

## POLICY ON DISCLOSURE OF MATERIAL EVENTS

### I. Purpose

The Purpose of this Policy is to determine materiality of events and information based on criteria specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to disclose material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy.

This Policy will be applicable to the Company with effect from 1 December, 2015 as per the provisions of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015.

### II. Modus operandi of Policy

Under Regulation 30 of the above Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Securities and Exchange Board of India has not only provided for the manner in which details of events/ information relating to the affairs of a listed entity is required to be disclosed to the Stock Exchanges, but also the nature thereof and the time within which it must be disclosed, These modalities have been provided in Category A, B and C.

Based on the guidelines provided in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

the Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category, as given below in Category A, Category B and Category C

### 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:

- Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the listed entity or any other restructuring
- Issuance or forfeiture of securities, split or consolidation of shares 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
- 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

- Fraud / default by promoters or key managerial personnel or by listed entity or arrest of KMP or promoter
- Reference to BIFR and winding-up petition filed by any party / creditors
- Revision in ratings
- Change in Directorships, key managerial personnel, Auditor and Compliance Officer
- Appointment and discontinuance of share transfer agent
- Corporate debt restructuring
- One time settlement with bank
- 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
- Proceedings of the Annual or Extra General Meeting
- Amendments to Memorandum and Articles of Association
- 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 reason for delay in disclosing the said information

#### **CATEGORY B**

**Events / Decisions considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within 30 minutes of the closure of the Board Meeting are :**

- Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them
- Cancellation of dividend with reasons thereof
- Buyback of shares
- Fund raising proposed to be undertaken
- Increase in capital by issue of bonus shares
- Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
- Alteration of capital
- Financial results
- Voluntary delisting from stock exchanges

#### **CATEGORY C**

**Miscellaneous Events / Decisions are not considered as a Material in view of the Board of Directors however, needs to be disclosed to the stock exchanges if events satisfying the following criteria;**

**Criteria for disclosure of events / information:-**

1. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly or:

2. 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:
3. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material

**Events:**

4. Schedule of Analyst or institutional investor meet and presentation Commencement or postponement of the date of commercial production or operation of any unit / division
5. Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tieup, new line of business or closure of operations of any unit / division
6. Capacity addition or new product launch
7. Awarding, bagging / receiving amendment or termination of awarded/bagged orders/contracts not in the normal course of business
8. 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.
9. Disruption of operation of any one or more units due to natural calamity;
10. Effects arising out of change in regulatory framework applicable to the listed entity
11. Litigation / dispute / regulatory action(s) with impact
12. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
13. Options to purchase securities including ESOP/ESPS scheme
14. Giving of guarantees or indemnity or becoming a surety for any third party
15. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals
16. Emergence of new technologies
17. Expiry of patents
18. Change in accounting policy
19. The Board may in its discretion also authorise 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

**III. Determination of Materiality of events / information & updating the Authorities**

The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Finance Officer, Chief Executive Officer and the Company Secretary are authorized to determine whether the event / information is material or not and in turn about its time line for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

The above Key managerial Personnel(s) are also authorized to update stock exchange for all material developments happened on the aforementioned events on a regular basis, till such time the event is resolved/closed, with relevant explanation

**IV. Website Updation / Updates to stock exchanges**

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

**V. Disclosure of events / information on Subsidiaries**

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

**VI. Policy Review**

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.