

**Ramesh and Ramachandran**  
**Chartered Accountants**

(O) 29/3, (N) 39,  
Viswanathapuram Main Road,  
Kodambakkam, Chennai-600 024.  
☎: 24843667, 24843668, 24843639  
E-mail: randrca@gmail.com  
FRN.002981S  
GSTIN : 33AAAFR5165M1Z1

30.05.2023

To,  
The Board of Directors,  
Binny Mills Limited.

**Sub:** Typographical error in Audit report.

**Ref:** Audit report dated 29<sup>th</sup> May 2023 for the year ending 31.03.2023

Dear Sirs/Ma'am,

With reference to above, a typographical error was made stating 2022 as 2023 in the paragraph of emphasis matter in Page 2 and the same after rectification shall be read as following:

**"The Financial Statements of M/s. Binny Mills Limited for the year ended 31<sup>st</sup> March, 2022 was audited by another auditor who has expressed an unmodified opinion on those Financial Statement vide his report dated 30th May 2022".**

Thanking You.

For Ramesh and Ramachandran,  
Chartered Accountant,  
FRN: 02981S



G Suresh  
Partner  
Membership No: 029366



# Binny Mills Limited

Regd. Office: NO.4, Karpagamal Nagar, Myslapore

CIN L17120TN2007PLC065807

## Statement of Audited Financial Results for the quarter and year ended March 31, 2023 under Ind AS

Rs. In Lakhs

S.No	Particulars	Quarter ended			Year ended	
		March 31, 2023 (Audited)	December 31, 2022 (Unaudited)	March 31, 2022 (Audited)	March 31, 2023 (Audited)	March 31, 2022 (Audited)
	<b>Income from Operations</b>					
1	Net Sales / Income from operations	138.93	199.37	233.77	756.33	769.96
2	Other Income (Net)	35.38	40.02	27.51	146.01	93.69
3	<b>Total Income (1+2)</b>	<b>174.31</b>	<b>239.39</b>	<b>261.28</b>	<b>902.34</b>	<b>863.65</b>
4	<b>Expenses</b>					
	Cost of materials Consumed	5.78	6.65	17.16	25.31	40.28
	Purchase of stock-in-trade	41.32	75.71	132.58	299.71	344.86
	Changes in inventories of stock in trade	8.31	5.37	(18.68)	12.63	(12.89)
	Employees benefits expense	12.29	9.15	8.07	37.34	33.72
	Finance Cost	341.11	341.52	340.98	1,365.39	1,345.94
	Depreciation and amortisation expense	0.36	0.49	0.18	1.66	1.11
	Other expenses	47.85	46.94	34.15	192.20	142.96
	<b>Total Expenses</b>	<b>457.02</b>	<b>485.83</b>	<b>514.44</b>	<b>1,934.24</b>	<b>1,895.98</b>
5	<b>Profit before exceptional items and tax (3-4)</b>	<b>(282.71)</b>	<b>(246.44)</b>	<b>(253.16)</b>	<b>(1,031.90)</b>	<b>(1,032.33)</b>
6	Exceptional items	-	-	-	-	-
7	<b>Profit/(Loss) before tax (5+6)</b>	<b>(282.71)</b>	<b>(246.44)</b>	<b>(253.16)</b>	<b>(1,031.90)</b>	<b>(1,032.33)</b>
8	<b>Tax expense</b>					
	Current tax	7.32	19.03	17.08	62.30	63.52
	Taxes relating to earlier years	4.68	-	(0.73)	4.68	(0.73)
	Deferred tax	(10.44)	0.49	28.52	(11.08)	28.16
	<b>Total Tax Expenses</b>	<b>1.56</b>	<b>19.52</b>	<b>44.87</b>	<b>55.90</b>	<b>90.95</b>
9	<b>Net Profit (loss) from continuing operations after tax (7-8)</b>	<b>(284.27)</b>	<b>(265.96)</b>	<b>(298.03)</b>	<b>(1,087.80)</b>	<b>(1,123.28)</b>
10	<b>Other comprehensive income, net of income tax</b>					
	(i) items that will not be reclassified to profit or loss					
	- Remeasurement of post employment benefit obligations	0.15	(0.11)	0.39	(0.18)	(0.44)
	- Income tax relating to these items	0.04	(0.03)	0.11	(0.05)	(0.12)
	(ii) Other comprehensive income for the period, net of tax	0.19	(0.14)	0.50	(0.23)	(0.56)
11	<b>Total comprehensive income for the period (9+10)</b>	<b>(284.08)</b>	<b>(266.10)</b>	<b>(297.53)</b>	<b>(1,088.03)</b>	<b>(1,123.84)</b>
16	Paid-up equity share capital	318.85	318.85	318.85	318.85	318.85
	Face value per share (Rs)	10.00	10.00	10.00	10.00	10.00
17	Earning per share (Rs) (not annualised)					
	- Basic	(8.92)	(8.35)	(9.35)	(34.12)	(35.23)
	- Diluted	(8.92)	(8.35)	(9.35)	(34.12)	(35.23)

