

POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

1. *Statutory Mandate*

The Board of Directors (the “Board”) of Aspinwall and Company Limited (the “Company”) has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchange based on criteria as may be deemed necessary and has been adopted as part of this Policy. The Board may review and amend this Policy from time to time.

This Policy will be applicable to the Company with effect from 03rd day of August, 2016, and is in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

2. *Policy Objective and Scope*

The objective of this Policy is to determine the events and information which in the opinion of the Board, are Material, and needs to be disclosed to the Stock Exchange as per the time span hitherto defined and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

The Policy is intended to define the Company's framework on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in the Company in making decisions and undertaking the responsibility about making public such events / information which may materially affect the performance of the Company and thereby the share prices of the Company.

The Policy is also framed for the purpose of systematic identification, categorization, review, disclosure and updation of website regarding the details of information / events which are considered material or not but which may have a bearing on the performance of the Company and which may materially affect the share prices of the Company.

3. *Usage of words/ expressions*

All the words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the LODR and in the absence of its

definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

4. **Definitions**

a) “**Audit Committee or Committee**” means Audit Committee constituted by the Board of Directors of the Company, from time to time under the provisions of LODR and/or the Companies Act, 2013.

b) “**Board of Directors or Board**” means the Board of Directors of the Company, as constituted from time to time.

c) “**Company**” means Aspinwall and Company Limited.

d) “**Independent Director**” means a Director of the Company, not being a whole-time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the LODR.

e) “**Policy**” means Policy on Disclosure of Material Events/ Information.

f) “**Material Events**” are those that are specified in Para A: Disclosures of Events or Information: Specified Securities of Schedule III of the LODR.

g) “**Other Events**” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation (4) of regulation 30 of LODR.

h) “**LODR**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

i) “**Key Managerial Personnel**” (KMP) of the Company includes Managing / Whole-time Directors, Chief Financial Officer / Finance Head, Chief Executive Officer and Company Secretary.

5. *Policy*

- i. The Board shall determine the events which are classified under different categories, mentioned hereunder, to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchange as per the time span specified against each category.

CATEGORY A

Events considered Material in view of the Board of Directors which needs to be disclosed to the stock exchange within **24 hours** of the decision taken at the Board Meeting are:

- Acquisition (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the listed entity or any other restructuring;
- 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.;
- Shareholder agreement, JV, Family settlement agreement, agreement / treaty / contract with media companies;
- Fraud / default by promoters or key managerial personnel and arrest of KMP or promoter;
- Reference to BIFR/NCLT and winding-up petition filed by any party / creditors;
- Revision in ratings;

Note: If the Management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

CATEGORY B

Events / Decisions considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within **30 minutes of the closure of the Board Meeting** are:

- Declaration of Dividend and / or cash bonuses recommended or declared and/or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- Cancellation of dividend with reasons thereof;
- Buyback of shares;
- Fund raising proposed to be undertaken;
- Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- 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;
- Short particulars of any other alterations of capital, including calls;
- Financial results;
- Voluntary de-listing from stock exchange.

CATETORY C

Other Events / Decisions not considered Material in view of the Board of Directors which however, needs to be disclosed to the stock exchanges within **as soon as it is possible but in any case not later than thirty days from the day of occurrence of the event** which are:

- Change in Directorships, Key Managerial Personnel, Auditor and Compliance Officer;
- Appointment and discontinuance of share transfer agent;
- Corporate debt restructuring;
- One time settlement with bank;
- 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;
- Proceedings of the Annual or Extra General Meeting; and

- Amendments to Memorandum and Articles of Association.

CATEGORY D

Miscellaneous Events / Decisions not considered Material in view of the Board of Directors which however, needs to be disclosed to the stock exchanges within **as soon as it is possible when the necessary information is ready to be publicised** which are:

- Schedule of Analyst or institutional investor meet and presentation;
- Commencement or postponement of the date of commercial production or operation of any unit / division;
- Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tie-up, new line of business or closure of operations of any unit / division (in entirety or piecemeal);
- Capacity addition or new product launch;
- Awarding, bagging / receiving, amendment or termination of awarded/ bagged orders/ contracts not in the normal course of business;
- Agreements for loan (including revision, amendment or termination thereof) not in the normal course of business;
- Disruption of operation of any one or more units due to natural calamity or events such as strikes, lockouts etc.;
- Effects arising out of change in regulatory framework applicable to the listed entity;
- Litigation / dispute / regulatory action(s) with impact;
- Fraud/defaults by Directors (other than KMPs) or employees of the Company;
- Options to purchase securities including any ESOP/ESPS scheme;
- Giving of guarantees or indemnity or becoming a surety for any third party;
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
- Emergence of new technologies;
- Expiry of patents;
- Change in accounting policy having significant impact on the accounts;
- Any other information that may be deemed necessary jointly and severally by the KMPs of the Company who would consider that it is necessary for the holders of the

securities of the listed entity to appraise its position and to avoid the establishment of a false market.

- The Board may in its discretion also authorise the KMPs to disclose such events, information or material that in its wisdom may be necessary for the Members of the exchange to know the information.

- ii. The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchange.

6. *Criteria for disclosure of events / information*

- i. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly;
- ii. 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;
- iii. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the Board are considered material.

7. *Authority for determination of Materiality of events / information*

The Key Managerial Personnel (KMPs) consisting of the Chief Executive Officer, Chief Financial Officer and the Company Secretary are hereby jointly and severally authorised to determine whether the event / information is material or not and in turn about its time line for disclosure based on the category of information as specified above to the stock exchange, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

8. *Website Updation / Updates to stock exchange*

The Company shall update all disclosures made under the regulations to the stock exchange in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

The Compliance Officer, of the Company, shall give updates to the Board of Directors and to the Stock Exchange on any material event that may have been first informed to

the stock exchange including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

9. *Disclosure of events / information on Subsidiaries*

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

10. *Authorisation to KMPs to suo moto accept / deny reported event or information*

The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Executive Officer, Chief Finance Officer and the Company Secretary are hereby jointly and severally authorised to suo moto accept / deny any report, event or information, which has been unauthorisedly made public by media or by any other means, including, but not limited to electronic means. They are further authorised to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall, however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

11. *Compliance Officer*

The Compliance Officer for the purpose of complying with the provisions of LODR, 2015 shall be the Company Secretary of the Company.

12. *Policy Review*

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

14. *Board's Approval*

This policy was approved by the Board of Directors at its meeting held on **03rd August, 2016.**