

**Quarterly Compliance Report on Corporate Governance**

Name of the Company : **BINANI INDUSTRIES LIMITED**  
 Quarter Ended on : **31st March, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	-
(B) Independent Director	49 (IIB)	YES	-
(C) Non-executive Directors' Compensation & disclosures	49 (IIC)	YES	-
(D) Other provisions as to Board and Committee	49 (IID)	YES	-
(E) Code of Conduct	49 (IIE)	YES	Will be complied in the next Annual Report.
(F) Whistle Blower Policy	49 (IIF)	YES	
<b>III. Audit Committee</b>	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	-
(B) Meeting of Audit Committee	49 (IIIB)	YES	-
(C) Powers of Audit Committee	49 (IIIC)	YES	-
(D) Role of Audit Committee	49 (IIID)	YES	-
(E) Review of Information by Audit Committee	49 (IIIE)	YES	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	YES	
<b>V. Subsidiary Companies</b>	49 (V)	YES	-
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Transaction</b>	49 (VII)	YES	
<b>VIII. Disclosures</b>	49 (VIII)	YES	-
(A) Related party transactions	49 (VIIIA)	YES	Will also be complied in the next Annual Report.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	Will be complied in the next Annual Report.
(C) Remuneration of Directors	49 (VIIC)	YES	Will be complied in the next Annual Report.
(D) Management	49 (VIID)	YES	Will be complied in the next Annual Report.
(E) Shareholders	49 (VIIE)	YES	Will be complied in the next Annual Report.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIIF)	YES	-
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	Will be complied in the next Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	YES	Will be complied in the next Annual Report.
<b>XI. Compliance</b>	49 (XI)	YES	Will be complied in the next Annual Report.

For Binani Industries Limited



**K K Saraf**  
 President & Company Secretary

Mumbai  
 9th April, 2015



Annexure to Quarterly Compliance Report on Corporate Governance

**Details of Material Transaction Related Party Transaction**  
**For the quarter ended 31st March 2015**

Name of Related Party	Binani Cement Limited
Nature of Relationship	Subsidiary Company
Nature of Contract/Arrangement/Transaction	Execution of Corporate Guarantee in favour of Joint Lenders Forum (JLF) of Binani Cement Limited (BCL) to secure Term Loan and Working Capital facilities availed by BCL.
Duration of Contract/Arrangement/ Transaction	Guarantee is valid upto the period of repayment of Loan facilities availed by BCL. The loan is to be repaid by 31.03.2024.
Terms of Contract including Value thereof	Corporate Guarantee to secure Term Loan of Rs. 2808.84 Crores and Working Capital Loan of Rs. 192.05 Crores.

**For Binani Industries Limited**



**K K Saraf**

**President & Company Secretary**

**Mumbai**  
**9th April, 2015**