### Notes:

- The above results for the quarter and year ended March 31, 2023 as audited and recommended by the Audit committee of the Board, has been approved by the Board of Directors at its meeting held on 29.05.2023
- The statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under section 133 of the companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- The figures for the quarter ended March 31, 2023 and March 31, 2022 are the balancing figures between audited figures in respect of the full financial year and unaudited published figures in respect of the financial results upto the third quarter of the respective financial years.
- The Company being the resulting company of demerger scheme of erstwhile Binny Limited, An asset amounting to Rs. 3.29 Crores (Advance made to Ravikumar properties ) was transferred to Binny mills Limited during the scheme of demerger via Court order. The company has received an enquiry relating to above advance from Prevention of money laundering Act. As the said asset is received Via court order, hence the possibility of contravening the provisions of PMLA act does not arise. Further management is confident in recovering the receivable, therefore no provision has been made in the books of accounts.

- 5 The company being the resulting company of demerger scheme of erstwhile Binny Limited, has met the liabilities of the scheme of demerger to fast track the demerger on behalf of binny limited amount to Rs. 9.73 Crores and the same is recoverable from parent Company (Binny limited ). The management is confident in recovering the receivable, therefore no provision has been made in the books of accounts.

The Company had a pending litigation in the Court of City Civil Judge of Bengaluru, in the form of rent payable by the Company to M/s Square Projects Associates for the Company's show Room at M.G. Road, Bengaluru. The case is decided during the year in favour of the Company and the claim for arrears of rent has been rejected by the Honourable Court. However the Company has created provision for possible liability of rent payable to the extent of Rs.13.65 lakhs and for rent damages of Rs.9.60 lakhs in the books of accounts in the respective years itself. The Company is paying property tax for the Show Room at M.G. Road, Bengaluru for the period under litigation and the amount so paid is shown as receivable from M/s Square Projects Associates in the Balance Sheet. Though the case has been decided in Company's favour and in expectation of further litigations, the liability for rent and damages is retained in the books.

- 6 (a)

The Company is a Resulting Company of the Demerger Scheme of erstwhile Binny Ltd. Subsequent to the Demerger, the Company was not provided with the list of litigations that are pending and for which the Company may become liable. Hence, the liability of the Company, if any, arising out of the settlement of the pending litigations, will be provided for and settled as and when the liability arises.

- 6 (b)

The Company along with management of Binny Ltd and B&C Mills Ltd had a pending litigation in the Additional Labour Court, Chennai regarding various demands raised by Chennai Perunagar Jananayaka Thozhilalar Sangam (Union) in respect of 22 employees. The case is decided in favour of union for 6 out of 10 demands raised. The liability of the Company is not ascertained and the Company along with other respondents is preferring an appeal before higher forum and hence no provision is made in the books

- 6 (c)

- 7 Figures of the previous period have been regrouped/rearranged wherever necessary to conform to current period's presentation

