

Sangam (India) Limited

**Policy on Determination of Material
Event(s)/Information**

1. INTRODUCTION:

Regulation 30(4)(ii) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred as "Listing Regulations"], Sangam (India) Limited (the Company) is required to formulate a policy for determining 'materiality' of event(s)/ information and to disclose such policy on the website of the Company.

This policy has been amended with the approval of the Board of Directors on 28th May, 2019 and shall be effective from the same date.

2. OBJECTIVES:

The objective of this policy is to fix the criteria for determination of materiality of event(s) or information in relations to the company to ensure timely and adequate disclosure of material Event(s) or information to the Stock Exchange, so that the present and potential investors are able to take informed decisions relating to their investment in the company.

3. DEFINITION:

In these regulations, unless the context otherwise requires:—

- (a) "Board of Directors" means the board of Directors, of Sangam (India) Limited as constituted from time to time;
- (b) "Company" means "Sangam (India) Limited".
- (c) "Key Managerial Personnel" means key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013;
- (d) "Policy" shall mean this Policy on the criteria for determining Materiality of Event(s) or information and as amended from time to time.
- (e) "Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 including any modifications, clarifications circulars or re-enactment thereof.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Listing Regulations or any other applicable law or Regulations to the extent applicable to the Company.

4. DETERMINATION OF MATERIAL EVENT(S) / INFORMATION:

An event(s)/information shall be considered to be material based on the following criteria:



- a. The omission of an event / information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b. 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;
- c. In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of Company, the event / information is considered material.

5. CLASSIFICATION OF MATERIAL EVENT(S) / INFORMATION:

A. Deemed To Be Material Information:

The Event(s) / information stated below and also specified in Para A of Part A of schedule III of Listing Regulation shall be disclosed to the Stock Exchanges.

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 listed entity 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 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;
 - (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 listed entity 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 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 listed entity from stock exchange(s).
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 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.
 6. Fraud/defaults by promoter or key managerial personnel or by listed entity 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.
 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 listed entity.
 13. Proceedings of Annual and extraordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

B. Event(s) which shall be disclosed upon application of the guidelines for materiality:



1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
 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 launch.
 4. Awarding, bagging/ receiving, amendment or termination of award/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 listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or Event(s) such as strikes, lockouts etc.
 7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
 8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
 10. Options to purchase securities including any ESOP/ESPS Scheme.
 11. Giving of guarantees or indemnity or becoming a surety for any third party.
 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- C. 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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- D. Apart from the Event(s) mentioned in a, b & c above, the listed entity may make disclosures of event/information as specified by the Board from time to time.



The Company shall disclose all the above Material Event(s) first to the stock exchange as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information (except certain Event(s) arising out of the Meeting of Board of Directors stated in point no . 4 of clause A, which are required to be disclosed to the stock exchange(s) within thirty minutes of the closure of the meeting). In the event the Company fails to make the disclosure within the time period, the Company shall also provide an explanation for such delay. All disclosures made under this policy shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

6. AUTHORIZATION FOR DISCLOSURE:

As per clause 5 of Regulation 30 of Listing Regulations, the Board of Directors is hereby severally authorized to Managing Director, Whole Time Director, Chief Financial Officer and Company Secretary for determining the materiality of any event(s)/ information and for the purposes of making disclosures to stock exchange(s) under the regulation form time to time. All the disclosures shall be signed by the Company Secretary or any other Key Managerial Personnel of the Company.

Contact details of such Key Managerial Personnel are as under:

Sangam (India) Limited
Atun, Chittorgarh Road,
Bhilwara- 311 001 (Raj.)
Phone No. 91 1482 305020
Email: secretarial@sangamgroup.com

7. REVIEW OF POLICY:

The Board of Directors will periodically review this policy and make amendments to this policy as it deems appropriate.

8. AMENDMENTS:

This policy may be amended, suspended or rescinded subject to the approval of Board of Directors, from time to time in line with any statutory enactment or amendment thereto.

