011, 29,800 8% Non-Cumulative Redeemable Preference Shares of Rs.1000/- each aggregating to Rs. 298,00,000 were issued by the Company for consideration other than cash.

c. The Company has not issued any bonus shares during the period of five years immediately preceding the current financial year

2.1-4 Details of shareholders holding more than 5% shares in the Company

Name of Share Holders	As at 31st March 2012		As at 31st March 2011	
	No. in Lacs	% Holding	No. in Lacs	% Holding
Equity Shares				
Vijayshree Holdings Private Limited (Promoter Company)	9059	25.5673	9059	25.5673
Atithi Tie-up Private Limited (Promoter Company)	6500	18.345	6500	18.345
K B Vyapar Private Limited (Promoter Company)	6500	18.345	6500	18.345
Kalpna Binani (Promoter)	3554	10.0305	3554	10.0305
Mayur Enclave Private Limited (Other Bodies Corporate)	1965	5.5459	1965	5.5459
Total	27578	77.8337	27578	77.8337
8% Non-Cumulative Redeemable Preference Shares				
Vijayshree Holdings Private Limited (Promoter Company)	7450	25.0000	7450	25.0000
Ace Portfolio and Finance Pvt. Ltd (Promoter Company)	6823	22.8960	6823	22.8960
Lexus Holdings & Finance Pvt. Ltd (Promoter Company)	6822	22.8926	6822	22.8926
Manjushree Holdings Pvt. Ltd (Promoter Company)	7450	25.0000	7450	25.00
Total	28545	95.7886	28545	95.7886



BINANI METALS LIMITED

NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 Consolidated Accounts(Continued) (Rupees)

	As at 31st March, 2012	As at 31st March, 2011
NOTE "2.2"		
RESERVES & SURPLUS		
Capital Reserve:		
As per Last Balance Sheet	12,596,699	12,596,699
Add : Transferred from General Reserve	-	-
	<u>12,596,699</u>	<u>12,596,699</u>
Capital Reduction Reserve		
As per Last Balance Sheet	1,216,277	716,277
Add : on acquisition of Subsidiary	-	500,000
	<u>1,216,277</u>	<u>1,216,277</u>
Buy Back Reserve		
As per Last Balance Sheet	3,000,200	3,000,200
General Reserve		
As per Last Balance Sheet	65,128,413	61,711,000
Add : On acquisition of Subsidiary	-	477,113
Add : Transferred from Surplus	2,561,558	2,940,300
	<u>67,689,971</u>	<u>65,128,413</u>
Share Premium Reserve		
As per Last Balance Sheet	5,060,000	-
Add : On acquisition of Subsidiary	-	5,060,000
	<u>5,060,000</u>	<u>5,060,000</u>
Surplus		
Surplus-Opening Balance	13,546,047	(2,327,182)
Add: Balance Brought Forward on acquisition of Subsidiaries	(25,277)	9,457,840
Add : Net Profit after tax transferred from Statement of Profit and Loss	41,747,991	21,676,896
	<u>55,268,762</u>	<u>28,807,554</u>
Amount available for Appropriation	55,268,762	28,807,554
Transfer to General Reserve	(2,561,557)	(2,940,300)
Proposed Dividend	(10,629,600)	(10,629,600)
Preference Dividend	(2,384,000)	(411,485)
Corporate Dividend Tax	(2,111,131)	(3,086,623)
Excess Provision of Corporate Dividend Tax of earlier year	-	1,806,501
	<u>37,582,473</u>	<u>13,546,047</u>
Balance in Profit and Loss account	37,582,473	13,546,047
TOTAL	127,145,620	100,547,636



NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 Consolidated Accounts(Continued) (Rupees)

	As at 31st March, 2012	As at 31st March, 2011
NOTE "2.3"		
NON - CURRENT LIABILITIES		
Long-Term Borrowings		
- Hire Purchase Credit	124,046	449,682
	<u>124,046</u>	<u>449,682</u>
Long-Term Provision		
Provision for Gratuity	6,117,787	-
Retirement Leave Encashment Benefit	1,857,265	-
	<u>7,975,052</u>	<u>-</u>
TOTAL	<u><u>8,099,098</u></u>	<u><u>449,682</u></u>

NOTE "2.4"		
CURRENT LIABILITIES		
Short-Term Unsecured Borrowings		
From Related Companies	34,000,000	35,000,000
Hire Purchase Credit	171,356	-
	<u>34,171,356</u>	<u>35,000,000</u>
Trade Payables	<u>393,058,943</u>	<u>30,757,019</u>
Other Current Liabilities		
Other Liabilities	54,543,988	17,555,192
Duties & Taxes	10,338,187	-
Unclaimed Dividends*	1,345,845	1,246,775
	<u>66,228,020</u>	<u>18,801,967</u>

(*Will be credited to Investor Education and Protection Fund on due dates)

Short-Term Provisions		
Retirement Leave Encashment Benefit	2,048,089	2,200,198
Gratuity	470,822	3,739,745
Bonus	396,886	894,109
Ex-gratia	879,849	1,238,467
Leave Travel Assistance	964,776	853,848
Provision for Expenses	3,002,707	-
Provision for Taxation	10,241,912	-
Proposed Dividend	13,013,600	11,041,085
Corporate Dividend Tax	2,111,131	1,791,140
	<u>33,129,772</u>	<u>21,758,592</u>
TOTAL	<u><u>526,588,091</u></u>	<u><u>106,317,578</u></u>



NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2 Consolidated Accounts(Continued)

Note "2.5-1"

TANGIBLE ASSETS

(Rupees)

Particulars	Freehold Land	Building Construction	Plant & Machinery	Computer Hardware	Furniture & Fixture	Electric Fitting	Motor Vehicles	Office Equipment	Telephone Instrument	Total
COST										
Total as at 1st April 2010	-	26,118,301	-	980,267	11,097,978	-	37,853,185	3,273,795	-	79,323,526
Additions on acquisition of subsidiaries	490,594	1,924,049	817,847	2,251,060	-	-	2,267,799	150,289	91,675	7,993,313
Additions during the year	-	-	-	747,083	26,665	-	30,573,723	271,464	288,185	31,907,120
Less - Disposals	-	-	-	37,960	-	-	6,303,252	79,560	20,890	6,441,662
Total as at 31st March 2011	490,594	28,042,350	817,847	3,940,450	11,124,643	-	64,391,455	3,615,988	358,970	112,782,297
Addition on Acquisition	-	904,512	-	-	-	-	-	-	-	904,512
Additions during the year	-	2,610,998	-	1,641,023	12,985,907	331,080	21,935,919	2,128,550	85,136	41,718,613
Less - Disposals	-	-	185,371	-	678,420	-	20,114,732	169,733	59,550	21,207,806
Total as at 31st March, 2012	490,594	31,557,860	632,476	5,581,473	23,432,130	331,080	66,212,642	5,574,805	384,556	134,197,616
DEPRECIATION										
Total as at 1st April 2010	-	9,931,608	-	719,227	6,293,723	-	11,461,726	2,224,682	-	30,630,966
Opening on addition of Subsidiary	-	326,356	208,752	1,977,068	-	-	245,806	95,364	82,365	2,935,711
Charge for the year	-	873,598	38,846	319,344	872,701	-	10,597,371	174,746	70,893	12,947,499
Less - Disposals	-	-	-	910	-	-	3,128,537	67,288	3,122	3,199,857
Total as at 31st March 2011	-	11,131,562	247,598	3,014,729	7,166,424	-	19,176,366	2,427,504	150,136	43,314,319
Opening Balance on Acquisition	-	537,212	-	-	-	-	-	-	-	537,212
Charge for the year	-	855,896	32,184	742,393	2,292,279	1,056	15,342,460	383,286	155,057	19,804,611
Less - Disposals	-	-	50,056	-	590,416	-	8,870,942	52,884	88	9,564,386
Total as at 31st March, 2012	-	12,524,670	229,726	3,757,122	8,868,287	1,056	25,647,884	2,757,906	305,105	54,091,756
NET BLOCK										
Total as at 31st March, 2011	490,594	16,910,788	570,249	925,721	3,958,219	-	45,215,089	1,188,484	208,834	69,467,978
Total as at 31st March, 2012	490,594	19,033,190	402,750	1,824,351	14,563,843	330,024	40,564,758	2,816,899	79,451	80,105,860



**NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012**

NOTE NO. 2 Consolidated Accounts(Continued)

**Note "2.5-2"
INTANGIBLE ASSETS**

Particulars	Goodwill	Computer Software	Total
COST			
Total as at 1st April 2010	-	-	-
Addition on Acquisition	28,900,483	64,480	28,964,963
Additions during the year	-	-	-
Disposals	-	-	-
Total as at 31st March 2011	28,900,483	64,480	28,964,963
Addition on Acquisition	31,478,751	-	31,478,751
Additions during the year	-	1,112,591	1,112,591
Disposals	-	-	-
Total as at 31st March, 2012	60,379,234	1,177,071	61,556,305
DEPRECIATION			
Total as at 1st April 2010	-	15,498	15,498
Charge for the year	-	20,277	20,277
Disposals	-	-	-
Total as at 31st March 2011	-	35,775	35,775
Opening Balance on Acquisition	-	-	-
Charge for the year	-	128,317	128,317
Disposals	-	-	-
Total as at 31st March, 2012	-	164,092	164,092
NET BLOCK			
Total as at 31st March, 2011	28,900,483	28,705	28,929,188
Total as at 31st March, 2012	60,379,234	1,012,979	61,392,213

(Rupees)



BINANI METALS LIMITED

NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 Consolidated Accounts(Continued) (Rupees)

	Face Value per Share / Debenture	As at 31st March, 2012		As at 31st March, 2011	
		No.of Shares/ Debenture	Amount	No.of Shares/ Debenture	Amount
NOTE " 2.6 "					
NON CURRENT INVESTMENT					
Long Term					
Unquoted					
1. 8% Debenture of Indian Chamber of Commerce	100	43.75	4,375	43.75	4,375
2. Equity Shares (Fully paid) - Dharmik Commoddeal Pvt. Ltd.	10	10,000	100,000	10,000	100,000
3. Guineas		11	1,708	11	1,708
Quoted					
4.. Mutual Fund					
HSBC Equity Fund		9,677	2,00,000	9,677	2,00,000
HSBC India Opportunities Fund		15,000	150,000	15,000	150,000
HDFC Equity Fund		6,959	150,000	6,959	150,000
TATA Infrastructure Bond		10,000	100,000	10,000	100,000
TOTAL			706,083		706,083

(Rupees)

	As at 31st March, 2012	As at 31st March, 2011
NOTE " 2.7 "		
DEFERRED TAX ASSETS		
Major Components of deferred tax assets arising on account of timing differences are :		
Fixed Assets – Depreciation	3,768,278	1,971,500
Disallowance under Income Tax Act, 1961	2,663,900	2,023,900
TOTAL	6,432,178	3,995,400

NOTE "2.8"

LONG TERM LOANS & ADVANCES

(Unsecured and considered good)

Gratuity Plan Assets	1,922,467	-
TOTAL	1,922,467	-



NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 Consolidated Accounts(Continued) (Rupees)

	As at 31st March, 2012	As at 31st March, 2011
NOTE "2.9 "		
CURRENT ASSETS		
2.9-1 Inventories		
Stock-in-trade		
a. Shares and Securities	20,415,567	3,621,656
b. Material		
- Fly Ash	7,45,713	-
- Other Material	136,317	208,641
	<u>882,030</u>	<u>208,641</u>
TOTAL	<u>21,297,597</u>	<u>3,830,297</u>
2.9-2 Trade Receivables		
(Unsecured and considered good)		
Debts - Outstanding for a period of more than six months	2,310,470	1,910,477
Other Debts	284,300,224	2,149,687
TOTAL	<u>286,610,694</u>	<u>4,060,164</u>
2.9-3 Cash and Cash Equivalents		
Cash in hand	393,853	98,544
Balances with Scheduled Banks		
- In Current Accounts (Refer note a below)	173,583,931	53,821,345
- In Fixed Deposit Accounts (Refer note b below)	27,099,304	23,828,329
- In Unclaimed Dividend Accounts	1,345,845	1,246,775
TOTAL	<u>202,422,933</u>	<u>78,994,993</u>
2.9-4 Short-term Loans and Advances		
(Unsecured and considered good unless otherwise stated)		
Loan & Advances		
- to Related Parties	375,000	-
- to Others	6,620,923	-
Capital Advance	-	728,914
Inter-Corporate Deposits	-	10,000,000
TOTAL	<u>6,995,923</u>	<u>10,728,914</u>
2.9-5 Other Current Assets		
Interest Accrued	919,091	182,779
Advance Payment of Tax (net)	27,020,649	12,692,116
Balance with Service Tax Authority	673,034	1,253,228
Pre-paid Expense	418,366	-
Security Deposits	11,240,437	1,087,927
Other Current Assets	18,888,783	56,599,329
	<u>59,160,360</u>	<u>71,815,379</u>
TOTAL	<u>576,487,507</u>	<u>169,429,747</u>

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

b) Out of these fixed deposits, fixed deposit receipt of Rs. 1,48,20,430 (Previous Year Rs. 1,48,20,430) have been pledged with the bank against guarantee issued. (also refer note no. 2.18)



BINANI METALS LIMITED

NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012
NOTE NO. 2 Consolidated Accounts(Continued)

ANNEXURE TO NOTE "2.9-1(a)"

DETAILS OF STOCK-IN-TRADE OF SHARES IN COMPANIES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012

(Rupees)