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## 7 Statement of assets and liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
	Audited	Audited
<b>Assets</b>		
<b>Non-current assets</b>		
Property, plant and equipment	3.01	2.04
Investment Property	15,565.28	15,566.15
Financial Assets		
Other non current financial assets	1,729.74	1,242.51
Deferred Tax Assets (net)	34.46	23.42
Income Tax assets (net)	30.73	21.02
Other non-current assets	13.99	14.14
	<b>17,377.21</b>	<b>16,869.29</b>
<b>Current assets</b>		
Inventories	161.50	174.13
Financial Assets		
Trade receivables	41.73	118.98
Cash and cash equivalents	102.40	418.31
Other current assets	13.71	3.59
	<b>319.34</b>	<b>715.01</b>
<b>Total - Assets</b>	<b>17,696.55</b>	<b>17,584.30</b>
<b>Equity and Liabilities</b>		
<b>Equity</b>		
Equity share capital	318.85	318.85
Other Equity	(17,052.74)	(15,964.69)
	<b>(16,733.89)</b>	<b>(15,645.84)</b>
<b>Non current liabilities</b>		
Financial Liabilities		
Borrowings	14,070.91	14,070.91
Provisions	15.29	13.99
	<b>14,086.20</b>	<b>14,084.90</b>
<b>Current liabilities</b>		
Financial Liabilities		
Trade payables - Total outstanding dues of creditors other than micro enterprises and small enterpr	91.81	159.70
Other financial liabilities	20,188.62	18,929.09
Other current liabilities	62.61	55.52
Provisions	1.21	0.93
Income Tax Liabilities (Net)	-	-
	<b>20,344.25</b>	<b>19,145.24</b>
<b>Total - Equity and Liabilities</b>	<b>17,696.55</b>	<b>17,584.30</b>

for Binny Mills Limited

VENKATACHALAPATHI  
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VENKATACHALAM

V.R.Venkataachalam

Director

DIN 00037524

Place : Chennai

Date : 29.05.2023

**Binny Mills Limited**  
**Balance Sheet as at March 31, 2023**

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	3.01	2.04
Investment Property	5	15,565.28	15,566.15
Financial assets			
Other non-current financial assets	6	1,729.74	1,242.51
Deferred Tax assets (net)	7	34.46	23.42
Income Tax assets (net)	30	30.73	21.02
Other non-current assets	8	13.99	14.14
<b>Total non-current assets</b>		<b>17,377.21</b>	<b>16,869.29</b>
<b>Current assets</b>			
Inventories	9	161.50	174.13
Financial assets			
Trade receivables	10	41.73	118.98
Cash and cash equivalents	11	102.40	418.31
Other current assets	12	13.71	3.59
<b>Total current assets</b>		<b>319.34</b>	<b>715.01</b>
<b>Total Assets</b>		<b>17,696.55</b>	<b>17,584.30</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	13	318.85	318.85
Other equity	14	(17,052.74)	(15,964.69)
<b>Total equity</b>		<b>(16,733.89)</b>	<b>(15,645.84)</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	15	14,070.91	14,070.91
Provisions	16	15.29	13.99
<b>Total non-current liabilities</b>		<b>14,086.20</b>	<b>14,084.90</b>
<b>Current liabilities</b>			
Financial liabilities			
Trade payables			
- Total outstanding dues of Creditors other than micro enterprises and small enterprises	17	91.81	159.70
Other financial liabilities	18	20,188.62	18,929.09
Other current liabilities	19	62.61	55.52
Provisions	20	1.21	0.93
Income Tax liabilities (net)	30	-	-
<b>Total current liabilities</b>		<b>20,344.25</b>	<b>19,145.24</b>
<b>Total liabilities</b>		<b>34,430.44</b>	<b>33,230.14</b>
<b>Total Equity and Liabilities</b>		<b>17,696.55</b>	<b>17,584.30</b>

The accompanying notes form an integral part of the financial statements

Place : Chennai  
Date : 29.05.2023

for Binny Mills Limited

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**V.R.Venkataachalam**  
**Director**  
**DIN 00037524**

