

Sam Industries Limited

Policy on Determination and Disclosure of Materiality of Events

[Pursuant to Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. PREFACE

The Board of Directors (the “Board”) of Sam Industries Limited (the “Company”) has adopted the following policy and procedures with regard to determination and disclosure of material events as required in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) as amended from time to time. This Policy shall be known as ‘**Policy on Determination and Disclosure of Materiality of Events.**’ (“The Policy”).

2. PURPOSE OF THE POLICY

The purpose of this Policy is to ascertain the requirement of disclosure of events or information to stock exchange(s) and defining criteria for determining materiality of events and information specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations. The Policy is intended to ensure compliance with the applicable Listing Regulations.

3. DEFINITION

“Act” shall mean the (Indian) Companies Act, 2013, including any amendments thereto and any rules, regulations, notifications and clarifications made thereunder, to the extent notified, and in force.

“Company” means Sam Industries Limited.

“Board” means Board of Directors of the Company as constituted from time to time.

“Independent Director” means a director of the Company, not being a whole-time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations as amended time to time.

“Policy” means Policy on Disclosure of Material Events/Information.

“Material Events” are those that are specified in Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Sam Industries Limited

“Other Events” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, of the SEBI (LODR) Regulations, 2015.

“SEBI (LODR) Regulations, 2015” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended and modified from time to time.

"Key Managerial Personnel", in relation to a company, means—

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the whole-time director;
- (iii) the Chief Financial Officer;
- (iv) the company secretary;
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board.

4. DISCLOSURE OF EVENTS OR INFORMATION

The Company shall make disclosure of any events or information to the stock exchanges on a timely basis as follows:

1. Events or information as stated in Annexure-1 shall be disclosed in line with the Clause 6 mentioned herein below.
2. Events or information as stated in Annexure-2 shall be disclosed based on the application of materiality as referred to in Clause 5 in line with Clause 6 mentioned hereinbelow.
3. Any other events or information viz. major development that is likely to affect the 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, shall be disclosed by the Company in line with the Clause 6 mentioned herein below.
4. Events or information with respect to subsidiaries which are material for Company shall be disclosed by the Company in line with the Clause 6 mentioned herein below.
5. Events or information which may have a material effect on the Company and/or as specified by the Board of Directors and recommended by Audit Committee of the Company from time to time and/or such other events or information prescribed by the SEBI or any other authority for disclosure, from time to time shall be disclosed by the Company in line with the Clause 6 mentioned hereinbelow.

5. RESPONSIBILITY AND CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION AND PROCEDURE FOR DISCLOSURE THEREOF

Sam Industries Limited

Mr. Kishore Kale, Whole time Director is hereby severally authorised (“Responsible Officer”) to determine whether the event / information is material or not and in turn about its time line for disclosure of information as specified above to the stock exchanges, subject to such information being placed at the earliest before the Board after the said information being made public.

The Company shall consider the following criteria for determination of materiality of an event or information:

1. The omission of disclosure of such event or information shall lead to discontinuity or alteration of event or information already available publicly.
2. The omission of disclosure of such event or information is likely to result in significant market reaction if the said omission came to light at a later date.
3. In case where the criteria specified in (1) and (2) are not applicable, an event information may be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

In order to ensure that the Company complies with the disclosure obligations under Regulation 30 of the Listing Regulations, the Board has established an internal system for reporting any event or information which may require disclosure so that the event or information can be properly assessed and decision can be made regarding its disclosure to the stock exchanges.

The procedure to be followed in relation to the lodgement of announcement of event/ Information is as follows:

- i. Prepare draft announcement to the stock exchanges: The Company will prepare draft announcement to the stock exchanges which is factual and expressed in clear manner.
- ii. Lodge Announcements: The Company Secretary on behalf of the Company will lodge or arrange for lodgement of the announcement with the stock exchanges
- iii. Post announcement on website: After lodgement of the announcement with the stock exchanges, the Company Secretary will arrange to place it on the website of the Company. All the announcements made under this Policy shall be kept on the website as per the Archival Policy of the Company.

6. TIME LIMIT FOR DISCLOSURE

The Company shall first disclose to Stock Exchange(s) of all events as specified in Annexure-1 of this policy) or information as soon as reasonable possible and not later than twenty-four hours from the occurrence of events of information.

Provided that disclosure with respect to events specified in sub- para 4 of Annexure-1 shall be made within thirty minutes of the conclusion of the Board Meeting.

Provided, that in case the disclosure is made after twenty-four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

Sam Industries Limited

Provided further that disclosure with respect to events specified in Point 4 of Annexure-1 of this policy, shall be made within thirty minutes of the conclusion of the board meeting.

a) Any event or information, including the information forming part of Annexure 1 and Annexure 2 to the Policy shall be forthwith informed to the Responsible Officer upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.

b) The Responsible Officer will then ascertain the materiality of such event(s) or information based on the above guidelines.

c) On completion of the assessment, the Responsible Officer shall, if required, make appropriate disclosure(s) to the Stock Exchange(s).

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

7. QUERIES BY STOCK EXCHANGES

(a) The Compliance officer 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.

(b) The Compliance officer may on its own initiative also, confirm or deny any reported event or information to Stock Exchange(s).

8. AMENDMENT

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

9. COMMUNICATION OF THIS POLICY

Copy of this policy duly approved shall be placed before the Board and circulated among all the Director of the Company for their necessary action. Human Resource and Administration Department are required to notify & communicate the existence and contents of this policy to the employees, functional heads, head of departments, CEO and CFO of the Company. The new employees shall be informed about the policy by the Human Resource and Administration department. This policy as amended from time to time shall be made available at the website of the Company.

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI's (LODR), Regulations, 2015 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.

Sam Industries Limited

Annexure 1

Events which shall be disclosed without any application of the test of materiality

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring. Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean:

i. acquiring control, whether directly or indirectly; or,
ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that:

a) The Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

b) There has been a change in holding from the last disclosure made under sub-clause a) of clause

(ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

3. Revision in Rating(s).

4. 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:

a) dividends and/or cash bonuses recommended or declared or the decision to pass 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).

Sam Industries Limited

The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.

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),(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.

6. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.

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

7(A) 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 auditor including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchanges.

ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.

iii. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.

8. Appointment or discontinuation of share transfer agent.

9. Corporate debt restructuring.

10. One time settlement with a bank.

11. Reference to BIFR and 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 Company, in brief.

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

Sam Industries Limited

16. The following events in relation to the corporate insolvency resolution process (CIRP) of Company 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) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- m) Any other material information not involving commercial secrets.

17. Amendment as specified by Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 and other changes as may be applicable from time to time.

Sam Industries Limited

Annexure 2

Events which shall be disclosed upon application of test of materiality

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division other than in the ordinary course of business.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launches other than in ordinary course of business.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Significant litigation(s) / dispute(s)/ regulatory action(s) that impacts the financials, operations, strategy or reputation of the Company.
9. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of significant guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key/material licenses or material regulatory approvals.
13. Amendment as specified by Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 and other changes as may be applicable from time to time.

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