

REF: BIL/ST.EX/BM/2017-18/02

July 28, 2017

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

Dear Sir,

**Sub: Unaudited Financial Results for the First Quarter ended June 30, 2017.**

Pursuant to Regulation 33 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Un-Audited Financial Results for the First Quarter ended June 30, 2017, duly approved by the Board of Directors of the Company, at its meeting held today. The meeting of the Committee and Board of the Company commenced on 3.00 p.m. and concluded at 5.25 p.m. on 28<sup>th</sup> July, 2017.

We enclose a copy of the Limited Review Report given by our Statutory Auditors of the Company for the Un-Audited Financial Results for the First Quarter ended June 30, 2017.

The Board noted in its meeting held today that M/s. MZSK & Associates, Statutory Auditors of the Company has changed their Firm's name from M/s MZSK & Associates to M/s. MSKA & Associates.

We request you to take the above on your records.

Thanking you,

Yours faithfully,  
For **Binani Industries Limited**

  
**Visalakshi Sridhar**  
CFO, Manager & Company Secretary



Encl : a/a

**Binani Industries Limited**

CIN: L24117WB1962PLC025584

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

**Tel:** +91 22 3026 3000 / 01 / 02 | **Fax:** +91 22 2263 4960 | **Email:** mumbai@binani.net | www.binaniindustries.com

**Registered Office:** 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata - 700 157. India

**Tel:** 08100326795 / 08100126796 | **Fax:** +91 33 4008 8802

### Statement of Standalone Unaudited Financial Results for the Quarter Ended 30th June, 2017

(Rupees in Lakhs)

Particulars	Standalone			
	Quarter ended			Year ended
	30.06.2017	31.03.2017	30.06.2016	31.03.2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>1 Income from Operations</b>				
Sales / Income from Operations	2,908	978	5,749	15,897
<b>Total Income from Operations</b>	<b>2,908</b>	<b>978</b>	<b>5,749</b>	<b>15,897</b>
<b>2 Expenses</b>				
(a) Purchase of Traded Goods	1,507	-	405	1,082
(b) Direct Expenses	995	766	4,704	12,912
(c) Employee Benefits Expenses	188	256	201	910
(d) Depreciation and Amortisation Expenses	23	46	57	170
(e) Other Expenses	313	405	661	2,490
(f) Transfer from Business Reorganisation Reserve (Refer Note 3)	(8)	16	(297)	(980)
<b>Total Expenses</b>	<b>3,018</b>	<b>1,489</b>	<b>5,731</b>	<b>16,584</b>
<b>3 Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)</b>	<b>(110)</b>	<b>(511)</b>	<b>18</b>	<b>(687)</b>
<b>4 Other Income</b>	<b>220</b>	<b>1,959</b>	<b>162</b>	<b>2,491</b>
Transfer to Business Reorganisation Reserve (Refer Note 3)	(101)	(189)	(97)	(375)
<b>5 Profit from ordinary activities before finance costs and exceptional items (3+4)</b>	<b>9</b>	<b>1,259</b>	<b>83</b>	<b>1,429</b>
<b>6 Finance Costs</b>	<b>1,243</b>	<b>1,268</b>	<b>1,401</b>	<b>5,249</b>
Transfer from Business Reorganisation Reserve (Refer Note 3)	(1,243)	(1,268)	(1,401)	(5,249)
<b>7 Profit from ordinary activities after finance cost and before exceptional items (5-6)</b>	<b>9</b>	<b>1,259</b>	<b>83</b>	<b>1,429</b>
<b>8 Exceptional Items</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>9 Profit from ordinary activities before tax (7+8)</b>	<b>9</b>	<b>1,259</b>	<b>83</b>	<b>1,429</b>
<b>10 Tax Expenses</b>	<b>-</b>	<b>363</b>	<b>-</b>	<b>363</b>
<b>11 Net Profit from ordinary activities after tax (9-10)</b>	<b>9</b>	<b>896</b>	<b>83</b>	<b>1,066</b>
<b>12 Extraordinary Items (net of tax expenses)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>13 Net Profit for the period (11-12)</b>	<b>9</b>	<b>896</b>	<b>83</b>	<b>1,066</b>
<b>14 Other Comprehensive Income, net of Income Tax</b>	<b>(4)</b>	<b>(19)</b>	<b>-</b>	<b>(19)</b>
Transfer from Business Reorganisation Reserve (Refer Note 3)	-	-	-	-
<b>15 Total Comprehensive Income for the period (13 +/- 14)</b>	<b>5</b>	<b>877</b>	<b>83</b>	<b>1,047</b>
<b>16 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>17 Other Equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>219,522</b>
<b>18 Earnings Per Share (EPS)</b>				
(of Rs 10/- each) (not annualised)				
(a) Basic	0.03	2.86	0.26	3.40
(b) Diluted	0.03	2.86	0.26	3.40

(1)



