

January 21, 2016

The Calcutta Stock Exchange
Ltd,
7, Lyons Range ,
Kolkata – 700001

BSE Ltd
Corporate Relationship
Department,
1st Floor, New Trading Ring,
Rotunda Building, P. J.
Towers,
Dalal Street, Fort,
Mumbai – 400001
Code : 500059

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

Dear Sir,

Sub: Outcome of Board Meeting

We would like to inform you that at the Board Meeting held today, the Board of Directors:

- i. approved Unaudited Financial Results of the Company for the third quarter and period ended 31st December, 2015. A copy of the Unaudited Financial Results along with Limited Review Report is enclosed for your information and record;
- ii. adopted policy on determination of materiality of events/information and authorised Mrs. Visalakshi Sridhar, CFO, Manager & Company Secretary to determine materiality of an event or information and for making disclosure to Stock Exchange pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Single point of contact of above KMP is as under:

Corporate office: Mercantile Chambers,
12, J.N. Heredia Marg, Ballard Estate,
Mumbai-400001
Phone:022-30263000;E-mail : investors@binani.net

The Board also amended Policy for Fair Disclosure Practices and Procedure for Disclosure of Unpublished Price Sensitive Information as per Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 to align with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above information is also available on Company's website at www.binaniindustries.com

Copy of said policy is enclosed herewith.

Kindly take the same on 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: +91 33 3262 6795 / 3262 6796 | **Fax:** +91 33 4008 8802

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 and nine months ended December 31, 2015 (the "Statement"), being submitted by the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Agreement). This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial 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 financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. We draw attention to Note No. 2, pursuant to a separate Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta between WIEL and a step down wholly owned subsidiary of the Company, being the Company as a successor to WIEL, has partially applied AS 30 as on March 31, 2014, the Accounting Standard on Financial Instruments: Recognition and Measurement issued by the ICAI, which constitutes a departure from the Accounting Standards referred to in clause 2 of section 2 of the Act. Accordingly, the Company has classified its investments in subsidiaries and other investments as "available for sale financial assets" and measured such investments at their fair value (except for those investments whose fair value cannot be reliably measured, which investments in accordance with AS 30 are continued to be measured at cost and their cost is considered as the fair value) and corresponding increase on account of fair valuation was credited to Business Reorganization Reserve ("BRR") as on March 31, 2014. Accordingly, investments has been fair valued and regrouped under noncurrent investments as on March 31, 2015. Further in accordance with 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 Calcutta, during the quarter ended and nine months ended December 31, 2015, the Company has (deposited)/withdrawn a net aggregate amount of Rs.(3,683) Lacs & Rs.7,482 Lacs respectively to/from the BRR and (debited)/credited the same to the Statement of Profit & Loss so as to offset Finance cost, exchange variation, and other specified expenses of Rs. (3,683) Lacs and Rs 7,482 Lacs (credited)/debited to the statement of Profit & Loss account during the said quarter and nine months ended respectively. If such (deposit)/withdrawal had



MZSK

& Associates

Chartered Accountants

Mumbai
Pune
New Delhi
Aurangabad
Hyderabad

www.mzsk.in

not been made, the net profit for the quarter would have been higher by Rs.3,683 Lacs and for the nine months would have been lower by Rs.7,482 Lacs and the Earnings Per Share for the quarter and nine months ended December 31, 2015 would have been (higher)/lower by Rs.(12.44) & Rs.25.28 respectively. Further, Binani Cement Limited (BCL) has decided not to charge interest w.e.f from April 01, 2015 on ICD's given to Binani Industries Limited and accordingly impact on account of this for the period April 01, 2015 to September 30, 2015 amounting to Rs. 5,169 Lacs have been credited to BRR. Our report is not qualified on this matter.

4. Based on our review conducted as above and read with above Note No. 3, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies has not disclosed the information 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.

