



**POLICY FOR DETERMINATION OF MATERIALITY**  
**OF INFORMATION OR EVENTS**  
**OF**  
**APOLLO PIPES LIMITED**

<b>Version</b>	<b>Approval Date</b>	<b>Effective Date</b>
1 <sup>st</sup> Version	Approved by Board on March 30, 2019	Effective from April 01, 2019
2 <sup>nd</sup> Version	Approved by Board on November 11, 2019	Effective from November 11, 2019
3 <sup>rd</sup> Version	Approved by Board on October 22, 2021	Effective from October 22, 2021
4 <sup>th</sup> version	Approved by Board on July 25, 2023	Effective from July 25, 2023



**APOLLO PIPES LIMITED** (the ‘‘Company’’) believes in adequate and accurate disclosure of information on an ongoing basis, in order to enable investors to make well informed and timely investment decisions. This would ensure transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

## **1. PREFACE**

**1.1** ‘Material Information’ in general parlance, is any information, which, if revealed to the public, is likely to change a security’s perceived value. This means that if the event in question has not yet taken place, and its happening also remains uncertain, then determining whether it is material or not will require assessing the surrounding circumstances and weighing the probability of the event actually occurring, against its significance to the Company as a whole.

**1.2** Securities and Exchange Board of India (‘SEBI’), has vide its Notification dated 2<sup>nd</sup> September, 2015, introduced the SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, (‘Listing Regulations’) with effect from 1<sup>st</sup> December, 2015, whereby, every issuer or the issuing Company which has previously entered into agreement(s) with a recognised stock exchange to list its securities, shall execute a fresh listing agreement with such stock exchange within six months of the date of notifications of these regulations.

Regulation 30(4)(ii) of Chapter IV of the Listing Regulations read with the Schedule III and SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 09, 2015, requires a Listed Entity to frame a policy for determination of materiality, based on criteria specified in such sub-regulation, and duly approved by its Board Of Directors, indicating the details that need to be provided while disclosing events.

**1.3** The Company endeavors to attain high level of transparency, accountability and equity with the ultimate objective of providing maximum customer satisfaction and increasing long term shareholders value keeping in view the interest of all stakeholders. To achieve these objectives, the Company hereby notifies this policy for determination of materiality of information or events.

## **2. DEFINITIONS**

**2.1** ‘‘Act’’ means the Securities and Exchange Board of India Act, 1992 including any statutory modification(s) or re-enactment(s) thereof.

**2.2** ‘‘Archival Policy’’ means the policy of Apollo Pipes Limited on preservation of records / Archival Policy on website disclosure.

**2.3** ‘‘Board’’ means Board of Directors of Apollo Pipes Limited as constituted from time to time;

**2.4** ‘‘Company’’ means Apollo Pipes Limited.

**2.5** ‘‘Chief Executive Officer’’ or ‘‘Managing Director’’ or ‘‘Manager’’ shall mean the person so appointed in terms of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof.



**2.6** “Compliance officer” means the Company Secretary of the Company for the purpose of this policy and the Regulations.

**2.7** “Committee” shall mean the Committee of the Board of Directors or any other committee so constituted.

**2.8** “Financial Year” shall have the same meaning as assigned to it under Clause (41) of Section 2 of the Companies Act, 2013, as amended from time to time.

**2.9** “Half Year” means the period of six months commencing on the first day of April or October of a financial year.

**2.10** “Half Yearly Results” means the financial results prepared in accordance with the SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, in respect of a half year.

**2.11** “Holding Company” means a holding Company as defined in sub-section (46) of section 2 of the Companies Act, 2013, as amended from time to time.

**2.12** “Key Managerial Personnel” means Key Managerial Personnel as defined in Clause (51) of Section 2 of the Companies Act, 2013, as amended from time to time.

**2.13** “Listed Entity” means an entity which has listed, on recognised stock exchange(s), the designated securities issued by it or the designated securities issued under scheme managed by it, in accordance with the listing agreement entered into between the entity and the recognized stock exchange(s);

**2.13** “Officer” shall have the same meaning as defined under the Companies Act, 2013, as amended from time to time and shall also include promoter of the Company.

**2.14** “Price Sensitive Information” shall have the same meaning as assigned to it in the Company’s “Code of Conduct for Prevention of Insider Trading”.

**2.15** “Promoter” and “Promoter group” shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any statutory modification(s) or re-enactment(s) thereof.

**2.16** “Quarter” means the period of three months commencing on the first day of April, July, October or January of a financial year.

**2.17** “Quarterly Results” means the financial results prepared in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of a quarter.

**2.18** “Regulation” mean the SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof.

**2.19** “Schedule” means the schedule annexed to the Regulation.

**2.20** “SEBI” means the Securities and Exchange Board of India.



**2.21** “Stock Exchange” means a recognized stock exchange as defined under clause (f) of Section 2 of the Securities Contract (Regulations) Act, 1956.