	Face Value per Share/ Unit	As at 31st March, 2012		As at 31st March, 2011	
		No. of Shares	Amount	No. of Shares	Amount
QUOTED					
AMBUJA CEMENTS LIMITED	2	26,100	4,302,204	100	7,130
BALASORE ALLOYS LIMITED	5	5,000	78,500	-	-
BARAK VALLEY CEMENT LIMITED	10	150	1,815	150	2,223
BARODA RAYON LIMITED	10	4,000	11,800	4,000	11,800
CHAMBAL FERTILISERS & CHEMICALS LIMITED	10	3,000	231,750	-	-
COAL INDIA LIMITED	10	1,000	327,330	-	-
COROMANDEL INTERNATIONAL LIMITED	1	80	-	80	-
DALMIA BHARAT ENTERPRISES LIMITED	10	100	-	100	-
DALMIA CEMENT BHARAT LIMITED	2	100	1,350	100	2,405
DIL LIMITED	10	500	252,950	-	-
GRASIM INDUSTRIES LIMITED	10	216	-	-	-
HEERA ISPAT LIMITED	10	-	-	4,000	4,000
INDIA CEMENT LIMITED	10	100	9,560	100	9,560
J M FINANCIAL LIMITED	1	40,000	623,527	-	-
JHAGADIA COPPER LIMITED	10	3,000	3,990	3,000	6,810
JSW STEEL LIMITED	10	6,000	4,173,108	500	458,150
LARSEN & TOUBRO LIMITED	2	1,000	1,306,850	400	661,300
LIC HOUSING FINANCE LIMITED	2	-	-	1,500	311,216
LML LIMITED	10	-	-	5,000	29,400
MARKSANS PHARMA LIMITED	1	25,000	41,250	25,000	56,250
MULTIMETALS LIMITED	10	100	1	100	1
ONGC LIMITED	5	2,000	534,600	2,000	580,200
PENAR ALUMINIUM LIMITED	10	4,000	2,360	4,000	3,880
PRAKASH INDUSTRIES LIMITED	10	10,000	461,000	-	-
PROVOUGE INDIA LIMITED	1	5,000	72,750	-	-
PROZONE CAPITAL LIMITED	10	5,000	-	-	-
PUNJAB & SIND BANK LIMITED	10	98	7,321	98	10,594
RELIANCE INDUSTRIES LIMITED	10	5,000	3,741,250	-	-
S. S. FORGENIC ENG. LIMITED	10	94	167	94	167
SHIPPING CORPORATION OF INDIA LIMITED	10	2,000	124,000	522	56,324
SOUTHERN PETROCHEMICALS IND. COR. LTD.	10	20,000	353,000	-	-
STEEL AUTHORITY OF INDIA LIMITED	10	2,000	188,100	-	-
SUZLON ENERGY LIMITED	2	39,000	986,700	-	-
TATA GLOBAL BEVERAGES LIMITED	1	2,000	224,100	-	-
TATA POWER COMPANY LIMITED	1	5,000	500,062	500	665,175
TATA STEEL LIMITED	10	700	305,007	266	142,256
THE INDIAN HOTELS COMPANY LIMITED	1	1,000	63,850	1,000	84,200
ULTRATECH LIMITED	10	123	-	-	-
HUDCO 8.20 / 8.35 LOA 05MR27 (BOND)	1,000	1,000	966,700	-	-
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
TOTAL			20,415,567		3,621,656



**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH 2012**

NOTE NO. 2 Consolidated Accounts(Continued)

(Rupees)

	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
NOTE " 2.10 "		
REVENUE FROM OPERATIONS		
Sale of Products	66,544,288	15,147,226
Sale of Service	3,959,741,873	255,739,633
Other Operating Income	10,036,785	7,197,000
TOTAL	4,036,322,946	278,083,859
NOTE " 2.11"		
OTHER INCOME		
Dividend	118,127	11,112,695
Interest (Gross)	1,946,991	4,447,068
Profit on Sale of Fixed Assets	938,980	86,047
Profit on Sale of Investment	-	191,702
Liability No longer required Written back	664,334	189,132
Miscellaneous Income	158,992	161,105
TOTAL	3,827,424	16,187,749
NOTE " 2.12-1"		
PURCHASES AND DIRECT EXPENSES		
Purchases	65,660,556	13,288,534
Direct Expenses	3,320,959,385	-
TOTAL	3,386,619,941	13,288,534
NOTE "2.12-2 "		
CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Opening Stock	3,724,707	1,928,075
Less : Closing Stock	21,204,044	3,708,058
TOTAL	(17,479,337)	(1,779,983)
NOTE "2.13"		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Bonus and Allowances	88,468,225	60,593,696
Contribution to Provident and Other Funds	8,227,329	5,939,507
Recruitment & Training Expenses	84,655	-
Staff Welfare	1,048,514	627,985
TOTAL	97,828,723	67,161,188



**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH 2012**

NOTE NO. 2 Consolidated Accounts(Continued) (Rupees)

	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
NOTE " 2.14 "		
OTHER EXPENSES		
Communication Expenses	3,560,494	1,848,335
Sales/ Business Promotion Expenses	8,212,990	2,260,459
Travelling Expenses	14,151,669	8,469,784
Rent	2,657,872	3,130,493
Rates and Taxes	845,352	194,063
Repairs and Maintenance Expenses		
- Buildings	651,175	535,915
- Others	524,762	176,340
Insurance	828,369	580,124
Motor Car Expenses	6,966,239	2,759,116
Media Expenses	392,208,128	131,279,344
Donation	2,500,000	2,500,000
Legal and Professional Expenses	36,629,308	14,234,634
Auditors' Remuneration :		
- Statutory Audit Fees	926,750	364,840
- Tax Audit Fees	313,944	86,210
- Certification Fees	7,721	3,000
- Out of Pocket Expenses	45,127	66,276
Printing Expenses	4,812,759	-
Miscellaneous Expenses	8,959,405	3,493,826
TOTAL	484,802,064	171,982,759

NOTE " 2.15 "

FINANCE COSTS

Interest

- on Hire Purchase Credits	39,532	77,305
- on Short Term Borrowings	3,386,728	-
- on Others	1,579,457	1,180,360

Bank Charges

136,577 130,102

TOTAL **5,142,294** **1,387,767**

NOTE " 2.16 "

DEPRECIATION & AMORTISATION

Depreciation of Tangible Assets (Refer note no. 2.5-1)	19,804,611	12,947,499
Amortisation of Intangible Assets (Refer note no. 2.5-2)	128,317	20,277
Amortisation of Preliminary Expenses	19,672	12,468

TOTAL **19,952,600** **12,980,244**



**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED
FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012**

NOTE NO. 2 Consolidated Accounts(Continued)

2.17 Contingent Liabilities

(Rupees)

Particulars	As at 31st March, 2012	As at 31st March, 2011
(a) Claims against the Company for Income Tax matters under appeal, not acknowledged as debts.	1,584,135	3,517,558
(b) Claims against the Company not acknowledged as debts	541,000	-
(c) Rent to Kolkata Port Trust	-	-

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, the Liability if any, cannot be quantified.

- 2.18.** 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, 2012 is Rs. 1,48,20,430 and accordingly the Company has provided for Rs. 1,48,20,430 as the subject matter of the bank is subjudice.
- 2.19.** 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, 2012, on such Bond the value of goods lying in bond was Rs. 11,34,24,794 (Previous Year Rs. 100,29,40,300) and the estimated liability for duty is Rs. 2,25,19,086 (Previous Year Rs. 18,04,00,817)
- 2.20.** Sundry Creditors do not include any parties who are registered under the Micro, Small and Medium Enterprises Development Act, 2006.



NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2 Consolidated Accounts(Continued)

NOTE "2.21"

Related Party Disclosure:

During the year, the Company entered into transactions with related parties. Those transactions along with related balances as at 31st March, 2012 and 2011 and for the years then ended are presented in the following table (Rupees)

Particulars	Key Management Personnel	Enterprises where Key Management Personnel have got significant influence	Total
Service Charges for Use of Cars*	-	19,536,345 (14,977,937)	19,536,345 (14,977,937)
Service Charges for Storage Facility*	-	1,814,400 (1,484,400)	1,814,400 (1,484,400)
Dividend Received	-	Nil (11,000,000)	Nil (18,800,000)
Interest Received	-	Nil (1,054,247)	Nil (1,054,247)
Interest Paid	-	4,590,016 (184,111)	4,590,016 (184,111)
Investment Purchases	-	Nil (33,000,000)	Nil (33,000,000)
Investment Sold	-	Nil (4,229,999)	Nil (4,229,999)
Unsecured Loan Given	-	Nil (4,230,000)	Nil (4,230,000)
Unsecured Loan Received back	-	Nil (Nil)	1,000,000 (Nil)
Unsecured Loan Taken	-	35,000,000 (35,000,000)	35,000,000 (35,000,000)
Unsecured Loan Repaid	-	36,000,000 (35,000,000)	36,000,000 (35,000,000)
Issue of Preference Shares	-	Nil (29,800,000)	Nil (29,800,000)
Managerial Remuneration			
- Salary & Allowances	13,757,250 (1,776,500)	-	13,757,250 (1,776,500)
- Perquisites* (refer note below i-a)	2,315,363 (285,600)	-	2,315,363 (285,600)
Balance outstanding {receivables/(payables)} as at the year end including interest	375,000 (Nil)	(33,985,066) (35,000,000)	34,360,066 (35,000,000)

