

SPRL: DELHI

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION FOR
DISCLOSURE TO NATIONAL STOCK EXCHANGE**

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Regulations"] requires every Listed Company to disclose events or information which, in the opinion of the Board of Directors of a Company are material.

The Policy for determination of materiality of events and information for disclosure to Stock Exchange shall be as under:

1. The following events/ information will be disclosed to the Stock Exchanges not later than 30 minutes of the conclusion of the meeting of the Board of Directors of the Company (hereinafter referred to as the 'Board'):
 - i) Financial results;
 - ii) 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;
 - iii) Any cancellation of dividend with reasons thereof;
 - iv) The decision on buyback of securities;
 - v) The decision with respect to fund raising proposed to be undertaken;
 - vi) Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - vii) 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;
 - viii) Short particulars of any other alterations of capital, including calls;
 - ix) Decision on voluntary delisting by the listed entity from stock exchange.

2. The following events / information will be disclosed to the Stock Exchanges not later than 24 hours of the occurrence of the event/ information:
 - i) Proceedings of Annual and extraordinary general meetings of the company.

- ii) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
- iii) Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
- iv) Fraud/ defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
- v) Appointment or discontinuation of share transfer agent.
- vi) Revision in Rating(s).
- vii) 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 listed entity or any other restructuring

Explanation: Acquisition shall mean:

- a) acquiring control, whether directly or indirectly; or
- b) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - there has been a change in holding from the last disclosure made under sub-clause (a) of the Explanation of clause (vii) to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- viii) 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.
- ix) Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- x) Corporate debt restructuring.
- xi) One time settlement with a bank.
- xii) Reference to BIFR and winding-up petition filed by any party/ creditors.

- xiii) Amendments to memorandum and articles of association of listed entity, in brief.
 - xiv) Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors
3. The following events / information will be disclosed to the Stock Exchanges not later than 24 hours of the occurrence of the event / information, if the impact of such event / information on the Company exceeds 10% of its gross turnover or 10% of its net worth, whichever is higher, such turnover / networth to be based on the latest audited annual financial statements of the Company:
- i) Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
 - ii) Capacity addition or product launch.
 - iii) Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
 - iv) Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
 - v) Litigation(s) / dispute(s) / regulatory action(s) with impact.
 - vi) Fraud/ defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
 - vii) Commencement or postponement in the date of commencement of commercial production or commercial operations of any unit/ division of the Company.
 - viii) Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals.
 - ix) Change in the general character or nature of business of the Company through strategic, technical, manufacturing or marketing tie-up, adoption of new lines of business or closure of operations of any unit/ division (entirely or piecemeal).
 - x) 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.

- xi) Options to purchase securities including any ESOP/ESPS Scheme.
- xii) Giving of guarantees or indemnity or becoming a surety for any third party.

In case the materiality threshold indicated above cannot be applied to a particular event / information, the Company will disclose such event / information:

- i) when non-disclosure of the event / information is likely to result in discontinuity or alteration of event / information already available in the public domain, or
- ii) it is expected that if the event / information subsequently comes in the public domain, it will impact the market price of the Company's shares to the extent of 10% or more, wholly attributable to such event / information, or
- iii) If the event / information is material in the opinion of the Board.

Shri A.K. Taneja, Managing Director or Shri R. Srinivasan, Company Secretary are authorised to determine materiality of an event / information in terms of this clause

4. Where the Company makes disclosures to the Stock Exchange under Clause (1), (2) or (3) above, the Company will also disclose material development(s) on the said event / information.

Any of Shri A.K. Taneja, Managing Director, Shri R. Srinivasan, Company Secretary or Shri Naveen Agarwal, Alternate Company Secretary, are authorised to make appropriate disclosures to the Stock Exchanges.

5. The Disclosure Policy will be posted on the Company's website www.shrirampistons.com and events & information disclosed to the Stock Exchange in terms of this Policy will also be posted on company's website for atleast five years from the date such event / information is posted.