

**ASHNOOR TEXTILE MILLS LIMITED**  
**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION**

This Policy is called “Policy for determination of materiality of events/information” of Ashnoor Textile Mills Limited” (hereinafter referred to as “this Policy”) and shall be effective from December 1, 2015 (“Effective Date”). In terms of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Regulations”), Ashnoor Textile Mills Limited (hereinafter referred to as “the Company”) is required to frame a Policy for determination of materiality of events/information so that . This Policy for determination of materiality of events/information aims at:

- all investors have equal access to important information that may affect their investment decisions;
- adequate and timely information is provided to investors;
- avoid establishment of false market in the securities of the Company; and
- inform the principles of materiality based on which the Company shall make disclosures of events or information.

**MEANINGS OF TERMS USED IN THE POLICY**

- **“Act”** means the Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time;
- **“Board”** refers to the Board of Directors of Ashnoor Textile Mills Limited;
- **“Company”** refers to Ashnoor Textile Mills Limited pursuant to this policy, having its Registered Office at Village Khandsa, Behrampur Road, District Gurgaon, Haryana-122001
- **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- **“Schedule”** means a schedule annexed to Listing Regulations;
- **“Stock Exchange”** means Bombay Stock Exchange.

In terms of the Regulation 30(1) of the Listing Regulations, the Company is required to make disclosures of any events or information which, in the opinion of the Board of the Company, is material. As per provision of the Regulation 30 (2) of the Listing Regulations events specified in Para A of Part A of Schedule III are deemed to be material events and the Company is mandatorily required to make disclosure of such events. Such events/information are as follows:

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. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), 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).
5. 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.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
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 listed entity to analysts or institutional investors;

*The above events/information shall disclose to stock exchange within 24 hours from occurrence of events/information.*

As per provision of the Regulation 30 (3) of the Listing Regulations the Company is required to make disclosure of events specified in Para B of Part A of Schedule III, based on application of the guidelines for materiality as set out below as per provisions of Regulation 30 (4) of the Listing Regulations:

1. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. 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.
3. In case where it would be difficult to report any event including events specified in Para B of Part A of Schedule III and set out in Annexure II to this Policy, based on qualitative criteria as stated in points a) and b) above, the same may be considered material for disclosure, if in the opinion of the board of directors of the Company, the event/information is considered material.

Following events/information which shall be disclosed upon application of the guidelines for materiality referred in Regulation 30 (4) of the Listing Agreement and mentioned in Para B of Part A of the Schedule III:

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 wrought 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.

*The above events/information shall disclose to stock exchange within thirty minutes of the conclusion of the Board meeting.*

As specified in Para C of Part A of Schedule III of the Listing Regulations the Company shall *promptly disclose* 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.

Without prejudice to the generality of Para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time (As specified in Para D of Part A of Schedule III of the Listing Regulations).

As per provision of the Regulation 30 (3) of the Listing Regulations the Board of Directors has authorized Key Managerial Personnel (KMP) for the purpose of making disclosures to stock exchange under this regulation. In the absence of KMP at the time of occurrence of event(s), the Managing Director shall make disclosures to stock exchange. Contact details of KMP are given below:

**Name:** Mr. Girish Singh Adhakari (PAN- AEEPA9502R)

**Designation:** Chief Finance Officer

**Contact Details:** Phone: 0124 4940550

E mail: atml\_delhi@yahooo.com

KMP or Managing Director, as the case may be, shall provide specific and adequate reply to queries raised by stock exchange with respect to any events or information. The Company may on its own initiative also, confirm or deny any reported event or information on stock exchange.

As per provision of the Regulation 30 (8) of the Listing Regulations the adequate reply to all the queries raised by stock exchange with respect to any events or information disclosures made to stock exchange shall be hosted on the website of the Company (<http://ashnoortextile.in>) and shall be available on the website of the Company for a period of 5 years.

The policy is subject to modification as and when required. Any amendment of any provision of this policy must be approved by the Board of Directors of the Company and promptly disclose the same on the Company's website.

**Place:** Gurgaon, Haryana

**Date:** January 28, 2016

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