(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
a - (Managerial Remuneraton include leave encashment paid and monetary value of non cash perquisites as per Income Tax Act, 1961.)
- 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 & Finance Pvt. Ltd., Manjushree Holdings Pvt. Ltd., Vijayshree Holdings Pvt. Ltd,
K.B. Vyapar Pvt. Ltd.
- iii) * Transaction values are excluding Service Tax



NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE NO. 2 Consolidated Accounts (Continued)

NOTE NO. 2.22

Segment Information for the year ended 31st March, 2012

Particulars	Trading in Shares & Securities		Media Services		Business Centre		Logistic Services		Commercial		Unallocated		Total	
	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011
		(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)
REVENUE														
Gross Receipts	47,922,719	4,941,014	436,837,857	155,655,496	17,577,512	9,000,000	3,446,972,343	-	83,853,420	103,237,354	6,986,519	21,437,744	4,040,150,370	294,271,608
RESULTS														
Segment Result	(272,438)	772,519	9,238,762	10,953,353	3,704,476	7,466,845	11,004,201	-	49,775,818	9,705,333	(5,024,440)	1,740,817	68,426,379	30,638,866
Interest & Finance Expenses	-	-	(1,216,349)	-	(1,685,660)	(485)	-	-	(2,240,285)	(663,627)	-	(723,655)	(5,142,294)	(1,387,767)
Income Taxes	-	-	-	-	-	-	-	-	-	-	(21,541,544)	(7,773,300)	(21,541,544)	(7,773,300)
- Earlier Years	-	-	-	-	-	-	-	-	-	-	5,451	199,097	5,451	199,097
Net Profit	(272,438)	772,519	8,022,413	10,953,353	2,018,816	7,466,360	11,004,201	-	47,535,533	9,041,706	(26,560,533)	(6,557,042)	41,747,992	21,676,896
OTHER INFORMATION														
Segment Assets	22,686,090	4,308,967	89,901,277	10,206,572	65,869,501	62,797,038	402,680,148	-	85,412,876	62,337,281	60,496,416	132,878,638	727,046,308	272,528,396
Segment Liabilities	4,100	-	89,901,278	-	631,670	-	402,680,148	-	69,205,127	-	164,623,986	272,528,396	727,046,308	272,528,396
Capital Expenditure	-	-	244,514	1,570,789	12,136,246	-	10,268,443	-	19,946,526	30,213,156	235,475	123,175	42,831,264	31,907,120
Depreciation and Amortisation	-	-	498,141	275,020	2,606,666	1,088,561	1,120,493	-	15,192,742	10,809,205	534,558	794,990	19,952,600	12,967,776



**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED
FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012**

NOTE NO. 2 Consolidated Accounts(Continued)

Note "2.23"

Disclosure under AS-15 (Revised 2005):

I Defined Contribution Plans :

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

Particulars	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
Employers' Contribution to Provident Fund	6,326,742	4,287,580
Employers' Contribution to Superannuation Fund	128,520	110,220

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, 2012 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, 2012.

	Unfunded			Funded		
	Nirbhay Management Services Pvt. Ltd	Damini Multitrade Pvt. Ltd	Total	Binani Metals Limited	Asian Industry & Information Services Pvt. Ltd	Total
Change in present value of obligation						
Present value of obligation as at 1 st April, 2011	3479479	35175	3514654	76354	1570883	1647237
Interest Cost	364762	2902	367664	6108	125671	131779
Service Cost	1135420	47194	1182614	23127	113910	137037
Benefits Paid	(387074)	Nil	(387074)	Nil	Nil	Nil
Actuarial (gain)/loss on obligation	110274	(27423)	82851	(2576)	(76439)	(79015)
Present value of obligation, as at 31st March, 2012	4702861	57848	4760709	103013	1734025	1837038
Change in plan assets						
Fair value of plan assets as at 1 st April, 2011	Nil	Nil	Nil	440791	1299164	1739955
Expected return on plan assets	Nil	Nil	Nil	40332	164189	204521
Contributions	387074	Nil	387074	Nil	493387	493387
Benefits paid	(387074)	Nil	(387074)	Nil	Nil	Nil
Actuarial gain/ (Loss) on plan assets	Nil	Nil	Nil	Nil	Nil	Nil
Fair value of plan assets as at 31st March, 2012	Nil	Nil	Nil	481123	1956740	2437863
Amount recognized in the Balance Sheet						
Present value of obligation , as at 31st March, 2012	4702861	57848	4760709	103013	1734025	1837038
Fair value of plan assets as at 31st March, 2012	Nil	Nil	Nil	481123	1956740	2437863
Net obligation as at 31st March, 2012	4702861	57848	4760709	(378110)	(222715)	6712764
Net gratuity cost for the year ended 31st March, 2012						
Current Service Cost	1135420	47194	1182614	23127	113910	137037
Interest Cost	364762	2902	367664	6108	125671	131779
Expected return on plan assets	Nil	Nil	Nil	(40332)	(164189)	(204521)
Net Actuarial (gain) / Loss to be recognized	110274	(27423)	82851	(2576)	(76439)	(79015)
Net gratuity cost	1610456	22673	1633129	(13673)	(1047)	(14720)



**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED
FINANCIAL STATEMENT AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012**

NOTE NO. 2 Consolidated Accounts(Continued)

	Unfunded		Funded	
	Nirbhay Management Services Pvt. Ltd	Damini Multitrade Pvt. Ltd	Binani Metals Limited	Asian Industry & Information Services Pvt. Ltd
Assumptions used in accounting for the gratuity plan				
Discount Rate	%	%	%	%
Salary escalation rate	6	9	8	8
Expected rate of return on plan assets	2	5	4	5
	-	-	9	9

2.24. Foreign Currency Transactions:

(Rupees)

Particulars	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
Expenditure		
- Miscellaneous Expenses	181,382	6,969
Earnings		
- Export Sales	573,000	Nil

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

2.26 EARNING PER SHARE : Basic & Diluted

	For the Year Ended 31st March, 2012	For the Year Ended 31st March 2011
Profit for the Year	41,747,992	21,676,896
Less : Preference Dividend	2,384,000	411,485
Less : Corporate Dividend Tax on Preference Dividend	386,744	66,753
Profit attributable to Equity Shareholders	38,977,248	21,198,658
Weighted Average Number of Equity Shares outstanding during the Year (Face Value of Rs. 1000/- each)	35,432	35,432

2.27. Figures of the previous year have been regrouped wherever necessary to conform to current year classification.

Till the year ended 31st March 2011, the Company was using pre-revised Schedule VI to the Companies Act 1956, for preparation and presentation of its financial statements. During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company. The company has reclassified previous year figures to conform to this year's classification.

