

**POLICY ON DETERMINATION OF
MATERIALITY OF EVENTS/
INFORMATION FOR MAKING
DISCLOSURES BY THE COMPANY**

PURPOSE OF POLICY

In an endeavor to promote transparent and close communication with the shareholders, the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed company to have a policy on determination of material events and disclosures thereof.

This Policy outlines the guidelines to be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of material events/information. The Company is committed to factual, timely and accurate disclosure based on applicable legal and regulatory requirements.

OBJECTIVE OF POLICY

This Policy has been framed with the objective of providing adequate and appropriate disclosures that are consistent with the facts of the material events. The current Policy mechanism regulates:

- the procedure determining the materiality of the events/information,
- the procedure governing the disclosure of the events that are deemed to be material;
- to decide upon the instance when the material events have occurred and the time frame within which the information is to be disclosed.

DEFINITIONS

- i. **“Company”** mean Simbhaoli Sugars Limited (M/s Simbhaoli Spirits Limited known as M/s Simbhaoli Sugars Limited in pursuance to Scheme of Amalgamation, as sanctioned by the Hon'ble High Court of Judicature at Allahabad);
- ii. **“Board or Board of Directors”** means the board of directors of Simbhaoli Sugars Limited;
- iii. **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- iv. **“Policy”** means this Policy on determination of materiality of events or information for making disclosure.
- v. **“Schedule III”** means Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013, Listing Agreement, Listing Regulations framed by the Securities Exchange Board of India or any other relevant regulation/legislation applicable to the Company.

DISCLOSURE OF MATERIAL INFORMATION:

- (a) Company shall make disclosures of any events or information which, are material in nature to the stock exchange.
- (b) Events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events and Company shall make disclosure of such events to the Stock Exchange.
- (c) Events specified in Para B & C of Part A, of Schedule III, of the Listing Regulations or any other events or information, shall be treated as material based on application of the guidelines for materiality, as specified hereinafter and Company shall make disclosure of such events to the Stock Exchange.

CRITERIA FOR DETERMINING OF MATERIALITY OF EVENTS/ INFORMATION:

The Company shall consider the following criteria for determining the materiality of the events:

- (a) The Commission/omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- (b) The happening/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
- (c) In case, where the criteria specified in sub-clauses (a) and (b) are not applicable, an event / information may be treated as being material, if in the opinion of the person(s) responsible for determining the materiality of any information , the event or information is considered material.

WHEN AN EVENT/INFORMATION HAS OCCURRED

This would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., and the answer would depend upon the timing when the Company became aware of the event/information.

Any event or information can be said to occur in the following manner:

- (a) Event(s) or information occurred which have been initiated by the Company can be said to have occurred upon receipt of approval or decision of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc, disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

- (b) Event(s) or information other than those covered in (a), can be said to have occurred, when a Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term 'Officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the Company.

PERSONS RESPONSIBLE FOR DETERMINING MATERIALITY & DISCLOSURE

The Chairman or the Managing Director of the Company are authorized severally for the purpose of determining materiality of an event or information other than those mentioned in Para A of Part A of Schedule III of the Listing Regulations.

After determining the materiality, Chairman or the Managing Director shall inform the Compliance Officer for disclosing the information to Stock Exchange(s) under regulation 30 of the Listing Regulations along with posting the same on the Company's website.

TIME FOR DISCLOSURE OF INFORMATION TO STOCK EXCHANGE

- (a) The Company shall first disclose to stock exchange(s) of all events or information, as specified in Para A of Part A of Schedule III of the Listing Regulations or any other event or information whether specified in Para B & C of Part A of Schedule III of the Listing Regulations or not and considered material, as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information:

Provided that in certain unavoidable circumstances or due to confidentiality of information, for a limited period of time, the Company might delay in disclosing the material event/information to the stock exchange, in that case the disclosure regarding delay in disclosing the material event/ information along with the reasonable explanation and clarification will be disseminated to the stock exchange by the Compliance Officer of the Company.

Provided further that disclosure with respect to events specified in para 4 of Para A of Part A of Schedule III of the Listing Regulations shall be made within thirty minutes of the conclusion of the board meeting.

- (b) The Company shall disclose all events or information with respect to subsidiaries, if any, which are material for the Holding Company to the stock exchange, not later than twenty four hours from the occurrence of event or information.
- (c) The Company shall, with respect to disclosures made under this Policy shall , make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (d) The Compliance Officer of the Company shall furnish reply to the stock exchange on the queries raised by the exchange in relation to any event or information disclosed to it within 3days.

HOSTING OF INFORMATION ON WEBSITE

The Company shall disclose on its website all such events or information, which has been disclosed to stock exchange(s) under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company, as disclosed on its website.

COMPLIANCE OFFICER:

The Company Secretary of the Company shall be the Compliance Officer of the Company for the purpose of implementation of this policy.

DISCLOSURE

This Policy shall be disclosed on the website of the Company


EFFECTIVE DATE:

This Policy shall be effective from 15th Day of February, 2016.

REVIEW OF THE POLICY

The Board may in its discretion or as per the requirements of Listing Regulations or other applicable laws, review or amend this Policy, in whole or in part, from time to time

For **SIMBHAOLI SUGARS LIMITED**


KAMAL SAMTANI
Company Secretary

Signed

