

POLICY FOR DETERMINATION OF MATERIALITY OF INFORMATION OR EVENTS**1. SCOPE AND PURPOSE**

In accordance with the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and circulars issued thereunder, 360 ONE WAM LIMITED recognizes the need to frame the Policy for Determination of Materiality of Information or Events ("**Policy**"). In this regard, the Board of Directors of 360 ONE WAM LIMITED has adopted this Policy with regard to determination of material information or events which requires disclosure to stock exchanges.

2. APPLICABILITY

This Policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the Policy. The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company.

3. GUIDING ACT / REGULATIONS / RULES:

- a. The Companies Act, 2013 and rules made thereunder read with the circulars and notifications issued thereunder (with amendments or enactments thereof) from time to time (hereinafter referred to as "**Companies Act, 2013**"); and
- b. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars and notifications issued thereunder (with amendments or enactments thereof) from time to time (hereinafter referred to as "**SEBI LODR**").

4. DEFINITIONS:

- a. "**Archival Policy**" means the Policy of the Company on Preservation of documents / Archival policy.
- b. "**Board**" means the Board of Directors of 360 ONE WAM LIMITED.
- c. "**Company**" means 360 ONE WAM LIMITED.
- d. "**Key Managerial Personnel**¹" shall have the same meaning as defined in sub-section (51) of Section 2 of the Companies Act, 2013.
- e. "**non-convertible debt securities**" which is 'debt securities' as defined under the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- f. "**Officer**"² shall have the same meaning as defined under the Companies Act, 2013 read with SEBI LODR.

¹ As on July 20, 2023, the Company has Managing Director, Chief financial Officer and Company Secretary as "Key Managerial Personnel" of the Company.

² As on July 20, 2023, the Company has Directors, Managing Director, Chief financial Officer and Company Secretary and Promoters of the Company as the "Officers" of the Company.

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- g. **"Subsidiary"** shall mean subsidiary company of the Company from time to time, pursuant to the provisions of sub-section (87) of Section 2 of the Companies Act, 2013.

All terms used in this Policy but not defined herein shall have the meaning assigned to such terms in the Companies Act, 2013 and / or SEBI LODR, as applicable. In case of any conflict between the applicable meanings assigned to such term under the Companies Act, 2013 and SEBI LODR, the term shall be interpreted in such manner that ensures compliance with both Companies Act, 2013 and SEBI LODR. In case of any conflict between the provisions of the Policy and the provisions under the Companies Act, 2013 and/or SEBI LODR, the provisions of the Companies Act, 2013 and/or SEBI LODR shall supersede.

Unless the context otherwise requires, words in the singular include the plural and vice versa and any gender includes every gender.

5. EVENTS WHICH SHALL BE CONSIDERED DEEMED MATERIAL

The events specified in Para A of Part A of schedule III of SEBI LODR from time to time shall be deemed material events from the perspective of equity shares of the Company listed on the stock exchanges and the Company shall, pursuant to and in accordance with the provisions of SEBI LODR, make disclosure of such events (*and any material development on a regular basis till such time the event is resolved/closed, with relevant explanations*) without any application of materiality guidelines as specified below within the timeline as may be specified by SEBI and/or stock exchanges from time to time.

The list of such events alongwith timeline for such disclosures as on July 20, 2023, is enclosed as **'Annexure A'** to this Policy.

6. INFORMATION HAVING BEARING ON PERFORMANCE / OPERATION OF THE COMPANY AND / OR PRICE SENSITIVE INFORMATION W.R.T. NON-CONVERTIBLE DEBT SECURITIES

The events specified in Part B of schedule III of SEBI LODR from time to time which shall have bearing on performance / operation of the Company or is price sensitive or shall affect payment of interest or redemption payment of the non-convertible debt securities issued by the Company, shall be disclosed by the Company, pursuant to and in accordance with the provisions of SEBI LODR, within the timeline as may be specified by SEBI and/or stock exchanges from time to time.

The list of such events alongwith timeline for such disclosures as on July 20, 2023, is enclosed as **'Annexure B'** to this Policy.

7. EVENTS WHICH SHALL BE CONSIDERED AS MATERIAL SUBJECT TO APPLICATION OF THE MATERIALITY GUIDELINES

The events specified in Para B of Part A of schedule III of SEBI LODR from time to time shall be considered as material events from the perspective of equity shares of the

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Company listed on the stock exchanges based on application of the guidelines for materiality as specified below and the Company shall, pursuant to and in accordance with the provisions of SEBI LODR, make disclosure of such events (*and any material development on a regular basis till such time the event is resolved/closed, with relevant explanations*) within the timeline as may be specified by SEBI and/or stock exchanges from time to time.