# Binny Mills Limited

## Statement of profit and loss for the year ended March 31, 2023

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations	21	756.33	769.96
Other income	22	146.01	93.69
<b>Total income</b>		<b>902.34</b>	<b>863.65</b>
<b>Expenses</b>			
Cost of materials consumed	23	25.31	40.28
Purchases of stock in trade	24	299.71	344.86
Changes in inventories of stock in trade	25	12.63	(12.89)
Employee Benefits Expense	26	37.34	33.72
Finance costs	27	1,365.39	1,345.94
Depreciation and amortisation expense	28	1.66	1.11
Other expenses	29	192.20	142.96
<b>Total expenses</b>		<b>1,934.24</b>	<b>1,895.98</b>
<b>Profit before exceptional items and tax</b>		<b>(1,031.90)</b>	<b>(1,032.33)</b>
Exceptional items		-	-
<b>Profit/ (Loss) before tax</b>		<b>(1,031.90)</b>	<b>(1,032.33)</b>
Income tax expense	30		
Current tax		62.30	63.52
Taxes relating to earlier years		4.68	(0.73)
Deferred tax charge/ (credit)		(11.08)	28.16
<b>Profit/ (Loss) for the year</b>		<b>(1,087.80)</b>	<b>(1,123.28)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of post employment benefit obligations		(0.18)	(0.44)
Income tax adjustment relating to these items		(0.05)	(0.12)
<b>Other comprehensive income for the year, net of tax</b>		<b>(0.23)</b>	<b>(0.56)</b>
<b>Total comprehensive Income/ (Loss) for the year</b>		<b>(1,088.03)</b>	<b>(1,123.84)</b>
<b>Earnings per share</b>	31		
Basic earnings per share		(34.12)	(35.23)
Diluted earnings per share		(34.12)	(35.23)

The accompanying notes form an integral part of the financial statements

Place : Chennai  
Date : 29.05.2023

for Binny Mills Limited

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V.R.Venkataachalam  
Director  
DIN 00037524

**Binny Mills Limited**  
**Statement of cash flows for the year ended March 31, 2023**  
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Cash Flow From Operating Activities</b>		
Profit/(loss) before income tax	(1,031.90)	(1,032.33)
Adjustments for		
Depreciation and amortisation expense	1.66	1.11
Interest Income	(1.21)	(8.41)
Rental income	(351.22)	(308.62)
	<u>(1,382.67)</u>	<u>(1,348.25)</u>
Change in operating assets and liabilities		
(Increase)/ decrease in other financial assets	(487.23)	(334.74)
(Increase)/ decrease in other assets	(9.97)	328.04
(Increase)/ decrease in inventories	12.62	(12.89)
(Increase)/ decrease in trade receivables	77.24	(28.47)
Increase/ (decrease) in provisions and other liabilities	1,267.99	1,278.58
Increase/ (decrease) in trade payables	(67.89)	43.33
Cash generated from operations	<u>(589.91)</u>	<u>(74.40)</u>
Less : Income taxes paid (net of refunds)	<u>(76.69)</u>	<u>(64.82)</u>
<b>Net cash from operating activities (A)</b>	<u>(666.60)</u>	<u>(139.22)</u>
<b>Cash Flows From Investing Activities</b>		
Purchase of PPE (including changes in CWIP)	(1.74)	(15.58)
(Investments in)/ Maturity of fixed deposits with banks	335.40	(132.84)
Interest received	1.21	8.41
Rent received	351.22	308.62
<b>Net cash used in investing activities (B)</b>	<u>686.09</u>	<u>168.61</u>
<b>Cash Flows From Financing Activities</b>		
<b>Net cash from/ (used in) financing activities (C)</b>	<u>-</u>	<u>-</u>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>19.49</b>	<b>29.39</b>
Cash and cash equivalents at the beginning of the financial year	82.91	53.52
<b>Cash and cash equivalents at end of the year</b>	<b>102.40</b>	<b>82.91</b>
<b>Notes:</b>		
1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".		
2. Components of cash and cash equivalents		
Balances with banks		
- in current accounts	101.21	81.96
Cash on hand	1.19	0.95
	<u>102.40</u>	<u>82.91</u>

Place : Chennai  
Date : 29.05.2023

for Binny Mills Limited

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V.R.Venkataachalam  
Director  
DIN 00037524

**INDEPENDENT AUDITORS' REPORT**

To the Members of **M/s. Binny Mills Limited**

**Report on the IND AS Financial Statements**

**Opinion**

We have audited the accompanying IND AS financial statements of M/s. Binny Mills Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the IND AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IND AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for opinion**

We conducted our audit of the IND AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the IND AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the IND AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the IND AS financial statements.

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



We have determined that there are no key audit matters to communicate in our report.