For MZSK & Associates
Chartered Accountants
Firm Registration No.105047W


Partner: Abuali Darukhanawala

Membership No.: 108053

Place: Mumbai

Date: 21st January 2016



Mumbai

The Ruby, Level 9, North West Wing,
Senapati Bapat Marg, Dadar (W), Mumbai - 400 028
Tel.: + 91 22 24393600, Fax: +91 22 24393700

Pune

Business Bay, Level 3, Plot No. 84,
Wellesley Road, Near RTO (Sangam Bridge), Pune - 411 001
Tel.: + 91 20 26225500, Fax: +91 20 26225670

Statement of Unaudited Standalone Financial Results for the Quarter and Nine Months ended 31.12.2015

Rs in Lacs

Particulars	Quarter ended			Nine months ended		Year ended
	31.12.2015	30.09.2015	31.12.2014	31.12.2015	31.12.2014	31.03.2015
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1 Income from Sales/Services						
(a) Revenue from Operations	452	-	-	452	-	-
(b) Fees for management services rendered	-	-	1,240	-	1,240	1,240
(c) Royalty income	-	-	894	-	3,420	3,420
(d) Consultancy Income / Commission	256	485	-	741	-	-
Total income from operations (Net)	708	485	2,134	1,193	4,660	4,660
2 Expenses						
(a) Purchase of traded items	131	-	-	131	-	-
(b) Employee benefits expenses	120	187	263	479	1,114	1,418
(c) Advertisement and brand building expenses	51	26	435	110	933	1,167
(d) Royalty expenses	-	-	89	-	342	342
(e) Depreciation and amortisation expenses	31	25	47	91	140	177
(f) Provision for advances to Subsidiary	-	3,267	-	3,267	-	-
(g) Other expenses	611	557	1,037	1,579	2,471	2,549
(h) Transfer from Business Reorganisation Reserve (Refer Note 2)	(290)	(3,488)	(751)	(3,963)	(1,598)	(1,344)
Total Expenses	654	574	1,120	1,694	3,402	4,309
3 Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	54	(89)	1,014	(501)	1,258	351
4 Other Income	61	65	167	193	703	855
5 Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	115	(24)	1,181	(308)	1,961	1,205
6 Finance costs	(3,973)	3,798	5,241	3,519	15,881	18,459
Transfer from Business Reorganisation Reserve (Refer Note 2)	3,973	(3,798)	(5,241)	(3,519)	(15,881)	(18,459)
7 Profit/(Loss) from ordinary activities after finance cost and before exceptional items (5-6)	115	(24)	1,181	(308)	1,961	1,205
8 Exceptional Items (Net)	-	-	-	-	-	-
9 Profit/(Loss) from ordinary activities before tax (7+8)	115	(24)	1,181	(308)	1,961	1,205
10 Tax Expenses	-	-	-	-	-	-
11 Net Profit/(Loss) from ordinary activities after tax (9-10)	115	(24)	1,181	(308)	1,961	1,205
12 Extraordinary Items (net of tax expenses)	-	-	-	-	-	-
13 Net Profit/(Loss) for the period (11-12)	115	(24)	1,181	(308)	1,961	1,205
14 Paid up equity share capital (Face Value Rs.10 per share)	2,962	2,962	2,962	2,962	2,962	2,962
15 Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year	-	-	-	-	-	2,34,398
16.i Earnings Per Share (of Rs. 10 each) (before extraordinary items) (Not Annualised):						
(a) Basic	0.39	(0.08)	3.99	(1.04)	6.62	4.07
(b) Diluted	0.39	(0.08)	3.99	(1.04)	6.62	4.07
16.ii Earnings Per Share (of Rs. 10 each) (after extraordinary items) (Not Annualised):						
(a) Basic	0.39	(0.08)	3.99	(1.04)	6.62	4.07
(b) Diluted	0.39	(0.08)	3.99	(1.04)	6.62	4.07

Contd...2

f Ba



Segment wise Standalone Revenue, Results and Capital Employed for the quarter and nine months ended December 31, 2015

