

Ramsarup Industries Ltd.



Date: 18/05/2017

To
Listing Department
National Stock Exchange of India Ltd. (NSE)
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai-400 051

Sub:- Outcome of Board Meeting and submission of Report of the Audited Financial Result for the Quarter / Year ended on 31st March, 2017.

Dear Sir / Madam,

We wish to inform you that in the Board Meeting held on 18th May, 2017 the Board of Directors took note of the following :-

1. Considered and approved the Audited Financial Results of the Company for the Quarter / Year ended 31st March, 2017.

Please find attached herewith the Form "B" for your kind perusal.

2. Pursuant to Class meeting and approval received from Preference Shareholders extended Redemption of Redeemable Cumulative Preference Shares as follows :
 - a. 13,00,000 - 5% Redeemable Cumulative Preference Shares of Rs. 10/- each fully paid up at a premium of Rs. 25/- for a further period of 1 year and will now be due for redemption on 27.03.2018 on existing terms and conditions.
 - b. 31,60,000 - 4% Redeemable Cumulative Preference Shares of Rs. 10/- each fully paid up at a premium of Rs. 25/- for a further period of 1 year and will now be due for redemption on 19.03.2018 on existing terms and conditions.
3. Reappointment of Mr. Aashish Jhunjunwala as Managing Director for a period of 1 year with effect from October 1, 2017 to September 30, 2018 subject to approval of share holders in next Annual General Meeting.
4. Reappointment of Managing Director as Key Managerial Personnel (KMP) for a period of 1 year with effect from October 1, 2017 to September 30, 2018.
5. Mr. Aashish Jhunjunwala, Managing Director of the of the company is hereby authorized to file an application on behalf of the company for initiation of CIRP before Hon'ble NCLT, Kolkata & also authorized to appoint or engage an insolvency professional, advisors, consultants, lawyers, advocates and solicitors etc. on behalf of the company to represent the company in the proposed CIRP or any other proceeding in regard to the above and for obtaining any advisory/ consultation in this regard.

OFFICE:

7C, Kiran Shankar Roy Road, "Hastings Chambers", 2nd Floor, Room No.1.
Kolkata 700001

CIN: L65993WB1979PLC032113

Phone: 4000 9100, 22421200, Fax: 91-33-2242 1888

Website : www.ramsarup.com



Ramsarup Industries Ltd.



6. The Board of Directors of the Company has also unanimously approved the reclassification of the following shareholders of the Company from "Promoters' Group" category to "Public Shareholders" category in the shareholding pattern of the Company, since they are neither involved in the management of the Company nor having any special rights through any formal or informal arrangements / agreements / shareholders agreement:

- i) Mr. Advay Jhunjhunwala
- ii) Mr. Navin Gupta
- iii) Mrs. Shashi Lohia
- iv) Mrs. Sharda Devi
- v) Mr. Vikash Ladia
- vi) Mr. K. Gopinath
- vii) Mr. Satyajit Sharma

They hold in aggregate only 42,338 equity shares of the Company constituting 0.12% of the total paid-up capital of the Company. Post reclassification, there will be no direct or indirect exercise of control, over the affairs of the Company by them.

7. Other miscellaneous matters.

This is for information & Record.

Thanking You.

Yours faithfully,

For RAMSARUP INDUSTRIES LIMITED

Aashish Jhunjhunwala

Managing Director

Enclo: As Stated

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CIN : L65993WB1979PLC032113

Regd. Office :- 7C, Kiran Shankar Roy Road, Hastings Chambers, 2nd Floor, Room no. 1, Kolkata 700 001

AUDITED/UNAUDITED FINANCIAL RESULTS FOR THE QUARTER / TWELVE MONTHS ENDED 31ST MARCH, 2017

(Rs. in Lacs except for share data)

