

# **Ayepee Lamitubes Limited**

## **POLICY FOR DETERMINATION OF MATERIAL EVENT OR INFORMATION**

### **Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

#### **1. INTRODUCTION**

Securities and Exchange Board of India has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide notification dated 2 September 2015 coming into effect from 1 December 2015. The said Regulation is in substitute of compliance requirement of listing agreements entered into with recognized Stock Exchanges in India in respect to listing of equity shares, debts and other securities. Said Regulation *inter alia* provides for disclosure of material events or information to the Stock Exchanges which would enable investors to make informed decisions.

In respect to disclosures, Regulation 30 read with Schedule III is divided in two parts. Part A prescribes events and information which are deemed as material and needs to be disclosed without any further criteria or materiality. Part B requires a listed entity to determine whether particular event is material or not by applying prescribed guidelines.

Regulation 30 requires a listed entity to disclose prescribed events or information to the Stock Exchanges in timely manner. Events and information prescribed in Para A of Part A of Schedule III are deemed to be material and needs to be disclosed to the Stock Exchanges.

Events specified in Para B of Part A of Schedule III, needs to be disclosed to stock exchanges if the same is considered as “Material” by applying materiality test and prescribed guidelines.

Regulation 30(4)(ii) provides that “The listed entity shall frame a policy for determination of materiality, based on criteria specified in this regulation, duly approved by its board of directors, which shall be disclosed on its website.”

#### **2. PURPOSE**

The purpose of this Policy is to outline procedures and practical guidelines that would be followed by the Company in compliance with the SEBI Regulations and applicable law and to provide indicative guidance in determining whether events are material or not and accordingly requirement of disclosures to the stock exchanges.

The Company is committed to fairness and transparency in dealing with all stakeholders and in ensuring compliance with applicable laws and regulations.

This Policy aims to provide guidance and direction to the Board in relation to determination of material event or information that needs to be disclosed to the stock exchanges and relevant compliance.

To achieve these objectives, to maintain decency and to observe applicable regulation, in relation to disclosure of events and information relating to the Company, Ayeppee Lamitubes Limited implementing this Policy to be followed and observed as mentioned herein.

### **3. TITLE, COMMENCEMENT AND EXTENT**

- 3.1 This Policy is called “Policy for Determination of Material Event or Information” or the “Policy”.
- 3.2 This Policy has been approved by the Board and shall come into force from 1 December 2015.

### **4. DEFINITIONS AND INTERPRETATION**

In this Policy, except where the context otherwise requires, the following words and expressions shall have the following meaning:

- 4.1 **“Board”** or **“Board of Directors”** means the Board of Directors of the Company.
- 4.2 **“Company”** or **“Ayeppee”** means **Ayeppee Lamitubes Limited**, registered in India under the Companies Act 1956 having CIN L74999MH1984PLC032132.
- 4.3 **“Key Managerial Personnel”** or **“KMP”** shall have the same meaning as assigned to it under Section 2(51) of the Companies Act, 2013.
- 4.4 **“Manager”** means the person appointed as such or in his absence any Director designated by the Board for the purpose of this Policy.
- 4.5 **“Regulation”** or **“Listing Regulation”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended or re-enacted from time to time.
- 4.6 **“Stock Exchanges”** mean Indian stock exchanges which are recognized by the Central Government or SEBI and where Securities of the Company are listed.
- 4.7 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, which includes, *inter alia*, shares, scrips, stocks, bonds, debentures, debenture stock or other marketable

securities of a like nature of the Company as may be issued/allotted from time to time.

4.8 **“SEBI”** means Securities and Exchange Board of India constituted under SEBI Act 1992 or similar authority.

## 5. **EVENTS PER SE MATERIAL AS PER THE REGULATION**

The Company shall disclose the details about the events or information as prescribed in Para A of Part A of Schedule III of the Regulation, as may be relevant and applicable to the Company, in compliance with Regulation 30 without applying guidelines / criteria of materiality.

## 6. **AUTHORITY TO DETERMINE MATERIAL EVENT OR INFORMATION**

Manager and Chief Financial Officer of the Company and any other KMP as may be authorized by the Board (**the Designated Personnel**) shall be the authority to determine the materiality of any event or information, classify it as Material, and decide the details and appropriate time at which disclosure is to be made to the Stock Exchanges. Primarily the Designated Personnel shall determine about the disclosure as described herein. However, whenever necessary or when circumstances warrant, the Board of the Company shall determine about the material event or information and relevant disclosure and compliances.

Disclosures, decisions or matters in relation to this Policy will be communicated to the Stock Exchanges by the officials/KMP of the Company, as per the instructions of the Board / Designated Personnel.

## 7. **DETERMINATION OF MATERIAL EVENT OR INFORMATION**

Whenever any event or information arises as prescribed in Para B of Part A of Schedule III of the Regulation, the Designated Personnel will determine whether such event or information is material or not and take a view on materiality of event that qualifies for disclosures, appropriate time and detail for disclosure and further update in this respect to the Stock Exchanges or any other authority as may be necessary.

In determining the materiality of event or information, the Designated Personnel or the Board will consider the following guidelines or criteria, as may be relevant or context so requires:

### 7.1 **Guidelines under the Regulation 30(4)**

(a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

- (b) the omission of an event or information, which is likely to result in significant market reaction if the said omission came to light at a later date;
- (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 board of directors of listed entity, the event / information is considered material.

## **8. CLARIFICATIONS, AMENDMENT ETC**

- 8.1 This Policy has been framed in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In case of any amendment in the Regulations, direction or clarification by SEBI, provisions of this Policy shall be read and implemented in context of such amended or clarified positions.
- 8.2 This Policy may be modified, amended or substituted by the Board as may be necessary.