Rs in Lacs

Particulars	Quarter ended			Nine months Ended		Year ended
	31.12.2015	30.09.2015	31.12.2014	31.12.2015	31.12.2014	31.03.2015
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1) Segment Revenue	-	-	1,240	-	1,240	1,240
a) Fees for Management Services rendered	-	-	894	-	3,420	3,420
b) Royalty	-	-	-	-	-	-
c) Consultancy Income / Commission	256	485	-	741	-	-
d) Revenue from Operations	452	-	-	452	-	-
e) Interest income	55	56	162	174	675	820
f) Unallocated	6	9	4	19	27	35
Total	769	550	2,300	1,386	5,362	5,515
Less : Inter Segment Revenue	-	-	-	-	-	-
Net Segment Revenue	769	550	2,300	1,386	5,362	5,515
2) Segment Results (Refer Note 1)						
3) Capital Employed (Segment Assets - Segment Liabilities) (Refer Note 1)						

Notes:

- Since resources used common for all segment during the quarter ended 31st December 2015, the segment wise result & capital employed are not ascertainable.
- In accordance with the accounting policies applicable to erstwhile 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 Calcutta on 18th March 2014, 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 (except for those investments whose fair value cannot be reliably measured, which investments in accordance with AS 30 are continued to be measured at cost and their cost is considered as the fair value). Accordingly, the current portion of long term investments has been fair valued and regrouped under non current investments as on 31st March 2015. Further in accordance with 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 Calcutta, during the quarter ended and nine months ended 31st December 2015, the Company has (deposited) / withdrawn net aggregate amount of Rs.(3,683) Lacs & Rs.7,482 Lacs respectively to / from the Business Reorganisation Reserve (BRR) and (debited)/credited the same to the Statement of Profit & Loss so as to offset Finance cost, exchange variation, and other specified expenses debited /(Credited) to the statement of Profit & Loss account during the said quarter and nine months ended respectively. If such (deposit) /withdrawal had not been made, the net profit for the quarter would have been higher by Rs.3,683 Lacs and for the nine months would have been lower by Rs.7,482 Lacs and the Earnings Per Share for the quarter and nine months ended 31st December 2015 would have been (higher)/lower by Rs. (12.44) & Rs. 25.28 respectively. Further, Binani Cement Limited (BCL) has decided not to charge interest w.e.f. from 01.04.2015 on ICD's given to BIL, accordingly impact on account of this for the period 01st April, 2015 to 30th September, 2015 amounting to Rs. 5,169 Lacs have been credited to BRR.
- The resolution for declaration of dividend has not been approved by the Shareholders in the Annual General Meeting held on 19th December, 2015.
- The above results have been reviewed by the Audit Committee at its meeting held on 20th January 2016 and approved by the Board of Directors at its meeting held on 21st January 2016.
- The Statutory Auditors have conducted limited review of the standalone unaudited financial results for the quarter and nine months of the Company as required by regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- A Scheme of Amalgamation for merger of Binani Metals Ltd, also a company listed on Calcutta Stock Exchange, into the Company is pending before Hon'ble High Court at Calcutta and is expected to be disposed off during the current quarter. If the Scheme is approved, it will come into effect from the appointed date i.e. 1st April, 2015. Accordingly, the aforesaid quarterly results are subject to implementation of said Scheme.
- The matter for registration of Edyar Zinc Limited (EZL) as sick company before BIFR is pending and the bench has suspended hearing of all matters till further notice. Presently there have been no progress on the matter. Punjab National Bank in its capacity as lead bank had initiated action under section 13(4) of the SARFAESI Act, 2002. The Company has filed a writ petition before Bombay High Court and has obtained a stay.
- 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 CSE (www.cse-india.com).
- Figures of the previous period/year have been regrouped / recast as necessary.

