

Date: 09th February, 2024

The Secretary
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata- 700001

General Manager- DCS
BSE Limited,
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai- 400001
Code: 500059

Asst. Vice President
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai- 400051
Code: BINANIIND

Sub: Outcome of Board Meeting held on Friday, 09th February, 2024

Dear Sir/Madam,

In terms of Regulation 30 read with part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), we wish to inform you that, in their meeting held today i.e. 09th February, 2024 has inter-alia considered and approved the following:

1. Unaudited Financial Results (Standalone & Consolidated) as submitted by the statutory auditor of the Company for the Third Quarter and Nine Months Ended 31st December, 2023.
2. Consider and take note of the Limited Review Report for the Third Quarter and Nine Months Ended 31st December, 2023.

Accordingly, the Unaudited Financial Results (Standalone & Consolidated) for the Third Quarter and Nine Months Ended 31st December, 2023 along with Limited Review Report are attached herewith as "**Annexure I**".

Binani Industries Limited

CIN: L24117WB1962PLCO25584

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

Tel: +91 22 4126 3000 1 01 | Fax: +91 22 2264 0044 | Email: mumbai@binani.net | www.binaniindustries.com

3. Appointment of Mrs. Archana Manoj Shroff as a Managing Director Cum Chief Financial Officer of the Company with effect from 09th February, 2023, subject to approval of Members in the ensuing General Meeting.

Accordingly, the details required under Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 is attached herewith as “**Annexure II**”.

4. Change in designation of Mr. Manoj Thakorlal Shroff from Non-Executive Independent director to Non- Executive Non-Independent Director.

Accordingly, the details required under Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 is attached herewith as “**Annexure III**”.

5. Reconstitution of Statutory Committees of Directors with effect from 09th February, 2024.

Accordingly, the details of new committees of Directors are attached herewith as “**Annexure IV**”

The meeting of the Board commenced at 03.00 P.M. and concluded at 03.55 P.M.

Kindly take the above on record.

Thanking You,
Yours Faithfully,

For Binani Industries Limited

Santwana Todi
Company Secretary Cum Compliance Officer

Binani Industries Limited

CIN: L24117WB1962PLCO25584

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

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Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial results and Year to Date 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 and nine months ended December 31, 2023 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of 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 approved by the Company's 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 as amended, read with relevant rules issued thereunder 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 of the statement 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 from material misstatement. A review of interim financial information consists of making inquiries, primarily of Company's personnel 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 specified under section 143(10) of the Companies Act 2013, 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.
4. The Company had given corporate guarantees/ Letter of Comfort/ Undertaking in earlier years on behalf of erstwhile subsidiary i.e., Edayer Zinc Limited, the outstanding liability was Rs. 8,025 lakhs as at December 31, 2023 to banks and



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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 December 31, 2023 as required by Ind AS 109 – 'Financial Instruments'. (refer note 3 of the Statement)

5. The Company is in the process of determining the realisable value of the remaining land as at December 31, 2023. Until such determination, the said Land is carried at its book value as at December 31, 2023 instead of its estimated net realisable value as on that date. The Company does not see any significant loss on determination of the realisable value vis-a-vis book value of the Land. (refer note 10 & 3 of the Statement)
6. The Company had entered into an MOU with M/s Maharashtra Wood Based Industries Estate ('MWBIE') on January 21, 2019 for sale of land in Wada. As per the MOU, the obligations by the buyer were to be completed within 60 days. With lapse of time, the MOU was terminated and termination letters were sent to the Party. Subsequently the land was sold to M/s Afamado Advisory Services Private Limited and the conveyance deed was executed and duly registered. MWBIE has issued a notice and filed a case (SCS265/2021) in the District Civil Court, Thane. The matter is sub-judice, hence the liability, if any cannot be determined.

7. **Emphasis of matter**

We draw attention to Note 2 to the Statement, which indicates that the Company has accumulated losses of Rs. 22,393 lakh and its net worth has fully eroded as at December 31, 2023. The Company's liabilities exceeded its total assets by Rs. 19,255 lakh as at the balance sheet date. Triton Trading Company Private Limited, the promoter company has committed to provide continued operational support to the Company. However, in the absence of any business plan, the going concern assumption is not appropriate for the preparation of the Statement of the Company as and for the nine months ended 31 December, 2023. Accordingly, the Statement of the Company have been prepared on a liquidation basis i.e., assets are measured at lower of carrying amount and estimated net realisable value and liabilities are stated at their estimated settlement amounts.

