

# Binani

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BINANI INDUSTRIES LIMITED

**ANNUAL REPORT 2016-17**



## BOARD OF DIRECTORS

Mr. Braj Binani	:	Chairman
Mrs. Nidhi Binani Singhania	:	Director
Ms. Shradha Binani	:	Director
Mr. Rahul Asthana	:	Director (upto 30 <sup>th</sup> June, 2017)
Mr. S. Sridhar	:	Director (upto 21 <sup>st</sup> August, 2017)
Mrs. Sangeeta Pandit	:	Director
Mr. Nilesh R. Doshi	:	Director (w.e.f 28 <sup>th</sup> September, 2017)
Mr. Shardul Shah	:	Director (w.e.f 28 <sup>th</sup> September, 2017)

## CORE MANAGEMENT COMMITTEE

Mr. Braj Binani	:	Chairman
Mrs. Nidhi Binani Singhania	:	Director
Ms. Shradha Binani	:	Director
Mr. Marc Hubert	:	CEO (3B Binani Glassfibre S.a.r.l)

## CFO, MANAGER & COMPANY SECRETARY

Mrs. Visalakshi Sridhar

## AUDITORS

M/s. MSKA & Associates, Chartered Accountants  
The Ruby, Level 9, North West Wing,  
Senapati Bapat Marg, Dadar (W), Mumbai – 400 028  
Tel: +91 22 24393600, Fax: +91 22 24393700

## SECRETARIAL AUDITORS

M/s. Uma Lodha & Co.  
B/202, Ivy Tower, Vasant Valley Complex,  
Near Dindoshi Bus Depot, Film City Road,  
Malad (East), Mumbai – 400 097  
Tel: +91 22 28401161

## TERM LENDER

Export Import Bank of India

## BANKERS

Punjab National Bank  
IDBI Bank  
Dena Bank  
State Bank of India  
Indian Bank  
Bank of India

## REGISTERED OFFICE

37/2, Chinar Park, New Town, Rajarhat Main Road  
P.O. Hatia, Kolkata- 700157  
Tel: +91 08100326795  
Fax: +91 033-4008 8802  
Email: [sauvik.nayak@binani.net](mailto:sauvik.nayak@binani.net)  
Website: [www.binaniindustries.com](http://www.binaniindustries.com)  
CIN: L24117WB1962PLC025584

## CORPORATE OFFICE

Mercantile Chambers  
12, J.N. Heredia Marg,  
Ballard Estate, Mumbai – 400 001  
Tel: 022-30263000 Fax: 022-22634960  
Email: [mumbai@binani.net](mailto:mumbai@binani.net)

## SUBSIDIARIES' PLANT LOCATIONS

- Binani Cement Limited**
  - Binani Cement Limited  
Village: Binanigram  
Taluka - Pindwara, District: Sirohi,  
Rajasthan -307 031
  - Binani Cement Limited  
Village-Sirohi, Taluka- Neem Ka Thana  
District- Sikar, Rajasthan- 332 714
- Shandong Binani Rong'An Cement Company Limited**  
Fujiashuang Village, Dongguan Town,  
Ju County of Rizhao Municipality, Shandong Province,  
Peoples Republic of China.
- Binani Cement Factory LLC**  
Jebel Ali, Dubai, UAE
- Edayar Zinc Limited**  
(formerly known as Binani Zinc Limited)  
Binanipuram, Ernakulam, Kerala – 683 502
- Goa Glass Fibre Limited**  
Colvale, Bardez, Goa – 403 513
- 3B Fibreglass SPRL**  
Route de Maestrich 67, 4651, Battice, Belgium
- 3B Fibreglass A/S**  
Tollenesveien 60, 4760, Birkeland, Norway

## REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Private Limited  
C-101,247 Park, L.B.S. Marg, Vikhroli (W),  
Mumbai – 400 083.  
Tel: 022 – 49186000 Fax: 022 –49186060  
Email: [mumbai@linkintime.co.in/](mailto:mumbai@linkintime.co.in/)  
[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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## BINANI INDUSTRIES LIMITED

CIN: L24117WB1962PLC025584

37/2, Chinar Park, New Town, Rajarhat, Main Road, P.O. Hattara, West Bengal 700157.

