

POLICY FOR DETERMINATION OF MATERIALITY OF INFORMATION AND EVENTS FOR DISCLOSURE TO THE STOCK EXCHANGE

1. Purpose and Scope

As per the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), every listed company shall have a policy on determination of materiality of information or events. Based on the application of the said policy for materiality, the Company has to make disclosure of certain information or events.

Accordingly, this Policy for determination of materiality of information and events for disclosure to the Stock Exchanges is framed in terms of Regulation 30 of LODR.

This policy is intended to provide guidance to the Board of Directors, Key Managerial Personnel's (KMPs) and officers working in the Company on determination of materiality.

2. Adoption Date

This Policy is approved by the Board on December 23, 2015 and modified on 14th November, 2017.

3. Definition

The words, terms and expressions used in this Policy shall have the same meaning as assigned to them under the 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 thereunder, as amended from time to time.

4. Guidelines for materiality

Information or event is material if omitting it or misstating it could influence decisions that users make about the company. Materiality will be determined on case to case basis depending on specific facts and circumstances in relation to the event / information. Further determination of materiality is primarily driven by qualitative factors.

Events / information shall be considered as Material if it meets any of the following criteria:

- a. the event or information is in any manner unpublished price sensitive information;
- b. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- c. 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; and
- d. any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

5. Disclosures of events or information

Category A

The following events / information shall be disclosed to the stock exchanges any time after the decision is taken or approval is granted but not later than **30 minutes** of the conclusion of the meeting of the Board of Directors without any application of the guidelines for materiality:

- Financial results.
- 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 and other information pertaining to them.
- Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue.
- Alteration of capital.
- Voluntary delisting from stock exchanges

Category B

The following events / information shall be disclosed to the stock exchanges **as soon as possible but not later than 24 hours** from the occurrence of the event or information / decision taken by the Board of Directors without any application of the guidelines for materiality:

- 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 Company or any other restructuring.
- 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.
- Revision in rating(s).
- 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.
- Fraud/defaults by promoter or KMP or by Company or arrest of KMP or promoter.
- Change in directors, KMP (Managing Director, Chief Executive Officer, Chief Financial Officer Company Secretary etc.), Auditor and Compliance Officer.
- Appointment or discontinuation of share transfer agent.
- Corporate debt restructuring.
- One time settlement with a bank.
- Reference to BIFR and winding-up petition filed by any party / creditors.
- 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.
- Proceedings of Annual and extraordinary general meetings of the Company.
- Amendments to memorandum and articles of association of the Company, in brief.
- Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

Category C

The following events / information shall be disclosed to the stock exchanges **as soon as possible but not later than 24 hours** from the occurrence of the event or information upon application of the guidelines for materiality:

- Commencement or postponement of the date of commercial production or operation of any unit / division.
- 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.
- Capacity addition or new product launch.
- Awarding, bagging / receiving, amendment or termination of awarded / bagged orders/contracts not in the normal course of business.
- Agreements for loan not in the normal course of business.
- Disruption of operation of any one or more units due to natural calamity, force majeure or events such as strikes, lock out etc.
- Effects arising out of change in regulatory framework applicable to the Company.
- Litigation / dispute / regulatory action(s) with impact.
- Fraud / defaults by Directors (other than KMP or employees)
- Options to purchase securities including ESOP/ESPS scheme.
- Giving of guarantees or indemnity or becoming a surety for any third party.
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- Emergence of new technologies.
- Expiry of patents.
- Change in accounting policy.

Any other event / information that may be considered by the Board / KMPs of the Company as material and that needs to be appraised to the general public to clarify Company's position and to avoid establishment of a false market.

Where the Company makes disclosures to the stock exchanges under Category A, B or C above, shall also disclose future material developments on said material events / information to the Stock Exchanges.

The disclosures shall be made in terms of the guidance note on Regulation 30 of the LODR.

6. Authority for determination of Materiality of events / information.

The Chief Financial Officer is hereby severally authorised to determine whether an event / information is material or not and about its time line for disclosure based on the Categories of information as specified above to the stock exchanges.

7. Website Updation and Archival

All disclosures made under this policy shall be uploaded / hosted on Company's website and shall continue to be hosted in the website for a minimum period of five years and thereafter these disclosures may be handled as per Company's Archival process / policy, as applicable.

8. Review of the Policy

This policy shall be subject to review as may be deemed necessary to comply with any statutory modifications. Pursuant to Regulation 30(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, contact details of the persons authorised for determining the materiality of any event or information:

Sr. No.	Name	Designation	Email id	Tel No.
1	Mr. Sanjay Lal Gupta	Company Secretary	info@kaushalya.net	033 2334 4148