Our opinion is not modified in respect of this matter.

8. Based on substantive nature and significance of the matter described in paragraphs above 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 recognition and

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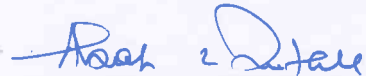
measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

9. Other Matters

The Chief Financial Officer (CFO) of the Company has resigned on 31 December 2023. The Management of the Company has not appointed new CFO till the date of the board meeting. However, the Management has assured that the Company will appoint new CFO within the time limit, to comply with section 203(4) of Companies act, 2013 and regulation 26A(2) of SEBI(LODR), 2015.

Our opinion is not modified in respect of these matters.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W



Abuali Darukhanawala
Partner
Membership No.108053
UDIN: 24108053BKBZJE8001

Place: Mumbai
Date : 9 February 2024

V. P. Thacker & Co.

Chartered Accountants

402 Embassy Centre,
Nariman Point,
Mumbai 400 021 INDIA
(22) 6631 1480 Main
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Independent Auditor's Report on the Consolidated Unaudited 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 **Consolidated Unaudited Financial Results** of Binani Industries Limited (the "Parent" or the "Company"), its subsidiaries (the Parent and its subsidiaries together referred to as the "Group") for the quarter and nine months ended December 31, 2023 ("the Results"), ("Consolidated Results") included in the accompanying Statement of Unaudited Standalone and Consolidated Financial Results for the quarter and nine months ended 31 December, 2023 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The Consolidated Results included in 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 the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Consolidated Results in the Statement based on our review.
3. We conducted our review of the Consolidated Results included in the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel 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 specified under Section 143(10) of the Companies Act, 2013 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.
4. 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.

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5. The Consolidated Results included in the Statement includes the results of the Parent and the following entities:

List of subsidiaries:

- a) Royal Vision Projects Private Limited
 - b) Global Composite Holdings INC
6. The consolidated unaudited financial results include the interim financial results of both the subsidiaries, which have not been reviewed by its auditor, whose interim financial results reflect total assets of Rs. 25 lakh as at 31 December, 2023, Nil total revenue for the quarter and nine months ended 31 December, 2023, total profit/(loss) of Rs. (83) lakh and Rs (84) lakh for the quarter and nine months ended 31 December, 2023 respectively and Total comprehensive income/(loss) of Rs. (83) lakh and Rs (84) lakh for the quarter and nine months ended 31 December, 2023 respectively as considered in the Statement. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.
7. 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.
8. The Parent had given corporate guarantees/ Letter of Comfort/ Undertaking in earlier years on behalf of erstwhile subsidiary i.e., Edayer Zinc Limited, the outstanding liability was Rs. 8,025 lakhs as at 31 December, 2023 to banks and financial institutions. In view of the recent change in the management of Edayer Zinc Limited, the Parent 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 Parent has given the letter of comfort / undertaking amounting to Rs. 5,171 lakhs. In respect of the above, the Parent has maintained the provision made in respect of loss allowances amounting to Rs. 2,149.10 Lakhs as at 31st December, 2023 as required by Ind AS 109 – 'Financial Instruments' (refer note 3 of the Statement)
9. The Company is in the process of determining the realisable value of the remaining Land as at December 31, 2023. Until such determination, the said Land is carried at its book value as at December 31, 2023 instead of its estimated net realisable value as on that date. The Company does not see any significant loss on determination of the realisable value vis-a-vis book value of the Land. (refer note 10 & 3 of the Statement)
10. The Company had entered into an MOU with M/s Maharashtra Wood Based Industries Estate ('MWBIE') on January 21, 2019 for sale of land in Wada. As per the MOU, the obligations by the buyer were to be completed within 60 days. With lapse of time, the MOU was terminated and termination letters were sent to the Party. Subsequently the land was sold to M/s Afamado Advisory Services Private Limited and the conveyance deed was executed and duly registered. MWBIE has issued a notice and filed a case (SCS265/2021) in the District Civil Court, Thane. The matter is sub-judice, hence the liability, if any cannot be determined.