By order of the Board

For BINANI INDUSTRIES LIMITED

BRAJ BINANI
CHAIRMAN

Place : Mumbai

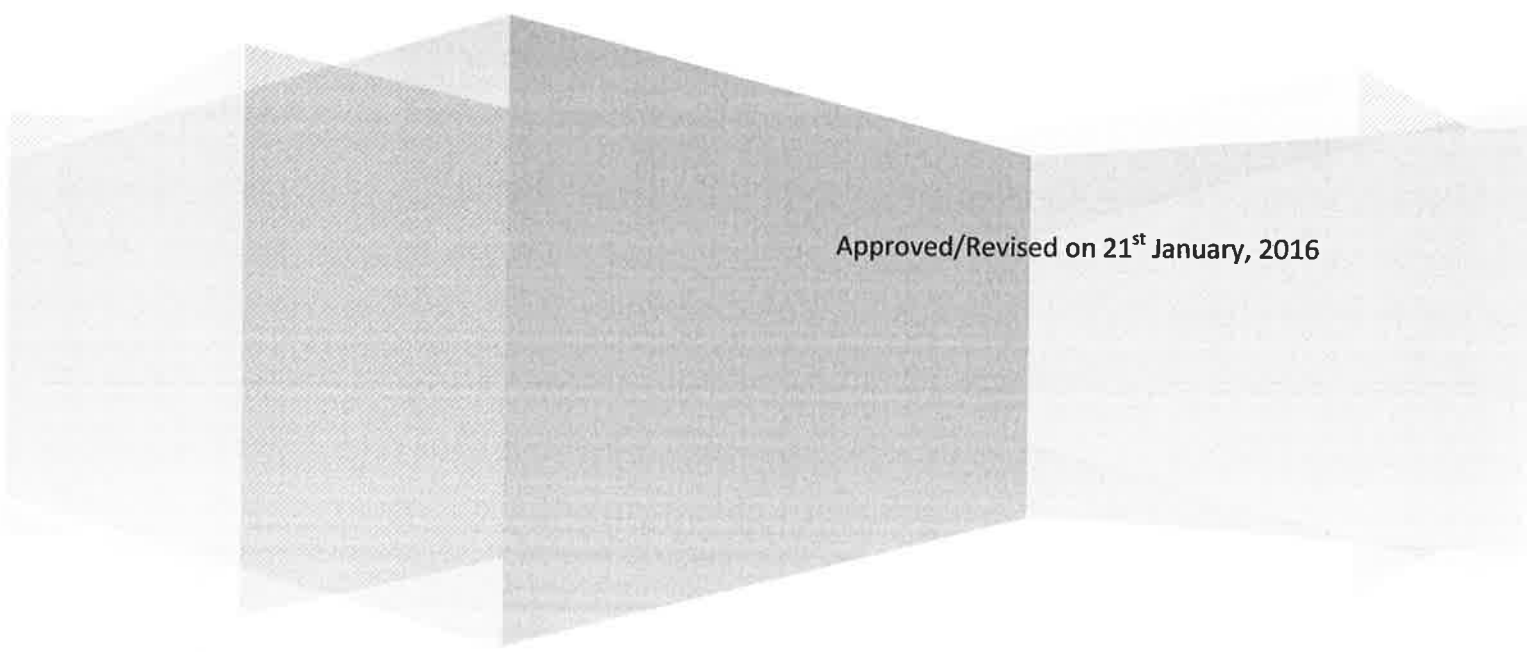
Date : 21st January 2016



DISCLOSURE POLICY

OF BINANI INDUSTRIES LIMITED

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015



Approved/Revised on 21st January, 2016

POLICY STATEMENT

ON

PRESERVATION AND DISCLOSURE MATERIAL & PRICE SENSITIVE INFORMATION

"The Company shall:

- safeguard, protect and preserve the confidentiality of material and price sensitive information, which are not published, so as to avoid any misuse by any person;*
- make timely, adequate and accurate disclosure of all material and price sensitive information (except in the business interest of the Company) on uniform basis facilitating fair market for securities issued by the Company."*

BACKGROUND

Binani Industries Ltd ("**the Company**") is a listed entity having enlisted its shares on National Stock Exchange, BSE Ltd and Calcutta Stock Exchange ("**Stock Exchanges**"). As such, the Company is required to comply with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"). Provisions of the said SEBI Regulations obligate the Company to safeguard and make timely, adequate and accurate disclosure of prescribed material and unpublished price sensitive events or information ("**Material Information**").