PART-I		THREE MONTHS ENDED			12 MONTHS ENDED	
Sl. No.	Particulars	3 Months ended 31.03.2017 (Audited)	Corresponding 3 Months ended 31.03.2016 (Audited)	Preceding 3 Months ended 31.12.2016 (Unaudited)	31.03.2017 (Audited)	31.03.2016 (Audited)
1	Income from Operation					
	a) Net Sales/ Income from Operations	28.80	29.41	10.14	249.29	227.53
	b) Other Operating Income	15.30	410.63	0.81	25.65	410.63
	Total Income from Operation (a+b)	44.10	440.04	10.95	274.94	638.16
2	Expenses					
	a) Cost of Material Consumed / Contract Expenses	-	8.92	1.42	4.62	61.33
	b) Purchase of Traded Goods	-	-	-	-	-
	c) Changes in Inventories of Finished goods / Work in Progress / Stock in Trade	-	-	-	-	-
	d) Employees' benefit Expenses	296.38	5.15	5.41	309.46	19.15
	e) Depreciation & Amortization Expenses	1,077.75	1,088.77	1,098.30	4,364.81	4,414.34
	f) Other Expenses	525.77	111.25	51.87	818.47	370.41
	Total Expenses	1,899.90	1,214.09	1,157.00	5,497.36	4,865.23
3	Profit / (Loss) from Operation before Other Income, Finance Cost & Exceptional Items (1-2)	(1,855.80)	(774.05)	(1,146.05)	(5,222.42)	(4,227.07)
4	Other Income/(Expenses)	-	-	-	-	-
5	Profit from ordinary activities operation before Finance Cost & Exceptional Items (3+4)	(1,855.80)	(774.05)	(1,146.05)	(5,222.42)	(4,227.07)
6	Finance Cost	0.07	1.17	0.03	0.63	5.90
7	Profit/(Loss) from ordinary activities operation after Finance Cost but before Exceptional Items(5-6)	(1,855.87)	(775.22)	(1,146.08)	(5,223.05)	(4,232.97)
8	Exceptional Items	-	-	-	-	-
9	Profit/(Loss) from ordinary activities before Tax (7-8)	(1,855.87)	(775.22)	(1,146.08)	(5,223.05)	(4,232.97)
10	Tax Expense	342.68	-	-	342.68	-
11	Net Profit / (Loss) from Ordinary Activities after Tax (9-10)	(2,198.55)	(775.22)	(1,146.08)	(5,565.73)	(4,232.97)
12	Extraordinary items (Net of tax expense)	-	-	-	-	-
13	Net Profit/(Loss) for the period (11-12)	(2,198.55)	(775.22)	(1,146.08)	(5,565.73)	(4,232.97)
14	a) Paid-up Equity Share Capital (Face value of Rs. 10/- each)	3,507.85	3,507.85	3,507.85	3,507.85	3,507.85
	b) 5 % Redeemable Cumulative Preference Shares (Face value of Rs. 10/- each)	130.00	130.00	130.00	130.00	130.00
	c) 4 % Redeemable Cumulative Preference Shares (Face value of Rs. 10/- each)	316.00	316.00	316.00	316.00	316.00
	d) 5 % Redeemable Non Cumulative Preference Shares (Face value of Rs. 10/- each)	2,249.99	2,249.99	2,249.99	2,249.99	2,249.99
15	Reserves excluding Revaluation reserves	-	-	-	(131,850.89)	(126,285.16)
16	Basic and Diluted EPS before Extraordinary items					
	(a) Basic	(6.27)	(2.21)	(3.30)	(15.87)	(12.07)
	(b) Diluted	(6.27)	(2.21)	(3.30)	(15.87)	(12.07)



PART - II SELECT INFORMATION FOR THE QUARTER / TWELVE MONTHS ENDED 31ST. MARCH, 2017

PARTICULARS OF SHAREHOLDING						
1	Public Shareholding - Number of Shares - Percentage of Shareholding	21,230,078 60.52%	21,889,584 62.40%	21,230,078 60.52%	21,230,078 60.52%	21,889,584 62.40%
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 - 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)	7,893,413 57.00% 22.50%	7,893,413 59.85% 22.50%	7,893,413 57.00% 22.50%	7,893,413 57.00% 22.50%	7,893,413 59.85% 22.50%
		5,954,989 43.00% 16.98%	5,295,483 40.15% 15.10%	5,954,989 43.00% 16.98%	5,954,989 43.00% 16.98%	5,295,483 40.15% 15.10%
B	INVESTOR COMPLAINT FOR THE QUARTER ENDED 31.03.2017					3 Months ended 31.03.2017
Pending at the Beginning of the Quarter						NIL
Received during the Quarter						NIL
Disposed off during the Quarter						NIL
Remaining unresolved at the end of the Quarter						NIL



