



# ADHIRAJ DISTRIBUTORS LIMITED

(CIN No. U52190WB2011PLC158320)

Central Plaza, 41, B.B. Ganguly Street, 2<sup>nd</sup> Floor, Room No. 13-B, Kolkata 700 012  
Phone: +91 33 4000 6334 • Email: info@adhirajdistributors.com • Website : www.adhirajdistributors.com

## POLICY FOR DISCLOSURE OF EVENTS OR INFORMATION TO STOCK EXCHANGES UNDER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

### PREAMBLE:

The Board of Directors (The "Board") of Adhiraj Distributors Limited (the "Company") has adopted the following policy and procedures with regard to disclosure of material events and information which are necessary to be disclosed to the stock exchanges 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 was approved by the Board of directors at their meeting held on 13<sup>th</sup> November, 2015 to be applicable with effect from 1<sup>st</sup> December, 2015 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015"

### PURPOSE:

The purpose of this policy is to ascertain the requirement of disclosure of events or information to stock exchange(s) and defining criteria for determining materiality of events and information specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations, 2015.

### OBJECTIVE:

The main 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 Exchanges.

The policy is intended to define Company's policy 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 regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.

### EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS, THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS:

The Company shall disclose all such material events which are specified in para A of part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following shall be events upon occurrence of which Company shall make disclosure to BSE without any application of the guidelines for materiality as specified in regulation 30.

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.

Rachana Kumar





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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 intimate to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide the following:
  - 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;
  - any cancellation of dividend with reasons thereof;
  - the decision on buyback of securities;
  - the decision with respect to fund raising proposed to be undertaken;
  - increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would 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;
  - 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 the 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 ("CDR")
10. One time settlement (OTS) 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 and the following:
13. Proceedings of annual and extraordinary general meetings of the listed entity and the following details in brief
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.

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## EVENTS WHICH DEPEND ON APPLICATION OF GUIDELINES; THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS:

The Company shall disclose all such material events specified in para B of part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to application of guidelines for materiality. The Following shall be events upon occurrence of which company shall make disclosure to BSE subject to application of the guidelines for materiality as specified in regulation 30.

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 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)
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, revision(s) or amendment(s) and 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. Frauds/ defaults by directors (other than key managerial personnel) or employees of the 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.
13. Any other information/event which is to be disclosed by the company.

## CRITERIA FOR DETERMINATION OF MATERIALITY FOR DISCLOSURES TO EVENTS OR INFORMATION

1. The Company shall consider the following criteria for determination of materiality of event or information:

- a) the omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly; or  
said omission came to light at a later date;
- c) Where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material, if in the opinion of the board of directors of the Company, the event / information is considered material.

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## AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE:

The following Key Managerial Personnel of the Company are authorised to determine the materiality of an event or information and making disclosures to the Stock Exchange:-

Sr. No.	Name & Designation	Email-Id	Address	Contact No.
1.	Rachana Kumari Company Secretary & Compliance Officer	Info@adhirajdistributors.com	1/52, Ashok Nagar, Kolkata-700040	9038410557

Details of above KMP shall be also disclosed to the stock exchange and as well as on the Company's website.

## TIME LIMIT FOR DISCLOSURE OF EVENT OR INFORMATION TO THE STOCK EXCHANGE:

The Company shall disclose to stock exchange all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.

Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the Company, along with such disclosures provide explanation for delay.

Provided further that 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.

## DISCLOSURE ON COMPANY'S WEBSITE:

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange under this policy.

## AUTHORIZATION TO KMPS TO SUO MOTO ACCEPT / DENY REPORTED EVENT OR INFORMATION

The Key Managerial Personnel of the Company is authorised to provide adequate reply to all queries raised by stock exchanges with respect to any events / information and may on their own initiative also, confirm or deny any reported event or information to stock exchange(s).

## COMPLIANCE OFFICER

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

## REVIEW OF THE POLICY:

The Board of directors of the company shall review the policy on annual basis.

Rachana Kumari