

REF: BIL/ST.EX/BM/2022-23/UFR  
August 11, 2022

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

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

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

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

Dear Madam / Sirs,

This has reference to our letter dated August 04, 2021.

The Board of Directors of Binani Industries Limited ('the Company') at its meeting held today, i.e. August 11, 2022, inter alia, transacted the following business:

1. Approved the Unaudited Financial Results (Standalone & Consolidated) of the Company for the quarter ended 30<sup>th</sup> June, 2022.  
The Results (Standalone & Consolidated) along with the Limited Review Report, declaration on modified on Auditors' Report is attached for your records.
2. The 59<sup>th</sup> Annual General Meeting of the Company for the year ended March 31, 2022 will be held on Tuesday, September 27, 2022 at 2.00 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and Register of Members & Share Transfer Books of the Company will remain closed from Tuesday, 20<sup>th</sup> September, 2022 to Tuesday, 27<sup>th</sup> September, 2022 (both days inclusive).
3. Mr. Braj Binani, Chairman of the Company expressed his unwillingness to be re-appointed as Director retiring by rotation at the ensuing 59<sup>th</sup> Annual General Meeting. The vacancy so created on the Board of Directors of the Company shall not be filled. Suitable approvals will be taken by way of Special Business from the shareholders at the ensuing 59<sup>th</sup> Annual General Meeting of the Company.

The Board meeting commenced at 12.00 Noon. (IST) and concluded at 13:00p.m. (IST).

The above announcements are also being made available on the website of the Company [www.binaniindustries.com](http://www.binaniindustries.com)

This disclosure is being submitted pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you,

Yours faithfully,  
For **Binani Industries Limited**

  
**Visalakshi Sridhar**  
Managing Director, CFO & Company Secretary  
DIN:07325198

**Binani Industries Limited**

CIN: L24117WB1962PLC025584

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

Tel: +91 22 4126 3000 / 01 / 02 | Fax: +91 22 2263 4960 | Email: [mumbai@binani.net](mailto:mumbai@binani.net) | [www.binaniindustries.com](http://www.binaniindustries.com)

Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatihara, Kolkata - 700 157, India  
Tel: 08100326795 / 08100126796 | Fax: +91 33 4008 8802

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

**Statement of Standalone & Consolidated unaudited Results for Quarter Ended 30th June, 2022**

(Rs. In Lakhs)