In compliance with the Regulation 8 of the Insider Trading Regulations read with Schedule A thereof and Regulation 30 of the LODR Regulations read with Schedule III thereof and SEBI circular CIR/CFD/CMD/4/2015 dated 9th September, 2015, the Company has formulated following policies:

1. Policy for determining materiality of any event or information
2. Code for Practices and Procedures for Fair Disclosure of Material event or Information

This document is divided into three parts viz., Part A, Part B and Part C.

Part A deals with policy and process for determining Material and Unpublished Price Sensitive Information

Part B deals with Code of Practices and Procedures for Fair Disclosure of Material and Unpublished Price Sensitive Information

Part C deals with miscellaneous provisions which shall be applicable to the provisions mentioned in the Part A and Part B

PART A

POLICY FOR DETERMINING MATERIAL AND UNPUBLISHED PRICE SENSITIVE INFORMATION

In terms of Regulation 30 of the LODR Regulations, the Board of Directors (the "Board") of the Company has approved this policy at its meeting held on 21st January, 2015 for determination of Material Information so that such information can be promptly disclosed to the stock exchanges, as per the prescribed regulations.

POLICY FOR DETERMINING THE MATERIALITY OF EVENTS/INFORMATION

1. All events/information specified in Schedule A to this Document shall be deemed to be Material Information. Such information shall be disclosed to the Stock Exchanges without applying the test of materiality.
2. All events specified in Schedule B to this Document shall be subjected to the test of materiality as per Guidelines specified hereinafter and accordingly be ascertained if the same is material or not. Upon being ascertained as material information, it shall be disclosed to the Stock Exchanges as per the provisions of this Document.

GUIDELINES FOR TEST OF MATERIALITY:

1. Upon occurrence of any event/information specified in Schedule B, the Head of the respective Department of the Company shall immediately convey such event/information to the Chief Investor Relations Officer (designated and specified under Part B of this Document).
2. The Chief Investor Relations Officer, in consultation with the Chairman, shall be the authority to determine the materiality of any information, classify it as a Material Information, decide the appropriate time at which disclosure is to be filed with the Stock Exchanges and details that may be filed in the best interest of present and potential investors.
3. Materiality shall be ascertained having regard to the following principles:
 - a) Whether the omission to disclosure of new event or information is likely to result in discontinuity or alteration of publicly available event or information; or
 - b) Whether the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date.

In case where answer to the criteria specified in sub-clauses (a) and (b) are in negative, an event/information may still be treated as being material if in the opinion of the Chief Investor Relations Officer is considered material. In such cases, to ascertain materiality, the Chief Investor Relations Officer (in consultation with Chairman) shall frame her opinion on a case to case basis, based on specific facts and circumstances relating to the information/event and while doing so, it may consider, among other factors, the following factors:

- Whether there would be any direct or indirect impact on the reputation of the Company; or
- Whether non-disclosure can lead to creation of false market in the securities of the Company; or
- Whether there would be a significant impact on the operations or performance of the Company.

Part B

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF MATERIAL AND UNPUBLISHED PRICE SENSITIVE INFORMATION

In terms of Regulation 8 of the Insider Trading Regulations, the Board of the Company had adopted a code of practices and procedures for fair disclosure of unpublished price sensitive information at its meeting held on 11th May, 2015. Subsequently, in view of enforcement of LODR Regulations, this code is revised by the Board at its meeting held on 21st January, 2016.

CHIEF INVESTOR RELATIONS OFFICER

In terms of Regulation 30(5) of LODR Regulations and Schedule A of Insider Trading Regulations, the Board of Directors has authorized Mrs. Visalakshi Sridhar, CFO, Manager & Company Secretary of the Company to make disclosure of Material Information to Stock Exchanges and accordingly has designated her as Chief Investor Relations Officer.

