

BINANI INDUSTRIES LIMITED

Registered Office: 37/2, Chinar Park, New Town Rajarhat Main Road, PO Hatiara, Kolkata - 700 157, India
Corporate Office: Mercantile Chambers, 12 J.N.Heredia Marg, Ballard Estate, Mumbai 400 001
CIN No. L24117WB1962PLC025584

Statement of Annual Standalone / Consolidated Financial Results for the Quarter and Year ended 31.03.2016

Rs. Lacs

Particulars	Standalone					Consolidated	
	Quarter ended			Year ended		Year ended	
	31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
	Audited (Refer Note 9)	(Unaudited)	Audited (Refer Note 9)	(Audited)	(Audited)	(Audited)	(Audited)
1 Income from Operations							
(a) Net sales/Income from operations (Net of excise duty)	50,983	708	-	52,176	-	4,03,586	4,31,597
(b) Fees for management services rendered	-	-	-	-	1,240	-	-
(c) Royalty income	-	-	-	-	3,420	-	-
(d) Other operating Income	-	-	-	-	-	968	1,522
Total income from operations (net)	50,983	708	-	52,176	4,660	4,04,554	4,33,119
2 Expenses							
(a) Cost of materials consumed	26,665	131	-	26,796	-	1,01,224	1,17,620
(b) Purchase of stock-in-trade	-	-	-	-	-	28,104	902
(c) Changes in inventories of finished goods , work-in-progress and stock-in-trade	(12)	-	-	(12)	-	1,119	10,900
(d) Employee benefits expenses	387	120	304	866	1,418	55,534	59,136
(e) Power and fuel	-	-	-	-	-	85,110	98,779
(f) Freight and handling	-	-	-	-	-	50,662	54,975
(g) Freight on inter-unit clinker transfer	-	-	-	-	-	3,983	4,079
(h) Other manufacturing expenses	-	-	-	-	-	17,273	23,065
(i) Depreciation and amortisation expenses	175	31	37	266	177	24,170	25,810
(j) Provision for advances to Subsidiary	-	-	-	3,267	-	-	-
(k) Other expenses	22,214	662	312	23,903	4,058	32,080	49,678
(l) Transfer from Business Reorganisation Reserve (Refer Note 2)	(257)	(290)	255	(4,220)	(1,344)	-	-
Total Expenses	49,172	654	908	50,866	4,309	3,99,259	4,44,944
3 Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	1,811	54	(908)	1,310	351	5,295	(11,825)
4 Other Income	145	61	152	338	855	5,156	5,400
5 Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	1,956	115	(756)	1,648	1,205	10,451	(6,425)
6 Finance costs	1,102	(3,973)	2,578	4,621	18,459	62,754	59,797
Transfer from Business Reorganisation Reserve (Refer Note 2)	(1,102)	3,973	(2,578)	(4,621)	(18,459)	-	-
7 Profit/(Loss) from ordinary activities after finance cost and before exceptional items (5-6)	1,956	115	(756)	1,648	1,205	(52,303)	(66,222)
8 Exceptional Items	-	-	-	-	-	-	(1,283)
9 Profit / (Loss) from ordinary activities before tax (7+8)	1,956	115	(756)	1,648	1,205	(52,303)	(67,505)
10 Tax Expenses	13	-	-	13	-	(5,409)	(2,587)
11 Net Profit/(Loss) from ordinary activities after tax (9-10)	1,943	115	(756)	1,635	1,205	(46,894)	(64,918)
12 Extraordinary Items (net of tax expenses)	-	-	-	-	-	-	-
13 Net Profit/(Loss) for the period (11-12) (Refer Note 3)	1,943	115	(756)	1,635	1,205	(46,894)	(64,918)
14 Minority Interest	-	-	-	-	-	(1,545)	(906)
15 Net Profit/(Loss) after taxes and minority interest(13-14)	1,943	115	(756)	1,635	1,205	(45,349)	(64,012)
16 Paid- up equity share capital (Face Value per share Rs.10 each) (Refer Note 3)	3,139	2,962	2,962	3,139	2,962	3,139	2,962
17 Reserves excluding Revaluation Reserves as per Balance Sheet (Refer Note 2)	-	-	-	2,37,621	2,34,398	(1,50,766)	(1,17,295)
18.i Earnings Per Share (EPS) (before /After extraordinary items) (of Rs. 10/- each) (not annualised): (Refer Note 3)							
(a) Basic	6.19	0.39	(2.55)	5.21	4.07	(149.50)	(219.34)
(b) Diluted	6.19	0.39	(2.55)	5.21	4.07	(149.50)	(219.34)