RAMSARUP INDUSTRIES LIMITED

(Rs.in Lacs)

Sl. No.	Particulars	QUARTER ENDED			12 MONTHS ENDED	
		3 Months ended 31.03.2017 (Audited)	Corresponding 3 Months ended 31.03.2016 (Audited)	Preceding 3 Months ended 31.12.2016 (Unaudited)	31.03.2017 (Audited)	31.03.2016 (Audited)
1	SEGMENT REVENUE					
	a) Wires & Steel	15.29	410.63	0.81	25.65	410.63
	b) Power Generation	28.80	29.41	10.14	249.29	219.79
	c) Infrastructure	-	-	-	-	7.74
	Less: Inter Segment Revenue	44.09	440.04	10.95	274.94	638.16
2	SEGMENT RESULTS					
	Profit Before Tax, Interest & Exceptional Item (if any)					
	a) Wires & Steel	(2,147.95)	(734.40)	(1,120.02)	(5,487.47)	(4,199.64)
	b) Power Generation	(1.17)	(18.86)	(20.55)	127.69	52.80
	c) Infrastructure	293.33	(20.79)	(5.48)	137.37	(80.23)
	d) Unallocable Income	(1,855.79)	(774.05)	(1,146.05)	(5,222.41)	(4,227.07)
	Less : 1) Finance Cost	0.07	1.17	0.03	0.63	5.90
	Profit before Tax	(1,855.87)	(775.22)	(1,146.08)	(5,223.05)	(4,232.97)
3	CAPITAL EMPLOYED					
	(Segment assets - Segment liabilities)					
	a) Wires & Steel	(111,657.13)	(106,773.33)	(110,169.86)	(111,657.13)	(106,773.33)
	b) Power Generation	21.40	194.75	241.91	21.40	194.75
	c) Infrastructure	(6,359.99)	(6,446.49)	(6,481.11)	(6,359.99)	(6,446.49)
	Less: Unallocable Liabilities (Net)	(117,995.72)	(113,025.07)	(116,409.06)	(117,995.72)	(113,025.07)
		(7,651.33)	(7,056.25)	(7,039.44)	(7,651.33)	(7,056.25)
	Total	(125,647.05)	(120,081.32)	(123,448.50)	(125,647.05)	(120,081.32)



EXPLANATORY NOTES TO THE STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER / TWELVE MONTHS ENDED 31.03.2017

- 1 The above Financial results have been approved by the Audit Committee and taken on record by the Board of Directors of the company at its meeting held on 18th May, 2017.
- 2 a) The manufacturing activities at its unit Ramsarup Utpadak at Shyamnagar has been suspended since August 2012 and physical possession has already been taken by WBIDC as term lender.

b) IREDA took physical possession of one of the units of the company i.e. Ramsarup Vidyut, Dhule u/s 13(4) of SARFAESI Act, 2002 on 17.03.2015. Further on 24.03.2017, it had unlawfully, without following the provisions of SARFAESI Act, auctioned the wind mill and had issued sale certificate for the same to M/s. Suzlon Global Services Ltd. The Company has challenged the said action of IREDA before Debt Recovery Tribunal, Aurangabad and the matter is sub-judiced. The company is confident of getting the order in its favour. Wind power generation is still continuing and reports of the same are being sent to the company on daily basis.

c) Some of the bankers of the Company had taken action u/s 13(4) of SARFAESI Act, 2002 against Three (3) units of the company i.e. (i) Ramsarup Industrial Corporation, Kalyani, (ii) Ramsarup Nirmaan Wires, Durgapur and (iii) Ramsarup Lohh Udyog, Kharagpur, and their Legal possession were taken over by them. Out of the above, ARCIL has taken physical possession of one of its three units i.e., Ramsarup Lohh Udyog, Kharagpur during the 3rd Quarter, 2015.