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

Anil Maheshwary

Partner

Membership No.: 30739

Signatures to the Notes on Accounts

For and on behalf of the Board of Directors

BRAJ BINANI Chairman

J. D. MEHTA Executive Vice Chairman

VINOD JUNEJA Managing Director

SUMEDH PATIL Company Secretary

Place : Mumbai

Date : 21st April, 2012



Statement Pursuant to Section 212 (3) and 212(5) of the Companies Act, 1956 relating to Subsidiary/ Stepdown Subsidiary Companies of Binani Metals Limited for the year ended 31st March 2012

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	Hadoti Cement Pvt. Ltd
1	Country of Incorporation	India	India	India	India	India	India	India	India
2	Financial year of the Subsidiary Company	April 1, 2011 to March 31, 2012	April 1, 2011 to March 31, 2012	April 1, 2011 to March 31, 2012	April 1, 2011 to March 31, 2012	April 1, 2011 to March 31, 2012	April 1, 2011 to March 31, 2012	April 1, 2011 to March 31, 2012	April 1, 2011 to March 31, 2012
3	Relation with Binani Metals Limited	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Stepdown Subsidiary
4	Information pursuant to Sec. 212 (3) Extent of the Holding Company's interest in the Subsidiary as at the end of the Financial Year :								
	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 each	50,000 Equity Shares of Rs.10 each	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%	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 of the subsidiary aforesaid (Rs. Lakhs)	384,316	524,297	7,574,420	(128,177)	(579,815)	5,615,680	8,411,123	11,157
	b) For the previous financial year of the subsidiary since it became the holding company's subsidiary (Rs. Lakhs)	645,079	162,103	(469,420)	1,450,565	(1,448,694)	7,205,520	6,197,358	-
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 Holding Company)	2,73,00,000	42,00,000	-	-	3,00,000	-	-	-

For and on behalf of the Board of Directors

BRAJ BINANI Chairman
J. D. MEHTA Executive Vice Chairman
VINOD JUNEJA Managing Director
SUMEDH PATIL Company Secretary

Place : Mumbai
Date : 21st April, 2012



SUMMARISED FINANCIAL INFORMATION IN RESPECT OF SUBSIDIARIES OF THE COMPANY UNDER SECTION 212(8) OF THE COMPANIES 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 Incorporation	Relation-ship	Financial year ended on	Currency	Capital	Share Appl. Money	Reserves & Surplus	Non Curr Liabilities	Current Liabilities	Non-Current Assets	Current Assets	Non-Curr. Invest-ments	Turn Over excluding other Income	Profit/ (Loss) before Taxation	Provision For Taxation	Profit/ (Loss) after Taxation
Ess Vee Alloys Pvt. Ltd.	India	Subsidiary	31.03.2012	INR	10.00	-	(10.41)	-	40.54	24.06	16.07	-	0.81	(5.80)	-	(5.80)
Nirbhay Management Services Pvt. Ltd.	India	Subsidiary	31.03.2012	INR	5.00	-	172.51	62.08	50.87	35.20	255.25	-	1041.45	124.73	40.61	84.11
Asian Industry & Information Services Pvt. Ltd.	India	Subsidiary	31.03.2012	INR	5.60	-	158.62	17.34	734.79	40.12	852.90	6.00	4368.38	80.23	24.07	56.16
Sapan Holdings & Trading Pvt. Ltd. (Consolidated)	India	Subsidiary	31.03.2012	INR	2.50	-	9.72	-	424.88	406.72	30.38	-	80.00	13.94	8.59	5.35
Damini Multitrade Pvt. Ltd.	India	Subsidiary	31.03.2012	INR	25.00	-	7.47	1.14	5.55	18.50	20.67	-	60.00	0.03	1.31	(1.28)
Dhaneshwar Solution Pvt. Ltd.	India	Subsidiary	31.03.2012	INR	1.00	105.00	71.05	0.63	3849.75	80.43	3947.01	-	34461.47	110.04	34.30	75.74
Sambhaw Holdings Ltd.	India	Subsidiary	31.03.2012	INR	5.00	-	(57.84)	-	274.44	175.61	45.99	-	96.00	6.24	2.40	3.84

In terms of our attached report of even date

For Abrol & Maheshwary

FRN : 003363N

Chartered Accountants

For and on behalf of the Board of Directors

BRAJ BINANI

Chairman

J. D. MEHTA

Executive Vice Chairman

VINOD JUNEJA

Managing Director

SUMEDH PATIL

Company Secretary

Anil Maheshwary

Partner

Membership No.: 30739

Place : Mumbai

Date : 21st April, 2012



ASIAN INDUSTRY & INFORMATION SERVICES PRIVATE LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2012

**ABSTRACT OF STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012**

(Rupees'000)

(Rupees'000)

	As at 31/03/2012	As at 31/03/2011	Year Ended 31/03/2012	Year Ended 31/03/2011	
EQUITY AND LIABILITIES					
Shareholders' funds					
Share Capital	560	560			
Reserves & Surplus	15,862	10,247			
	<u>16,422</u>	<u>10,807</u>			
Non-Current Liabilities					
Long-Term Provisions	1,734	1,571			
Current Liabilities					
Short-Term Borrowing	10,000	10,000			
Trade Payables	48,937	15,948			
Other Current Liabilities	5,901	9,447			
Short-Term Provisions	6,907	4,643			
	<u>73,479</u>	<u>41,610</u>			
GRAND TOTAL	<u>89,902</u>	<u>52,416</u>			
ASSETS					
Non-Current Assets					
Fixed Assets					
(i) Tangible Assets	1,299	1,552			
(ii) Intangible Assets	709	1			
	<u>2,008</u>	<u>1,553</u>			
Non-Current Investments	600	600			
Deferred Tax Assets (net)	81	-			
Long Term Loans & Advances	1,922	1,299			
	<u>4,612</u>	<u>3,452</u>			
Current Assets					
Inventories	4	10			
Trade Receivables	24,811	2,337			
Cash & Bank Balances	30,048	28,576			
Short-Term Loans and Advances	30,427	18,041			
	<u>85,290</u>	<u>48,964</u>			
GRAND TOTAL	<u>89,901</u>	<u>52,416</u>			
			Revenue from Operations	436,838	155,669
			Other Income	543	460
			Total Revenue	<u>437,381</u>	<u>156,128</u>
			Expenses		
			Employee Benefit Expenses	9,755	6,406
			Other Expenses	417,882	138,022
			Finance Cost	1,216	315
			Depreciation and Amortization	505	275
			Total Expense	<u>429,358</u>	<u>145,017</u>
			Profit Before Tax	8,023	11,111
			Less : Tax Expenses		
			a) Current Tax	2,603	3,907
			b) Deferred Tax	(81)	-
			c) Excess/short provision for Tax	(115)	-
			Total Tax expenses	<u>2,407</u>	<u>3,907</u>
			Net Profit/(Loss) for the year	<u>5,616</u>	<u>7,204</u>
			Earnings Per Equity Shares		
			Profit after Tax	5,616	7,204
			Weighted Average Number of equity shares	56,000	56,000
			[nominal value of share Rs.10]		
			Basic and Diluted (Rs.)	100.28	128.65

As per our attached report of even date

For Udeshi Shukla & Associates

FRN - 114886W

Chartered Accountants

For and on behalf of the Board Directors

B.C. Thadani

Director

J. D. Mehta

Director

Bina Verma

Managing Director

CA Sheel Rajendra Shukla

Partner

Membership No - 046775

Place : Mumbai

Date : 20th April, 2012



DAMINI MULTITRADE PRIVATE LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2012