website: [www.binaniindustries.com](http://www.binaniindustries.com); Tel: 08100326795 Fax: 033 40088802; Email: [binanigroupcal@rediffmail.com](mailto:binanigroupcal@rediffmail.com)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 54<sup>th</sup> Annual General Meeting of the Members of BINANI INDUSTRIES LIMITED will be held on Wednesday, 20<sup>th</sup> December, 2017 at 2.30 p.m. at Rabindra Tirtha, Premises No. 35-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Braj Binani (DIN -0009165), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s MSKA & Associates (formerly known as M/s MZSK & Associates), Chartered Accountants as Statutory Auditors of the Company in respect of financial year 2017-18. M/s MSKA & Associates were appointed as Statutory Auditors of the Company in the 52<sup>nd</sup> Annual General Meeting for a period of 5 years upto a maximum period up to the conclusion of Fifty- Seventh Annual General Meeting of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under ( including any statutory modification (s) or re-enactment thereof for the time being in force), the appointment of M/s MSKA & Associates, Chartered Accountants, Mumbai (Firm Registration Number – 105047W) as Statutory Auditors of the Company who were appointed as Auditors of the Company by the Members at the Fifty Second Annual General Meeting to hold office till the conclusion of Fifty- Seventh Annual General Meeting of the Company be and is hereby ratified and the Board of Directors / Audit Committee of the Company be and is hereby authorized to fix the remuneration plus reimbursement of out of pocket expenses as may be incurred by them in connection with the audit of the accounts of the Company for the financial year ending March 31, 2018."

### SPECIAL BUSINESS

#### 4. To appoint Mr. Nilesh R. Doshi as Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV of the Companies Act, 2013 and Regulations 17(1) and 25(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or applicable regulations of SEBI (LODR) Regulations, 2015, Mr. Nilesh R. Doshi (DIN -00249715), Additional Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of 56<sup>th</sup> Annual General Meeting to be held in the year 2019."

#### 5. To appoint Mr. Shardul Dilip Shah as Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV of the Companies Act, 2013 and Regulations 17(1) and 25(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or applicable regulations of SEBI (LODR) Regulations, 2015, Mr. Shardul Dilip Shah (DIN -02061996), Additional Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of 56<sup>th</sup> Annual General Meeting to be held in the year 2019."

By Order of the Board of Directors  
**For BINANI INDUSTRIES LIMITED**

**Visalakshi Sridhar**  
CFO, Manager & Company Secretary  
Membership No. ICSI-A13849  
AICWA-M2113

Date: 16<sup>th</sup> October, 2017  
Place: Mumbai

## NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015, of the person seeking appointment/re-appointment as Director under Item no. 2, 4 5 and 6 of the Notice are also annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY.** A person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other Member.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Annual General Meeting ('AGM'). Proxies submitted on behalf of the companies/ bodies corporate etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is appended with this Notice.

3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company at its Registered Office, provided that not less than three days of notice in writing is given to the Company.
4. The Register of Members and Share Transfer Books will be closed from Tuesday 12<sup>th</sup> December, 2017 to Wednesday, 20<sup>th</sup> December, 2017 (both days inclusive) in terms of SEBI (Listing Obligation Disclosure Requirement) Regulations, 2015 for the purpose of AGM.
5. Members/ Proxies are requested to bring their copy of Annual Report to the Meeting for their reference. Duly filled Attendance Slip should be handed over at the entrance of the meeting venue. Members are requested to quote their DP ID/Client ID or Folio in the Attendance Slip to enable the Company to record their attendance properly.

Members are requested to address their queries relating to Financial Statements of the Company, if any, to the Company Secretary at least seven days in advance of the AGM, to enable the Company to keep the information ready.

6. In terms of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with (Companies) Rules, 2012 ("IEPF Rules"), the Company has uploaded the information in respect of the unclaimed dividend on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" section on the website of the Company viz. [www.binaniindustries.com](http://www.binaniindustries.com).

