



## **ISL CONSULTING LIMITED**

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

### **PREAMBLE**

This Policy is framed as per the Regulations 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

### **POLICY**

The Company has framed this Policy for determination of materiality of an event or information for making disclosures to the Stock Exchange, which has been approved by its Board of Directors.

Disclosure of events or information shall be made to Stock Exchange in following manner:

- i. The Company shall make disclosure of events specified in Para A of Part-A of Schedule III of the Listing Regulations and as may be amended from time to time. The events included in Para A of Part A of Schedule III are listed below:
  - a) 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.
  - b) 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.
  - c) Revision in Rating(s).
  - d) 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:
    - 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 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 listed entity from stock exchange(s).
- e) 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.
- f) Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
- g) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- h) Appointment or discontinuation of share transfer agent.
- i) Corporate debt restructuring.
- j) One time settlement with a bank.
- k) Reference to BIFR and winding-up petition filed by any party / creditors.
- l) 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.
- m) Proceedings of Annual and extraordinary general meetings of the listed entity.
- n) Amendments to memorandum and articles of association of listed entity, in brief.
- o) Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

The disclosure shall be made not later than *24 Hours* from occurrence of the event.

Provided that in case disclosure is made after twenty four hours of occurrence of the event, than along with disclosure explanation for delay shall be given.

- ii. The Company shall make disclosure of events specified in Para B of Part A of Schedule III of the Listing Regulations and as may be amended from time to time, based on the criteria specified in Regulation 30(4)(i) of the Listing Regulations. The list of events specified in the Para B of Part A of Schedule III are listed below:
- a) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.



- b) 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).
  - c) Capacity addition or product launch.
  - d) Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
  - e) 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.
  - f) 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.
  - g) Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
  - h) Litigation(s) / dispute(s) / regulatory action(s) with impact.
  - i) Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
  - j) Options to purchase securities including any ESOP/ESPS Scheme.
  - k) Giving of guarantees or indemnity or becoming a surety for any third party.
  - l) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- iii. Any other information / event, which may have material effect on the Company, in the opinion of the Board of Directors.

## **REVIEW**

The Board of Directors of the Company, subject to applicable laws, is entitled to amend, suspend or rescind this Policy at any time in line with the Listing Regulations.

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