Particulars	Standalone			
	Quarter ended			Year ended
	30.06.2017	31.03.2017	30.06.2016	31.03.2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>A PARTICULARS OF SHAREHOLDING</b>				
1 Public Shareholding				
- Number of Shares	14,862,521	14,862,521	14,862,521	14,862,521
- Percentage of Shareholding	47.38	47.38	47.38	47.38
2 Promoters and Promoter Group Shareholding				
a Pledged/Encumbered				
- Number of Shares	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
b Non-encumbered				
- Number of Shares	16,503,654	16,503,654	16,503,654	16,503,654
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100	100	100	100
- Percentage of shares (as a % of the total share capital of the company)	52.62	52.62	52.62	52.62
<b>B INVESTOR COMPLAINTS</b>				
Pending at the beginning of the quarter	Nil			
Received during the quarter	12			
Disposed of during the quarter	10			
Remaining unresolved at the end of the quarter	2			

Segment wise Revenue, Results

( Rupees in Lakhs )

Particulars	Standalone			
	Quarter ended			Year ended
	30.06.2017	31.03.2017	30.06.2016	31.03.2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1) <b>Segment Revenue</b>				
a) Media	53	32	390	900
b) Logistic	963	806	4,456	12,399
c) Unallocated	1,892	140	903	2,598
<b>Net Segment Revenue</b>	<b>2,908</b>	<b>978</b>	<b>5,749</b>	<b>15,897</b>
2) <b>Segment Results</b>				
a) Media	16	35	10	3
b) Logistic	(19)	(35)	64	111
	(3)	-	74	114
Less Interest expenses	1,243	1,268	1,401	5,249
Less : Other Unallocable Expenditure net off Unallocable Income	(1,255)	(2,527)	(1,410)	(6,564)
<b>Total Profit from ordinary activities before tax</b>	<b>9</b>	<b>1,259</b>	<b>83</b>	<b>1,429</b>

(2)



- 1 The Standalone Unaudited Financial Results of the Company for the quarter ended June 30, 2017 have been reviewed by the Audit Committee of the Board and approved by the Board of Directors at its meeting held on July 28, 2017.
- 2 This 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 the other recognised accounting practices and principles to the extent applicable.
- 3 Pursuant to a separate Scheme of Amalgamation approved by the Hon'ble High Court at Kolkata between Wada Industrial Estate Limited ( WIEL) and a step down wholly owned subsidiary of the Company on March 18, 2014, being the Company as a successor to WIEL, the Company has applied AS 30, the Accounting Standard on Financial Instruments: Recognition and Measurement, issued by the Institute of Chartered Accountants of India (ICAI), and pursuant thereto has as on March 31, 2014, being the date of conclusion of the first Accounting Year post the provisions of AS 30 becoming applicable to the Company, classified the investments as "available for sale financial assets" and has accordingly, measured such investments at fair value as on that date. All amount 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). In the event of any conflict between the provision of AS 30 and any other Accounting Standards, the provision 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, the Institute of Chartered Accountants of India (ICAI) has withdrawn Accounting Standard 30 (Accounting Standard on Financial Instruments: Recognition and Measurement). Consequent to this, the Company, backed by legal opinion, 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 designated as fair value through profit & loss. 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 aggregate is taken to Business Reorganisation Reserves (BRR). This matter has been referred to by the auditors.
- 4 The Ind AS compliant financial results for the corresponding quarter and year ended March 31, 2017 have been stated in terms of SEBI circular CIR/CFD/FAC/62/2016 dated July 05, 2016 and CIR /MD/DF1/69/2016.
- 5 As per the DRT order on the Securitization Application, Edayar Zinc Limited (EZL) has paid Rs. 178.75 lakhs by June 30, 2017 and continues to pay Rs. 25,000 per day. DRT vide its order dated January 21, 2017 allowed the amendment application filed by EZL contesting legality of action initiated under SARFESI Act and the matter is subjudice.
- 6 The Company had given guarantees to banks and financial institutions in the earlier years on behalf of various subsidiaries, for the purpose of expansion projects and working capital requirements. The outstanding aggregate balance of these guarantees is Rs 5,47,170 Lakhs as on June 30, 2017. The lender to one of the Company's major subsidiary have appointed an Interim Resolution Professional approved by National Company Law Tribunal (NCLT) under the Insolvency and Bankruptcy Code, 2016.  
The said Subsidiary has sufficient assets to meet their borrowings. Considering the same, in the opinion of the management, these are not expected to result into any financial liability to the Company.
- 7 The Company was in the process of restructuring its bank borrowings with the lender. However, in the interim, the said lender has communicated to the Company that it is recalling its borrowings and has also designated the foreign currency debt into INR denominated debt with higher coupon rate and has demanded repayment of all outstanding including corresponding interest and penal interest immediately. The Company has requested the lender to defer the recall and has in the interim provided alternative mechanism for repayment of its loans in due course. The Company is awaiting response from the lender in this behalf. Hopeful of a favourable consideration by the lender of its alternative mechanism, the Company continues to denominate such loans in Foreign currency and has not classified the outstanding Loan as Current Liabilities. Further, it has also not accounted for differential and penal interest amounting to Rs.7,038 Lakhs as on June 30, 2017.
- 8 The figures for three months ended March 31, 2017 are balancing figures between audited figures in respect of the full financial year and the published figures upto nine months of the relevant financial year.
- 9 Investors can view the Financial Results of the Company at the Company's website [www.binaniindustries.com](http://www.binaniindustries.com) or at the websites of BSE ([www.bseindia.com](http://www.bseindia.com)) or NSE ([www.nseindia.com](http://www.nseindia.com)) or CSE ([www.cse-india.com](http://www.cse-india.com))
- 10 The figures for the previous periods / year have been regrouped / recasted wherever considered necessary.