### **Emphasis of matter**

We draw attention to the following matter in the Notes to the financial statements:

Note No.34(a) with regard to case filed against the Company (Binny Mills Ltd) by Square Project Associates in respect of arrears of rent payable for the showroom at Bengaluru, the case has been dismissed by the Honourable Court of Civil Judge, Bengaluru. The Company has created provision for possible liability for rent and damages amounting to Rs.23.25 lakhs in the books and though the case has been decided in company's favour and in expectation of further litigations, the liability for rent and damages is retained by the Company in the books.

Note. No.34(b) which indicates that the Company is a resulting company of the demerger scheme of erstwhile Binny Ltd and the company was not provided with the list of pending litigations for which it is liable and hence the liability if any arising out of the pending litigations will be provided for and settled as and when it arises.

Note No.34(c) with regard to case filed against the Company (Binny Mills Ltd) along with Binny Ltd and B&C Mill Ltd and in which case most of the demands raised by the Union has been decided in favour of the Union by the Honourable Additional Labour Court, Chennai. Since the liability of the company is not ascertained and the Company along with other respondents is preferring an appeal before the higher forum, no provision has been made in the books.

Note No. 35 with regard to the Company being the resulting company of demerger scheme of erstwhile Binny Limited, An asset amounting to Rs. 3.29 Crores (Advance made to Ravikumar properties ) was transferred to Binny mills Limited during the scheme of demerger via Court order. The company has received an enquiry relating to above advance from Prevention of money laundering Act. As the said asset is received Via court order, hence the possibility of contravening the provisions of PMLA Act does not arise. Further management is confident in recovering the receivable; therefore no provision has been made in the books of accounts.

Note No. 36 with regard to company being the resulting company of demerger scheme of erstwhile Binny Limited, has met the liabilities of the scheme of demerger to fast track the demerger on behalf of binny limited amount to Rs. 9.73 Crores and the same is recoverable from parent Company (Binny limited ). The management is confident in recovering the receivable; therefore no provision has been made in the books of accounts.

Our opinion is not modified in respect of above matters.

### **Other Matter**

The Financial Statements of M/s. Binny Mills Limited for the year ended 31st March, 2023 was audited by another auditor who has expressed an unmodified opinion on those Financial Statement vide his report dated 30th May 2023.

### **Other information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our Auditors' Report thereon. The other information included in the Company's



annual report other than the financial statements and Auditor's report is expected to be made available to us after the date of this auditor's report.

Our opinion on the IND AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the IND AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

### **Management's Responsibility for the IND AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these IND AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the IND AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the IND AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the IND AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these IND AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



- Identify and assess the risks of material misstatement of the IND AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the IND AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the IND AS financial statements, including the disclosures, and whether the IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the IND AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the IND AS financial statements of the current period and are

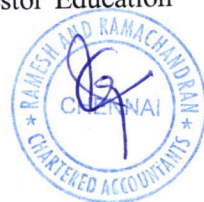


therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

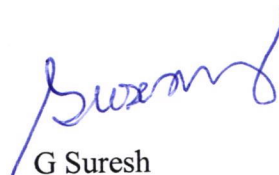
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid IND AS financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
The company has not provided/paid remuneration to any of its directors during the financial year.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements.
  - ii. The Company does not have any long term contracts for which there were any material foreseeable losses including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.



- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Chennai  
Date: 29.05.2023

For Ramesh and Ramachandran  
Chartered Accountants  
FRN: 02981S



G Suresh  
Partner  
Membership No: 029366  
UDIN: 23029366BGWQES1009



## **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Binny Mills Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **BINNY MILLS LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.



## **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Chennai  
Date: 29.05.2023

For Ramesh and Ramachandran  
Chartered Accountants  
FRN: 02981S



G Suresh  
Partner  
Membership No: 029366  
UDIN: 23029366BGWQES1009



### **Annexure 'B' to the Independent Auditor's Report**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Binny Mills Limited of even date)

i. In respect of the Company's Property, Plant and Equipment:

(a) (A) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not own any intangible assets during the year. Accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable.

(b) The property, plant and equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company and with reference to **Note no.45** in the financial statements, the title deeds of immovable properties disclosed in the financial statements are held in the name of the Company.