The list of such events alongwith timeline for such disclosures as on July 20, 2023, is enclosed as '**Annexure C**' to this Policy.

GUIDELINES FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION

The Company shall, pursuant to and in accordance with the provisions of SEBI LODR, consider the following criteria for determination of materiality of events/ information:

- i. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- ii. 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; or
- iii. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - a) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - b) 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;
 - c) 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;

8. OTHER EVENTS

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 within 24 (twenty four) hours of occurrence of the event or receipt of information.

The Company shall, pursuant to and in accordance with the provisions of SEBI LODR, also make disclosure of any events or information which, in the opinion of the Board is material, whether or not they meet the aforesaid criteria for determination of materiality of events/ information.

Further, in case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of SEBI LODR, but

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which may have material effect on it, the Company shall, pursuant to and in accordance with the provisions of SEBI LODR, make adequate disclosures in regard thereof.

Furthermore, without prejudice to the generality of the events / information specified by SEBI under SEBI LODR, from time to time, the Company may make disclosures of event / information as specified by SEBI from time to time with such time as may be specified by SEBI.

9. DISCLOSURES:

- a) The Company shall disclose the Policy on its website.
- b) All the disclosures made to the Stock Exchange under this Policy shall also be disclosed on the website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the Policy on Preservation of Documents / Archival Policy as adopted by the Company.
- c) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information, provided that the stock exchange(s) shall disseminate information and clarification as soon as reasonably practicable.
- d) The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s) or as may be prescribed in SEBI LODR from time to time.

Provided that the with effect from April 1, 2024 and thereafter the Company shall mandatorily confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of the provisions of SEBI LODR are circulating amongst the investing public, as soon as reasonably possible and not later than 24 (twenty four) hours from the reporting of the event or information, provided further that if the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

- e) In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of SEBI LODR, 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.

10. AUTHORISATION

To give effect to the requirements under SEBI LODR, Managing Director, Chief Financial Officer, Company Secretary and Compliance Officer ("**Authorised Official**") are severally authorised on behalf of the Company, for the purpose of determining the

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materiality of an event or information and for making necessary disclosures to stock exchanges.

The Executive Committee of the Company shall put in place necessary standard operating procedure(s) to ascertain the relevant employees of the Company who shall be responsible for identifying any potential material event or information and reporting the same to the aforesaid Authorized Officials for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s) as per SEBI LODR and the Policy.

The Authorised Officials may consult with Chairperson of the Board and other members of the Board and seek their guidance for determining materiality of an event / information, before disclosing the event / information to the stock exchanges.

11. AMENDMENTS TO THE POLICY

The Board shall review and amend this Policy as and when required save and except Annexures to this Policy, which can be amended or modified by the Chief Operating Officer and Company Secretary in accordance with the amendments in SEBI LODR, from time to time.

Any subsequent amendment / modification in the Regulation and /or other applicable laws in this regard shall automatically apply to the Policy.

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ANNEXURE A

LIST OF EVENTS WHICH SHALL BE CONSIDERED DEEMED MATERIAL

SN	Event	Timeline
1	<p>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.</p> <p>Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-</p> <ul style="list-style-type: none"> (i) acquiring control, whether directly or indirectly; or (ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that – <ul style="list-style-type: none"> (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-paragraph and such change exceeds two per cent of the total shareholding or voting rights in the said company; or (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. <p>Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-</p> <ul style="list-style-type: none"> (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. <p>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 Companies Act, 2013.</p>	*Within 12 hours
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.	*Within 12 hours
3	New Rating(s) or Revision in Rating(s)	Within 24 hours

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4	<p>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:</p> <ol style="list-style-type: none"> 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; any cancellation of dividend with reason thereof; the decision on buyback of securities; the decision with respect to fund raising proposed to be undertaken increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; 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; short particulars of any other alterations of capital, including calls; financial results; decision on voluntary delisting by the Company from stock exchange(s): <p>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.</p>	<p>Timeline as specified in sub- para 4 of Para A of Schedule III.</p>
5	<p>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</p>	<p>*Within 12 hours (for agreements where the Company is a party);</p> <p>Within 24 hours (for agreements where the Company is not a party).</p>
5A	<p>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:</p> <p>Provided that such agreements entered into by the 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 SEBI LODR.</p>	<p>*Within 12 hours (for agreements where the Company is a party);</p> <p>Within 24 hours (for agreements where the Company is not a party).</p>