V. P. Thacker & Co.

11. Emphasis of matter

We draw attention to Note 2 to the Statement, which indicates that the Company has accumulated losses of Rs. 22,393 lakhs and its net worth has fully eroded as at 31 December, 2023. The Company's liabilities exceeded its total assets by Rs. 19,255 lakhs as at the balance sheet date. Triton Trading Company Private Limited, the promoter company has committed to provide continued operational support to the Company. However, in the absence of any business plan, the going concern assumption is not appropriate for the preparation of the Statement of the Company as and for the nine months ended 31 December, 2023. Accordingly, the Statement of the Company have been prepared on a liquidation basis i.e., assets are measured at lower of carrying amount and estimated net realisable value and liabilities are stated at their estimated settlement amounts.

Our opinion is not modified in respect of this matter.

- 12.** Based on substantive nature and significance of the matter described in paragraphs 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 7 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

13. Other Matters


The Chief Financial Officer (CFO) of the Company has resigned on 31 December 2023. The Management of the Company has not appointed new CFO till the date of the board meeting. However, the Management has assured that the Company will appoint new CFO within the time limit, to comply with section 203(4) of Companies act, 2013 and regulation 26A(2) of SEBI(LODR), 2015.

Our opinion is not modified in respect of this matter.

For V. P. Thacker & Co.

Chartered Accountants

Firm Registration No. 118696W



Abuali Darukhanawala

Partner

Membership No.108053

UDIN: 24108053BKBZJF3793

Place: Mumbai

Date : 9 February 2024

Statement of Standalone & Consolidated Unaudited Results for the Quarter and Nine months Ended 31st December 2023

(Rs. in Lacs except per share data)

Particulars	Standalone						Consolidated					
	Quarter Ended		Nine months Ended		Year Ended	Quarter Ended		Nine months Ended		Year Ended		
	31.12.23 (Unaudited)	30.09.23 (Unaudited)	31.12.22 (Unaudited)	31.12.23 (Unaudited)	31.12.22 (Unaudited)	31.03.23 (Audited)	31.12.23 (Unaudited)	30.09.23 (Unaudited)	31.12.22 (Unaudited)	31.12.23 (Unaudited)	31.12.22 (Unaudited)	31.03.23 (Audited)
1 Income from Operations												
Sales / Income from Operations	-	-	35	-	108	150	-	-	36	-	108	150
Other Income	-	-	3	-	4	86	-	-	3	-	4	86
Total Income from Operations	-	-	39	-	112	236	-	-	39	-	112	236
2 Expenses												
(a) Cost of materials consumed	-	-	5	-	13	17	-	-	5	-	13	17
(b) Employee Benefits Expenses	19	21	33	62	105	145	19	21	33	62	105	145
(c) Finance Costs	-	-	90	-	272	362	-	-	90	-	272	362
Transfer from/ to Business Reorganisation Reserve	-	-	(90)	-	(270)	-	-	-	-	-	-	-
(d) Depreciation and Amortisation Expenses	-	-	2	-	14	16	-	-	8	-	14	16
(e) Other Expenses	166	274	64	475	223	9,434	403	37	64	475	226	14,767
Transfer from/ to Business Reorganisation Reserve	-	-	(7)	-	(50)	-	-	-	-	-	-	-
Total Expenses	185	295	97	537	307	9,974	422	58	200	537	630	15,307
3 Net Profit / (Loss) for the period before tax before exceptional and/or extraordinary items (1 - 2)	(185)	(295)	(58)	(537)	(195)	(9,739)	(422)	(58)	(161)	(537)	(518)	(15,071)
4 Exceptional Items	-	-	-	-	-	-	-	-	-	-	-	-
5 Net Profit / (Loss) for the period before tax after exceptional and/or extraordinary items (3 - 4)	(185)	(295)	(58)	(537)	(195)	(9,739)	(422)	(58)	(161)	(537)	(518)	(15,071)
6 Tax Expenses	-	-	-	-	-	-	-	-	-	-	-	-
7 Net Profit / (Loss) for the period after tax after exceptional and/or extraordinary items (5 - 6)	(185)	(295)	(58)	(537)	(195)	(9,739)	(422)	(58)	(161)	(537)	(518)	(15,071)
- Attributable to non-controlling interest	NA	NA	NA	NA	NA	NA	-	-	-	-	-	-
- Attributable to the owners of the Parent	NA	NA	NA	NA	NA	NA	(422)	(58)	(161)	(537)	(518)	(15,071)
8 Other Comprehensive Income												
9 Other Comprehensive Income / (Loss) for the period	-	-	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income / (Loss) attributable to Non-Controlling Interest	NA	NA	NA	NA	NA	NA	-	-	-	-	-	-
Other Comprehensive Income / (Loss) attributable to Owners of the Parent	NA	NA	NA	NA	NA	NA	-	-	-	-	-	-
10 Profit/(Loss) for the period (after tax) and Other Comprehensive Income (after tax)(7 + 9)	(185)	(295)	(58)	(537)	(195)	(9,739)	(422)	(58)	(161)	(537)	(518)	(15,071)
- Attributable to non-controlling interest	NA	NA	NA	NA	NA	NA	-	-	-	-	-	-
- Attributable to the owners of the Parent	NA	NA	NA	NA	NA	NA	(422)	(58)	(161)	(537)	(518)	(15,071)
11 Paid-up Equity Share Capital (Face Value per share Rs.10 each)	3,138	3,138	3,138	3,138	3,138	3,138	3,138	3,138	3,138	3,138	3,138	3,138
12 Reserve)						(21,843)						(21,843)
13 Earnings Per Share (EPS) (of Rs. 10/- each) (not annualised)												
(a) Basic	(0.59)	(0.94)	(0.18)	(1.71)	(0.62)	(31.05)	(1.35)	(0.18)	(0.51)	(1.71)	(1.65)	(48.05)
(b) Diluted	(0.59)	(0.94)	(0.18)	(1.71)	(0.62)	(31.05)	(1.35)	(0.18)	(0.51)	(1.71)	(1.65)	(48.05)