Segment wise Revenue, Results and Capital Employed

Rs. Lacs

Particulars	Standalone Results					Consolidated Results	
	Quarter ended			Year ended		Year ended	
	31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
	Audited (Refer Note 9)	(Unaudited)	Audited (Refer Note 9)	(Audited)	(Audited)	(Audited)	(Audited)
1) Segment Revenue (Refer Note 10)							
a) Fees for Management Services rendered	-	-	-	-	1,240	-	-
b) Royalty	-	-	-	-	3,420	-	-
c) Media	2,931	-	-	2,931	-	-	-
d) Logistic	19,037	-	-	19,036	-	-	-
e) Commercial	27,955	63	-	28,018	-	-	-
f) Cement	-	-	-	-	-	2,03,769	2,29,445
g) Zinc and By Products	-	-	-	-	-	146	10,410
h) Glass Fibre	-	-	-	-	-	1,41,135	1,63,899
i) Unallocated	1,341	645	-	2,665	-	85,919	35,853
Total	51,264	708	-	52,650	4,660	4,30,969	4,39,607
Less : Inter Segment Revenue	136	-	-	136	-	26,415	6,488
Net Segment Revenue	51,128	708	-	52,514	4,660	4,04,554	4,33,119
2) Segment Results (Refer Note 10)							
a) Media	248	-	-	248	-	-	-
b) Logistic	(47)	-	-	(47)	-	-	-
c) Commercial	1,426	-	-	1,486	-	(4,124)	6,568
d) Cement	-	-	-	-	-	(1,862)	(3,510)
e) Zinc and By Products	-	-	-	-	-	9,777	(13,611)
f) Glass Fibre	-	-	-	-	-	7,302	19,457
g) Other Operations	-	-	-	-	-	(5,798)	(20,729)
h) Elimination Adjustments	-	-	-	-	-	-	-
	1,627	-	-	1,687	-	5,295	(11,825)
Less: Interest expenses	-	-	-	-	-	62,754	59,797
Add: Interest Income	-	-	-	-	-	1,020	768
Add: Other unallocable Income net of unallocable expenses	329	-	-	(39)	-	4,136	4,632
Total Profit Before Tax before extraordinary & exceptional items	1,956	-	-	1,648	-	(52,303)	(66,222)
3) Capital Employed (Segment Assets - Segment Liabilities) (Refer Note 10)							
a) Media	806	-	-	806	-	-	-
b) Logistic	(42)	-	-	(42)	-	-	-
c) Commercial	868	-	-	868	-	-	-
d) Cement	-	-	-	-	-	3,87,242	3,98,035
e) Zinc and By Products	-	-	-	-	-	17,217	18,236
f) Glass Fibre	-	-	-	-	-	2,10,054	1,95,446
g) Unallocated	2,51,426	-	-	2,51,426	-	4,35,317	4,18,221
h) Inter Segment	-	-	-	-	-	(5,48,076)	(5,39,513)
Total	2,53,058	-	-	2,53,058	-	5,01,754	4,90,425

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Audited Standalone / Consolidated Statement of Assets and Liabilities

Rs. Lacs

Particulars	Standalone		Consolidated	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
A EQUITY AND LIABILITIES				
1 Shareholders' Funds				
(a) Share Capital	14,962	14,962	14,962	14,962
(b) Share Suspense Account (Refer Note 3)	475	-	475	-
(c) Reserves and Surplus (Refer Note 2)	2,37,621	2,34,398	(1,50,766)	(1,17,295)
Sub-total	2,53,058	2,49,360	(1,35,330)	(1,02,333)
2 Minority interest	-	-	3,520	4,911
3 Non-Current Liabilities				
(a) Long-term borrowings	49,396	44,931	5,11,860	4,86,668
(b) Deferred tax liabilities (net)	-	-	-	6,007
(c) Other Long term liabilities	-	-	7,999	5,417
(b) Long term provisions	37	44	8,030	7,003
Sub-total	49,433	44,975	5,27,890	5,05,095
4 Current Liabilities				
(a) Short-term borrowings	1,18,204	1,19,273	74,021	62,321
(b) Trade payables	11,668	1,709	92,974	75,560
(c) Other current liabilities	19,815	23,985	1,16,282	1,05,532
(d) Short-term provisions	33	1,151	9,301	6,765
Sub-total	1,49,720	1,46,118	2,92,578	2,50,178
TOTAL - EQUITY & LIABILITIES	4,52,211	4,40,453	6,88,658	6,57,851
B ASSETS				
1 Non-current assets				
(a) Fixed assets	1,449	660	3,25,072	3,26,600
(b) Goodwill on Consolidation	-	-	1,76,015	1,63,667
(c) Non-current investments	4,31,606	4,18,860	2,729	31
(d) Deferred tax assets (net)	-	-	73.18	-
(e) Long term loans and advances	9,682	11,307	27,593	26,274
(f) Other non-current assets	172	874	617	313
Sub-total	4,42,910	4,31,701	5,32,099	5,16,885
2 Current assets				
(a) Inventories	122	-	38,746	44,224
(b) Trade receivables	5,930	3,050	66,026	36,770
(c) Cash and cash equivalents	1,449	3,684	14,148	26,728
(d) Short-term loans and advances	1,638	2,018	31,327	29,536
(e) Other current assets	163	-	6,312	3,708
Sub-total	9,301	8,752	1,56,559	1,40,966
TOTAL - ASSETS	4,52,211	4,40,453	6,88,658	6,57,851

