

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. Legal Framework

This Policy for Determination of Materiality of Events or Information (the “Policy”) is aimed at providing guidelines to the management of **ASHIRWAD CAPITAL LIMITED**, to determine the materiality of events or information and ensure timely and adequate dissemination of information to the Stock Exchange(s).

This Policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, with respect to disclosure of events and information to the Stock Exchange.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors of the Company in its meeting held on March 30, 2016 approved the “Policy for Determination of Materiality of Events or Information”. The Board shall review, and if found necessary, may amend this Policy from time to time.

2. Objective

The objective of this Policy is to serve as a guiding charter to the Management to ensure timely and adequate disclosure of events or information made to the investor community by the Company under the Listing Regulations, to enable them to take well informed investment decisions with regard to the securities of the Company.

3. Definition

“**Act**” means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

“**Board of Directors**” means the Board of Directors of the Company.

“**Company**” means **ASHIRWAD CAPITAL LIMITED**.

“**Key Managerial Personnel**” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.

“**Policy**” means this policy, as amended from time to time

“**SEBI**” means the Securities and Exchange Board of India.

“**Stock Exchange**” means BSE Limited, where the equity shares of the Company are listed.

4. Applicability

The Company shall make disclosures of events or information as

A. Events which are deemed to be material events

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations. (refer Annexure I to this Policy)

B. Events which are dependent on application of guidelines for materiality

The Company shall disclose all such material events/ information based on application of guidelines for determining materiality.

As per Regulation 30(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following are the guidelines for determining materiality of events or information:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

- b) 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; or
- c) any other event/information may be treated as being material if in the opinion of the Board of Directors of Company, the event / information is considered material.

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF GUIDELINES FOR MATERIALITY

1. 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)
2. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business
3. 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
4. Disruption of operations of any one or more units or division of the company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
5. Effect(s) arising out of change in the regulatory framework applicable to the company
6. Litigation(s) / dispute(s) / regulatory action(s) with impact
7. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of company
8. Options to purchase securities including any ESOP/ESPS Scheme
9. Giving of guarantees or indemnity or becoming a surety for any third party
10. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

C. Any other information / event which is to be disclosed by the Company

The Company shall disclose major developments that are likely to affect business, and also any other information which is exclusively known to the Company that enable the security holders of the Company to appraise their position and to avoid the establishment of a false market in such securities.

D. In addition to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/ information as specified by the Board.

5. Disclosure of material events / information

The Company shall disclose to the stock exchanges of all events, specified in Para A of Part A of Schedule III or information as soon as reasonably possible and not later than **24 hours** from the occurrence of the event/information. In the event the disclosure is made after 24 hours of occurrence of the event or information, the Company shall, along with such disclosures provide an explanation for such delay.

The disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III shall be made within **thirty minutes** of the conclusion of the Board meeting.

The Company shall make disclosures updating the material developments pertaining to material events on a regular basis, till such time the event is resolved/closed, and to be disclosed to the stock exchange with relevant explanations.

6. Authorization for disclosures

Mr. Dinesh Poddar, Managing Director (KMP) of the Company is authorised by the Board of Directors for the purpose of determining materiality of an event/ information and for the purpose of making disclosures to Stock Exchange. Details of such KMP will be available on the Stock Exchange and as well as on Company's website.

7. Disclosure on the website of the Company

All such events or information which has been disclosed to stock exchange under the Listing Regulations shall be made available on the Company's website i.e. www.ashirwadcapital.in Such events or information shall be placed on the website of the Company for a minimum period of five years.

Annexure - I

| Schedule III, PART 'A' and Para 'A' | Provision |
|--|--|
| 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 company or any other restructuring |
| 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. | <p>Outcome of Meetings of the board of directors: The company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider :</p> <ol style="list-style-type: none"> 1. 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 2. any cancellation of dividend with reasons thereof 3. the decision on buyback of securities 4. the decision with respect to fund raising proposed to be undertaken 5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched 6. 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 7. short particulars of any other alterations of capital, including calls 8. financial results 9. decision on voluntary delisting by the company from stock exchange(s) |
| 5. | Agreements which are binding and not in normal course of business, revisions or amendments and terminations thereof (viz. shareholder agreements, joint venture agreements, family settlement agreements, contracts with media companies) |
| 6. | Fraud/defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter |
| 7. | Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer |
| 8. | Appointment or discontinuation of share transfer agent |
| 9. | Corporate debt restructuring |
| 10 | One time settlement with a bank |
| 11. | Reference to BIFR and winding-up petition filed by any party /creditors |
| 12. | 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 company |
| 13. | Proceedings of Annual and extraordinary general meetings of the company |
| 14. | Amendments to memorandum and articles of association of listed entity, in brief |
| 15 | Schedule of Analyst or institutional investor meet and presentations on financial results made by the company to analysts or institutional investors |