By order of the Board
For BINANI INDUSTRIES LIMITED

Rajesh Kumar Bagri
Rajesh Kumar Bagri
Director

DIN: 00191709



Place : Mumbai
Date : 09th February, 2024

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Notes to the above financial results for the quarter and nine months ended 31st December, 2023

<p>1 The Standalone Unaudited Financial Results of Binani Industries Limited ('the Company') for the Quarter and nine months ended December 31, 2023 and the Consolidated Unaudited Financial Results of the Company for the Quarter and nine months ended December 31, 2023, have been reviewed by the Audit Committee and approved by Board of Directors at their meeting held on February 09, 2024.</p>
<p>2 The financial results have been prepared in accordance with the accounting principles generally accepted in India relating to the liquidation basis of accounting 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.</p> <p>During the nine months ended December 31, 2023, the Company had Nil total income (March 31, 2023 - Rs. 236 lakh) and profit/(loss) after tax of Rs. (537 lakh) (March 31, 2023 – Rs. (9,739) lakh). As at December 31, 2023, the Company's accumulated losses were Rs. 22,393 lakh (March 31, 2023 – Rs. 21,843 lakh), which has eroded its paid-up equity capital of Rs. 3,138 lakh. Further, the Company's liabilities exceeded its total assets by Rs. 19,255 lakh (March 31, 2023 – Rs. 18,705 lakh).</p> <p>Triton Trading Company Private Limited, the promotor company has committed to provide continued operational support to the Company. However, in the absence of any business plan, the going concern assumption is not appropriate for the preparation of financial results of the Company as and for the nine months ended December 31, 2023. Accordingly, the financial results of the Company have been prepared on a liquidation basis i.e., assets are measured at lower of carrying amount and estimated net realisable value and liabilities are stated at their estimated settlement amounts in the financial results except for the items in paragraph 3 below.</p>
<p>3 The Company had given Corporate Guarantees to Edayar Zinc Ltd. (EZL) and Letter of Comfort / Undertaking to BIL Infratech Limited through banks in the earlier years for the purpose of working capital requirements. The aggregate outstanding balance of EZL as at nine months ended December 31, 2023 is Rs.8,025 Lakh (excluding Interest) (March 31 2023: Rs.8,025 Lakh). Edayar Zinc Limited (EZL, erstwhile subsidiary) has entered into One Time Settlement (OTS) with bank. Mina Ventures Private Limited has consented to replace the Corporate Guarantee (OTS) with bank. 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 from the Bank. EZL ceased to be a subsidiary with effect from March 04, 2022. Further, for BIL Infratech Limited, the Company had issued letter of comfort / undertaking for Rs.5,171.20 lakh. In the absence of determination of liability to be incurred for such corporate guarantees/letter of comfort, the Company has made the provision for loss allowance of Rs.2,149,10 lakh in respect of such corporate guarantees/letter of comfort given.</p> <p>Since the financial results of the Company for the nine months ended December 31, 2023 are prepared on liquidation basis, the Company has estimated and provided for various liabilities/expenses that is expected to arise, except for the following:</p> <p>a. As mentioned above, the Company has not provided for estimated liabilities towards Corporate Guarantees / Letter of Comfort extended to its erstwhile subsidiary EZL & BIL Infratech Limited outstanding as at December 31, 2023, except for provision for loss allowance of Rs.2,149,10lakh.</p> <p>b. The Company is in the process of determining the realisable value of the remaining Land as at December 31, 2023. Until such determination, the said Land is carried at its book value as at December 31, 2023 instead of its estimated net realisable value as on that date. The Company does not see any significant loss on determination of the realisable value vis-a-vis book value.</p>