(d) According to information and explanations given to us and audit procedures performed by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to information and explanations given to us and audit procedures performed by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) The inventory, except goods-in-transit and stock lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. According to information and explanations given to us and audit procedures performed by us, no discrepancies were noticed on verification between the physical stocks and book records that were more than 10% in the aggregate of each class of inventory.

(b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable.



- iii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any parties as under:

	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	Nil	Nil	Nil	Nil
- Joint Ventures	Nil	Nil	Nil	Nil
- Associates	Nil	Nil	Nil	Nil
- Others	Nil	Nil	4.80 Crore	Nil
Balance outstanding as at balance sheet date in respect of above cases				
- Subsidiaries	Nil	Nil	Nil	Nil
- Joint Ventures	Nil	Nil	Nil	Nil
- Associates	Nil	Nil	Nil	Nil
- Others	Nil	Nil	8.09 Crore	9.73 Crores

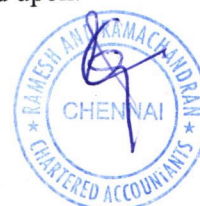
(b) According to the information and explanations given to us and audit procedures performed by us, we are of the opinion that the investment made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the Company's interest.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of following loans given by the Company, there is no stipulation of schedule of repayment of principal and payment of interest and accordingly, we are unable to make specific comment on the regularity of repayment of principal and payment of interest.

Name of the parties	Amount of loan	Remarks
RaviKumar Properties Private Limited	3.29 Crore	There is no stipulation of schedule of repayment of principal or payment of interest.
Binny Limited	9.73 Crore	There is no stipulation of schedule of repayment of principal or payment of interest.

Further, the Company has given advance in the nature of loan amounting to 4.80 Crore repayable in three years to TCP Limited during the year.

(d) Since the schedule of repayment of principal and payment of interest was not stipulated in respect of advances in the nature of loans provided in the earlier years, overdue amount as required to be reported under clause 3(iii)(d) could not be commented upon.



(e) Since the schedule of repayment of principal was not stipulated in respect of advance in the nature of loans provided, whether the said advance in the nature of loans have fallen due during the year could not be commented upon.

(f) The Company has not granted either any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence reporting under Clause 3(iii)(f) of the Order is not applicable to the Company.

- iv. The According to information and explanations given to us and on the basis of our examination of the records of the Company, in respect of investments made and loans, guarantee and security given by the Company, the provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.

The Company has provided requisite disclosures in its financial statements as to the advance made to Binny Ltd. amounting to Rs.9.73 Crores (including unamortised interest cost) and TCP Limited amounting to Rs. 4.80 Crores and these are in accordance with the provisions of section 186 of the Companies Act, 2013.

- v. The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence reporting under clause 3 (v) of the Order is not applicable.
- vi. According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it and/ or services provided by it. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii. In respect of statutory dues:
- (a) According to the information provided and explanations given to us and based on our examination of the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it. There are no material outstanding statutory dues existing as on the last day of the financial year which is outstanding for more than six months from the day these becomes payable.
- (b) According to the information provided and explanations given to us, there are no statutory dues relating to Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year and accordingly reporting under clause 3(viii) of the Order is not applicable.



ix. (a) The company has not taken any loan or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the order is not applicable to the Company.

(b) According to the information and explanation given to us and on the basis of the examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us, the Company has not obtained any term loans during the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(f) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under Companies Act, 2013.

(g) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies as defined under the Companies Act, 2013.

x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

(b) According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) According to the information and explanations given by the management and based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.



- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit.
- xii. According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the transactions entered with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. (a) According to the information and explanations given to us and audit procedures performed by us, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, in our opinion the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities.
- (c) The Company is not Core Investment Company(CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.
- xvii. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report, that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our

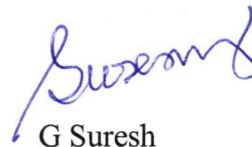


reporting is based on the information and explanation as made available to us by the management of the Company up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. The requirements as stipulated by the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.

Place: Chennai  
Date: 29.05.2023

For Ramesh and Ramachandran  
Chartered Accountants  
FRN: 02981S



G Suresh  
Partner  
Membership No: 029366  
UDIN: 23029366BGWQES1009