ABSTRACT OF STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012

		(Rupees)		(Rupees)	
	As At 31/03/2012	As At 31/03/2011	Year Ended 31/03/2012	Year Ended 31/03/2011	
EQUITY AND LIABILITIES			INCOME		
Shareholders' funds			Revenue from Operations		
Share Capital	2,500,000	2,500,000	6,000,000	6,257,800	
			157,418	1,236	
			TOTAL REVENUE		
Reserves & Surplus	747,426	875,603	6,157,418	6,259,036	
	<u>3,247,426</u>	<u>3,375,603</u>	EXPENSES		
Non-Current Liabilities			Employee Benefits Expenses	2,919,811	1,559,334
Long Term Provisions	114,315	-	Finance Costs	1,012	19,155
Current Liabilities			Other Expenses	2,555,283	2,066,690
Other Current Liabilities	395,888	118,189	Depreciation	678,509	419,460
Short Term Provisions	158,869	527,928	TOTAL EXPENSES		
	<u>554,757</u>	<u>646,117</u>	6,154,615	4,064,639	
GRAND TOTAL			Profit Before Tax	2,803	2,194,397
	<u>3,916,498</u>	<u>4,021,720</u>	Tax Expenses :		
ASSETS			- Current Tax	152,980	756,000
Non-Current Assets			- Deferred tax	(22,000)	-
Fixed Assets:			- (Excess) / Short Provision for Tax	-	(12,168)
Tangible Assets	1,827,742	1,524,651		<u>130,980</u>	<u>743,832</u>
Deferred Tax Asset(Net)	22,000	-	Profit/(Loss) for the Year		
	<u>1,849,742</u>	<u>1,524,651</u>	(128,177)	<u>1,450,565</u>	
Current Assets			Earnings Per Equity Shares		
Cash and Cash Equivalents	1,888,675	2,203,487	Profit after Tax		
Short-Term Loans and Advances	178,081	281,114	(128,177)	1,450,565	
Other Current Assets	-	12,468	Weighted Average Number of equity shares		
	<u>2,066,756</u>	<u>2,497,069</u>	250,000	250,000	
GRAND TOTAL			[nominal value of share Rs.10]		
	<u>3,916,498</u>	<u>4,021,720</u>	Basic and Diluted		
			Nil	5.80	

As per our attached report of even date
For Udeshi Shukla & Associates
FRN - 114886W
Chartered Accountants

For and on behalf of the Board Directors
I. K. Pugalia Director
Vinod Juneja Director

CA Sheel Rajendra Shukla
Partner
Membership No - 046775

Place : Mumbai
Date : 21st April, 2012



DHANESHWAR SOLUTION PRIVATE LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2012

**ABSTRACT OF STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012**

		(Rupees)		(Rupees)	
	As at 31st March, 2012	As at 31st March, 2011	Year Ended 31/03/2012	Year Ended 31/03/2011	
EQUITY AND LIABILITIES					
Shareholders' funds :					
(a) Share Capital	100,000	100,000			
(b) Reserves & Surplus	7,105,000	(469,420)			
	<u>7,205,000</u>	<u>(369,420)</u>			
Share Application Money Pending Allotment	10,500,000	5,500,000			
Non-Current Liabilities					
Deferred Tax Liabilities	63,809	-			
Current Liabilities					
(a) Trade Payables	343,322,683	-			
(b) Other Current Liabilities	35,283,788	9,249			
(c) Short Term Provisions	6,368,677	-			
	<u>384,975,148</u>	<u>9,249</u>			
GRAND TOTAL	<u>402,743,957</u>	<u>5,139,829</u>			
ASSETS					
Non-current Assets					
(a) Fixed Assets					
(i) Tangible Assets	7,880,040	-			
(ii) Intangible Assets	162,523	-			
	<u>8,042,563</u>	<u>-</u>			
Current Assets					
(a) Inventories	745,713	-			
(b) Trade Receivables	258,361,898	-			
(c) Cash & Cash Equivalents	113,912,668	5,042,124			
(d) Short Term Loans & Advances	10,020,000	-			
(e) Other Current Assets	11,661,115	97,705			
	<u>394,701,394</u>	<u>5,139,829</u>			
GRAND TOTAL	<u>402,743,957</u>	<u>5,139,829</u>			
			Revenue From Operations		
			(a) Sale of Products	677,182	-
			(b) Sale of Services	3,440,558,057	-
			(c) Other Operating Revenues	4,911,785	-
			Turnover	<u>3,446,147,024</u>	<u>-</u>
			Other Income	860,249	-
			Total Revenue	<u>3,447,007,273</u>	<u>-</u>
			EXPENSES		
			Purchase of Traded Goods	685,092	-
			Changes in Inventories of Stock-in-Trade	(745,713)	-
			Direct Expenses	3,320,959,385	-
			Depreciation & Amortization of Expenses	1,120,493	-
			Other Expenses	113,983,816	469,420
			Total Expenses	<u>3,436,003,074</u>	<u>469,420</u>
			Profit Before Tax	11,004,199	(469,420)
			Tax Expense		
			1. Current Tax	3,365,970	-
			2. Deferred Tax	63,809	-
				<u>3,429,779</u>	<u>-</u>
			Profit/(loss) for the year	7,574,420	(469,420)
			Earnings Per Equity Shares		
			Profit after Tax	7,574,420	(469,420)
			Weighted Average Number of equity shares	10,000	10,000
			[nominal value of share Rs.10]		
			Basic and Diluted	757	Nil

As per our attached report of even date
For Udeshi Shukla & Associates
FRN - 114886W
Chartered Accountants

For and on behalf of the Board Directors
Krishan Goenka Managing Director
T. R. C. Nair Director
B. Srinivasan Director

CA Sheel Rajendra Shukla
Partner
Membership No - 046775

Place : Mumbai
Date : 21st April, 2012



ESS VEE ALLOYS PVT. LTD

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2012

(Rupees)

ABSTRACT OF STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2012

(Rupees)

	As at 31/03/2012	As at 31/03/2011	Year Ended 31/03/2012	Year Ended 31/03/2011
EQUITY AND LIABILITIES				
Shareholders' funds				
Share Capital	1,000,000	1,000,000		
Reserves and Surplus	(1,040,839)	(461,024)		
	<u>(40,839)</u>	<u>538,976</u>		
Non- Current Liabilities				
Long - Term Provisions	-	183,714		
	<u>-</u>	<u>183,714</u>		
Current Liabilities				
Short - Term Borrowings	3,000,000	2,700,000		
Trade Payables	776,738	776,738		
Other Current Liabilities	132,648	230,632		
Short - Term Provisions	144,177	-		
	<u>4,053,563</u>	<u>3,707,370</u>		
GRAND TOTAL	<u>4,012,724</u>	<u>4,430,060</u>		
ASSETS				
Non- Current Assets				
Fixed Assets				
(i) Tangible Assets	2,405,990	2,648,127		
	<u>2,405,990</u>	<u>2,648,127</u>		
Current Assets				
Inventories	136,317	198,604		
Trade Receivables	49,581	10,972		
Cash and Cash Equivalents	94,517	158,512		
Short Term Loans and Advances	761,318	722,409		
Other Current Assets	565,001	691,436		
	<u>1,606,734</u>	<u>1,781,933</u>		
GRAND TOTAL	<u>4,012,724</u>	<u>4,430,060</u>		
REVENUE FROM OPERATIONS				
INCOME				
Revenue From Operations			81,029	5,280,116
Other Income			2,310	10,583
TOTAL REVENUE			<u>83,339</u>	<u>5,290,699</u>
EXPENSES				
Cost of Raw Materials and Components consumed			60,287	4,937,782
Employee Benefits Expenses			157,404	885,127
Other Expenses			337,509	716,725
TOTAL			<u>555,200</u>	<u>6,539,634</u>
Earning before Interest, Tax, Depreciation and Amortization (EBITDA)			<u>106,822</u>	<u>113,255</u>
Depreciation			1,132	86,504
Finance Cost				
Profit/(loss) before Tax			<u>(579,815)</u>	<u>(1,448,694)</u>
Tax Expense				
Current Tax			-	-
Profit / (Loss) after Tax			<u>(579,815)</u>	<u>(1,448,694)</u>
Earnings Per Equity Shares				
Profit after Tax			(579,815)	(1,448,694)
Weighted Average Number of equity shares			100,000	100,000
[nominal value of share Rs.10]				
Basic and Diluted			Nil	Nil

As per our attached report of even date

For P.P. Athavale & Co.

