

SHRI AHIMSA NATURALS LIMITED

CIN: U14101RJ1990PLC005641

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POLICY ON DETERMINATION AND DISCLOSURE OF MATERIAL EVENTS AND INFORMATION

as per

Regulation 30 of SEBI (LODR) Regulation, 2015

POLICY ON DETERMINATION AND DISCLOSURE OF MATERIAL EVENTS AND INFORMATION

1. STATUTORY MANDATE

The Board of Directors of Shri Ahimsa Mines and Minerals Limited (“Company”) has framed this Policy in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

2. POLICY OBJECTIVE AND SCOPE

- i. To determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges.
- ii. The purpose of this document is to present a high level policy statement for Company regarding disclosure of material events/information in accordance with the provisions of LODR.
- iii. The policy intends 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 Company in making decisions and undertakings and its responsibility about making public such events/information which may materially affect the performance of the company and thereby the share price of the Company.
- iv. The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updating of website, the details of information / events which are considered material or which may have a bearing on the performance of the Company and which may materially affect the share price of the company.
- v. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under 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 there under and as amended from time to time.

3. EFFECTIVE DATE

This Policy is effective from the date of approving the policy at the meeting of Board of Directors of the Company.

4. DEFINITION

“Act” shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

“Board of Directors” or **“Board”** means the Board of Directors of Shri Ahimsa Mines and Minerals Limited, as constituted from time to time.

“Company” Shri Ahimsa Mines and Minerals Limited

“Compliance Officer” means Company Secretary of the Company.

“Key Managerial Personnel” (KMP) means KMP as defined under the provisions of Companies Act, 2013 as amended from time to time.

“Material Event” or **“Material Information”** shall mean such event or information as set out in this Policy or as may be determined in terms of Clause III of this Policy. In this Policy, the words, “material” and “materiality” shall be construed accordingly.

“Policy” means Policy for Determination and Disclosure of Material Events and Information.

“Regulations” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

“Schedule” means Schedule III of the Regulations.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable laws or regulations to the extent applicable to the Company and as amended from time to time.

5. MATERIAL EVENTS OR INFORMATION

CATEGORY A

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

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:

- (i) 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;
- (ii) any cancellation of dividend with reasons thereof;
- (iii) the decision on buyback of securities;
- (iv) the decision with respect to fund raising proposed to be undertaken
- (v) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

- (vi) 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;
 - (vii) short particulars of any other alterations of capital, including calls;
 - (viii) financial results;
 - (ix) 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;

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 the reason for delay in disclosing the said information.

CATEGORY B

Events which shall be disclosed upon application of the guidelines for materiality referred in sub-clause (4) of Regulation (30)/Miscellaneous Events / Decisions not considered Material in view of the Board of Directors, which however, needs to be disclosed to the stock exchanges as soon as possible when the necessary information is ready to be published which are:

1. Commencement or postponement of the date of commercial production or operation 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, new line of business or closure of operations of any unit / division.
3. Capacity addition or new product launch.
4. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements for loan or 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 operation of any one or more units 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 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 the listed entity.
10. Options to purchase securities including 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. Emergence of new technologies,
 - (i) Expiry of patents.
 - (ii) Change in accounting policy.
 - (iii) 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.

14. The Board may in its discretion also authorize 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.

15. 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 Exchanges.

6) CRITERIA FOR DISCLOSURE OF EVENTS / INFORMATION MENTIONED IN CATEGORY B ABOVE:

- a. The omission of an event or information which would likely to result in discontinuity or alteration of event or information already made available publicly or
- b. 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;
- c. In case where the criteria of an event / information does not fall in the categories mentioned above, but still in the opinion of the board of directors considered material.

7) AUTHORITY TO KEY MANAGERIAL PERSONNEL

The Managing Director / Whole Time Director and Chief financial Officer of the Company are authorised individually or jointly for determining materiality of event/ information and the Company Secretary and Compliance Officer of the Company is responsible for ensuring that disclosures of the same are made to the Stock Exchanges, subject to the provisions of this policy.

8) AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

9) SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy, the Regulations, Companies Act, 2013, or any other statutory enactments, rules, the provisions of such Regulations, Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy

and the rest of the Policy shall remain in force.

10) AUTHORITY TO AMEND THE POLICY:

The Managing Director / Whole Time Director of the Company is authorised to finalize any matter or questions arising out of this policy and is further authorised to amend the policy from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.