

## **Policy for Determination of Materiality of Events/ Information**

### **Scope and objective**

This Policy for Determination of Materiality of Events/Information for disclosure to the Stock Exchanges ('Disclosure Policy') is framed in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'). Objective of this Policy is (i) to identify material events and/or information relating to the Company; and (ii) to ensure timely and adequate disclosure of such identified and other material events or information to the Stock Exchanges.

The Disclosure Policy shall be read together with the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities of the Company and Policy for Fair Disclosure of Unpublished Price Sensitive Information (UPSI).

### **Authority to determine**

In respect of any event or information, which are not "Deemed Material Events" as specified in Para A of Part A of Schedule III to Listing Regulations and enclosed as Annexure 1, the following Executives of the Company shall collectively determine whether any event or information relating to the Company is a material event or information requiring disclosure:

- (1) Mr Ajaykumar Surendra Savai, Managing Director & CEO; and
- (2) Mr Dhaval Ajay Savai, Chief Finance & Strategy Officer;

Depending on the specific facts and circumstances of each event or information, materiality will be determined on a case-to-case basis by applying quantitative, qualitative and subjective assessment in line with the following criteria prescribed under Listing Regulations:

- (a) Omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) 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; and
- (c) In a case where the criteria specified in sub-clauses (a) and (b) above are not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors, and/or Key Managerial Personnel of the Company who are authorized as above for this purpose, such an event / information is considered material.

### **Flow of information and disclosure**

Where the senior management becomes aware of any information as specified in Annexure 1, including those which can be regarded 'Deemed Material', the same shall be promptly informed to the Company Secretary.

The Company Secretary shall ensure that relevant information in connection with all material events (including Deemed Material Events) and those information which are price sensitive be disseminated to the Stock Exchanges as mandated, or as promptly as practicable, as per the provisions of Regulation 30 of the Listing Regulations.

The Managing Director and the Chief Financial Officer will decide on the content of the disclosure and the timing of disclosure. The timing of disclosure will be based on following guidance:

- (a) Events/ Information requiring discussion, negotiation or approval can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and shareholders.

- (b) In case certain events e.g. decision on declaration of dividends etc., considering the price sensitivity involved, disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholder's approval;
- (c) Events/ Information not requiring discussion, negotiation or approval viz. in case of natural calamities, disruptions etc will be said to have occurred when the Company becomes aware of such Events/ Information,

The Company Secretary shall be responsible for providing specific and adequate reply to all queries raised by stock exchange (s).

Events/ Information specified in Clause A of Annexure 1 shall be disclosed as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.

Events/ Information specified in Clause B of Annexure 1 shall be disclosed within 30 minutes of the conclusion of the board meeting held to consider the same.

Events/ Information specified in Clause C of Annexure 1 shall be disclosed as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information, if the same is regarded material upon application of the guidelines for materiality.

The Company Secretary shall ensure updating material developments in relation to the Events/ Information disclosed to the stock exchanges on a regular basis, till such time the Event/ Information is resolved/closed, with relevant explanations.

### **Disclosure on website**

Every dissemination made under this Disclosure Policy shall also be made available simultaneously on the website of the Company shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

The Disclosure Policy shall also be uploaded on the website of the Company. Details of Contact persons authorised as per Company's Disclosure Policy

<b>Name &amp; Designation</b>	<b>Email ID / Contact Nos.</b>
Mr Ajay Surendra Savai, Managing Director & Chief Executive Officer	Email : ajay savai@hotmail.com Tel - 022-23635386
Mr. Dhaval Ajay Savai, Chief Finance & Strategy Officer	Email : savai.dhaval@gmail.com Tel - 022-23635386

## **Annexure 1**

### **A. Events which shall be disclosed without any application of the guidelines for materiality, within 24 hours from the occurrence of event or information:**

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.- 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 Company 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. 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.
5. Fraud/ defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
6. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer
7. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
8. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:
  - (i) Detailed reasons for the resignation of independent directors as given by the said director.
  - (ii) The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
  - (iii) The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.
9. Appointment or discontinuation of share transfer agent.
10. Corporate debt restructuring.
11. One time settlement with a bank.
12. Reference to BIFR and winding-up petition filed by any party / creditors.
13. 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.
14. Proceedings of Annual and extraordinary general meetings.

15. Amendments to memorandum and articles of association, in brief.
16. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;
17. Events in relation to the Corporate Insolvency Resolution Process (CIRP) as provided in Schedule III to the Listing Regulations

**B. Events which shall be disclosed without any application of the guidelines for materiality, within 30 minutes of conclusion of Board meeting:**

1. 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;
2. any cancellation of dividend with reasons thereof;
3. the decision on buyback of securities;
4. the decision with respect to fund raising proposed to be undertaken;
5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
6. 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;
7. short particulars of any other alterations of capital, including calls;
8. financial results;
9. decision on voluntary delisting by the Company from stock exchange(s).

**C. 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. Disruption of operations of any one or more units or division of the Company 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 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.