Notes:

- Consolidated Financial Results include, results of subsidiaries and step down subsidiaries. For the purpose of consolidation, the unaudited financial statements of the overseas subsidiary companies have been converted by the management as per Indian GAAP and stated in Indian Currency. The financial statements have been consolidated excluding the minority interest as applicable. The consolidation of the above subsidiaries has been considered for the year ended / period ended 31st March, 2016 as the case may be.
- In accordance with the accounting policies applicable to erstwhile Wada Industrial Estate Limited(WIEL) and to the Company as a successor to WIEL, being accounting policies adopted as per the Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta on 18th March 2014, the Company has applied AS 30, the Accounting Standard on Financial Instruments: Recognition and Measurement, issued by the Institute of Chartered Accountants of India (ICAI), and pursuant thereto has as on March 31, 2014, being the date of conclusion of the first Accounting Year post the provisions of AS 30 becoming applicable to the Company, classified the investments as "available for sale financial assets" and has accordingly, measured such investments at fair value as on that date (except for those investments whose fair value cannot be reliably measured, which investments in accordance with AS 30 are continued to be measured at cost and their cost is considered as the fair value). Accordingly, the current portion of long term investments has been fair valued and regrouped under non current investments as on 31st March 2016. Further in accordance with the accounting policies applicable to WIEL and to the Company as a successor to WIEL being accounting policies adopted as per the Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta, during the quarter ended and year ended 31st March 2016, the Company has (deposited) / withdrawn net aggregate amount of Rs.1,359 Lacs & Rs.8,841 Lacs respectively to / from the Business Reorganisation Reserve (BRR) and (debited)/credited the same to the Statement of Profit & Loss so as to offset Finance cost, exchange variation, and other specified expenses debited /(Credited) to the statement of Profit & Loss account during the said quarter and year ended respectively. If such (deposit) /withdrawal had not been made, the net profit for the quarter would have been lower by Rs.1,359 Lacs and for the year ended would have been lower by Rs.8,841 Lacs and the Earnings Per Share for the quarter and year ended 31st March 2016 would have been (higher)/lower by Rs. 4.33 & Rs. 28.18 respectively. Had the accounting policy of the Company not been changed, the value of the investments would have been lower by Rs. 277,025.37 lacs and the said amount would not have been credited to the BRR.

Further, Binani Cement Limited (BCL) has decided not to charge interest w.e.f 1st April 2015 on ICD given to the Company.



