

**POLICY ON  
DETERMINATION OF MATERIALITY  
OF EVENTS  
OR  
INFORMATION FOR DISCLOSURE  
OF**

**MULTIBASE INDIA LIMITED  
(CIN No. L01122DD1991PLC002959)**

**74/5 – 6, Daman Industrial Estate  
Kadaiya, Nani Daman – 396 210 (UT)**

**1. PREAMBLE:**

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations), requires the Company to frame a Policy for determination of materiality of events or information for disclosure of items listed in Para B of Part A of Schedule III of the SEBI Listing Regulations.

**2. OBJECTIVE:**

The objective of the Policy is to determine materiality of events or information and to disseminate the information in a timely manner as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable the investors to make well informed decisions.

**3. DEFINITIONS**

**“Board”** means the Board of Directors of the Company.

**“Key Managerial Personnel”** means the Key Managerial Personnel of the Company as defined under Section 203 of the Companies Act, 2013

**“Policy”** means Board Policy for determination of material events or information.

**“Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

**4. DETERMINATION OF MATERIAL EVENTS OR INFORMATION:**

In terms of Regulation 30 of the said Regulations, the events requiring disclosure by the Company are as follows:

- a. Events specified in Para A of Part A of Schedule III of the Regulations shall be deemed to be , material and the Company is required to make disclosure of the same. **(Annexure 1)**
- b. Events specified in Para B of Part A of Schedule III of the Regulations shall be disclosed by the Company based on the criteria for determining materiality of any event or information for disclosure as mentioned herein below: **(Annexure 2)**

The Company shall consider the following criteria as stipulated under Regulation 30 of said for determination of materiality of any event or information for disclosure of items listed in Para B of Part A of Schedule III of the SEBI Listing Regulations:

- i. any information or event which is likely to affect 10% or more of the net worth of the Company; or
- ii. the omission of an event or information, is likely to result in discontinuity or alteration of event or information already available publicly; or
- iii. 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
- iv. any information or event not covered in (i) to (iv) above which in the opinion of the Board of Directors of the Company, is considered material.

#### **5. AUTHORIZATION TO KEY MANAGERIAL PERSONNEL FOR DETERMINING THE MATERIALITY OF EVENT OR INFORMATION AND PROCESS THEREOF:**

##### **AUTHORIZATION**

The Managing Director, Chief Financial Officer and Company Secretary (“Authorised Persons”) shall severally be responsible and authorised for ascertaining the materiality of events considering its nature and its disclosure after taking into consideration various provisions of the SEBI Listing Regulations and this Policy.

After evaluation, any one of the above mentioned authorized persons shall make disclosures to the Stock Exchanges.

All such disclosure made to the Stock Exchange shall be hosted on the website as per the Archival Policy of the Company.

The Board may from time to time designate or nominate any other Key Managerial Personnel for the purpose of compliance with the provisions of Regulation 30(5). Any such change shall be duly intimated to the stock exchanges and notified on the Company’s website.

##### **PROCESS**

The Company shall adhere to the following guidelines while making the disclosure pursuant to this Policy:

- i. The Authorised Persons shall evaluate the event or information in hand based on the above criteria and shall determine whether such event or information is material or not.
- ii. The Authorised Person's shall disclose to the stock exchanges, as soon as reasonably possible and not later than 24 hours from the occurrence of event or information, the details of the material event or information.
- iii. All such material events or information disclosed to the stock exchanges under this Policy shall be hosted on the website of the Company for a minimum period of 5 years from the date of such disclosure and thereafter as per the 'Archival Policy' of the Company.

**6. AMENDMENTS:**

The Board of Directors and/or the Managing Director has the right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever, subject, however, to the condition that such alterations will be in consonance with the provisions of the applicable Laws

**7. ENFORCEMENT OF THE POLICY**

The Policy shall be enforced with effect from the date of its approval by the Board. The Company Secretary shall be authorized to communicate the Policy to all concerned and to ensure the effective implementation thereof.

## Annexure 1

### **PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES**

[See Regulation 30]

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 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;

#### **Annexure 2**

#### **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.