

POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENT

Objective:

1. As per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Regulations"), the Company is required to frame a policy for determining materiality of events and information that needs to be discussed to the Stock Exchanges.
2. The objective of this Policy is to evaluate materiality of any event/ information and ensure timely and accurate dissemination of the same to the Stock Exchanges.

Criteria to be applied for determining materiality:

1. An Event/information shall be considered Material if it meets any of the following criteria:
 - a. has an impact of 10% or more on the stand alone gross turnover or revenues or total income or 20% of the net worth, whichever is lower as per the latest audited accounts of the Company or
 - b. the omission of an event or information which is likely to result in discontinuity or alteration of events or information already available publicly;
 - c. the omission of an event or information is likely to result in significant market reaction on the Company's securities, if the said omission comes to light at a later date;
 - d. any other event/ information which is treated as Material in the opinion of the Board of Directors of the Company.
2. In case of any confusion with regard to the date of occurrence of event or information for the purpose of informing to the Stock Exchanges, the Company shall decide the same after examining it in light of the Guidance note issued by SEBI in this regard.
3. With respect to its Material Subsidiaries, if any of the Company, an Event/ Information of the Material Subsidiary shall be considered Material if it has impact of 10% or more on the stand alone gross turnover or revenues or total income or 20% of the net worth, whichever is lower as per the latest audited accounts of the Company.

Disclosure of Events or Information:

Events specified in Annexure A are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty four (24) hours from the occurrence of such event or information in the following manner:

- a. Inform Stock Exchanges on which the Securities of the Company are listed:
- b. Upload on the corporate website of the Company

Provided that in case the disclosure is made after twenty four (24) hrs of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

Persons authorized to determine materiality:

The Board of Directors of the Company have authorized the Managing Director to determine Materiality of any event or information for the purpose of making disclosure to the Stock Exchanges.

The Board of Directors have authorised the Chief Financial Officer and / or Company Secretary to make disclosure to the Stock Exchanges in respect of material events or information.

The contact details of the above personnel shall be disclosed and updated from time to time.

Review and Amendment:

The Board may monitor, review and amend the Policy from time to time.

Dissemination:

This policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual report of the Company.

ANNEXURE 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 - '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 Company hold shares or voting rights aggregating to five percent 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 and such change exceeds two percent 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 or existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;
 3. Revision in credit rating(s);
 4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), 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 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 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 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 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 Company 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 of discontinuation of share transfer agent;
 9. Corporate debt restructuring;
 10. One-time settlement with 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 Company, in brief;
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

ANNEXURE B

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:

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) and revision(s) or amendment(s) or termination(s) thereof;
6. Disruptions of operations of any one or more units or division of the Company due to nature 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 Company;
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 Company;
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 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.