Chief Investor Relations Officer is authorized to communicate with analysts, research personnel or any other outsiders in respect of Material Information. Disclosure in the course of such interaction shall not be beyond the disclosures made to the Stock Exchanges.

Contact details of Chief Investor Relations Officer are available on the website of the Company www.binaniindustries.com.

GUIDELINES FOR MAKING DISCLOSURE OF MATERIAL INFORMATION

1. Material Information shall be disclosed/disseminated on uniform and universal basis/manner to avoid selective disclosure.
2. Material Information shall be safeguarded from misuse by any person, whether insider or outsider. Internal handling of Material information shall be done on a need-to-know basis only.
3. Transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, shall be updated on the website of the Company from time to time.
4. Material Information shall first be disclosed to the Stock Exchanges as soon as reasonably possible but not later than twenty-four hours from the occurrence of event or information. In case the disclosure is made after twenty-four hours of occurrence of the event or information, the Company shall, alongwith such disclosure provide explanation for the delay.
5. Any Material Information may be kept confidential, if disclosure of such information is likely to put the business interest of the Company at risk. The Chief Investors Relations Officer shall form an opinion on this regard on the reasonable basis. However, the Company may, if deemed so by Chief Investor Relations Officer in consultation with Chairman, make qualified disclosure to Stock Exchanges in such cases subject to forming of opinion that such qualified disclosure does not lead to speculation.
6. Notwithstanding time line contained in the Guideline No. 4 above, the Company shall disclose to the Stock Exchanges the Outcome of Meetings of the Board of Directors within 30 minutes of the closure of the meeting, held to consider the following:
 - a. Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;

- b. Any cancellation of dividend with reasons thereof;
 - c. The decision on buyback of securities;
 - d. The decision with respect to fund raising proposed to be undertaken;
 - e. Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f. Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g. Short particulars of any other alterations of capital, including calls;
 - h. Financial results;
 - i. Decision on voluntary delisting by the listed entity from Stock Exchange(s).
7. The company, in respect of disclosure already made, shall make disclosures updating material developments on a regular basis till such time such event is resolved/closed, with relevant explanations.
8. Disclosures in respect of events/information specified in Schedules shall be made in compliance with SEBI circular CIR/CFD/CMD/4/2015 dated 9th September, 2015.
9. The Company shall disclose on its website all such events or information which has been disclosed to stock exchanges and such disclosures shall be hosted on the website for a period of five years.
10. The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
11. The Company shall give specific and adequate reply to all queries raised by Stock Exchanges/Regulatory Authorities with respect to any reported events or information.
12. The Company shall make endeavour confirm or deny any reported event or information to Stock Exchanges having major implication on the Company or on security issued by it.
13. In case where an event occurs or an information is available with the Company, which has not been indicated in the Schedules hereof but if on assessment by the Chief Information Officer it is ascertained that such event/information may have material effect, the Company shall disclose the same to the Stock Exchanges

PART C

MISCELLANEOUS PROVISIONS

SCOPE AND LIMITATION:

In any circumstance where the terms of this Document differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will prevail over these policies and procedures until such time as this Document is amended to conform to the law, rule, regulation or standard.

AMENDMENTS AND MODIFICATION

This Document shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.

SCHEDULE A

EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF TEST OF MATERIALITY

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
 - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
 3. Revision in Rating(s).
 4. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 5. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
 6. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
 7. Appointment or discontinuation of share transfer agent.
 8. Corporate debt restructuring.
 9. One time settlement with a bank.
 10. Reference to BIFR and winding-up petition filed by any party /creditors.
 11. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.

12. Proceedings of Annual and extraordinary general meetings of the listed entity.
13. Amendments to memorandum and articles of association of listed entity, in brief.
14. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

SCHEDULE B

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals.
13. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.