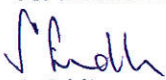
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- 3 Pursuant to the scheme of Amalgamation ('the Scheme') of Binani Metals Limited (BML) with the Company under Sections 391 to 394 of the Companies Act, 1956 as sanctioned by Hon'ble High Court at Calcutta vide its order dated 21st January 2016, the entire business and all assets and liabilities of BML were transferred and vested in the Company with effect from the Appointed Date i.e. 1st April, 2015. Accordingly, the Scheme has been given effect to in these financial statements. Therefore, the figures of corresponding previous periods are not comparable with the figures of period ending 31st March, 2016.
Figures of earning per share for the current quarter and year ended 31st March, 2016 is based on considering 17,69,750 Equity Shares of Rs. 10 each allotted on 29th April, 2016. As on 31st March, 2016, the Issued Share Capital (17,71,600 Equity Shares of Rs.10 each issued on 21st April, 2016), has been shown under " Share Suspense Account".
The amalgamation has been accounted as per "Pooling of Interest" method as prescribed by the Accounting Standard 14 "Accounting for Amalgamations" notified under the Companies (Accounting Standards) Rules, 2006 (as amended).
- 4 The reference for registration of Edayar Zinc Limited (EZL) as sick company made in terms of Sick Industrial Companies (Special Provisions) Act, 1985 is pending before Board for Industrial and Financial Reconstruction (BIFR). Punjab National Bank (PNB) in its capacity as lead bank had initiated action under section 13(4) of the SARFAESI Act, 2002 and EZL has obtained stay against the said action initiated by PNB from Bombay High Court.
- 5 The Company had given guarantees to banks and financial institutions in the earlier years on behalf of various subsidiaries including one step down subsidiary, for the purpose of expansion projects and working capital requirements. The outstanding aggregate balance of these guarantees is Rs.5,28,729.44 Lacs as on 31st March 2016. BCL and 3B Binani Glass Fibre S.a.r.l have approached their respective lenders for restructuring of loans. As mentioned above, EZL has approached BIFR. In view of the above and in the opinion of the management, these are not expected to result into any financial liability to the Company.
- 6 BCL has sales tax interest liability of Rs. 35,099.24 Lacs as on March 31, 2016. BCL has filed writ petition / waiver application in the Hon'ble High Court / with concerned authority and has paid Rs 3,077.93 Lacs under protest. The management is of the view that it has a good case of getting waiver for interest and hence provision of interest is not required.
- 7 BCL has not made provision of Rs. 5,843 Lacs (Previous Year Rs. nil) towards non fulfilment of Renewable Power Obligation (RPO) as per the guidelines of Rajasthan Electricity Regulatory Commission (RERC) as the company is of the contention no demand has been raised as of the balance sheet date.
- 8 BCL's lenders with exposure of about 49% have assigned their portion of exposure to Edelweiss Asset Reconstruction Company (EARC). Post the assignment, BCL has approached the lenders for restructuring of its loans. The terms of repayments, rate of interest and other terms and conditions are not finalised and accordingly current maturities on long term borrowings have not been classified separately. No interest on the term loans have been provided from the date of assignment of loans to EARC till the balance sheet date.
- 9 The figures for three months ended 31st March, 2016 and 31st March, 2015, are balancing figures between audited figures in respect of the full financial year and the published year to date figures upto nine months of the relevant financial year.
- 10 Since resources used common for all segment during the quarter ended 31st December 2015, quarter and year ended 31st March 2015 the segment wise result & capital employed are not ascertainable.
- 11 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 30th May 2016.
- 12 Investors can view the Financial Results of the Company at the Company's website www.binaniindustries.com or at the websites of BSE (www.bseindia.com) or NSE (www.nseindia.com) or CSE (www.cse-india.com)
- 13 In view of the amalgamation as referred in Note no 3, the figures for the current year/current quarter are not comparable with the corresponding figures of the previous year/previous quarter. Previous year/ previous quarter figures are regrouped wherever necessary to confirm with the figures of the current year/current quarter.

By order of the Board

For BINANI INDUSTRIES LIMITED



S. Sridhar
Director

Place : Mumbai

Date : 30th May 2016



Independent Auditor's Report

To
The Board of Directors
Binani Industries Limited

1. We have audited the accompanying Statement of Standalone Financial Results of **Binani Industries Limited** ('the Company') for the year ended March 31, 2016 (the 'Statement'), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the related financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

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

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

3. The Statement includes the results for the Quarter ended March 31, 2016, being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to third quarter of the current financial year which were subject to limited review by us.



Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
- i. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - ii. gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India, of the net loss and other financial information of the Company for the year ended March 31, 2016.

Emphasis of Matters

We draw attention to the following matters:

- a) With reference to Note no 2 of the financial results, pursuant to a separate Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta between Wada Industrial Estate Limited (WIEL) and a step down wholly owned subsidiary of the Company, being the Company as a successor to WIEL, has partially applied AS 30 as on March 31, 2014, the Accounting Standard on Financial Instruments: Recognition and Measurement issued by the ICAI, which constitutes a departure from the Accounting Standards referred to in clause 2 of section 2 of the Act. Accordingly, the Company has classified its investments in subsidiaries and other investments as "available for sale financial assets" and measured such investments at their fair value (except for those investments whose fair value cannot be reliably measured, which investments in accordance with AS 30 are continued to be measured at cost and their cost is considered as the fair value) and corresponding increase of Rs. 299,749.16 lacs on account of fair valuation was credited to Business Reorganization Reserve ("BRR") as on March 31, 2014. Accordingly, investments has been fair valued and regrouped under investments as on 31st March 2016. During the year, the net increase in restated fair value of Rs. 9,919.21 lacs (previous year decrease - Rs 32,642.99 lacs) has increased the carrying value of Business Reorganisation Reserve (BRR). Further, with reference to Note no 2 of the financial statements, in accordance with the said scheme, the Company has offset certain expenses amounting to Rs. 8,841.05 lacs against BRR in the current year.

