

## **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION**

### **OBJECTIVE:**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("The Regulations") all listed entities are required to frame a policy for determination of materiality of events or information, based on the criteria specified in the Regulations duly approved its Board of Directors. Accordingly, the present policy is framed.

### **EFFECTIVE DATE:**

This Policy has been approved by the Board of Directors on 27<sup>th</sup> October, 2015 and shall come into force from 1<sup>st</sup> December, 2015. The policy is being amended w.e.f. 1<sup>st</sup> April, 2019.

### **DISCLOSURE OF EVENTS OR INFORMATION:**

(A) In accordance with Regulation 30 read with Para (A) of Part A of Schedule III of the Regulations, the following are deemed to be material events and disclosure of such events shall be made to the Stock Exchanges where the securities of the Company are listed:

- (i) Acquisitions including agreement to acquire, schemes of arrangement, sale or disposal of units, division or subsidiary.
- (ii) Issuance or forfeiture of securities, split, consolidation, buy back of securities, restriction on transferability of securities, alteration in terms or structure of existing securities including forfeiture etc.
- (iii) Outcome of meetings of the Board of Directors (to be disclosed within 30 minutes of the closure of the meeting) relating to dividend, bonus,

- cancellation of dividend, buy back, fund raising proposed to be undertaken, increase in share capital reissue of forfeited shares, financial results, decision on voluntary delisting of securities, alteration of capital.
- (iv) Shareholder's Agreements and JV Agreements, Family Arrangements (to the extent it impacts the management and control of the listed entity) Agreements with media companies which are binding and not in the normal course of business.
  - (v) Fraud, default by promoter or KMP or arrest of Promoter or KMP
  - (vi) Changes in Directors and KMP
  - (vii) In case of resignation of the auditor, detailed reasons for resignation of auditor, as given by the said auditor
  - (viii) In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
    - a. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.
    - b. . The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
    - c. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (a) above.
  - (ix) Appointment or discontinuation of Share Transfer Agent
  - (x) Corporate Debt Restructuring
  - (xi) One time settlement with banks
  - (xii) Reference to BIFR and winding up petitions filed by any party/creditors
  - (xiii) Issuance of notices, call letters etc. sent to shareholders
  - (xiv) Proceedings of AGMs and EGMs.
  - (xv) Amendments to Memorandum and Articles in brief.

(xvi) Schedule of Analyst or Institutional Investor Meet and Presentations on Financial Results made to Analysts or Institutional Investors.

(xvii) The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;

b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;

c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;

d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;

e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

f) Appointment/ Replacement of the Resolution Professional;

g) Prior or post-facto intimation of the meetings of Committee of Creditors;

h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

i) Number of resolution plans received by Resolution Professional;

j) Filing of resolution plan with the Tribunal;

m) Approval of resolution plan by the Tribunal or rejection, if applicable;

k) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;

l) Any other material information not involving commercial secrets.

The details required to be provided while disclosing the above events shall be in accordance with the Regulations and the circulars and guidance issued in this regard by SEBI from time to time.

(B) In accordance with Regulation 30 read with Para (B) of Part A of Schedule III of the Regulations, the Company shall make disclosure of the following events based on application of the guidelines for materiality as specified in this Policy.

- (i) Commencement or postponement in the date of commencement of commercial production or commercial operations of any unit/division
- (ii) 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 part)
- (iii) Capacity addition or product launch.
- (iv) Awarding, bagging/receiving, amendment or termination of contracts not in the normal course of business.
- (v) Agreements which are binding and not in the normal course of business including revisions, amendments or termination thereof.
- (vi) Disruption of operations of any one or more units or division of the listed entity due to natural calamity, force majeure or events such as strikes, lock outs etc.
- (vii) Effects arising out of change in the applicable regulatory framework
- (viii) Litigations/disputes/regulatory actions with impact.
- (ix) Fraud/defaults by directors or employees
- (x) Option to purchase securities including ESOP/ESPS Scheme
- (xi) Giving of guarantees or indemnities or becoming a surety for any third party.

- (xii) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

The details required to be provided while disclosing the above events shall be in accordance with the Regulations and the circulars and guidance issued in this regard by SEBI from time to time.

The following criteria shall be considered for determination of materiality of events/information:

- (a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly, or
  - (b) The omission of an event 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 specified in such clauses (a) and (b) above are not applicable any event/information which in the opinion of the Board of Directors is considered material.
- (C) The Company shall make disclosure of major developments that is likely to affect business, for example emergence of new technologies, expiration of patents, any change of accounting policy that may have a significant impact on the accounts, etc. with 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 the securities.
- (D) Without prejudice to the generality of Para (A), (B) and (C) above, the Company shall make disclosure of events/information as may be specified by SEBI from time to time.
- (E) The Company shall disclose all events or information with respect to its Subsidiaries which are material for the Company.

(F) Occurrence of any event or any information available with the Company not covered hereinabove but which may have a material effect on it, shall be disclosed by the Company.

**TIMELINES FOR DISCLOSURE AND DETERMINATION OF TIMING OF OCCURANCE OF AN EVENT/ INFORMATION:**

The timelines for disclosure of events/information and the determination of the time of occurrence of an event/information shall be in accordance with the Regulations and Circulars and guidance notes issued on the subject from time to time.

**AUTHORIZATION FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND MAKING REQUISITE DISCLOSURES:**

The Managing Director, Company Secretary and Chief Financial Officer of the Company are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchanges taking into account the criteria specified in this Policy and in accordance with the Regulatory requirements as may be stipulated from time to time.

**AMENDMENTS TO THE POLICY:**

Any or all provisions of this policy would be subject to the revision/amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.