The concerned Members are requested to verify the details of their unclaimed dividends amounts, if any, from the said websites and write to the Company's Registrar and Share Transfer Agents before the same becomes due for transfer to the Investor Education and Protection Fund as per the details given below:

Sr. No.	Dividend for the year ended	Due date for Transfer of unclaimed dividend to IEPF
1	31 <sup>st</sup> March, 2011	30 <sup>th</sup> July, 2018
2	31 <sup>st</sup> March, 2012	5 <sup>th</sup> September, 2019
3	31 <sup>st</sup> March, 2013	31 <sup>st</sup> October, 2020
4	31 <sup>st</sup> March, 2014	3rd November, 2021
5	31 <sup>st</sup> March, 2015	No dividend was declared
6.	31 <sup>st</sup> March, 2016	No dividend was declared

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends up to the financial year 2009-10 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

7. Those Members of the Company who are still holding Share Certificates of the Company with the old name "Binani Zinc Limited" should immediately write to the Registered Office of the Company asking for stickers for change of name, to be affixed on such Share Certificates. The Share Certificates need not be sent, only the details of the Certificates are to be furnished.
8. Members holding shares in physical forms in identical names under different ledger folios are requested to apply for consolidation of such folios and send the relevant Equity Share Certificates to the Company's Registrars and Share Transfer Agents for necessary endorsements.
9. Members, who are holding shares in physical form, are advised to get their physical shares dematerialized in their own interest, since the same will enable the Company to provide investor related services in faster, more efficient and cost effective manner Members may note that the Company's shares are traded in the Stock Exchange(s) in dematerialized form only.
10. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. In case of Joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members holding shares in single and physical form are advised to make nomination in respect of their shareholding in the Company.
13. Members, holding shares in more than one folio in the same name(s) are requested to send share certificates so as to enable the Company to consolidate all their holding into one folio.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.
15. A brief profile of Directors proposed to be appointed is annexed hereto and is forming a part of this notice.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangement in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, shall be available for inspection by the Members at the AGM.
17. Members are requested to note that in respect of the shares held in physical form, all correspondence relating to share transfers, transmissions, sub-division, consolidation of shares or any other related matters and/or change in address or updation thereof, should be addressed to Registrar and Transfer Agents of the Company, viz. Link Intime India Private Limited, having address at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Shareholders, whose shareholding is in dematerialized form, are requested to direct their correspondence regarding change of address, registration of e-mail address and updation of bank account details to their respective Depository Participant.
18. Please quote Your DP ID No. /Client ID No. or Folio Number in all their correspondence.
19. The telephone numbers and email ID of concerned official/s of the Company responsible to address the grievances are as under :
  - (i) At Mumbai: Mr. Nagesh Naik  
Tel. 022- 30263000/1/2 (Extn. 3039, 3031)  
Email: [Nagesh@binani.net](mailto:Nagesh@binani.net)
  - (ii) At Kolkata: Mr. Sauvik Nayak  
Tel-08100326795  
Email: [sauvik.nayak@binani.net](mailto:sauvik.nayak@binani.net)
20. The Annual Report for 2016-17 along with the Notice of the AGM, Attendance Slip and Proxy Form is being sent by electronic mode to all the Members who have registered their email IDs with the Depository Participants, Registrar and Share Transfer Agents and the Company unless where any Member has requested for the physical copy. The physical copies of the aforesaid documents will be available for inspection at the Registered Office of the Company during business hours on working days. Members, who require physical copy of Annual Report, may write to the Company Secretary or Registrar and Share Transfer Agents. Members may further note that the said documents will also be available on the website of the Company, [www.binaniindustries.com](http://www.binaniindustries.com).
21. Pursuant to Section 101 of the Companies Act, 2013 and Rules made there under, the companies are allowed to send communication to Shareholders electronically. The Members are therefore requested to kindly register/update email IDs with their respective Depository Participant and in case of physical shares with the Company's Registrar and Share Transfer Agents or the Company and make Green Initiative a success.
22. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the Resolutions proposed to be passed at AGM by electronic means through CDSL e-voting platform. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on , i.e. the cut-off date for the purpose of voting at AGM, are entitled to vote on the Resolutions set forth in this Notice. The Members may cast their votes on electronic voting system from place other than the venue of the AGM ('remote e-voting').
23. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given herein below:
 

**PROCEDURE FOR REMOTE E-VOTING**

  - i. The remote e-voting period begins on Sunday, 17<sup>th</sup> December 2017 at 9.00 am and ends on Tuesday 19<sup>th</sup> December 2017 at 5.00 p.m. During this period shareholders' of the Company, holdings shares either in physical form or in dematerialized form, as on the cut-off date of 12<sup>th</sup> December 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 pm on 19<sup>th</sup> December 2017.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - iv. Click on Shareholders / Members
  - v. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID;
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - vi. Next enter the Image Verification as displayed and Click on Login.
  - vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN:	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). *Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address slip/provided in the email sent to you.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company's records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN of **Binani Industries Limited** on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else to change your vote, click "CANCEL" and accordingly modify your vote.

- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking "Click here to print" option on the voting page.
- xviii. If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click FORGOT PASSWORD & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non-Individual Shareholders and Custodians.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
24. The voting right of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut off date.
25. In addition to remote e-voting, the facility for voting, either through electronic voting system or ballot/polling paper, shall also be made available at the venue of Annual General Meeting and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

26. The route map to the venue of AGM is provided in this Annual Report for easy location.
27. The Company has appointed Mr. Manoj Kumar Banthia (M.No.11470) of M/s MKB & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire voting process (including remote e-voting) in a fair and transparent manner.
28. At the Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutiniser, order voting through ballot paper / electronically at the venue of the Annual General Meeting. Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be entitled to exercise their voting rights at the meeting. Any Member, who has voted by remote e-voting on the Resolutions contained in this Notice prior to the AGM may also attend the meeting but shall not be entitled to vote at the AGM.
29. Any person who is not a Member as on the cut-off date i.e 12<sup>th</sup> December 2017 shall treat this Notice for information purpose only
30. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Notice and holds the shares as of the cut-off date i.e.12<sup>th</sup> December 2017, may obtain the Annual Report by sending a request at nagesh@binani.net
31. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, would count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or any other Director authorized by the Board who shall countersign the same. The Chairman or any other Director authorized by the Board will declare the result of the remote e-voting and voting at the AGM, forthwith.
32. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, [www.binaniindustries.com](http://www.binaniindustries.com) and that of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The same will also be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed at the Notice Board of the Company at the Registered Office and the Corporate Office of the Company.

## **ANNEXURE TO NOTICE**

### **Statement pursuant to Section 102 (1) of the Companies Act, 2013.**

#### **Item No.4**

Mr. Nilesh R. Doshi (DIN-00249715) was appointed as an Additional Director of the Company on 28<sup>th</sup> September, 2017 in term of Section 161 of the Companies Act, 2013 ("the Act"). Mr. Nilesh R. Doshi holds office upto the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Nilesh R. Doshi, being eligible, is proposed to be appointed as an Independent Director to hold office until the conclusion of the Fifty Sixth Annual General Meeting of the Company and shall not be liable to retire by rotation.

**Brief Profile:** Mr. Nilesh R. Doshi, aged about 63 years, is a practising Chartered Accountant. His areas of expertise include Income Tax Representations before Income Tax Officers, Commissioner of Income Tax (Appeals) & before Income Tax Appellate Tribunal.

The Board recommends his appointment as an Independent Director, who shall not be liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Mr. Nilesh R. Doshi for the office of Independent Director.

The Company has also received a declaration from Mr. Nilesh R. Doshi confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (LODR) 2015. Mr. Nilesh R. Doshi is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given his consent to act as Director of the Company.

Except Mr. Nilesh R. Doshi, none of the Directors and Key Managerial Personnel, or their relatives, is interested or concerned in the Resolution.

The Board recommends the Resolution set forth in item no. 4 for the approval of the Members.

A draft of the letter of appointment of Mr. Nilesh R. Doshi as Independent Director, setting out the terms and conditions, is available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting at the Registered Office and Corporate Office of the Company.

The Board recommends passing of the aforesaid resolution as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or any of their relatives, is concerned or interested in this resolution.

## Item No.5

Mr. Shardul Dilip Shah (DIN-02061996) was appointed as an Additional Director of the Company on 28<sup>th</sup> September, 2017 in term of Section 161 of the Companies Act, 2013 ("the Act"). Mr. Shardul Dilip Shah holds office upto the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Shardul Dilip Shah, being eligible, is proposed to be appointed as an Independent Director to hold office until the conclusion of the Fifty Sixth Annual General Meeting of the Company and shall not be liable to retire by rotation.

**Brief Profile:** Mr. Shardul Dilip Shah, aged about 39 years, is a practising Chartered Accountant. His areas of expertise include International Legal and Tax Practitioner and Securities Law.