Had the accounting policy of the Company not been changed, the value of the investments would have been lower by Rs. 277,025.37 lacs and the said amount would not have been credited to the BRR. Also, had certain revenue expenses not been offset against the BRR, the profit for the financial year would have been lower by Rs. 8,841.05 lacs (previous year: 19,802.74 lacs).



MZSK

& Associates

Chartered Accountants


- b) With reference to Note no 5 of the financial results, regarding outstanding guarantees aggregating to Rs.5,28,729.44 lacs (2015: 4,92,102.64 lacs) issued by the Company to banks and financial institutions on behalf of various subsidiaries including one step down subsidiary, which are significant in relation to the net worth of the Company as at March 31, 2016, in the opinion of the management, these are not expected to result into any financial liability to the Company.

Our opinion is not qualified in respect of these matters.

For MZSK & Associates

Chartered Accountants

Firm Registration No.105047W

Abuali Darukhanawala

Partner

Membership No.: 108053

Place: Mumbai

Date: May 30,2016

Independent Auditor's Report

To
The Board of Directors
Binani Industries Limited

1. We have audited the accompanying Statement of Consolidated Financial Results of **Binani Industries Limited** (the 'Holding Company') and its subsidiaries/jointly controlled entity (together the 'Group') for the year ended March 31, 2016 (the 'Statement'), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This statement is the responsibility of the Holding Company's Management and has been approved by the Board of Directors, has been prepared on the basis of the related consolidated financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 as applicable, and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

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

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

Opinion

3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - i. Includes the results of the following entities listed in Annexure A to this Report
 - ii. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - iii. gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India, of the net loss and other financial information of the Group for the year ended March 31, 2016.



Emphasis of matters

Without qualifying our opinion:

1. The Holding Company incurred net consolidated loss of Rs. 46,894.47 Lakhs during the financial year ended March 31, 2016. As of that date the Company's consolidated current liabilities exceeded its consolidated current assets by Rs. 136,019.02 Lakhs and total consolidated liabilities exceeded its total consolidated assets by Rs. 135,329.82 Lakhs. These factors raise doubt about the Group's ability to continue as a going concern in the foreseeable future.

The management is strongly of the view that the major operating subsidiaries of the Group are running at their normal capacity and source of income is not impaired. Further all the financial facilities are being restructured by lenders to support the financial requirement of the Group.

This will improve the net-worth position and will reduce major difference in current liabilities over its current assets. Accordingly, the Holding Company's financial statements have been prepared on going concern basis.

2. We draw attention to Note no 6 of the financial results, relating to Sales Tax Matters, as per the Orders, there is liability on one of its subsidiary company for total interest of Rs 35,099.24 Lakhs as on March 31, 2016. The said subsidiary Company has filed writ petition / waiver application in the Hon'ble High Court / with concerned authority and has paid Rs 3,077.93 Lakhs under protest. The management is of the view that it has a good case of getting waiver for interest and hence provision of interest is not required.
3. With reference to Note no 7 of the financial results, one of the subsidiary company has not made provision of Rs. 5,843 Lakhs (Previous Year Rs. Nil) towards non fulfillment of Renewable Power Obligation (RPO) as per the guidelines of Rajasthan Electricity Regulatory Commission (RERC) as the said subsidiary company is of the contention no demand has been raised as of the balance sheet date.
4. With reference to Note no 8 of the financial results, during the financial year, one of the subsidiary company's lenders have assigned the loans to Edelweiss Asset Reconstruction Company ("EARC"). Post the assignment, the said subsidiary has approached the lenders for restructuring of its loans. The terms of repayments, rate of interest and other terms and conditions are not finalized and accordingly current maturities on long term borrowings have not been classified separately for EARC. No interest on the term loans have been provided from the date of assignment of loans to EARC till the balance sheet.