d) As stated above, some of the lender banks had already assigned their debts together with the underline securities, right title and interest thereon to some of the Assets Re-construction Company (ARC) registered with the RBI pursuant to Section 3 of the SARFAESI Act 2002, wherein in some cases, legal / physical possession had been taken over by them, but no impact has been given in the financial statements, pending documentation.
- 3 The company has incurred substantial losses and its Net worth continues to be eroded further as at the Balance sheet date. Pursuant to its accumulated losses being in excess of its net worth as per the audited balance sheet as on 31.03.2012, the company had filed a reference with the Board for Industrial & Financial Reconstruction (BIFR), in terms of provisions of Section 15(1) of the Sick Industrial Companies (special provisions) Act, 1985 on 7th November 2012. The said reference was registered with the Hon'ble BIFR as case no 67/2012. However, pursuant to the action taken by the Punjab National Bank (PNB) under the provisions of the SARFAESI Act, 2002, BIFR vide order dated 19.02.2014 abated the reference of the company as non-maintainable. As against the said order, the company had filed an appeal before The Appellate Authority for Industrial & Financial Reconstruction (AAIFR) vide Appeal no. 78/2014 dt 25.03.2014. The Hon'ble AAIFR vide its order dated 03.12.2014 set aside the BIFR order dated 14.12.2015 and remanded the matter back to BIFR with direction to consider the submission of all the parties and pass orders afresh after giving specific findings through a reasoned order. Though the hearings before the BIFR were taking place, however, pursuant to SICA Repeal Act, 2003 and coming into force of the Insolvency & Bankruptcy Code, 2016, all the pending proceedings before BIFR / AAIFR stood abated and time was given to such companies, whose references / appeals have been abated, may file reference within 180 days from the date of the commencement of IBC i.e. from 01.12.2016. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival.
- 4 Due to suspension of manufacturing activities there are indications which suggest impairment in the value of the fixed assets, being plant and machinery and other fixed assets of the company. The management is still in the process of impairment study, in view of legal / physical possession by ARC and therefore financial impact of the impairment loss, if any, will be accounted for at the relevant time, when the impairment process will be completed.
- 5 Interest on Borrowings from Banks and Financial Institutions, Rs. 183.09 Crore for the quarter ended 31st March, 2017 together with earlier non provision of interest of Rs. 1517.06 Crores from July 2014 to 31st Dec, 2016 has not been provided for.
- 6 Previous year / quarter ended figures have been regrouped and rearranged wherever considered necessary.

Place : Kolkata
Date : 18th May, 2017



For and on behalf of Board of Directors of
Ramsarup Industries Limited
CIN : L65993WB1919PLC032143

Aashish Jhunjhunwala
Chairman & Managing Director

STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH, 2017

		(Rs. in Lacs)	
	PARTICULARS	AS AT 31/03/2017 (Audited)	AS AT 31/03/2016 (Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	(a) Share Capital	6,203.84	6,203.84
	(b) Reserve & Surplus	(131,850.89)	(126,285.16)
		(125,647.05)	(120,081.32)
2	Non-Current Liabilities		
	(a) Long-term borrowings	-	-
	(b) Deferred Tax Liabilities (Net)	-	-
	(c) Other Long-term Liabilities	-	-
	(d) Long-term provisions	-	-
3	Current Liabilities		
	(a) Short-term borrowings	204,795.63	204,919.92
	(b) Trade payables	1,753.27	1,869.10
	(c) Other current liabilities	136,323.57	135,591.96
	(d) Short-term provisions	541.53	248.47
		343,414.00	342,629.45
	Total	217,766.95	222,548.13
B	ASSETS		
1	Non-Current Assets		
	(a) Fixed assets		
	(i) Tangible assets	30,303.20	34,668.01
	(ii) Capital work-in-progress	117,157.09	117,157.09
	(b) Non Current Investment	23.02	23.02
	(c) Long term loans and advances	1,810.61	1,818.89
	(d) Other non-current assets	63,012.98	63,013.40
		212,306.90	216,680.41
2	Current Assets		
	(a) Inventories	349.86	349.87
	(b) Trade receivables	277.52	450.50
	(c) Cash and cash equivalents	158.36	372.93
	(d) Short-term loans and advances	4,663.01	4,682.47
	(e) Other Current Assets	11.30	11.95
		5,460.05	5,867.72
	Total	217,766.95	222,548.13



