

1. Objectives of the Policy

The objectives of this Policy are as follows:

- To determine 'Materiality of events of Ador Fontech Limited' for the purpose of disclosure to the Stock Exchange.
- To serve as a guiding charter to the Management to ensure that timely and adequate disclosure of events or information are made to the Investors by the Company under the Listing regulations.
- To ensure that information disclosed by Ador Fontech Limited is regular and transparent.
- To ensure that the corporate documents and public statements are accurate and do not contain any misrepresentation.

2. Definitions

'ADFL' means Ador Fontech Limited.

'Board' shall mean the Board of Directors of Ador Fontech Limited.

'Key Managerial Personnel' means key managerial personnel as defined in sub-section 51 of Section 2 of the Companies Act, 2013.

'Listing Regulations' means the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

'Promoter' and 'Promoter Group' shall have the same meaning as assigned to them respectively in clauses (za) and (zb) of sub-regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

'Subsidiary' means a subsidiary as defined under sub-section 87 of Section 2 of the Companies Act, 2013.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013; the Listing Regulations, Rules thereunder, circulars and notifications issued thereto or any other applicable law or regulation to the extent applicable to Ador Fontech Limited.

3. Identification of 'Materiality of events or information'

Events specified in Annexure 1 shall be considered to be 'material events or information' and all such information shall be disclosed without any application of the criteria of materiality:

Events specified in Annexure 2 shall be considered material only after adopting the following criteria:

- A. The following qualitative criteria would be applicable for determining materiality of event of information:
- a. For the purpose of assessing whether a particular event/transaction or amounts involved in that event/transaction are 'material', the following information will be considered, though the list is not exhaustive. The event/transactions are:
 - Is in the ordinary course of business.
 - A related party is involved in the transaction
 - The transaction represents a significant shift in strategy
 - The transaction is an exit from or entry in to a significant line of business
 - If the impact of an event could affect the decision of the stakeholders with respect to delisting in the Company's shares.
 - b. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly or
 - c. 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

- d. Any other 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.
- B. The following qualitative criteria would be calculated based on the audited financial statements of the last financial year, and would mean event or information where the value involved or the impact
 - a. Exceeds ten percent of the consolidated turnover or
 - b. Exceeds twenty percent of the consolidated net worth whichever is lower
 - c. The quantitative criteria shall be read in conjunction with the qualitative criteria for determining materiality and arriving at the overall decision on the event to be reported.

4. Any other information

The Company shall 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 Ador Fontech Limited which may be necessary to enable the holders of securities of Ador Fontech Limited to appraise its position and to avoid the establishment of a false market in such securities.

5. Persons authorised to determine 'materiality'

The below mentioned Key managerial personnel of the Company are authorised by the Board for determining materiality of an event or information by unanimous consent for the purpose of disclosure to the Stock exchange.

Chairman

Managing Director/Chief Executive Officer

Company Secretary

In situations where the unanimous consent of all the above mentioned Key managerial personnel cannot be obtained for any reason, the Managing Director and the Chief Executive Officer shall be the deciding authority to conclude on the materiality of an event/information and accordingly report the same.

6. Guidance framework

In cases where the Company is confronted with the question as to when an event/information can be said to have occurred, it would be determined on the basis of:

- a. In certain instances depending upon the stage of discussion, negotiation or approval and
- b. In instances where there is no such discussion, negotiation or approval required viz., in case of natural calamities, disruptions etc. it would depend upon the timing when the Company became aware of the event/information.

In the former, the events/information can be said to have occurred upon receipt of approval of the Board of Directors e.g., further issue of capital by rights issuance and in certain events/information after receipt of approval of both ie., Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholders' approval.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, a Key Managerial Personnel of the Company has, or ought to have reasonably come in to possession of the information in the course of performance of his/her duties.

7. Effective date

This Policy as approved by the Board shall be effective from December 1, 2015.

8. Amendment

This policy shall be subject to review as may be deemed necessary by the Board of Directors. This Policy shall be amended in accordance with the amendments made vide notifications/ circulars as may be published in the Official Gazette of India from time to time.

Annexure 1

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 Ador Fontech Limited or any other restructuring.
2. Issuance of 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 the meetings of the Board: Ador Fontech Limited will disclose to the Exchange 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 reason 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 capitalisation 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 from Stock Exchange.
5. Agreements (viz., Shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts Management and Control of Ador Fontech Limited), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in the normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Fraud/defaults by Promoter or Key Managerial Personnel of Ador Fontech Limited or arrest of any Key Managerial Personnel or Promoter.
7. Change in Directors, Key Managerial Personnel, 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 the Shareholders, Debenture holders or Creditors or any class of them or advertised in the media by Ador Fontech Limited.
13. Proceedings of Annual and Extraordinary General Meeting of Ador Fontech Limited.
14. Amendments to Memorandum and Articles of Association of Ador Fontech Limited, in brief.
15. Schedule of Analyst or Institutional Investor meet and presentation on financial results made by Ador Fontech Limited to Analysts or Institutional Investors.

Annexure 2

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 the 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 Ador Fontech Limited 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 Ador Fontech Limited.
8. Litigation(s)/dispute(s)/regulatory action(s) with impact.
9. Fraud/defaults etc. by Directors (other than Key Managerial Personnel) or employees of Ador Fontech Limited.
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.