**2.22** “Specified Securities” means ‘equity shares’ and ‘convertible securities’ as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any statutory modification(s) or re-enactment(s) thereof.

**2.23** “Subsidiary” means a subsidiary as defined under the Companies Act, 2013 including any rules and statutory modification(s) or re-enactment(s) thereof.

**2.24** “Material Subsidiary” shall mean a subsidiary, whose income or net worth exceed 10% (ten) percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

All other words and expressions used are not defined in this Policy, but defined in the Act or Companies Act, 2013, Regulation, Securities Contract (Regulations) Act, 1956, Depositories Act, 2018 and/or the rules and regulations made thereunder, shall have the same meaning as respectively assigned to them in such Act, Rules and Regulations or any statutory modification(s) of re-enactment(s) thereof.

### **3. POLICY**

#### **3.1** *Criteria for determining when an event / information have occurred:*

a. In certain instances, it would depend upon the stage of discussion, negotiation or approval. In that case, the events / information can be said to have occurred upon the receipt of approval of Board and/or upon the receipt of approval of both Board and the Shareholders. However, for events where the price sensitivity factor is involved: e.g. decision on declaration of dividends etc., the disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder’s approval.

b. In certain instances, where no such discussion, negotiation or approval is involved, the events / information can be said to have occurred when the Company becomes aware of the events / information, or as soon as, an officer or the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

#### **3.2** *Criteria for determination of Materiality*

The following criteria shall be applied for determination of materiality of an event:

a. The events specified in Para A of Part A of Schedule III of the Regulation shall deemed to be material events and the Company shall make disclosure of such events. The same is disclosed in **Annexure-1** to this Policy.

b. The Company shall make disclosure of events specified in Para B of Part A of Schedule III of the Regulation as disclosed in **Annexure -2**, based on applications the guidelines for materiality as specified in Regulation 30(4), pursuant to which, the following criteria shall be considered for determination of materiality of events / information:



1. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publically; 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. The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
  - (i) two percent of turnover, as per the last audited consolidated financial statements of the Company;
  - (ii) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
  - (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

4. In case where the aforesaid criteria in clause 3 above are not available, an event / information may be treated as being material if it has a material effect on the Company or in the opinion of the Board, the event / information is considered material.

Provided that any continuing event or information which becomes material pursuant to notification of Listing Obligations and Disclosure Requirements (Second Amendment) Regulations, 2023 shall be disclosed by the Company within thirty days from the date of coming into effect of these Amendment Regulations.

However, it might be possible that the Company or its officer, based on the preliminary information about the event, cannot reasonably determine whether information is material. In such a case, the Company or its officer shall be construed to have become aware of the event / information when the probable impact of the event / information becomes known / assessable.

### **3.3 Disclosures**

a. Pursuant to Regulation 30 of the Listing Regulations, the Company shall first disclose to stock exchange(s) of all material events (as referred above) or information as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company. .

b. Provided that disclosure with respect to events for which timelines have been specified in Schedule III shall be made within such timelines.

c. The Company shall, with respect to disclosure referred to in Regulation 30 of the Regulations, make disclosure updating material developments on a regular basis, till such time the event is resolved / closed, with relevant expectations.

d. The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the regulation, and such information shall be hosted on the website of the Company for the minimum period of five years and thereafter as per the Archival policy of the Company.



e. The Company shall disclose all events or information with respect to subsidiaries, if any, which are material of the company.

f. In case an event or information is required to be disclosed by the Company in terms of the provisions of the Regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority

**3.4 Authorisation to certain Key Managerial Personnel(s) for determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under regulation.**

The Board of the Company has jointly or severally authorized Managing Director, Chief Financial Officer and Company Secretary for the purpose of determining the materiality of the event or information and making disclosures to stock exchange(s) under Regulation 30. The contact details of the aforesaid Key Managerial Personnel(s) are provided hereunder:

SL.NO.	AUTHORIZED PERSON	EMAIL ID
1.	MANAGING DIRECTOR	<a href="mailto:info@apollopipes.com">info@apollopipes.com</a>
2.	CHIEF FINANCIAL OFFICER	<a href="mailto:akjain@apollopipes.com">akjain@apollopipes.com</a>
3.	COMPANY SECRETARY	<a href="mailto:compliance@apollopipes.com">compliance@apollopipes.com</a>

Whenever the relevant employee of the Company become aware of any event/information as outlined in this Policy, or as soon as or ought to have been reasonably come into possession of the information in course of performance of their duties, they shall identify potential material event or information in light of the regulation read with this Policy and report the same to the officers referred to herein above for the purpose of determining the materiality of the said event or information.

#### **4. AMENDMENTS IN THE POLICY**

- i. The Board shall review and amend this Policy as and when required.
- ii. Any subsequent amendment / modification in the Regulation and / or other applicable laws in this regard shall automatically apply to this Policy.

#### **5. DISSEMINATION OF POLICY**

This policy shall be hosted on the website of the Company and a web link thereto shall be provided in the Annual Report of the Company.