He has been a Regional Council Member and Secretary of WIRC of ICAI in various tenures, he has also been part of Core Group member of Bombay Chartered Accountants Society (BCAS) and various other allied forums and also is an Author of Professional Referencer and Manuals.

The Board recommends his appointment as an Independent Director, who shall not be liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member along with requisite deposit proposing the candidature of Mr. Shardul Dilip Shah for the office of Independent Director.

The Company has also received a declaration from Mr. Shardul Dilip Shah confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (LODR) 2015. Mr. Shardul Dilip Shah is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given his consent to act as Director of the Company.

Except Mr. Shardul Dilip Shah, none of the Directors and Key Managerial Personnel, or their relatives, is interested or concerned in the Resolution.

The Board recommends the Resolution set forth in item no. 5 for the approval of the Members.

A draft of the letter of appointment of Mr. Shardul Dilip Shah as Independent Director, setting out the terms and conditions, is available for inspection by the Members on any working day between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting at the Registered Office and Corporate Office of the Company.

The Board recommends passing of the aforesaid resolution as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or any of their relatives, is concerned or interested in this resolution.

**The Company has received extension of time till December 31, 2017 for holding Annual General Meeting vide Government of India, Ministry of Corporate Affairs Office of the Registrar of Companies, West Bengal's letter dated 17<sup>th</sup> August 2017. Consequently the following table in the Corporate Governance Report, May be read as follows:**

a)	54 <sup>th</sup> Annual General Meeting *	20 <sup>th</sup> December, 2017, at 2.30 p.m. at Rabindra Thirtha, Premises No. 35-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700156
b)	Financial Calendar Financial Year. Unaudited Financial Results for the quarter ended June 30, 2017. Unaudited Financial Results for the quarter ended September 30, 2017. Unaudited Financial Results for the quarter ended December 31, 2017. Audited Annual Financial Results for the year 2017-18	1 <sup>st</sup> April to 31 <sup>st</sup> March 28 <sup>th</sup> , July, 2017 16 <sup>th</sup> , October, 2017 30 <sup>th</sup> , January, 2018 on or before 30 <sup>th</sup> May, 2018
c)	Date of Book Closure *	From Tuesday, 12 <sup>th</sup> December, 2017 to Wednesday, 20 <sup>th</sup> December, 2017 (both days inclusive).
d)	Listing on Stock Exchanges	The Bombay Stock Exchange Limited, The National Stock Exchange of India Limited and The Calcutta Stock Exchange Ltd.
e)	Listing Fees	Company has paid before the due date, the Annual Listing Fees for the year 2017-18 to all the Stock Exchanges where the Shares are listed.
f)	Stock Code	BSE 500059; NSE BINANIIND; CSE-12026

By Order of the Board of Directors  
For **BINANI INDUSTRIES LIMITED**

**Visalakshi Sridhar**  
CFO, Manager & Company Secretary  
Membership No. ICSI-A13849  
AICWA-M2113

Date: 16<sup>th</sup> October, 2017

Place: Mumbai

Registered Office:

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

## A brief profile of Directors proposed to be appointed

Name of the Director	Mr. Braj Binani	Mr. Nilesh R. Doshi	Mr. Shardul Dilip Shah
Date of Birth	14.12.1959	28.12.1953	10.11.1978
Qualifications	B.Com (Honours)	Chartered Accountant	Chartered Accountant
Experience in Specific Functional Areas	Entrepreneurship and Management	Various Taxation Related matters	International Legal, Tax Practitioner and Securities Law
Date of first appointment on the Board	05.07.1988	28.09.2017	28.09.2017
Shareholding in the Company	65625 equity shares	Nil	Nil
Relationship with other Directors or with KMP	Mr. Braj Binani is father of Mrs. Nidhi Binani Singhania and Ms. Shradha Binani. Non Executive Director of the Company Except the above, Mr Braj Binani is not related to any Director/Key Managerial Personnel of the Company	NA	NA
Number of meetings attended during 2016-17	5	0	0
Other Directorships (Excluding foreign companies)	Binani Cement Limited	Garware Polyester Limited Garware Industries Limited (Unlisted) Edico Ventures Pvt. Ltd. Anil Dhirubhai Ambani Ventures Pvt. Ltd.	SMD Properties Pvt. Ltd. KPRD Corporate Advisors Pvt. Ltd. ADAXIAL Services Consultancy Pvt. Limited
Membership/Chairmanship of Committees of other Boards of listed companies	Nil	Garware Polyester Limited- Audit Committee	None

## DIRECTORS' REPORT & MANAGEMENT DISCUSSION & ANALYSIS REPORT

Dear Members,

Your Directors present the Fifty- Fourth Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2017.