Particulars	Standalone				Consolidated			
	Quarter Ended 30.06.2022 (Unaudited)	Quarter Ended 31.03.2022 (Unaudited)	Year Ended 30.06.2021 (Unaudited)	Year Ended 31.03.2022 (Audited)	Quarter Ended 30.06.2022 (Unaudited)	Quarter Ended 31.03.2022 (Unaudited)	Quarter Ended 30.06.2021 (Unaudited)	Year Ended 31.03.22 (Audited)
<b>1 Income from Operations</b>								
Sales / Income from Operations	34	39	26	126	34	40	26	126
Other Income		184	97	559		185	97	559
Transfer from/ to Business Reorganisation Reserve		7	(97)	(283)		-	-	-
<b>Total Income from Operations</b>	<b>34</b>	<b>230</b>	<b>26</b>	<b>402</b>	<b>34</b>	<b>225</b>	<b>123</b>	<b>685</b>
<b>2 Expenses</b>								
(a) Cost of materials consumed	5	4	3	14	5	4	3	14
(b) Employee Benefits Expenses	36	37	37	146	36	38	47	146
(c) Finance Costs	91	85	84	337	91	85	84	337
Transfer from/ to Business Reorganisation Reserve	(90)	(83)	(83)	(333)		-		-
(d) Depreciation and Amortisation Expenses	6	6	7	26	6	2	9	26
(e) Other Expenses	73	103	61	288	76	84	59	291
Transfer from/ to Business Reorganisation Reserve	(17)	6	7	13		-		-
<b>Total Expenses</b>	<b>104</b>	<b>158</b>	<b>116</b>	<b>491</b>	<b>214</b>	<b>213</b>	<b>202</b>	<b>814</b>
<b>Net Profit / (Loss) for the period before tax before exceptional and for extraordinary items (1 - 2)</b>	<b>(70)</b>	<b>72</b>	<b>(90)</b>	<b>(89)</b>	<b>(180)</b>	<b>12</b>	<b>(79)</b>	<b>(129)</b>
<b>3 Extraordinary Items</b>								
- Gain/ (Loss) on Account of Loss of Control		5,127		5,127		17,971		17,971
- Other Exceptional Items		(5,127)		(5,127)		23,098		23,098
Transfer from/ to Business Reorganisation Reserve						(5,127)		(5,127)
<b>Net Profit / (Loss) for the period before tax after exceptional and for extraordinary items (3 - 4)</b>	<b>(70)</b>	<b>5,199</b>	<b>(90)</b>	<b>(89)</b>	<b>(180)</b>	<b>17,983</b>	<b>(79)</b>	<b>17,842</b>
<b>5 Tax Expenses</b>								
-								
<b>Net Profit / (Loss) for the period after tax after exceptional and for extraordinary items (5 - 6)</b>	<b>(70)</b>	<b>5,199</b>	<b>(90)</b>	<b>(89)</b>	<b>(180)</b>	<b>17,983</b>	<b>(79)</b>	<b>17,842</b>
<b>7</b>								
- Attributable to non-controlling interest	NA	NA	NA	NA			(1)	
- Attributable to the owners of the Parent	NA	NA	NA	NA	(180)	17,983	(78)	17,842
<b>8 Other Comprehensive Income</b>								
- Items that will not be reclassified to profit or loss		13		13		13		13
- Income tax relating to items that will not be reclassified to profit or loss								
- Items that will be reclassified to profit or loss								
- Income tax relating to items that will be reclassified to profit or loss								
<b>9 Other Comprehensive Income / (Loss) for the period</b>								
- Other Comprehensive Income / (Loss) attributable to Non-Controlling Interest	NA	13		13		13		13
- Other Comprehensive Income / (Loss) attributable to Owners of the Parent	NA	NA	NA	NA				
Other Comprehensive Income / (Loss) attributable to Owners of the Parent	NA	NA	NA	NA		13		13
<b>10 Total Comprehensive Income / (Loss) for the period (comprising Profit/(Loss) for the period (after Tax) and Other Comprehensive Income (after Tax)(7 + 9)</b>	<b>(70)</b>	<b>5,212</b>	<b>(90)</b>	<b>(76)</b>	<b>(180)</b>	<b>17,996</b>	<b>(79)</b>	<b>17,855</b>
- Attributable to non-controlling interest	NA	NA	NA	NA			(1)	
- Attributable to the owners of the Parent	NA	NA	NA	NA	(180)	17,996	(78)	17,855
<b>11 Paid-up Equity Share Capital ( Face Value per share Rs.10 each )</b>	<b>3,138</b>	<b>3,138</b>	<b>3,138</b>	<b>3,138</b>	<b>3,138</b>	<b>3,138</b>	<b>3,138</b>	<b>3,138</b>
<b>12 Other Equity (Excluding Revaluation Reserve/ Business Reorganization Reserve)</b>		<b>(94,887)</b>		<b>(94,887)</b>		<b>(6,978)</b>		<b>(6,978)</b>
<b>13 Earnings Per Share (EPS)</b>								
(a) Basic	(0.22)	16.57	(0.29)	(0.28)	(0.57)	57.33	(0.25)	56.88
(b) Diluted	(0.22)	16.57	(0.29)	(0.28)	(0.57)	57.33	(0.25)	56.88




Unaudited Segment wise Revenue, Results, Assets and Liabilities for Quarter Ended 30th June, 2022

(Rs. in Lakhs)

