

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. INTRODUCTION

Pursuant to Regulation 30(4)(ii) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the Board of Directors of Annvrridhhi Ventures Limited (formerly known as J. Taparia Projects Limited) in its meeting held on 10th February, 2016 had adopted the “Policy for determination of materiality of events / information” to be effective from 01st December, 2015.

This policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“LODR Amendments”) dated 14th June 2023, the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (“SEBI Disclosure Circular”) and the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (“LODR Amendments”) dated 12th December, 2024.

Accordingly, the Policy for determination of materiality of events / information is suitably amended, to be effective from 30th January, 2025.

2. PURPOSE

The purpose of this Policy is to determine materiality of events / information based on criteria specified under sub-regulation 4(i) of Regulation 30 of the Listing Regulations and to ensure that the Company makes disclosure of event / information specified in Part-A of Schedule – III to the Listing Regulations, to enable the investors to take informed and timely decisions.

3. OBJECTIVE

The objective of this policy are as under:

- To ensure that the company complies with the disclosure obligations under the Listing Regulations;
- To ensure that adequate and timely information is provided to investors to enable them to take informed investment decision;
- To protect the confidentiality of material/price sensitive information within the context of the company’s disclosure obligations.
- To ensure uniformity in the company’s approach towards making disclosure of materiality of events/information
- To create an effective communication channel that enables stakeholders to stay informed about the Company's material developments, ensuring alignment with best practices in corporate governance.

4. DEFINITIONS

- a) **“Act”** means The Companies Act, 2013 including the Rules, Schedules and clarifications, issued by the Ministry of Corporate Affairs and any amendment thereto and/or modification thereof from time to time.
- b) **“Board of Directors”** or **“Board”** shall mean the Board of Directors of Annvrridhhi Ventures Limited (Formerly known as J. Taparia Projects Limited), as constituted from time to time.
- c) **“Company Secretary and Compliance Officer”** shall mean the Company Secretary and Compliance Officer of the Company.
- d) **“Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendment thereto and/or modification thereof from time to time
- e) **“Material events/information”** shall mean events/information stated as under Regulation 30 of The SEBI Listing Regulations read with Part A of Schedule III thereto.
- f) **“Normal trading hours”** shall mean time period for which the recognized stock exchanges are open for trading for all investors.
- g) **“Policy”** means this “POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION” and as may be amended from time to time.
- h) **“Unpublished price sensitive information”** or **“UPSI”** has the meaning referred to in the Company’s Code of Conduct for Prohibition of Insider Trading read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Listing Regulations, the Act, the Securities Contracts (Regulation) Act, 1956, and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

5. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS/INFORMATION

The following Key Managerial Personnels have been authorized by the Board to determine whether or not an events/information is material for the purpose of disclosing it to the Stock Exchange, in terms of this policy. The name of such key managerial personnels are as follows:

- a) Mr. Sarvesh Manmohan Agrawal : Chairman and Managing Director
- b) Ms. Vrinda Agarwal : Chief Financial Officer
- c) Ms. Sakina Lokhandwala : Company Secretary and Compliance Officer

Further, for administrative convenience, the Chairman and Managing Director and/or Chief Financial Officer and/or Company Secretary and Compliance Officer, have been authorized by the Board to disclose such events/information, which are material to the Stock Exchanges and that their contact details be disclosed to the Stock Exchanges and uploaded on the website of the company, in terms of this policy, including but not limited to responding to any queries that may be raised by the Stock Exchanges in respect thereto.

The contact details of above mentioned Key Managerial Personnels authorized under Regulation 30(5) of the Listing Regulations are given below:-

Sr. No.	Name of KMPs	Designation	Contact details
1	Mr. Sarvesh Manmohan Agrawal	Chairman & Managing Director	Registered Office: Room No. 202, 41/A, Tara Chand Dutta Street, Kolkata – 700 073, West Bengal, India Corporate Office: Office No. 306, 3 rd floor, Urban 2, Bhayli, Vadodara – 390 007, Gujarat Mobile No: +91 7600094367 e-mail: office@annvrridhhi.com Website: www.annvrridhhi.com
2	Ms. Vrinda Agarwal	Chief Financial Officer	
3	Ms. Sakina Lokhandwala	Company Secretary and Compliance Officer	

Further, Mr. Sarvesh Manmohan Agrawal, Chairman and Managing Director of the company, has been authorized by the Board to interact or communicate with Press or Analysts or Institutional Investors, after the material events/ information is disseminated to Stock Exchanges and hosted on the website of the company, in terms of this policy.