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	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	<p>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:</p> <p>For the purpose of this sub-paragraph:</p> <p>(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.</p> <p>(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.</p> <p>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.</p> <p>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.</p>	Within 24 hours
7	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer	<p>*Within 12 hours (except in case resignation);</p> <p>Within 24 hours (in case of resignation)</p>
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 listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.	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 listed entities:	within seven days from the date of resignation

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	<p>i. The letter of resignation along with detailed reasons for the resignation as given by the said director.</p> <p>(ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.</p> <p>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.</p> <p>iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.</p>	
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 listed entities within seven days from the date that such resignation comes into effect.	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).	*Within 12 hours
8	Appointment or discontinuation of share transfer agent.	*Within 12 hours
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.	Within 24 hours
10	One-time settlement with a bank.	Within 24 hours
11	Winding-up petition filed by any party / creditors.	Within 24 hours
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.	*Within 12 hours
13	Proceedings of Annual and extraordinary general meetings of the Company.	*Within 12 hours
14	Amendments to memorandum and articles of association of the Company, in brief.	*Within 12 hours
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	at least two working

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	<p>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.</p> <p>(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:</p> <p>(i) 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;</p> <p>(ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls.</p>	<p>days in advance (excluding the date of intimation and date of the meet)</p>
16	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <p>a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;</p> <p>b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;</p> <p>c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;</p> <p>d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;</p> <p>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;</p> <p>f) Appointment/ Replacement of the Resolution Professional;</p> <p>g) Prior or post-facto intimation of the meetings of Committee of Creditors;</p> <p>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;</p> <p>i) Number of resolution plans received by Resolution Professional;</p> <p>j) Filing of resolution plan with the Tribunal;</p> <p>k) Approval of resolution plan by the Tribunal or rejection, if applicable;</p> <p>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:</p> <p>(i) Pre and Post net-worth of the company;</p> <p>(ii) Details of assets of the company post CIRP;</p> <p>(iii) Details of securities continuing to be imposed on the companies' assets;</p> <p>(iv) Other material liabilities imposed on the company;</p> <p>(v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;</p> <p>(vi) Details of funds infused in the company, creditors paid-off;</p>	<p>Within 24 hours</p>

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	<p>(vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;</p> <p>(viii) Impact on the investor – revised P/E, RONW ratios etc.;</p> <p>(ix) Names of the new promoters, key managerial personnel, 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;</p> <p>(x) Brief description of business strategy.</p> <p>m) Any other material information not involving commercial secrets.</p> <p>n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;</p> <p>o) Quarterly disclosure of the status of achieving the MPS;</p> <p>p) The details as to the delisting plans, if any approved in the resolution plan.</p>	
17	<p>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 listed entities:</p> <p>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</p> <p>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.</p>	<p>*Within 12 hours (if initiated by the Company);</p> <p>Within 24 hours (if initiated by external agency).</p>
18	<p>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 SEBI LODR and is not already made available in the public domain by the Company.</p> <p>Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.</p>	<p>Within 24 hours</p>
19	<p>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:</p> <p>(a) search or seizure; or</p> <p>(b) re-opening of accounts under section 130 of the Companies Act, 2013; or</p> <p>(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:</p> <p>i. name of the authority;</p> <p>ii. nature and details of the action(s) taken, initiated or order(s) passed;</p> <p>iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;</p>	<p>Within 24 hours</p>

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	<p>iv. details of the violation(s)/contravention(s) committed or alleged to be committed;</p> <p>v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.</p>	
20	<p>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:</p> <p>a) suspension;</p> <p>b) imposition of fine or penalty; settlement of proceedings;</p> <p>c) debarment;</p> <p>d) disqualification;</p> <p>e) closure of operations; sanctions imposed;</p> <p>f) warning or caution; or</p> <p>g) any other similar action(s) by whatever name called;</p> <p>along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <p>i. name of the authority;</p> <p>ii. nature and details of the action(s) taken, initiated or order(s) passed;</p> <p>iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;</p> <p>iv. details of the violation(s)/contravention(s) committed or alleged to be committed;</p> <p>v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.</p>	Within 24 hours
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.	*Within 12 hours

* In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.

ANNEXURE B**LIST OF EVENTS OR INFORMATION HAVING BEARING ON PERFORMANCE / OPERATION OF THE COMPANY AND / OR PRICE SENSITIVE INFORMATION W.R.T. NON-CONVERTIBLE DEBT SECURITIES**

Timeline for disclosure of these events or Information by the Company shall be not later than 24 (twenty four) hours from occurrence of the event or receipt of information.