Particulars	Standalone				Consolidated			
	Quarter Ended		Year ended		Quarter Ended		Year ended	
	30.06.2022	31.03.2022	30.06.2021	31.03.2022	30.06.2022	31.03.2022	30.06.2021	31.03.22
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>1) Segment Revenue</b>								
a) Media	34	39	26	126	34	40	26	126
b) Unallocated	-	191	-	276	-	185	109	559
Total (a+b)	34	230	26	402	34	225	12	685
Less : Inter Segment Revenue								
	34	230	26	402	34	225	123	685
<b>Net Segment Results</b>								
a) Media	14	(14)	7	48	14	48	7	48
b) Zinc and By Products	-	-	-	-	-	(34)	8	-
c) Others	14	(14)	7	48	14	14	5	48
Total (a+b+c)	14	(14)	7	48	14	14	12	48
Elimination Adjustments								
	14	(14)	7	48	14	14	17	48
<b>Total</b>								
	-	85	84	337	91	168	84	337
Less : Interest expenses								
	-	(171)	13	(199)	103	(166)	12	(159)
Less : Other Unallocable Expenditure net off Unallocable income								
	(70)	72	(90)	(89)	(180)	12	(79)	(129)
<b>Total Profit / ( Loss ) from ordinary activities before tax</b>								
<b>3) Segment Assets and Segment Liabilities</b>								
a) Media								
b) Logistic	120	100	65	100	120	100	65	100
<b>3(i) Segment Assets</b>	196	196	196	196	196	196	196	196
a) Media								
b) Logistics	3,937	3,977	8,797	3,977	9,102	9,102	7,044	9,102
c) Zinc and By Products								
d) Unallocated								
e) Inter Segment								
Total (a+b+c+d+e)	4,253	4,273	9,058	4,273	9,418	9,398	21,126	9,399
<b>3(ii) Segment Liabilities</b>								
a) Media	56	50	158	50	56	50	158	56
b) Zinc and By Products	6,494	13,186	12,668	13,186	13,392	13,186	12,429	13,180
c) Unallocated								
d) Inter Segment								
Total (a+b+c+d)	6,550	13,236	12,826	13,236	13,448	13,236	42,094	13,236



*(Handwritten signature)*

Notes to the above financial results:

1 The Standalone Unaudited Financial Results of Binani Industries Limited (the Company) for the Quarter ended June 30, 2022 and the Consolidated Unaudited Financial Results of the Company for the Quarter ended June 30, 2022 have been reviewed by the Audit Committee and approved by Board of Directors at their meeting held on 11/08/2022.

2 This financial results has been prepared in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder except where disclosed.

3 The Company had given Corporate Guarantees / Letter of Comfort / Undertaking to banks in the earlier years on behalf of erstwhile subsidiary Edayar Zinc Limited (EZL) and Bil Infratech Limited for the purpose of working capital requirements. The aggregate outstanding balance of EZL for the Quarter ended June 30, 2022 is Rs.10,568.91 Lakhs (March 31 2022: Rs. 10,547 Lakhs). Edayar Zinc Limited (EZL, erstwhile subsidiary) has entered into One Time Settlement (OTS) with bank. M/S Mirra Ventures Private Limited has consented to replace the Corporate Guarantee of the Company given to the Bankers of EZL and have also consented to take care of the entire liabilities (present and contingent) of EZL without recourse to Binani Industries Limited. The change in the Corporate Guarantor is pending approval by the Bank. EZL ceased to be a subsidiary w.e.f. March 04, 2022. Further for Bil Infratech Limited, the Company had issued letter of comfort / undertaking for Rs.5171.20 lakhs. The Company has made the provision for loss allowance of Rs.2,149.1 lakhs in respect of such corporate guarantees given.

4 Pursuant to a separate Scheme of Amalgamation approved by the Hon'ble High Court at Kolkata between Veda Industrial Estate Limited (VIEL) and an erstwhile step down wholly owned subsidiary of the Company on March 18, 2014, being the Company as a successor to VIEL, (the scheme), the Company had applied AS 30, Accounting Standard on Financial Instruments: Recognition and Measurement (AS 30), 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 Company had applied AS 30, Accounting Standard on Financial Instruments: Recognition and Measurement (AS 30), 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 Company had applied 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. All amounts required to be taken as per AS 30 to revenue reserve or to an appropriate equity account shall be aggregated and such aggregate shall be taken to the Business Reorganisation Reserves (BRR). As mentioned in the Scheme, in the event of any conflict between the provision of AS 30 and any other Accounting Standards, the provisions of AS 30 will be applied in preference to any other Accounting Standard. BRR shall constitute a reserve arising as per this Scheme and shall not for any purpose be considered to be a Reserve created by the Company.

During the year 2016, the Institute of Chartered Accountants of India (ICAI) has withdrawn AS 30. Consequently to this, the Company has applied principles of notified Ind AS 109 related to Financial Instruments being new accounting standards applicable instead of AS 30. All equity investment including investment in Subsidiaries are fair valued. Accordingly, all amounts required to be taken as per the Financial Instruments Standards under Ind AS to revenue reserve or to an appropriate equity account / Other Comprehensive Income are aggregated and such aggregated amount is taken to Business Reorganisation Reserves (BRR).