#### **6. SCOPE AND LIMITATION**

In the event of any conflict between the provisions of this Policy/ Regulation/ the Act or any other statutory enactments, rules, the provisions of such Regulation or Act or statutory enactments, Rules shall prevail over this Policy.





## ANNEXURE – I

### **Disclosure of events or information as specified in Para A of Part A of schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

*Events to be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation (30):*

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company 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 existing or to be incorporated, 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.

(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub regulation (4) of regulation 30 of the Regulation.

Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-

- (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the Company; or
- (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30 of the Regulation.

Explanation (3)- For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Act.

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. New Ratings or Revision in Rating(s).

4. Outcome of Meetings of the board of directors, 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, 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;
- 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).

Provided that in case of Board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

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.

5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:

Provided that such agreements entered into by a Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of the regulation.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner.

6. Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad:

For the purpose of this sub-paragraph:





- (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (ii) (ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2 - Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.

(7A) In case of resignation of the auditor of the Company, 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.

(7B) 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. The letter of resignation along with the detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchanges.
- (ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
- ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is 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 as specified in sub-clause (i) and (ii) above.]

(7C) In case of resignation of Key Managerial Personnel, Senior Management, Compliance Officer or director other than an Independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.

(7D) In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

8. Appointment or discontinuation of share transfer agent.

9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:

- i. Decision to initiate resolution of loans/borrowings;
- ii. Signing of Inter-Creditors Agreement (ICA) by lenders;



- iii. Finalization of Resolution Plan;
  - iv. Implementation of Resolution Plan;
  - v. Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders
10. One time settlement with a bank.
11. 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 the Company, in brief.
15. (a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the Company to analysts or institutional investors.

Explanation: For the purpose of this clause ‘meet’ shall mean group meetings or group conference calls conducted physically or through digital means.

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s) , in the following manner:

- the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:

16. The following events in relation to the Corporate Insolvency Resolution Process (CIRP) of the Company as a 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;
- k) Approval of resolution plan by the Tribunal or rejection, if applicable;
- l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
  - i. Pre and Post net-worth of the company;
  - ii. Details of assets of the company post CIRP;
  - iii. Details of securities continuing to be imposed on the companies' assets;
  - iv. Other material liabilities imposed on the company;
  - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
  - vi. Details of funds infused in the company, creditors paid - off;
  - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.
  - viii. Impact on the investor –revised P/E, RONW ratios etc.
  - ix. Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
  - x. Brief description of business strategy.
- m) Any other material information not involving commercial secrets.
- n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS
- o) Quarterly disclosure of the status of achieving the MPS;
- p) The details as to the delisting plans, if any approved in the resolution plan

17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:

- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
- b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of the Regulation and is not already made available in the public domain by the Company.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:



- (a) search or seizure; or
- (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
- (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
  - i. name of the authority;
  - ii. nature and details of the action(s) taken, initiated or order(s) passed;
  - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
  - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
  - v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:

- (a) suspension;
- (b) imposition of fine or penalty;
- (c) settlement of proceedings;
- (d) debarment;
- (e) disqualification;
- (f) closure of operations;
- (g) sanctions imposed;
- (h) warning or caution; or
- (i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
  - i. name of the authority;
  - ii. nature and details of the action(s) taken, initiated or order(s) passed;
  - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
  - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
  - v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

21. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

**NOTE: Any amendment in the Schedule III of the Regulation shall automatically apply upon the Policy.**



## ANNEXURE – II

### **Disclosure of events or information as specified in Para B of Part A of schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

*Events to be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):*

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the Company:
  - (a) arrangements for strategic, technical, manufacturing, or marketing tieup; or
  - (b) adoption of new line(s) of business; or
  - (c) closure of operation of any unit, division or subsidiary (in entirety or in piece meal).]
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) 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company..
9. Frauds or defaults by employees of the Company which has or may have an impact on the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme. [Intimation to Stock Exchange in this regard shall be made only if the Company considers issue of ESOP as a **material aspect**. However, it is advised not to make ESOP as a material event, and in case Company wants to make then only make the grant of ESOP as a material event. Further the Company shall make a disclosure to stock exchange as per specified format at the time of Vesting and Exercise. The disclosures shall include all the information as specified in SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.]
11. Giving of guarantees or indemnity or becoming a surety by whatever named called, for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

**NOTE: Any amendment in the Schedule III of the Regulation shall automatically apply upon the Policy.**



## **ANNEXURE – III**

**Disclosure of events or information as specified in Para C and Para D of Part A of schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

### **PARA C**

Any other information / event viz. major development that is likely to affect business for instance emergence of new technologies, expiry of patents, any change of accounting policy that may have sufficient 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 security of the Company to appraise its position and to avoid the establishment of a false market in such securities.

### **PARA D**

Without prejudice to the generality of para (A), (B) and (C) of Part A of schedule III, the Company may make disclosures of events / information as specified by SEBI from time to time.

**NOTE: Any amendment in the Schedule III of the Regulation shall automatically apply upon the Policy.**