

**AVSL INDUSTRIES LIMITED**

**POLICY FOR DETERMINATION OF  
MATERIALITY OF EVENTS/INFORMATION**

**&**

**DISCLOSURE ON MATERIAL EVENTS /  
INFORMATION**

## **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION**

### **1. STATUTORY MANDATE**

The Board of Directors (The “Board”) of AVSL Industries Limited (the “Company”) has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy.

### **2. OBJECTIVE**

The main objective of this policy is to determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) as per the time span hitherto defined.

The policy is intended to define disclosure of events/information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in Company regarding their responsibility about making available such events/information to public which may materially affect the performance of the company and thereby the share prices of the Company.

The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updating on website the events/information which are considered material and which needs to be disclosed to the Stock Exchange.

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

### **DEFINITIONS**

- a) “**Audit Committee or Committee**” means Audit Committee constituted by the Board of Director of the Company from time to time under provisions of SEBI LODR, 2015 read with the Companies Act, 2013.
- b) “**Board**” or “**Board of Directors**” means the collective body of the Directors of the Company as constituted from time to time;
- c) “**Company**” shall mean AVSL INDUSTRIES LIMITED;
- d) “**Key Managerial Personnel**” mean the personnel as defined under Section 2(51) of the Companies Act, 2013, as amended from time to time;
- e) “**Material Event/s**” means those event/s specified in:

- Para A of Part A of Schedule III of the Regulations, being deemed material events, which the Company shall compulsorily disclose; and
- Events specified in Para B of Part A of Schedule III, based on guidelines for Materiality as specified below;

f) “**Ordinary course of business**” or “**normal course of business**” refers to all activities that are necessary, normal and incidental to the business of the Company and if the objects of the Company permit such activity shall be deemed to be in the ordinary of course of business. These may also be common practices, historical practices and customs of commercial transactions with a pattern of frequency;

g) “**Policy**” means this Policy for Determination of Materiality for Disclosure of Information/Events to the Stock Exchanges;

h) “**Subsidiaries**” means a subsidiary as defined under sub-section (87) of Section 2 the Companies Act, 2013, as amended from time to time.

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

#### **SUBSIDIARY INFORMATION/EVENT**

The Company shall disclose all events or information with respect to its subsidiaries to the extent the event or information is Material for the Company.

#### **POLICY**

The following shall be events/information upon occurrence of which listed entity shall make disclosure to stock exchange(s):

#### **A. EVENTS WHICH SHALL 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/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 percent 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.

7(A) in case of resignation of the auditor of the listed entity, 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.

7(b) 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 listed entities to the stock exchange.
- ii. the independent director shall along with the detailed reasons also provide a confirmation that there is no material reasons other than those provided.
- iii. the confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchange 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 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;

16. 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 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 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)© of the IBBI 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, Regulations, 2016
- i) Number of resolutions 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
- m) Salient features not involving commercial secrets of the resolution plan approved by the tribunal in such form as may be specified
- l) Any other material information not involving commercial secrets

**B. EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY REFERRED 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. 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 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 listed entity 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 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. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

#### **CRITERIA FOR DISCLOSURE OF EVENTS/ INFORMATION**

The following criteria shall be considered while determining the 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;
- iii. In case where the criteria specified in sub-clauses (i) and (ii) above 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.

#### **AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION**

The Company Secretary and Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Executive Officer, Chief Finance Officer are hereby jointly and severally authorised to determine whether the event / information is material or not and in turn about its timeline for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.