Company has offset certain expenses/income/provision for diminution in value of investments (net) in accordance with the scheme against BRR amounting to Rs. (107.06) lakhs and Rs.(5191.03) Lakhs against BRR for the Quarter ended June 30, 2022 and year ended March 31, 2022, respectively.

5 Global Composite Holding INC, a wholly owned foreign subsidiary of the Company is looking for new business opportunities post the sale of its assets in March 2015. The Company is hopeful of recovering the loans extended to Global Composite Holding Inc. The amount outstanding as on June 30, 2022 (net of the provision for write off) is Rs. 381.17 lakhs (March 31, 2022- Rs.366.48 lakhs) and on basis of the Company's discussion with the management of Global Composite Holding INC, the Company believes these receivables are good and no provision is considered necessary in respect of this outstanding balance.

6 **Exceptional Items as per Consolidation Financials - denotes the impact of deconsolidation of Edayar Zinc Limited, Nibhay Management Services Private Limited and Bil Infratech Limited (for the year ended March 31, 2022)**

The Company has de-recognised the assets and liabilities of Edayar Zinc Limited (EZL), Nibhay Management Services Private Limited (NMSPL) and Bil Infratech Limited from its consolidated financial results at their carrying amount (as of April 01, 2021 for EZL and NMSPL and as of June 30, 2021 for Bil Infratech Limited) and recognised the resulting difference as gain / loss associated with the loss of control in the statement of profit or loss as exceptional items. The net impact on deconsolidation is as under-

Particulars (Rs. Lakhs)	Bil Infratech	EZL	NMSPL	Total
Assets	1,076.66	509.48	1.99	1,588.07
Property Plant and Equipment	-	3,234.70	-	3,234.70
Capital Work in Progress	2,500.00	18.20	-	2,518.20
Investments accounted for using the equity method	20,331.38	8,011.08	9.52	28,351.98
Financial Assets	319.32	-	49.31	368.63
Deferred Tax	-	2,471.41	-	2,471.41
Asset held for sale	-	(15.075)	297.43	(14.777)
write back of provision made in previous years	-	-	-	-
<b>Total (A)</b>	<b>24,227.36</b>	<b>(830)</b>	<b>358.18</b>	<b>23,755.82</b>
Liabilities	-	(1,583)	-	(1,583)
Non-Controlling Interest	2,515.00	19,869.84	343.28	22,728.12
Borrowings	15,031.29	6,221.73	154.48	21,407.50
Financial Liabilities	1,058.02	3,173.01	12.93	4,243.96
Provisions	30.70	26.96	-	57.66
Deferred Tax Liabilities	-	27,708.17	510.69	46,853.47
<b>Total (B)</b>	<b>18,635.01</b>	<b>28,537.89</b>	<b>152.51</b>	<b>23,098.05</b>
<b>Net Gain/ Loss on deconsolidation (B-A)</b>	<b>(5,592)</b>			

7 For the year ended March 31, 2022

The Company had taken loan from Exim Bank of India which has been paid off under the NCLAT order dated November 14, 2018 in connection with the IBC process of Binani Cement Limited. The outstanding balance payable to EXIM Bank as per books of the Company was Rs. 58,081 Lakhs

a. In accordance with the NCLAT order Ultratech Nathwara Cement Limited (UNCL) has paid off to EXIM Bank of India towards the loan taken by the Company, being the guarantor for the said loan.

b. UNCL has recognised the expected credit loss on Inter Corporate Deposit balances amounting to Rs. 1,14,857 Lakhs along with interest of Rs. 9,299 Lakhs as per the audited financial statements for the year end March 31, 2018. The Company obtained a legal opinion from a legal firm confirming that the Company has been legally discharged from its obligation to repay the above stated amounts.

c. Based on legal opinion obtained, the liability mentioned in notes a and b above was reversed.

d. UNCL has now agreed to not exercise its rights under or in relation to the claim mentioned in a and b above, in lieu of the Company agreeing in favour of UNCL and 3B Binani Glass Fibre Sari, to inter alia waive and assign its rights in relation to the Redeemable Preference Shares of Rs.5000 lakhs to UNCL. The Company has agreed to the same. Accordingly the Company has no loan outstanding and the investment in Redeemable Preference Shares has been written off.

