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UNIVASTU
INDIA LTD

**POLICY FOR DETERMINING
MATERIALITY OF ANY EVENT OR
INFORMATION**

OBJECTIVE AND REGULATORY FRAMEWORK

The objective of this policy is to determine materiality of any event or information of **UNIVASTU INDIA LTD.**

The Corporate Governance has been an integral part of the way, the Company – **UNIVASTU INDIA LTD** has been doing its business since inception. As a part of the Corporate Governance and pursuant to the Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘the Listing Regulations’ or ‘SEBI (LODR) Regulations’), the Board of Directors (‘Board’) of the Company has formulated, approved and adopted the following policy and procedures with regard to determination of materiality of events or information of the Company.

This policy may be reviewed, amended and adopted at the discretion of the Board of Directors from time to time.

DEFINITIONS:-

In this Policy, unless the context requires otherwise:—

- **“Board of Directors”** shall mean the Board of Directors of Univastu India Limited.
- **“Company”** means **UNIVASTU INDIA LTD**
- **“Chief Financial Officer”** 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”** mean the Managing Director, Whole-time Director/s, Chief Financial Officer and Company Secretary of Univastu India Limited.
- **“Policy”** means a policy on materiality of any event or information.
- **“Subsidiary Company”** as defined under clause 2(87) of the Companies Act, 2013.
- **"Promoter" and "Promoter Group"** shall have the same meaning as assigned to them respectively in Clauses (za) and (zb) of Sub-regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

PURPOSE OF THE POLICY:-

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

DISCLOSURE OF EVENTS OR INFORMATION

- A. The following events or information specified in para A of Part A of Schedule III to the Listing Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality:-
- i. 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.
 - a. acquiring control, whether directly or indirectly; or,
 - b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - 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;
 - 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 (2) percent of the total shareholding or voting rights in the said company.
 - ii. 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.
 - iii. Revision in Rating(s).
 - iv. 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;
- c) 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).
- v. 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;
- vi. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter;
- vii. Change in directors, key managerial personnel (Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary), Auditors and Compliance Officer;
- viii. Appointment or discontinuation of share transfer agent;
- ix. Corporate debt restructuring;
- x. Reference to BIFR and winding-up petition filed by any party /creditors;
- xi. 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;
- xii. Proceedings of Annual and extraordinary general meetings of the listed entity;
- xiii. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

- B. The following events or information specified in para B of Part A of Schedule III to the Listing Regulations, based on application of the guidelines for materiality, upon occurrence of which the Company shall make disclosure to the Stock Exchanges:-
- i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
 - ii. 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);
 - iii. Capacity addition or product launch;
 - iv. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
 - v. 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;
 - vi. 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.;
 - vii. Effect(s) arising out of change in the regulatory framework applicable to the listed entity;
 - viii. Litigation(s) / dispute(s) / regulatory action(s) with impact;
 - ix. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of listed entity;
 - x. Options to purchase securities including any ESOP/ESPS Scheme;
 - xi. 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 or information as specified by the Board from time to time

AUTHORITY TO MAKE DISCLOSURES

Regulation 30(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 provides that the Board of Directors of the Company shall authorize its one or more Key Managerial Personnel ('KMP') for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) under this regulation and the contact details of such personnel shall also be disclosed to the Stock Exchange(s) and as well as on the Company's website. The Company Secretary or Chief Financial Officer shall have the authority to make disclosures in this regard.

The Company shall disclose to the Stock Exchange/s all events, as specified in Part A of Schedule III or information as soon as reasonably possible and not later than 24 hours from the occurrence of event or information.

AMENDMENT:-

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, at any point of time.