

ANAND PROJECTS LIMITED

(Formerly Known as The Anand Electric Supply Company Limited)

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POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGE

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1. STATUTORY MANDATE

The Board of Directors (the “**Board**”) of Anand Projects Limited (the “**Company**”) has adopted the following policy (the “**Policy**”) and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”). This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

2. PURPOSE OF THE POLICY

The purpose of this Policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events / information specified in Para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

3. DEFINITIONS

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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.

4. POLICY

The Policy for determination of materiality of events and information for disclosures to the Stock Exchange (hereinafter referred to as “the Disclosure Policy or this/ the policy”) is framed in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Regulations 2015’).

(A) Events which shall be disclosed not later than 24 hours from the occurrence of such events or information without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

S.NO	PARTICULARS
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. <u>Explanation:</u> 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

	<p>directly or indirectly, such that -</p> <p>(a) the Company holds shares or voting rights aggregating to 5% or more of the shares or voting rights in the said company, or;</p> <p>(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 2% of the total shareholding or voting rights in the said company.</p>
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.	<p>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:</p> <ul style="list-style-type: none"> ➤ 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; ➤ any cancellation of dividend with reasons thereof; ➤ the decision on buyback of securities; ➤ the decision with respect to fund raising proposed to be undertaken ➤ increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; ➤ 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; ➤ short particulars of any other alterations of capital, including calls; ➤ financial results; ➤ decision on voluntary delisting by the Company 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 Company, 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 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.
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;

Note: If the Management is not in a position to disclose to the Stock Exchange(s) within 24 hours of the occurrence of the event or information, then it shall inform the Stock Exchange(s) as soon as it is possible with an explanation as to reason for delay in disclosing the said event or information.

(B) The following events / information specified in Para B of Part A of Schedule III to the Listing Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges after following the guidelines as given in para 5 of this Policy regarding materiality:

S.NO	PARTICULARS
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 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.	Litigation(s) / dispute(s) / regulatory action(s) with impact.
9.	Fraud / defaults, etc. by Directors (other than key managerial personnel) or employees of Company.
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.

Note: The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchange(s).

(C) Any other information / event viz., major development that is likely to affect business like-

S.NO	PARTICULARS
1.	Emergence of new technologies
2.	Expiry of patents
3.	Any change of accounting policy that may have a significant impact on the account, etc. and brief details thereof.
4.	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.

5. CRITERIA FOR DETERMINATION OF 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 (i) and (ii) 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.

6. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The Key Managerial Personnel (KMPs) consisting of the Whole Time Director, Chief Financial Officer and/or the Company Secretary are hereby severally authorised to determine whether the event / information is material or not and in turn about its time line 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.

7. WEBSITE UPDATION / UPDATES TO STOCK EXCHANGES

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

The Compliance Officer, of the Company, shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

8. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

9. COMPLIANCE OFFICER

The Compliance Officer for the Purpose of complying with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be the Company Secretary of the Company.

10. AUTHORISATION TO KMPs TO SUOMOTO ACCEPT / DENY REPORTED EVENT OR INFORMATION

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Chief Financial Officer and the Company Secretary are hereby jointly and severally authorised to suomoto accept / deny any report event or information, which has been unauthorized made public by media or by any other means including but not limited to electronic means. They are further authorised to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

11. POLICY REVIEW

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.