### 1. FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Total Income	18,387	26,746
EBIDTA **	1,600	295
Finance Costs	5,249	4,990
Depreciation & Amortization	170	221
Transfer from Business Re-organization Reserve (BRR)	(5,854)	(9,145)
<b>Profit before Tax</b>	<b>1,430</b>	1,688
Less: Tax Expense (Current Tax and Tax on Earlier Years)	0	(21)
Less: Deferred Tax Charged / ( Credit )	362	(204)
<b>Profit after Tax</b>	<b>1,067</b>	1,913
<b>Other Comprehensive Income</b>	<b>(19)</b>	(1)
<b>Total Comprehensive Income</b>	<b>1,049</b>	1,913

\*\* After transfer of ₹ 605 lakhs and ₹4155 lakhs to BRR respectively in the years 2017 and 2016.

\* Previous year figures have been re-stated as per Indian Accounting Standards (Ind AS).

### 2. REVIEW OF OPERATIONS

Your Company is engaged in the business of providing logistics solutions, media, publication services, trading in shares and securities and trading and export of goods and management support services and has also sub-licensed to its major subsidiaries for use of its Intellectual Property Rights such as Brand, Logo & Trade Mark etc. The Board of Directors of the Company ("Board") have not charged any fees for management support services and royalty to all its subsidiaries during the current year.

For the year under review, our Company earned a Total Income of ₹18387 Lakhs as against ₹26746 Lakhs in the previous year. Company's earning Profit after Tax of ₹ 1,067.33 Lakhs (including amount transferred before EBIDTA) as against ₹ 1,913.29 Lakhs in the previous year after transfer of sum of ₹5,854.02 Lakhs from Business Re-organization Reserve as against ₹ 9,145.36 Lakhs last year.

### 3. DIVIDEND

In view of loss, the Directors did not recommend any dividend on Preference and Equity Shares of the Company for the Financial Year ended 31<sup>st</sup> March, 2017. In terms of Section 47(2) of Companies Act, 2013 Triton Trading Company Private Limited (TTCPL), the preference shareholder of the Company shall have a right to vote on all resolutions placed before the Company on account of non-payment of dividend on 12,298,000 - 0.01% Non -cumulative Redeemable Preference Shares of Rs. 100/- each fully paid-up held by TTCPL in the Company.

### 4. RESERVES

No amount is proposed to be transferred to Reserves.

### 5. SHARE CAPITAL

During the financial year under review, additional capital of 17,71,600 shares have been allotted pursuant to the merger of Binani Metals Limited with the Company. Consequently, there has been an increase in the paid up share capital from ₹ 2959.64 lakhs to ₹ 3136.80 lakhs.

The Company has issued ten 0.01% Non-cumulative Redeemable Preference Shares of the Company of Rs 100/- each fully paid up (Number of Shares 2,98,000) for every one 8% Non-cumulative Redeemable Preference Shares of ₹ 1,000/- each (Number of Shares 29,800) held by preference shareholders in BML. Consequently there has been an increase in preference share capital from ₹ 12,000 lakhs to ₹ 12,298 lakhs

### 6. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of sub-section (3) of section 129 of the Companies Act 2013 and the SEBI Listing Obligation and Disclosure Requirements Regulations, 2015, the Consolidated Audited Financial Statements of the Company including the financial details of all the subsidiary companies of the Company forms part of this Annual Report. The Consolidated Financial Statements have been prepared in accordance with applicable Accounting Standards prescribed under Section 133 of the Companies Act 2013.

### 7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of clause of sub-section (3) and sub-section (5) section 134 of the Companies Act 2013 ('the Act') your Board of Directors state and confirm that:-

- In the preparation of the annual financial statements for the year ended March 31, 2017, the applicable Accounting Standards read with requirements set out under Schedule III to the Act, have been followed and proper explanation relating to material departures, if any, has been furnished;
- We have selected such accounting policies as listed in the Financial Statements and have applied them consistently