8 Ultratech Nathwara Cement Limited (UNCL) has in respect of the obligation of the Company as a pledgor of shares of 3B Binani Glass Fibre Sari Luxembourg (3B) for the loans availed by 3B, a wholly owned subsidiary invoked the pledge and has taken away/directed Bank of Baroda London, the Security Agent to transfer shares of 3B Binani Glass Fibre Sari Luxembourg to itself. The lender has also taken over the management and replaced the Company's representatives on the board of 3B. Consequently to the above action, 3B has ceased to be a subsidiary w.e.f. March 12, 2021 and necessary impact has been given in the books of account of FY 2021.

Consequent to the aforesaid action, the entire amount of investment by the Company has been written off in the books of Binani Industries Limited. Application to RBI for permission for write off of the investment consequent on transfer of the investments to UNCL as a result of invocation of pledge by UNCL has been made.



*[Handwritten signature]*



# V. P. Thacker & Co.

Chartered Accountants

402 Embassy Centre,

Nariman Point,

Mumbai 400 021 INDIA

(22) 6631 1490 Main

(22) 6631 1474 Fax

## **Independent Auditor's Review Report on Unaudited Standalone Quarterly Financial Results of Binani Industries Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

### **To the Board of Directors of Binani Industries Limited**

1. We were engaged to review the accompanying **Statement of Standalone Unaudited Financial Results** of Binani Industries Limited ('the Company') **for the quarter ended June 30, 2022** ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
2. This Statement, which is the responsibility of the Company's Management and has been approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. The Company had given Corporate guarantees/ Letter of Comfort/ Undertaking in earlier years on behalf of erstwhile subsidiary i.e. Edayer Zinc Limited of Rs. 10,567 lakhs as at 30th June, 2022 to banks and financial institutions. In view of the recent change in the management of Edayer Zinc Limited, the Company received confirmation from the new management that it is absolved from present and contingent liabilities. However, the change in the Corporate Guarantor is pending for approval from banks. In respect of erstwhile subsidiary i.e. BIL Infratech Limited, the Company has given the letter of comfort / undertaking amounting to Rs. 5,171 lakhs. In respect of the above, the Company has maintained the provision made in respect of loss allowances amounting to Rs. 2,149.10 Lakhs as at 30th June, 2022 as required by Ind AS 109 – 'Financial Instruments' (*refer note 3 of the Statement*)
5. The Company has transferred the increase/decrease in fair value of all equity investments including investments in subsidiaries to Business Reorganisation Reserve (BRR) in accordance with the scheme of Amalgamation approved by the Hon'ble High Court at Calcutta on March 8, 2014. Further, in accordance with the said Scheme, the Company has offset or (reversed) certain expenses/income (net) amounting to Rs. 107 Lakhs against BRR during the quarter ended June 30, 2022. (*refer note 4 of the Statement*).

6. Material uncertainty related to Going Concern

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

- a. The Company has reported recurring losses from business activities. (refer note 14 of the Statement)
- b. The guarantees issued by the Company on behalf of erstwhile subsidiaries with expected further losses in addition to the amounts provided upto June 30, 2022.
- c. The constant and continuing decrease in the operations of the Company.
- d. The Shareholders of the Company vide postal ballot dated December 10, 2021 have approved Sale / transfer / Dispose of media division as a going concern / on a slump sale basis. Further they have approved Sale / Disposal of 100% shares held by the Company in subsidiaries and Fixed Assets. (refer note 13 of the Statement)

These matters, including the status of the Company as at the date of this report, indicate a material uncertainty regarding Company's ability to continue as a going concern. While provisions have been made for asset impairment and liabilities as estimated to be likely to occur, further provisions may arise, if the Company is unable to realize its assets and discharge its liabilities in the normal course of business.