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Notes to the above financial results for the quarter and nine months ended 31st December, 2023

<p>4 Pursuant to a separate Scheme of Amalgamation approved by the Hon'ble High Court at Kolkata between Wada Industrial Estate Limited (WIEL) and an erstwhile step down wholly owned subsidiary of the Company on March 18, 2014, being the Company as a successor to WIEL (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 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 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.</p> <p>During the year 2016, the Institute of Chartered Accountants of India (ICAI) has withdrawn AS 30. Consequent 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 investments 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).</p> <p>Owing to Company's decision of preparing its financial results on liquidation basis, this reserve was adjusted against accumulated losses as at March 31, 2023.</p>
<p>5 The Company is hopeful of recovering the loans extended to Global Composite Holding Inc., a wholly owned foreign subsidiary of the Company. The amount outstanding as on December 31, 2023 is Rs. 20.37 lakh (net of provisions) (March 31, 2023- Rs 390.43 lakh) 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.</p>
<p>6 For the Assessment Year 2022-2023, received Intimation dt.17.01.23, Income as per return accepted. The Income Tax Scrutiny Assessment of AY 2021-22 completed and vide Order, u/s 143(3) dt.31.12.22, income determined at Rs. NIL as per return of Income filed. If the impact of additions made in the assessment orders u/s 14A and other additions is considered the Income Tax assessed liability for the Assessment Years, 2019-20, 2017-18, 2015-16, 2013-14, 2012-13 is aggregating to Rs.11,109 lakh. The Company has filed appeals/rectification applications against these assessment orders. Company has substantial assessed tax losses. On considering the assessed brought forward losses of earlier years by the department, there will be significant reduction in tax liability.</p> <p>For A.Y. 2023-24, BIL has carry forward losses of Rs. 2,340.79 Lakh, resulting in deferred tax asset at Rs. 589.13 Lakh (tax rate 25.168%). Similarly, there is carried forward long term capital loss at Rs. 1,26,350 Lakh on which deferred tax asset works out at Rs. 28,908.88 Lakh (tax rate @ 22.88%). However, on prudent basis company has decided not to recognize deferred tax asset in its books of account.</p>
<p>Company have made fresh Rectification letters. For AY 2015-16 there is major demand towards tax liability. Application has been made to consider brought forward losses, towards addition made in assessment and it is expected that on passing Rectification Order the tax liability for A Y 2015-16 will be reduced substantially. Elaborate and detailed submissions were made online on hearing dated December 18, 2023. Similarly demand for AY 2017-18 may also reduce to certain extent after passing rectification order.</p> <p>For AY 2016-17, proceedings u/s 148A initiated vide Order dt.27th May 22 in consequence to Honourable S C Order dated 04.05.2022. Order under Section 148A (d) dated 27th July 22 received by BIL wherein total addition proposed is of Rs. 3,180 lakh. Against the said Order, Writ Petition</p>

(Handwritten mark)



Notes to the above financial results for the quarter and nine months ended 31st December, 2023