FRN - 100745W

Chartered Accountants

CA P.P. Athavale

Proprietor

Membership No. - 13113

Place : Mumbai

Date : 21st April, 2012

For and on behalf of the Board Directors

Sushil Bhatner Director

T.R.C.Nair Director

Krishan Goenka Director

**NIRBHAY MANAGEMENT SERVICES PRIVATE LIMITED****ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2012**

(Rupees)

ABSTRACT OF STATEMENT OF PROFIT AND LOSS**FOR THE YEAR ENDED 31ST MARCH, 2012**

(Rupees)

	As at 31/03/2012	As at 31/03/2011	Year Ended 31/03/2012	Year Ended 31/03/2011
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	500,000	500,000		
Reserves and Surplus	17,250,574	8,839,451		
	<u>17,750,574</u>	<u>9,339,451</u>		
Non-current Liabilities				
Long - Term Borrowings	124,046	295,402		
Long - Term Provisions	6,083,660	4,445,307		
	<u>6,207,706</u>	<u>4,740,709</u>		
Current liabilities				
Short - Terms Borrowings	171,356	154,280		
Other Current Liabilities	2,174,163	1,611,044		
Short-Term Provisions	2,741,633	3,121,962		
	<u>5,087,152</u>	<u>4,887,286</u>		
GRAND TOTAL	<u>29,045,432</u>	<u>18,967,446</u>		
ASSETS				
Non-Current Asset				
Fixed Assets				
Tangible Assets	976,032	990,207		
Intangible Assets	142,305	28,705		
	<u>1,118,337</u>	<u>1,018,912</u>		
Deferred Tax Asset (Net)	2,402,000	1,887,000		
	<u>3,520,337</u>	<u>2,905,912</u>		
Current Assets				
Trade Receivables	1,527,363	1,680,601		
Cash and Cash Equivalents	17,215,668	11,818,129		
Short-Term Loans and Advances	5,569,120	1,987,179		
Other Current Assets	1,212,944	575,625		
	<u>25,525,095</u>	<u>16,061,534</u>		
GRAND TOTAL	<u>29,045,432</u>	<u>18,967,446</u>		
REVENUE FROM OPERATIONS				
Service Charges			104,145,000	63,704,000
Other Income			757,419	241,445
Total Revenue			<u>104,902,419</u>	<u>63,945,445</u>
EXPENSES				
Employee Benefits Expenses			67,413,372	43,370,703
Other Expenses			24,501,231	10,765,863
Finance Costs			52,950	62,742
Depreciation			462,290	347,935
TOTAL EXPENSES			<u>92,429,843</u>	<u>54,547,243</u>
PROFIT BEFORE TAX			<u>12,472,576</u>	<u>9,398,202</u>
TAX EXPENSES				
- Current Tax			4,588,000	3,449,000
- Deferred Tax Charge / (Credit)			(515,000)	(267,000)
- Short / (Excess) Provision of Income Tax of earlier years (Net)			(11,547)	18,844
Total Tax Expenses			<u>4,061,453</u>	<u>3,200,844</u>
PROFIT FOR THE YEAR			<u><u>8,411,123</u></u>	<u><u>6,197,358</u></u>
EARNING PER SHARE :				
Profit after Tax			8,411,123	6,197,358
Weighted average number of Shares [nominal value of share Rs.10]			50,000	50,000
Basic and Diluted			168	124

As per our attached report of even date

For RAJESH DUDHARA & CO

FRN - 112051W

Chartered Accountants

(Rajesh B. Dudhara)

Proprietor

Membership No. 36203

Place : Mumbai

Date : 21st April, 2012**For and on behalf of the Board of Directors****K. Gangadharan**

Director

B. Srinivasan

Director

Vinod Juneja

Director



SAMBHAW HOLDINGS LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2012

(Rupees)

ABSTRACT OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

(Rupees)

	As at 31/03/2012	As at 31/03/2011	Year Ended 31/03/2012	Year Ended 31/03/2011
EQUITY AND LIABILITIES				
Shareholders' Funds :				
Share Capital	500,000	500,000		
Reserves and Surplus	(5,783,859)	(6,168,175)		
	<u>(5,283,859)</u>	<u>(5,668,175)</u>		
Current Liabilities				
Short -Term Borrowings	27,300,000	27,300,000		
Other Current Liabilities	143,659	136,590		
	<u>27,443,659</u>	<u>27,436,590</u>		
GRAND TOTAL	<u>22,159,800</u>	<u>21,768,415</u>		
ASSETS				
Non-Current Assets				
Fixed Assets:				
Tangible Assets	17,560,605	16,771,679		
Current Assets				
Cash and Cash Equivalents	4,370,622	4,381,020		
Short-Term Loans and Advances	228,573	615,716		
	<u>4,599,195</u>	<u>4,996,736</u>		
GRAND TOTAL	<u>22,159,800</u>	<u>21,768,415</u>		
INCOME				
Revenue from Operations				
Service Charges			9,600,000	9,000,000
Other Income			9,285	31,411
Total Revenue			<u>9,609,285</u>	<u>9,031,411</u>
EXPENSES:				
Finance Costs			3,276,691	3,276,487
Depreciation			1,077,698	1,088,561
Other Expenses			4,630,983	4,021,284
Total Expenses			<u>8,985,372</u>	<u>8,386,332</u>
Profit/(Loss) Before Tax			<u>623,913</u>	<u>645,079</u>
Tax Expenses :				
-Current Tax (MAT)			120,000	-
-Short Provision for Income Tax for Earlier Years (Net)			119,597	-
Total Tax Expense			<u>239,597</u>	<u>-</u>
Profit / (Loss) for the Year			<u>384,316</u>	<u>645,079</u>
EARNING PER SHARE :				
Profit after Tax			384,316	645,079
Weighted average number of Shares [nominal value of share Rs.10]			50,000	50,000
Basic and Diluted			8	13

In terms of our attached report of even date

For Abrol & Maheshwary

FRN - 003363N

Chartered Accountants

Anil Maheshwary

Partner

Membership No.- 30739

Place : Mumbai

Date : 21st April, 2012

For and on behalf of the Board of Directors

J. D. Mehta Director

I. K. Pugalia Director

V. Subramanian Director



SAPAN HOLDINGS & TRADING PVT. LTD.