The management is working towards finding a workable solution to resolve the financial position by discussions with the lenders and others and to continue its business as going concern. Accordingly, the management considers it appropriate to prepare these standalone financial statements on a going concern basis. (refer note 14 of the Statement)

7. Based on substantive nature and significance of the matter described in paragraphs 4 to 6 and except for the possible effects of the matters described therein, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For V.P. Thacker & Co.**

Chartered Accountants

Firm Registration No: 118696W



**Abuali Darukhanawala**

Partner (M. No. 108053)

**UDIN: 22108053A0UREJ7842**

Mumbai

Date: 11<sup>th</sup> August, 2022

**Independent Auditor's Review Report on Unaudited Consolidated Quarterly Financial Results and Year to Date Financial Results of Binani Industries Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**To the Board of Directors of Binani Industries Limited**

1. We have reviewed the **Unaudited Consolidated Financial Results** of Binani Industries Limited (the "Parent" or "the Company"), its subsidiaries (the parent and its subsidiaries hereinafter referred to as the "Group") for the **quarter ended June 30, 2022** which are included in the accompanying Statement of Consolidated Unaudited Financial Results for the quarter ended June 30, 2022 ("the Statement"). The Statement has been prepared by the Parent pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 'Interim Financial Reporting' ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Our Responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.  
  
We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.
4. The Statement includes the results of subsidiaries namely Royal Vision Projects Private Limited and Global Composite Holdings INC.
  - a. The interim financial results of both the subsidiaries have not been reviewed by their auditors and are certified by the Management, whose interim financial results reflect total revenue of Nil, total loss after tax of Rs. (2.91) lakhs, and total comprehensive loss of Rs. (2.91) lakhs for the quarter ended 30th June 2022, as considered in the unaudited consolidated financial results. According to the information and explanation given to us by the management, these financial results are not material to the group.



Our conclusion on the Statement is not modified in respect of the above matters with respect to our reliance on the interim financial information certified by the management.

5. The Company had given Corporate guarantees/ Letter of Comfort/ Undertaking in earlier years on behalf of erstwhile subsidiary i.e. Edayer Zinc Limited of Rs. 10,567 lakhs as at 30th June, 2022 to banks and financial institutions. In view of the recent change in the management of Edayer Zinc Limited, the Company received confirmation from the new management that it is absolved from present and contingent liabilities. However, the change in the Corporate Guarantor is pending for approval from banks. In respect of erstwhile subsidiary i.e. BIL Infratech Limited, the Company has given the letter of comfort / undertaking amounting to Rs. 5,171 lakhs. In respect of the above, the Company has maintained the provision made in respect of loss allowances amounting to Rs. 2,149.10 Lakhs as at 30th June, 2022 as required by Ind AS 109 – 'Financial Instruments' (refer note 3 of the Statement)
6. Material uncertainty related to Going Concern

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

- a. The Group has reported recurring losses from business activities. (refer Note 14 of the Statement);
- b. The guarantees issued by the Company on behalf of erstwhile subsidiaries with expected further losses in addition to the amounts provided upto June 30, 2022.
- c. The constant and continuing decrease in the operations of the Group.
- d. The Shareholders of the Company vide postal ballot dated December 10, 2021 have approved Sale / transfer / Dispose of media division as a going concern / on a slump sale basis. Further they have approved Sale / Disposal of 100% shares held by the Company in subsidiaries and Fixed Assets. (refer note 13 of the Statement)

These matters, including the status of the Company as at the date of this report, indicate a material uncertainty regarding Company's ability to continue as a going concern. While provisions have been made for asset impairment and liabilities as estimated to be likely occur, further provisions may arise, if the Company is unable to realize its assets and discharge its liabilities in the normal course of business.

The management is working towards finding a workable solution to resolve the financial position by discussions with the lenders and others and to continue its business as going concern. Accordingly, the management considers it appropriate to prepare these financial statements on a going concern basis. (refer Note 14 of the Statement)

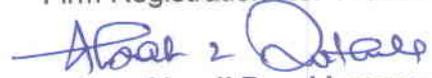


7. Based on substantive nature and significance of the matter described in paragraph 4 to 6 above, and except for the possible effects of the matter described therein, and based on the consideration of the accounts certified by the Management as referred to in paragraph 4(a) above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For V.P. Thacker & Co.**

Chartered Accountants

Firm Registration No: 118696W



**Abuali Darukhanawala**

Partner (M. No. 108053)

UDIN: 22108053A0UQWQ1262

Mumbai

Date: 11<sup>th</sup> August, 2022