	<p>filed by BIL has been admitted by Kolkata High Court vide Order dated September 21, 2022 and all the proceedings are postpone / are in abeyance till the next hearing of Writ Petition.</p> <p>Re-opening assessment Notice u/s 148 for A Y 2013-14 was issued. In response return filed, reasons received (pertains to BCL ICD Rs.297.89 crore received during the year which was not payable as per NCLTA Order) and security transactions of BML to the extent of Rs.2.31 lakh). Consequent to Hon'ble S C Order dt. May 4, 2022, Notice u/s 148A (B) dt.04.05.22 received. Against the said Order, Writ Petition filed by BIL has been admitted by Kolkata High Court vide Order dated 21st September 22 and all the proceedings are kept in abeyance till the disposal of Writ Petition.</p> <p>Asian Industries and Information Services Private Limited merged with Binani Metals Limited (BML) effective from April 01, 2013 and BML merged with BIL effective from April 01, 2015. No separate Income tax return was filed for FY 2013-14 (AY 2014-15). However, Order under section 147 r. w. s 144 r. w. s 144B dated 29/03/2022 was passed and tax has been computed and demand has been raised with interest for Rs.754.92 lakh. The Income of the Asian division for FY 2013-14 was included in the return of BML. BIL has filed a Writ Petition in High Court of Bombay against the said Order. Show cause Penalty Notice dated 26.7.22 received which is replied vide letter dt. 02-08-22 to keep penalty proceeding and demand in abeyance till the disposal of Writ Petition.</p> <p>The Income Tax department in the case of BML has raised a demand of Rs.32.11 lakh for A Y 2010-11 based on reassessment. BIL has filed an appeal before CIT (A).</p> <p>The Company has taken opinion from its tax consultant that, in most of the cases mentioned above, the decision will be in the favour of the Company.</p>
7	<p>BIL Infotech Limited, the erstwhile wholly owned subsidiary, has been admitted under Section 10 of the IBC, 2016 vide NCLT Kolkata Order dated July 28, 2021 and a Resolution Professional has been appointed. The Company has lost control w.e.f. July 28, 2021. The Lenders had recommended for liquidation of the Company. NCLT Kolkata in their hearing held on February 03, 2023, reserved the orders.</p>
8	<p>The Shareholders have approved Capital Reduction by cancellation of Paid-up Share Capital of the Company u/s 66(1)(b)(i) of the Companies Act, 2013 whereby, the issued, subscribed and paid-up Equity capital of the Company is reduced from Rs. 31,36,61,750 (Rupees Thirty-One Crore Thirty Six Lakh Sixty One Thousand Seven Hundred and Fifty Only) consisting of 3,13,66,175 (Three Crores Thirteen Lakh Sixty Six Thousand One Hundred And Seventy Five Only) equity shares of Rs. 10 (Rupees Ten) each to Rs. 31,36,610 (Rupees Thirty-One Lakh Thirty-Six Thousand Six Hundred And Ten only) consisting of 3,13,661 (Three Lakh Thirteen Thousand Six Hundred And Sixty One Only) equity shares of Rs. 10 (Rupees Ten) each by cancelling and extinguishing, in aggregate, 99% (Ninety nine percent) of the total issued, subscribed and paid-up equity share capital of the Company, comprising 3,10,52,514 (Three Crore, Ten Lakh Fifty-Two Thousand Five Hundred and Fourteen Only) equity shares of Rs. 10 (Rupees Ten) each. The Scrutinizer Report dated 17th July, 2020 was taken on Board and filed with Stock Exchange. The Company is yet to make application to NCLT.</p>
9	<p>As approved by the shareholders of the Company vide postal ballot dated 10th December, 2021, the Company had sold off its Media Business as a going concern on a slump sale basis with effect from close of business hours of March 31, 2023. The Company has also received the consideration for the same during the previous year.</p>
10	<p>As approved by the shareholders of the Company vide postal ballot dated 10 April, 2018, the Company had sold off its land situated in the State of Maharashtra (Lonavala) and has also received the consideration in the preceding financials year ended March 31, 2023.</p>
11	<p>Similarly, as approved by the shareholders of the Company vide postal ballot dated 18 November, 2022, the Company has sold off its land situated in the State of Rajasthan in the previous quarter ended September 30, 2023. Further, the company is in process to sell off remaining land in State of Rajasthan.</p>
12	<p>The Shareholders of the Company vide postal ballot dated December 26, 2022 approved the sale of fixed assets of the Company.</p> <p>The Company was primarily engaged in Media business (now sold) in previous years. There is no separate reportable segment as per Ind AS 108 'Operating Segments' and no further segment disclosures are required.</p>



Notes to the above financial results for the quarter and nine months ended 31st December, 2023

13	Investors can view the Financial Results of the Company at the Company's website www.binaniindustries.com or at the websites of BSE (www.bseindia.com) or NSE (www.nseindia.com) or GSE (www.cse-india.com)
14	The figures for the previous periods / year have been regrouped / recasted wherever considered necessary to enable comparison.

