



POLICY FOR DISCLOSURE OF MATERIAL EVENTS

***[Pursuant to Regulation 30(4)(ii) of Securities Exchange Board of India
(Listing Obligation and Disclosure Requirements) Regulations, 2015]***

1. PREFACE

This Policy for Disclosure of Material Events will be known as "ADOR WELDING LIMITED Disclosure Policy", hereinafter referred to as 'Policy'.

This Policy is prepared in accordance with the applicable provision/s of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Policy will be effective from 01st December, 2015.

2. OBJECTIVE OF THE POLICY

To ensure adequate disclosure of an event or price sensitive information ("Material Event / Information") fully, fairly, correctly, timely and transparently to the Stock Exchange(s), as per the prescribed regulations, so that present and potential investors are able to take informed decision/s with respect to their investment in the Company.

For this purpose, material event / information means any information which relates to the Company and which, if published, is likely to materially affect the price of shares of the Company, and includes all events or information with respect to subsidiaries which are material for the Company.

3. SCOPE OF DISCLOSURES

The Company shall disclose to the Stock Exchanges, where it is (its shares are) Listed, the following types of material events / information:

- 3.1 Material Information / Events enlisted (as annexed) under Schedule III : Part A - Clause A & B of the SEBI Listing Regulations, 2015

- 3.2 Besides the above, an event / information, would be deemed as Material, if is likely to have an impact of the following:
- 5% or more on the gross turnover or revenues or total income as per the last Financial Statements of the Company, or
 - 10% or more on the net worth, as per the last Financial Statements of the Company.
- 3.3 In some cases, where thresholds as prescribed in clause 3.2 of this policy, cannot be applied to ascertain materiality, the Company shall frame its opinion on a case to case basis, based on specific facts & circumstances relating to the information / event and while doing so, it may consider, the following factors, amongst others:
- Whether there would be any direct or indirect impact on the reputation of the Company; or
 - Whether non-disclosure can lead to creation of false market sentiments in the securities of the Company; or
 - Whether there would be a significant impact on the operations or performance of the Company.
- 3.4 If / whenever a particular information or event in question satisfies any of the abovementioned criteria, the Company would be under an obligation to disclose the same to the stock exchanges.
- 3.5 Any confidential information which, if disclosed, is likely to put at risk the business interest of the Company, shall not be disclosed. The Company shall, to that extent, make qualified disclosure to the stock exchanges.
- 3.6 An illustrative list of Material event / Information described in clause 3.1, 3.2 and 3.3 of this Policy is attached as Annexure.

4. AUTHORISATION FOR DISCLOSURES

- 4.1 Information disclosure shall be approved by the Executive Chairman or Managing Director or Chief Financial Officer of the Company. They shall have authority to determine:
- the materiality of an event or information,
 - the appropriate time at which disclosure is to be filed / made with the stock exchanges
 - details that may be filed in the best interest of present and potential investors.

4.2 All such disclosures shall be signed by the Executive Chairman or Managing Director or Company Secretary.

5. REVIEW AND CHANGES TO THIS POLICY

5.1 The Compliance Officer / Board will review this Policy annually or as often as he / it considers necessary;

5.2 The Board may change this Policy, as required by law, from time to time by resolution.

5.3 In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, regulation or standard.

6. APPROVED AND ADOPTED

This policy was approved & adopted by the Board of Directors on Thursday, 29th October 2015.

For **ADOR WELDING LIMITED**

ARUNA B. ADVANI
EXECUTIVE CHAIRMAN

SATISH M. BHAT
MANAGING DIRECTOR

Annexure to the Policy

The following shall be events / information, upon occurrence of which, the Company shall make disclosure to stock exchanges:

A. Events which shall be disclosed without any application of the guidelines for materiality:

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.

Explanation - For the purpose of this sub-para, the word 'acquisition' shall mean,-

- a. acquiring control, whether directly or indirectly; or,
 - b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that
 - c. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - d. 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, buy back 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 Company shall disclose to the Exchange(s), within 30 minutes (or as required by law) 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 of 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 Company from the 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 Company), agreement(s) / treaty(ies) / contract(s) with media companies) which are not binding and not in normal course of business, revisions(s) or amendments(s) and termination(s) thereof.
 6. Fraud / defaults by Promoter or Key Managerial Personnel or by the Company or arrest of Promoter or Key Managerial Personnel.
 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 the Company, in brief.
 15. Schedule of Analyst or insitutional investor meet and presentations on financial results made by the Company to analyst or institutional investors.

B. Events which shall be disclosed upon application of the guidelines for materiality referred:

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. Awarding, bagging / receiving, amendment or termination of awarded / bagged orders / contracts not in the normal course of business.
4. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in the normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
5. 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.
6. Effect(s) arising out of change in the regulatory framework applicable to the Company
7. Litigation(s) / dispute(s) / regulatory action(s) with impact.
8. Fraud / defaults etc. by directors (other than key managerial personnel) or employees of the Company.
9. Options to purchase securities including any ESOP / ESPS Scheme.
10. Giving of guarantees or indemnity or becoming a surety for any third party.
11. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

C. 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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.