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2012

(Rupees)

ABSTRACT OF STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2012

(Rupees)

	As at 31/03/2012	As at 31/03/2011	Year Ended 31/03/2012	Year Ended 31/03/2011
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	250,000	250,000		
Reserves and Surplus	985,810	461,513		
	<u>1,235,810</u>	<u>711,513</u>		
Current Liabilities				
Short Term Borrowings	42,000,000	40,500,000		
Other Current Liabilities	138,183	128,633		
Provisions	365,970	32,000		
	<u>42,504,153</u>	<u>40,660,633</u>		
GRAND TOTAL	<u>43,739,963</u>	<u>41,372,146</u>		
ASSETS				
Non-Current Assets				
Fixed Assets				
Tangible Assets	8,706,245	-		
Non-Current Investment	31,978,751	-		
Deferred Tax Assets	138,000	46,300		
	<u>40,822,996</u>	<u>46,300</u>		
Current Assets				
Cash and Cash Equivalents	2,875,478	709,598		
Short Term Loans and Advances	39,635	40,616,248		
Other Current Assets	1,854	-		
	<u>2,916,967</u>	<u>41,325,846</u>		
GRAND TOTAL	<u>43,739,963</u>	<u>41,372,146</u>		
REVENUE FROM OPERATION				
Service Charges			8,000,000	-
Other Income			-	191,702
TOTAL REVENUE			<u>8,000,000</u>	<u>191,702</u>
EXPENSES:				
Finance Cost			1,684,604	809
Depreciation			1,510,603	-
Other Expenses			3,426,047	23,310
TOTAL			<u>6,621,254</u>	<u>24,119</u>
Profit / (Loss) before Tax			<u>1,378,746</u>	<u>167,583</u>
Tax Expenses				
- Current Tax / (MAT)			945,000	32,000
- Deferred Tax Credit			(91,700)	(26,520)
- Excess/(Short) provision for Income Tax for Earlier Years (Net)			1,149	-
			<u>854,449</u>	<u>5,480</u>
Profit for the Year			<u>524,297</u>	<u>162,103</u>
EARNING PER SHARE				
Profit after Tax			524,297	162,103
Weighted average number of Shares (Face value of Rs. 10/- each)			25,000	25,000
Basic and Diluted			21	6

As per our attached report of even date

For R.P. Laddha & Associates

FRN - 114481W

Chartered Accountants

CA R.P. Laddha

Proprietor

Membership No. - 48195

Place : Mumbai

Date : 21st April, 2012

For and on behalf of the Board of Directors

K. Gangadharan

Director

B. Srinivasan

Director

T.R.C. Nair

Director



SAPAN HOLDINGS & TRADING PVT. LTD. (CONSOLIDATED)

ABSTRACT OF CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012

(Rupees)

	As at 31/03/2012	As at 31/03/2011
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share Capital	250,000	250,000
Reserves and Surplus	971,690	461,513
	<u>1,221,690</u>	<u>711,513</u>
Current Liabilities		
Short Term Borrowings	42,000,000	40,500,000
Other Current Liabilities	122,041	128,633
Provisions	365,970	32,000
	<u>42,488,011</u>	<u>40,660,633</u>
GRAND TOTAL	<u>43,709,701</u>	<u>41,372,146</u>
ASSETS		
Non-current assets		
Fixed Assets		
- Tangible Assets	9,055,180	-
- Intangible Assets *	31,478,751	-
(* Goodwill on consolidation)		
Deferred Tax Assets	138,000	46,300
	<u>40,671,931</u>	<u>46,300</u>
Current Assets		
Cash and Cash Equivalents	2,903,683	709,598
Short Term Loans and Advances	111,355	40,616,248
Other Current Assets	22,732	-
	<u>3,037,770</u>	<u>41,325,846</u>
GRAND TOTAL	<u>43,709,701</u>	<u>41,372,146</u>

ABSTRACT OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

(Rupees)

	Year Ended 31/03/2012	Year Ended 31/03/2011
REVENUE FROM OPERATION		
Service Charges	8,000,000	-
Other Income	-	191,702
TOTAL REVENUE	<u>8,000,000</u>	<u>191,702</u>
EXPENSES:		
Finance Cost	1,684,969	809
Depreciation	1,528,968	19,332
Other Expenses	3,391,160	448,028
TOTAL	<u>6,605,097</u>	<u>468,332</u>
Profit / (Loss) before Tax	<u>1,394,903</u>	<u>(190,313)</u>
Tax Expenses		
- Current Tax / (MAT)	950,000	32,000
- Deferred Tax Credit	(91,700)	(26,520)
- Excess/(Short) provision for Income Tax for Earlier Years (Net)	1,149	-
	<u>859,449</u>	<u>5,480</u>
Profit for the Year	<u>535,454</u>	<u>(195,793)</u>
EARNING PER SHARE		
Profit after Tax	535,454	(195,793)
Weighted average number of Shares (Face value of Rs. 10/- each)	25,000	25,000
Basic and Diluted	21	Nil

As per our attached report of even date

For R.P. Laddha & Associates

FRN - 114481W

Chartered Accountants

CA R.P. Laddha

Proprietor

Membership No. - 48195

Place : Mumbai

Date : 21st April, 2012

For and on behalf of the Board of Directors

K. Gangadharan

Director

B. Srinivasan

Director

T.R.C. Nair

Director



HADOTI CEMENT PRIVATE LIMITED

ABSTRACT OF BALANCE SHEET AS AT 31ST MARCH, 2012

(Rupees)

ABSTRACT OF STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2012

(Rupees)

	As at 31/03/2012	As at 31/03/2011	Year Ended 31/03/2012	Year Ended 31/03/2011
EQUITY AND LIABILITIES				
Shareholder's Funds				
Share Capital	500,000	500,000		
Current Liabilities				
(a) Other Current Liabilities	69,858	5,811		
(b) Short-Term Provisions	5,000	-		
Total	574,858	505,811		
ASSETS				
Non-Current Assets				
(a) Fixed Assets				
Tangible Assets	348,935	367,300		
(b) Other Non-Current Assets	14,120	25,277		
Current Assets				
(a) Cash and Cash Equivalents	28,205	14,570		
(b) Short-term Loans and Advances	183,598	98,664		
(c) Other Current Assets				
Total	574,858	505,811		
INCOME				
Revenue from Operations			-	-
Other Income			100,000	86,317
Total Revenue			100,000	86,317
EXPENSES				
Employee Benefit Expense			-	4,118
Depreciation and Amortization Expense			18,365	19,332
Other Expenses			65,478	514,086
Total Expenses			83,843	537,536
Profit before Tax			16,157	(451,219)
Tax Expense				
Current Tax			5,000	-
Profit/(Loss) for the Year			11,157	(451,219)
EARNING PER SHARE				
Profit after Tax			11,157	(451,219)
Weighted average number of Shares [nominal value of share Rs.10]			50,000	50,000
Basic and Diluted			0.22	Nil

As per our attached report of even date

For B. O. & Co.

FRN - 129834W

For and on behalf of the Board of Directors

CA Bhavik Parikh

Partner

Membership No. - 118012

Place : Mumbai

Date : 20th April, 2012

B. Srinivasan Director

J . D. Mehta Director

T. R. C. Nair Director



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 First Annual General Meeting of the Company being held at 3.00 p.m. or immediately after the conclusion of Annual General Meeting of Binani Cement Limited if it concludes after 3.00 p.m. at " Rotary Sadan", 94/2 Chowringhee Road, Kolkata - 700020 on Saturday, 4th August, 2012

Folio No. / DP ID No. and 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 71st Annual General Meeting of the Company to be held at 3.00 p.m. or immediately after the conclusion of Annual General Meeting of Binani Cement Limited if it concludes after 3.00 p.m. at " Rotary Sadan", 94/2 Chowringhee Road, Kolkata - 700020 on Saturday, 4th August, 2012 and at any adjournment thereof.

Signed thisday of2012

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 then 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 – 700157
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 Share Holder)

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.