FORM B

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company:	Ramsarup Industries Limited
2.	Annual financial statements for the year ended	31st March 2017
3.	Type of Audit qualification	Qualified
4.	Frequency of qualification	Third time
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	<u>Auditors Basis for Qualified opinion</u> 1) The Company has four manufacturing units at Kalyani, Shyamnagar, Kharagpur, and Durgapur, all of which are under the suspension of work for the last few years and they are under the symbolic /physical possession of lenders due to default of outstanding dues. Physical verifications of fixed assets and inventories could not be conducted by the management. We have also not been able to obtain sufficient appropriate audit evidences (SAAE) in respect of existence and valuation of fixed assets and inventories lying at these units. 2) (a) Since manufacturing activity in the company has been suspended in all its units (except generation of power in wind mills at Dhule, Maharashtra). There are indication which suggest impairment in the value of Plant & Machinery and other Fixed Assets of the company which has not been done. (b) In view of possession taken under SARFEASI ACT the wind mill financed by IREDA has been auctioned by the lender to M/s. Suzlon Global Services Limited and sale certificate has been issued to them. Meanwhile the company has filed an SA and IA challenging the above auction. The company is still receiving power generation report on daily basis from M/s. Suzlon Global Services Limited who were carrying on O&M services of the wind mill for the company. 3) Borrowings from banks and financial institutions have been classified as non performing assets (NPA) by the lenders. No balance confirmation of the outstanding dues could be obtained nor any bank statement has been provided by them. In absence of the same, we are unable to confirm the accuracy of the balances appearing in the books of account. As the borrowings have been considered NPA, no interest has been charged by the banks since then. The company has not provided interest on these borrowings from 1st July 2014 to 31.03.2017 which amounts to Rs. 1700.15 Crores (previous period Rs. 998.96 from 1st July, 2014 to 31st March, 2016). 4) The net worth of the company has been fully eroded and therefore the company had filed an application before the Ld. BIFR which was pending. SICA 1985 has been repealed by virtue of which Ld. BIFR has been abolished. The Company's ability to continue the business as going concern is significantly dependent upon any scheme that may be cleared under the aegis of the NCLT under provisions of IBC, 2016.



For RAMSARUP INDUSTRIES LIMITED

Managing Director

		5) As explained to us although necessary Security / Watch & Ward arrangements have been made for safety of the plant by the company, its lenders and/or ARC at its various suspended manufacturing units yet precautionary safety action against risk of fire, burglary or natural calamity needs to be taken. <u>Management Response :</u> 1 & 2(a). Security / watch & ward of the plant is being maintained by the Company. Banker's / ARC's have been getting asset valuation report done from time to time. Impairment, if any will be accounted for at the relevant time and will form part of the application / revival package under the provision of IBC, 2016 before Hon'ble NCLT, Kolkata. 2 (b) The company has challenged the action of IREDA of the auction of wind mill before Ld. DRT, Aurangabad and the matter is sub-judiced. The company is confident of getting the order in its favour. Wind power generation is still continuing and reports of the same are being sent to the company on daily basis. 3. Since the Banks / FI accounts against the various facilities have become NPA the Bankers do not provide statement of accounts and confirmation / certificates in relation to various facilitation. However the Company had been providing interest and other charges on the accounts as per last sanctioned limit till June, 2014. There may be differences between the bank balance & Company's balance due to estimation. Company is not expecting any major variation between the outstanding of the lenders & the company. There was no difference between the outstanding of the banks and Company as on the date of NPA. Company has debited nearly Rs. 1325 crores on account of interest since the account has turned NPA. Impact of past and future interest if any will form part of the application and package under the provision of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival. 4. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival. The company is confident of rescheduling its debts / settlement and in the light of continued support of the group and by the ARC's / FI's / Banks, the Company is confident of its revival under the provisions of IBC. 5. Security has been provided to avoid burglary. ARC's / Banker's have taken / are in the process of taking insurance policies for fire and any other natural calamities.
6.	Additional comments from the board/audit committee chair:	As mentioned above

1. MD / Audit Committee
Chairman

2. Auditor of the Company

For RAMSARUP INDUSTRIES LIMITED

Managing Director

(Aashish Jhunjhunwala)
(MD / Director)



(P. K. Lilha & Co)
(Chartered Accountants)

C. S. Agrawal / Partner