- (1) expected default in timely payment of interest or redemption or payment or both in respect of the non-convertible debt securities and also default in creation of security for non-convertible debt securities as soon as the same becomes apparent;
- (2) any attachment or prohibitory orders restraining the Company from transferring non-convertible debt securities from the account of the registered holders along-with the particulars of the numbers of securities so affected, the names of the registered holders and their demat account details;
- (3) any action which shall result in the redemption, reduction, cancellation, retirement in whole or in part of any non-convertible debt securities;
- (4) any action that shall affect adversely payment of interest on non-convertible debt securities including default by issuer to pay interest on non-convertible debt securities or redemption amount and failure to create a charge on the assets;
- (5) any change in the form or nature of any of its non-convertible debt securities that are listed on the stock exchange(s) or in the rights or privileges of the holders thereof and make an application for listing of the securities as changed, if the stock exchange(s) so require;
- (6) any changes in the general character or nature of business / activities, disruption of operation due to natural calamity, and commencement of commercial production / commercial operations;
- (7) any events such as strikes and lock outs which have a bearing on the interest payment principal repayment capacity;
- (8) details of any letter or comments made by debenture trustees regarding payment/non-payment of interest on due dates, payment / non-payment of principal on the due dates or any other matter concerning the security, the Company and /or the assets along with its comments thereon, if any;
- (9) delay/ default in payment of interest / principal amount /redemption for a period of more than three months from the due date;
- (10) failure to create charge on the assets within the stipulated time period;
- (11) any instance(s) of default/delay in timely repayment of interests or principal obligations or both in respect of the debt securities including, any proposal for re-scheduling or postponement of the repayment programmes of the dues/debts of the Company with any investor(s)/lender(s);
- (12) any major change in composition of its board of directors, which may amount to change in control as defined in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (13) any revision in the rating;

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- (14) the following approvals by board of directors in their meeting: (a) the decision to pass any interest payment; (b) short particulars of any increase of capital whether by issue of bonus securities through capitalization, or by way of right securities to be offered to the debt security holders, or in any other way;
- (15) all the information, report, notices, call letters, circulars, proceedings, etc. concerning non-convertible debt securities;
- (16) The Company shall disclose the outcome of meetings of the board of directors to the Exchange(s), within thirty minutes of the closure of the meeting, held to consider the following:
 - (a) the decision with respect to fund raising proposed to be undertaken by way of non-convertible securities;
 - (b) financial results:
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;
- (17) fraud/defaults by promoter or key managerial personnel or director or employees of the Company or by the Company or arrest of key managerial personnel or promoter;
- (18) change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
- (19) 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 listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor;
- (20) 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;
- (21) One-time settlement with a bank;
- (22) Winding-up petition filed by any party / creditors;
- (23) Proceedings of Annual and extraordinary general meetings of the Company;
- (24) the following events in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed 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 the 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 the amount of default or rejection or withdrawal, as applicable;
 - d) Public announcement made pursuant to the order passed by the Tribunal under section 13 of Insolvency Code;

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- e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the Insolvency and Bankruptcy Board of India (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 Insolvency and Bankruptcy Board of India (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;
- (25) intimation related to any change in terms of issue or redemption or exercising of call/put options;
- (26) intimation related to any change in covenants or breach of covenants under the terms of non-convertible debentures and/or non-convertible redeemable preference shares;
- (27) intimation related to forfeiture of unclaimed interest or dividend or principal amount;
- (28) intimation related to any change in the debenture trustee or Credit Rating Agency or Registrar and Share Transfer Agent;
- (29) intimation of comfort/guarantee or any credit enhancement provided by the Company to a third party;
- (30) any other information/change that:
 - (a) shall affect the rights and obligations of the holders of the non-convertible securities; and
 - (b) is not in the public domain but necessary to enable the holders of the non-convertible securities to comprehend the true position and to avoid the creation of a false market in such listed securities.

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ANNEXURE C

LIST OF EVENTS WHICH SHALL BE CONSIDERED AS MATERIAL SUBJECT TO APPLICATION OF THE MATERIALITY GUIDELINES

SN	Events	Timeline
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	*Within 12 hours
2	Any of the following events pertaining to the Company: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	*Within 12 hours
3	Capacity addition or product launch	*Within 12 hours
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
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.	*Within 12 hours (for agreements where the Company is a party); Within 24 hours (for agreements where the Company is not a party).
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.	Within 24 hours
7	Effect(s) arising out of change in the regulatory framework applicable to the Company.	Within 24 hours
8	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.	Within 24 hours
9	Frauds or defaults by employees of the Company which has or may have an impact on the Company.	Within 24 hours
10	Options to purchase securities including any ESOP/ESPS Scheme.	*Within 12 hours
11	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	*Within 12 hours
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	*Within 12 hours

* In case the event or information emanates from a decision taken in a meeting of Board of Directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.