

Ref: St. Exg / CoC & policy/2015
May 11, 2015

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

The Secretary
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street,
Fort, Mumbai-400023
Code: 500059

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Code:BINANIIND

Dear Sir,

Sub: Outcome of the Board Meeting

We would like to inform you that the Board of Directors of the Company at its meeting held today i.e. 11th May, 2015, has formulated "Code of Conduct for Prevention of Insider Trading" and also "Policy for Fair Disclosure Practices and Procedure for Disclosure of Unpublished Price Sensitive Information" pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, which will effective 15th May, 2015.

A copy of the "Policy for Fair Disclosure Practices and Procedure for Disclosure of Unpublished Price Sensitive Information" is enclosed, for your information and record.

Thanking You,

Yours faithfully,
For Binani Industries Limited



K.K. Saraf
President & Company Secretary

Encl: As above

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.

POLICY FOR FAIR DISCLOSURE PRACTICES AND PROCEDURE FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Objective

To define the process that will be followed for timely and prompt disclosure of the Unpublished Price Sensitive Information to the Stock Exchanges.

Date of Adoption

The Board of Directors of Binani Industries adopted this Policy at its meeting held on 11th May, 2015

Applicability

This policy shall be applicable to all employees of the Company.

Effective Date

15th May, 2015

Compliance Officer

The Company Secretary of the Company shall be the Compliance Officer.

Unpublished Price Sensitive Information (UPSI)

“Unpublished price sensitive information” or “UPSI” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- i) Financial results;
- ii) Dividends;
- iii) Change in capital structure;
- iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v) Changes in key managerial personnel; and
- vi) Material events in accordance with the listing agreement.

Prompt Disclosure of UPSI

As soon any concrete UPSI comes into being, the same shall be promptly reported on a uniform basis to all the Stock Exchanges where the Company's Securities are listed.

The UPSI shall also be placed on the Company's website to facilitate other stakeholders getting access to such information in soonest possible time to make such information generally available.



Disclosure/Dissemination of UPSI to select Group

Following process will be followed in case of disclosure of UPSI to the select group such as Group of Investors/Research Analysts etc.:

- i. Only such information that is in public domain, shall be made available. In any other case, the presentation/information given, shall be placed on the Company's website soonest possible.
- ii. Wherever feasible, to avoid being misquoted or the recipient of the information flashing untrue information to mislead the investing public, wherever feasible, the Company to arrange recording of such discussion/meeting.
- iii. Chief Financial Officer has been designated by the Board of Directors of the Company as "Chief Investor Relations Officer" who will deal with dissemination of information and disclosure of UPSI.

Response to the queries on news reports for verification of Market Rumours

Appropriate and timely responses shall be provided by the designated Officials i.e. Company Secretary or Chief Financial Officer, where considered necessary, to the queries of the Stock Exchange, on news reports for verification of the market rumours. However, the Company does not believe in clarifying every market rumours wherever they are unfounded and baseless.

Dealing with UPSI only on "Need to Know" Basis

- i. UPSI shall be provided to/accessed by the Employees only need to know basis, as may be necessary in discharge of functional responsibilities and possession of UPSI by such person shall not in any way give rise to the conflict.
- ii. In case any employee accidentally/inadvertently or otherwise has got access to UPSI, he/she shall promptly report this fact to the Functional Head or the Compliance Officer.