By order of the Board

For **BINANI INDUSTRIES LIMITED**



**S. SRIVIDHAR**  
**DIRECTOR**

Place : Mumbai

Date : 28th July, 2017



### Limited Review Report

**Review Report to  
The Board of Directors of  
Binani Industries Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of **BINANI INDUSTRIES LIMITED** for the quarter ended June 30, 2017 (the "Statement"), being submitted by the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016 (Listing Agreement). Attention is drawn to the fact that the figures for the quarter ended March 31, 2017 as reported in these Statement are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the third quarter of the previous financial year.

This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors in their meeting held on July 28, 2017. Our responsibility is to issue a report on these Statements based on our review.

2. 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 Statements are free of material misstatement.
3. 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. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material aspects in accordance with Indian Accounting Standard (IND AS) specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2015 and other recognized accounting practices and policies, and has disclosed the information which is required to be disclosed in terms of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.





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& Associates

Chartered Accountants

## Emphasis of Matters

- a. We draw attention to note 3 of the Statement which states that, pursuant to a separate Scheme of Amalgamation approved by the Hon'ble High Court at Kolkata between WIEL and a step down wholly owned subsidiary of the Company, being the Company as a successor to WIEL, the Company had applied AS 30, the Accounting Standard on Financial Instruments: Recognition and Measurement, issued by the Institute of Chartered Accountants of India (ICAI). All equity investment including investment in Subsidiaries are categorized as available for sale and measured at fair value and corresponding increase on account of fair valuation was credited to Business Reorganization Reserve ("BRR") since March 31, 2014. During the year, 16-17 ICAI has withdrawn AS 30. Consequent to this, the Company, backed by legal opinion, has applied principles of notified Ind AS related to Financial Instruments being new accounting standards applicable instead of AS 30. All equity investment including investment in Subsidiaries are designated as fair value through profit & loss. However, to give effect to the accounting policies applicable to WIEL and to the Company as a successor to WIEL being accounting policies adopted as per the Scheme of Amalgamation approved by the Hon'ble High Court at Kolkata the said treatment has been given in BRR. Further, with reference to Note 3 of the Statement, in accordance with the said scheme, the Company has offset certain expenses (net) amounting to Rs.1,149.48 Lacs against BRR in the current quarter. Had certain revenue expenses not been offset against the BRR, the profit for the quarter would have been lower by Rs. 1,149.48 Lacs and the Earnings per share for the quarter ended June 30, 2017 would have been lower by Rs.3.67.
- b. We draw attention to note 6 of the Statement, the Company had given guarantees to banks and financial institutions in the earlier years on behalf of various subsidiaries, for the purpose of expansion projects and working capital requirements. The outstanding aggregate balance of these guarantees is Rs 5,47,170 Lakhs as on June 30, 2017. The lender to one of the Company's major subsidiary have appointed an Interim Resolution Professional approved by National Company Law Tribunal (NCLT) under the Insolvency and Bankruptcy Code, 2016. The said Subsidiary has sufficient assets to meet their borrowings. Considering the same, in the opinion of the management, these are not expected to result into any financial liability to the Company.



# MSKA

& Associates

Chartered Accountants

- c. We draw attention to note 7 of the Statement, the Company was in the process of restructuring its bank borrowings with the Lender. However, in the interim, the said Lender has communicated to the Company that it is recalling its borrowings and has also designated the foreign currency debt into INR denominated debt with higher coupon rate and has demanded repayment of all outstanding including corresponding interest and penal interest immediately. The Company has requested the Lender to defer the recall and has in the interim provided alternative mechanism for repayment of its loans in due course. The Company is awaiting response from the Lender in this behalf. Hopeful of a favorable consideration by the Lender of its alternative mechanism, the Company continues to denominate such loans in foreign currency and has not classified the outstanding Loan as Current Liabilities. Further, it has also not accounted for differential and penal interest amounting to Rs. 7,038 Lakhs as on June 30, 2017.

Our report is not qualified on this matter.

For MSKA & Associates  
(formerly known as MZSK & Associates)  
Chartered Accountants  
Firm Registration No.105047W

*Abul 2 Darukhanawala*



Partner: Abuali Darukhanawala  
Membership No.: 108053  
Place: Mumbai  
Date: July 28, 2017