

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

1. OBJECTIVE

- 1.1. This Policy has been framed pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”).
- 1.2. The objective of the Policy is to stipulate guidelines for determination of materiality of events or information relating to the Company, and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

2. DEFINITIONS

In this Policy, unless the context otherwise requires, the following expressions shall have the meanings ascribed to them as under:

- 2.1. **“Authorized Personnel”** shall refer to the persons authorized by the Board under Paragraph 5 of this Policy.
- 2.2. **“Board of Directors”** or **“Board”** means the Board of Directors of the Company, as constituted from time to time.
- 2.3. **“Company”** means Anjani Portland Cement Limited.
- 2.4. **“Material Event / Information”** means any event or information which has been held to be “material” under Regulation 30(2) of the Regulations, or which otherwise satisfies any of the criteria specified in Paragraph 3.2 of this Policy.
- 2.5. **“Policy”** means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.
- 2.6. **“Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term used but not expressly not defined herein shall have the same meaning as defined in the Companies Act, 2013, Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION RELATING TO THE COMPANY

3.1 Regulation 30(2) read with Para A, of Part A of Schedule III lists out specific events / information which are deemed to be “material” for the purposes of disclosure by a company under the Regulations. List of said events / information is enclosed as Annexure I. The Company shall accordingly consider all such events to be Material Events for the purposes of this Policy, and make disclosure of the same in accordance with the provisions of this Policy.

3.2 Any other events / information (illustrative list attached as Annexure II) shall be deemed to be Material Events / Information, if they satisfy any of the following criteria:

(a) If the value or impact of the event / information exceeds 10% of the total revenues of the Company, or 10% of the total net worth of the Company, whichever is lower as per latest audited balance sheet of the Company for previous financial year.

(b) If in the opinion of the Authorized Personnel:

- (i) the omission of an event or information, is likely to result in discontinuity or alteration of any material 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; or
- (iii) the omission of such event or information can lead to the creation of false market in the securities of the Company;

(c) If in the opinion of the Board of Directors of the Company, any event / information should be considered as Material Event / Information in accordance with the Regulations. The Board may consider all or any of the following factors for determination of any event / information as a Material Event:

- (i) Likely monetary impact of the event / information as a percentage of the total revenue or net worth of the Company;
- (ii) Involvement of any related party of the Company in the transaction;
- (iii) Whether the event / information in question relates to, or is arising out of ordinary course of business of the Company;
- (iv) Any of the criteria specified in sub-clause (a) above.

3.3 For the sake of clarification, the Company shall also disclose details of any event / information pertaining to its subsidiaries (if any), if they constitute Material Event / Information in accordance with this policy.

4. DISCLOSURE OF MATERIAL EVENTS / INFORMATION

4.1 Any Material Event / Information shall be first disclosed to the stock exchange(s) on which the securities of the Company are listed, and shall thereupon be uploaded on the website of the Company.

4.2 Where the Company has made disclosure of any Material Event / Information in accordance with this Policy, it shall make further disclosures for updating the public on material developments on the matter on a regular basis, till such event is resolved / closed with relevant explanations.

4.3 Disclosure of the Material Event / Information as aforesaid shall be made as soon as reasonably possible, and not later than twenty four hours from the occurrence of event or information.

Provided that the disclosure with respect to the Material Events specified in Paragraph 4 of Annexure I shall be made within thirty minutes of the conclusion of the board meeting, at which said matter is considered.

4.4 Every disclosure shall be made by or under the authority of the Authorized Personnel, as specified under Paragraph 5 below.

4.5 All the above disclosures will be hosted on the website of the Company for a minimum period of five years and thereafter archived as per the archival policy of the Company.

5. AUTHORIZED PERSONNEL

5.1 Any two persons (at least one of whom shall be an Executive Director) from amongst the Executive Directors, Chief Financial Officer and the Company Secretary of the Company, are authorized, to determine and decide upon the materiality of an event / information in terms of this Policy and to make appropriate disclosures to the Stock Exchanges under the Regulations.

5.2 Contact details of persons authorized as aforesaid to determine materiality of an event / information under this Policy is given hereunder:

Name	Designation	Phone No.	Email- ID
Mr. A. Subramanian	Managing Director	040-23353096	secretarial@anjanicement.com
Mr. M.L. Kumavat	CFO	022-40239909 040-23353096	secretarial@anjanicement.com
Mrs. Anu Nair	Company Secretary	022-40239909	secretarial@anjanicement.com

EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF GUIDELINES FOR MATERIALITY AS SPECIFIED IN THE POLICY

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 –
 - 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 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 held to consider the following:
 - (a) Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them;
 - (b) Cancellation of dividend with reasons thereof;
 - (c) Buyback of shares;
 - (d) Fund raising proposed to be undertaken;
 - (e) Increase in capital by issue of bonus shares;

- (f) Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
 - (g) Alteration of capital;
 - (h) Financial results;
 - (i) Voluntary delisting from stock exchanges
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(s) / 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

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICABLE OF THE GUIDELINES FOR MATERIALITY REFERRED TO IN PARAGRAPH 3.2 OF THE POLICY

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) 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;

13. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
14. 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.