Other Matters

1. The financial statements of a subsidiary "Binani Cement Limited", which reflect total assets of Rs. 4,36,580.57 Lakhs as at March 31, 2016, total revenue of Rs. 152,424.70 Lakhs and net cash outflows of Rs. 6,211.66 Lakhs for the year then ended, have been audited by us.
2. We have not audited the financial statements of 14 foreign subsidiaries (including 7 step down foreign subsidiaries), whose financial statements reflects total assets of Rs. 543,199.54 lakhs as at March 31, 2016, total revenues of Rs. 185,000.13 lakhs and net cash outflows of 5,317.19 lakhs for the year then ended. These financial statements are unaudited and the management has compiled these financial statements for financial year ending March 31, 2016 as per accounting policies of the Company and for the said purpose management approved accounts for the period from January 2016 to March 2016 have been considered. These financial statements have been audited by other auditors for the financial year ended December 31, 2015 as per respective laws of the other country.
3. We have not audited the financial statements of 14 subsidiaries (including 2 step down subsidiaries) whose financial statements reflect total assets of Rs. 67,484.31 lakhs as at March 31, 2016, total revenues of Rs. 49,090.27 lakhs and net cash outflows of Rs. 3,358.33 lakhs for the year then ended, as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these Subsidiaries and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report of other auditors.
4. We have relied on the unaudited financial statements and financial information furnished by the management with respect to 5 step down subsidiaries / 1 jointly controlled entity, whose financial statements reflect total assets of Rs. 5,372.17 Lakhs as at March 31, 2016, total revenues of Rs 127.66 Lakhs and net cash inflows of Rs 145.23 Lakhs for the period then ended as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements and financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and financial information are not material to the Group.



MZSK

& Associates

Chartered Accountants

We are unable to comment upon the resultant impact, if any, on the loss, assets and liabilities of the consolidated financial statements of the Company as at March 31, 2016, had the subsidiaries (including step down subsidiaries)/ jointly controlled entity mentioned in Para 2 and 4 been audited. However our opinion is not qualified in respect of this matter.

For MZSK & Associates
Chartered Accountants
Firm Registration No.105047W



Abuali Darukhanawala
Partner
Membership No.: 108053

Place: Mumbai
Date: May 30, 2016

Annexure A

List of entities included in the Statement:

(i) Subsidiaries

1. Binani Cement Limited (BCL)
2. Edayar Zinc Limited (EZL) (formerly known as Binani Zinc Limited)
3. BIL Infratech Limited
4. Binani Global Cement Holdings Private Limited
5. Goa Glass Fibre Limited (GGFL)
6. R.B.G. Minerals Industries Limited (RBG)
7. Swiss Merchandise Infrastructure Limited
8. Binani Energy Private Limited
9. Binani Ready Mix Concrete Limited (RMC) (operations discontinued)
10. Merit Plaza Limited
11. Krishna Holdings Pte Limited (KHL)
12. Murari Holdings Limited (MUHL)
13. Mukundan Holdings Limited (MHL)
14. Bhumi Resources (Singapore) Pte Limited (BHUMI)
15. PT Anggana Energy Resources (Anggana)
16. Shandong Binani Rong'An Cement Company Limited (SBRCC)
17. Binani Cement Factory LLC. (BCFLLC)
18. BC Tradelink Limited
19. Binani Cement Tanzania Ltd.
20. Binani Cement (Uganda) Limited (Under Liquidation)
21. Binani Cement Fujairah LLC
22. Global Composite Holdings Inc (formerly Known as CPI Binani, Inc. (USA))
23. Building Material Holdings Limited
24. 3B Binani Glass Fibre S.a.r.l. (3B Binani)
25. Project Bird Holding II B S.a.r.l. (PBH II B)
26. TunFib S.a.r.l. (TunFib)
27. 3B-Fibreglass SPRL
28. 3B-Fibreglass A/S
29. Royalvision Projects Private Limited (RVPL)*
30. Royalvision Concrete Private Limited (RVCL)*
31. Royalvision Infratech Private Limited (RVIL)
32. Nirbhay Management Services private Limited (Nirbhay)#
33. Narsingh Management Services private Limited (Narsingh)#

(ii) Jointly Controlled Entities:

1. Binani Aspire LLC

* Closure during the year u/s 560 of the Companies Act, 1956.

Pursuant to Amalgamation of erstwhile Binani Metals Limited (BML)(Refer Note no 3), Nirbhay and Narsingh has become a subsidiaries of Binani Industries Limited