By the order of the Board
For Binani Industries Limited


Rajesh Kumar Bagri

Director

DIN: 00191709



Place: Mumbai

Date : 9 February 2024



Annexure II

The details required under Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 for Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer are as under:

Sr. No.	Particulars	Details
1.	Name	Archana Manoj Shroff
2.	Date of Birth	07-01-1971
3.	Qualifications	B. Com
4.	Occupation	Service
5.	Brief Profile (in case of Appointment)	1) Having more than 5 years' Experience in activities on non-banking financial company. 2) Having more than 15 years' experience in Investment and capital market related activities.
6.	Reason of Change	Appointment
7.	Date of Appointment/ Terms of Appointment	On the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held today i.e. 09 th February, 2024 has appointed Mrs. Archana Manoj Shroff as a Managing Director Cum Chief Financial Officer with effect from 09 th February, 2024.
8.	Disclosure of Relationship between Directors (in case of Appointment)	Mrs. Archana Manoj Shroff is wife of Mr. Manoj Shroff, Non- Executive Independent Director of the Company.

Binani Industries Limited

CIN: L24117WB1962PLCO25584

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

Tel: +91 22 4126 3000 1 01 | **Fax:** +91 22 2264 0044 | **Email:** mumbai@binani.net |

www.binaniindustries.com

Annexure III

The details required under Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 for Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer are as under:

Sr. No.	Particulars	Details
1.	Name	Manoj Thakorlal Shroff
2.	Date of Birth	10/10/1966
3.	Qualifications	B. Com
4.	Occupation	Service
5.	Brief Profile (in case of Appointment)	Mr. Manoj Shroff is an entrepreneur who is highly regarded for his entrepreneurial skills and abilities.
6.	Reason of Change	Change in Designation
7.	Date of Appointment/ Terms of Appointment	Appointed as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, from 04 th February, 2022 to 03 rd February 2027.
8.	Disclosure of Relationship between Directors (in case of Appointment)	Mr. Manoj T. Shroff is related with Mrs. Archana Manoj Shroff, Managing Director Cum Chief Financial Officer of the Company.

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Annexure IV

Reconstitution of Statutory Committees with effect from 09th February, 2024 are as follows:

Audit Committee	Stakeholder Relationship Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Mr. Sanjib Ranjan Maity- Chairman	Mr. Manoj Thakorlal Shroff- Chairman	Mr. Sanjib Ranjan Maity- Chairman	Mr. Manoj Thakorlal Shroff- Chairman
Mr. Pradyut Meyur- Member	Mr. Sanjib Ranjan Maity- Member	Mr. Pradyut Meyur- Member	Mr. Sanjib Ranjan Maity- Chairman
Mrs. Archana Manoj shroff- Member	Mr. Pradyut Meyur- Member	Mr. Rajesh Kumar Bagri- Member	Mr. Pradyut Meyur- Member
Mr. Manoj Thakorlal Shroff- Member	Mr. Rajesh Kumar Bagri- Member		Mr. Rajesh Kumar Bagri- Member

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON 09TH FEBRUARY, 2023 AT ITS CORPORATE OFFICE OF THE COMPANY LOCATED AT MERCANTILE CHAMBERS, 12 J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI- 400001 COMMENCED AT 03.00 P.M. AND CONCLUDED AT 03.55 P.M.

AUTHORITY TO RAJESH KUMAR BAGRI TO SIGN THE UN-AUDITED FINANCIAL RESULT (STANDALONE & CONSOLIDATED) FOR THE THIRD QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2023:

“**RESOLVED THAT** pursuant to the Regulation 33 of Securities Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, the consent of Board of Directors be and is hereby accorded to authorise Mr. Rajesh Kumar Bagri, Director to sign and submit on behalf of the Board, the Un-Audited Financial Results (Standalone and Consolidated) for the Third Quarter and Nine Months Ended 31st December, 2023 to the Stock Exchange where the securities of the Company are listed;

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds or things to give effect to the above resolution on behalf of Company.”

//Certified True Copy//

For Binani Industries Limited

SANTWAN Digitally signed
by SANTWANA
A TODI TODI

Santwana Todi

Company Secretary and Compliance Officer

Binani Industries Limited

CIN: L24117WB1962PLCO25584

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

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