

## POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

**Policy for Determination of Materiality of Events or Information**

**1. Objective**

As per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations), a listed entity is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, on the basis of the criteria specified in sub-regulation (4) of Regulation 30.

The objective of this Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in accordance with provisions of the Regulations and to provide an overall governance framework for such determination of materiality.

This amended policy is effective from 10<sup>th</sup> August, 2024. A copy of this policy shall be available on the website of the Company.

**2. Definitions:**

In this Policy, unless the context requires otherwise: —

**“Board of Directors”** shall mean the Board of Directors of ‘Suratwwala Business Group Limited’.

**“Chief Executive Officer”** shall mean the Whole Time Director of the Company or any other person in case designated as such by the Company and disclosed by it to the recognized stock exchange(s) in its filing under the Listing regulations;

**“Chief Financial Officer” or “head of finance”**, by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognized stock exchange(s) in its filing under the Listing regulations;

**“Key Managerial Personnel”** means Managing Director, Chief Executive Officer, Chief Financial Officer and Company Secretary of ‘Suratwwala Business Group Limited’.

**“Officer”** includes any Director, Manager or Key Managerial Personnel.

**“Promoter” and “Promoter Group”** shall have the same meaning as assigned to them respectively in clauses (pp) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, and / or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**“Mainstream Media”** shall include print or electronic mode of the following:

- a. Newspapers registered with the Registrar of Newspapers for India;
- b. News channels permitted by Ministry of Information and Broadcasting under Government of India;
- c. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
- d. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;

**“Subsidiary”** means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013.

### **3. Events Deemed to be Material**

Events specified in Annexure A are deemed to be material events as per sub-regulation (2) of regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Company shall make disclosure of such events or information relating to such events to the Stock Exchange as per the required provisions of the Regulations.

### **4. Guidelines for determining Materiality of Events or Information**

Materiality of events or information has to be determined on a case-to-case basis depending on specific facts and circumstances relating to the events or information mentioned in Annexure B. The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality as per following criteria. Events/information shall be considered as Material if it meets any of the following criteria:

- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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
- Whether the omission of an event or information whose value or expected impact in Terms of value exceeds the lower quantitative criteria as provided below:
  - a. two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
  - b. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;

- c. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;

In case the criteria given above in (a), (b), (c) is not applicable an event or information may be treated as being material if in the opinion the board of entity, the event or information is considered material.

## **5. Disclosure of events or information**

1. Events or information specified in Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are deemed material events and shall be disclosed by the Company without applying any guidelines/ criteria. Such events are enlisted in Annexure A of this Policy;
2. Events or information specified in Para B of Part A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) 2015, the materiality of which has to be determined based on the application of guidelines for materiality. Such events are enlisted in Annexure B of this Policy;
3. Events or information which have a material bearing 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 Company and which might enable the stakeholders of the Company to appraise its position or take such other necessary actions to avoid establishment of false market in the securities of the Company as prescribed in Para C of Part A of Schedule III of SEBI Listing Regulations, 2015;
4. Events or information not specified in either Para A or Para B or Para C of Part A or Para B of Part A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 but which according to the Board of the Company are material or have a material effect on the Company shall be disclosed to the stock Exchanges and shall also be placed on the website of the Company.
5. The Company may make disclosures of events/ information as specified by SEBI from time to time.

## **6. Timelines for Disclosure of events or information**

1. The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon reasonably possible and in any case not later than the following:
  - (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
  - (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

(iii) twenty -four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

2. In case an event or information is required to be disclosed by the listed entity in terms of the provisions of regulation 30 of SEBI (LODR) Regulations 2015, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the listed entity shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

3. Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

## **7. Authority for making disclosure of events or information**

The Key Managerial Personnel shall have the authority to determine Materiality of any event specified in Annexure B on the basis of the criteria mentioned in rule 4 above.

The Key Managerial Personnel are severally authorized to make necessary disclosures to the stock exchange(s).

## **8. Website Disclosure**

This Policy shall be hosted on the website of the Company. The Company shall disclose all such events or information which have been disclosed to the Stock Exchange pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 on its website. Such disclosures as made to the Stock Exchange shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per the Policy for preservation and archival of documents of the Company.

## **9. Amendments**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

### **For Suratwwala Business Group Limited**

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**Jatin Dhansukhlal Suratwala**  
**Managing Director**  
**(DIN: - 01980329)**

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**Pooja Thorave**  
**Company Secretary**  
**Membership No. A.74339**

### **SURATWWALA BUSINESS GROUP LIMITED**

Registered Office Address: S. NO. 4/38, SUMANGAL, FIRST FLOOR, SAHAKAR COLONY BEHIND SBI,  
OFF KARVE ROAD, ERANDWANE PUNE 411004.

CIN: L45200PN2008PLC131361 Website: [www.suratwwala.co.in](http://www.suratwwala.co.in)

**Annexure A**

**Events which shall be disclosed without any application of the guidelines for 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) whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.;

Explanation. - '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 and such change exceeds two per cent of the total shareholding or voting rights in the said company.
    - (c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.
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. New Ratings or Revision in credit 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 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 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;

5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

6. Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

(i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

(ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

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

(7A) 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 listed entities 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 independent director 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.

(7C) In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.

(7D) In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

8. Appointment or discontinuation of share transfer agent;

9. Resolution plan/ Restructuring in relation to loans/ borrowings from banks / financial institution including following details:

- i. Decision to initiate resolution of loans/borrowings;
- ii. Signing of Inter-Creditors Agreement (ICA) by lenders;
- iii. Finalization of Resolution Plan;
- iv. Implementation of Resolution Plan;
- v. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.].

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, or creditors 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.
16. Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.
17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called)
18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, Key Managerial Personnel or Senior Management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.
19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, Key Managerial Personnel, Senior Management, promoter or subsidiary, in relation to the listed entity, in respect of the following:
  - a. search or seizure; or
  - b. re-opening of accounts under section 130 of the Companies Act, 2013; or
  - c. investigation under the provisions of Chapter XIV of the Companies Act, 2013;
20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, Senior Management, promoter or subsidiary, in relation to the listed entity, in respect of the following: a. suspension; b. imposition of fine or penalty; c. settlement of proceedings; d. debarment; e. disqualification; f. closure of operations; g. sanctions imposed; h. warning or caution; or i. any other similar action(s) by whatever name called;
21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013

**Annexure B**

**Illustrative list of events 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. Any of the following events pertaining to the listed entity:
  - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
  - (b) adoption of new line(s) of business; or
  - (c) closure of operation of any unit, division or subsidiary (in entirety or in 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity;
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;
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority

**Annexure 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 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.

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.

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