The aforesaid Key Managerial Personnels are also authorized to respond to any queries that may be received from the press, electronic/social media or investors of the company, for verification of any market rumours relating to the Company and/or any of its subsidiaries, in terms of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

6. DEEMED MATERIAL EVENTS OR INFORMATION

Events or information specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events and are required to be disclosed irrespective of application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of the Listing Regulations. The applicable events (also referred to as “deemed material events”) are given in **Annexure -A.**

7. CRITERIA FOR DETERMINING MATERIALITY OF INFORMATION

Materiality however, will be determined on a case to case basis depending on the facts and circumstances pertaining to the event or information.

Certain information is per se “material events” as defined in regulation 30(2) read with paragraph A of Part A of Schedule III of the SEBI Listing Regulations. An illustrative list of such material event / information is enclosed as Annexure A.

The events or information specified in Para B of Part A of Schedule III of the Listing Regulations, which will be disclosed based on application of materiality criteria, are given in **Annexure-B.**

The Company shall consider the criteria as specified in Clause (i) of Sub-regulation (4) of Regulation 30 of the Listing Regulations for determination of materiality of events/information as under:

- 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 is likely to result in significant market reaction if the said omission came to light at a later date;
- c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 1) **two percent of turnover**, as per the last audited consolidated financial statements of the listed entity;
 - 2) **two percent of net worth**, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - 3) **five percent of the average of absolute value of profit or loss after tax**, as per the last three audited consolidated financial statements of the listed entity;
- d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material:

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

Material events/information including events specified in Annexure A and Annexure B shall be disclosed by the Company with respect to events for which timelines have been specified in Part A and Part B of Schedule III of the Listing Regulations shall be made within such timelines in the following manner:

- A. Inform the stock exchange on which the securities of the company are listed;
- B. Upload on the website of the company.

All the above disclosures under sub-regulation 8 of regulation 30 shall within 2 working days disclose on its website which has been disseminated on the stock exchanges under this policy and such disclosures shall be hosted on the website of the company for a minimum period of five years and thereafter as per the archival policy of the company, as disclosed on the website of the company.

The company shall also disclose all events or information with respect to subsidiaries which are material for the company.

In case an event or information is required to be disclosed by the company in terms of the provisions of regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

8. DETERMINATION OF TIME WHEN THE EVENT/INFORMATION CAN BE SAID TO HAVE OCCURRED

For the purpose determining the time when the event/information be said to have occurred, the following guidelines shall be followed:

- 1) Where the occurrence of the event/information depends upon the stage of discussion, negotiations or approval:

The events or information can be said to have been occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events or 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.

In case in-principle approval or approval to explore (which is not final approval) is given by the Board of Directors, the same shall not require disclosure under regulation 30 of the LODR Regulations.

- 2) The occurrence of event/information where no discussion, negotiations or approvals are required namely in case of natural calamities, disruptions, etc:

The events or information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer* of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

**Term 'officer' shall have same meaning as defined under the Companies Act, 2013 and includes promoter of the Company.*

9. TIMELINES FOR DISCLOSING THE EVENT/INFORMATION TO THE STOCK EXCHANGES

Any event or information falling under Regulation 30 of Listing Regulations (as per Annexures A and B) shall be informed to the Authorised Key Managerial Personnel promptly upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchange.

Pursuant to Regulation 30(6) of the Listing Regulations, the Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

- i. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken:

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- ii. Twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- iii. twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.

The disclosures with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines. In case the disclosure is made after the timelines specified under Regulation 30 of the Listing Regulations, the company shall, along with such disclosure provide the explanation for the delay.

Events/information which are already disclosed on the stock exchange shall continue to make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The listed entity shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information. Provided that the stock exchange(s) shall disseminate information and clarification as soon as reasonably practicable.

In case where an event occurs or an information is available with the listed entity, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the listed entity is required to make adequate disclosures in regard thereof.

All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III to the Listing Regulations, shall inform the Company about the agreement to which such a Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

10. EVENTS/INFORMATION HAVING MATERIAL EFFECT ON THE COMPANY

Notwithstanding anything contained herein, where an event occurs or an information is available with the company, which has not been indicated in Listing Regulations but which may have material effect on the Company, the Company shall make adequate disclosures in that regard.

11. MINIMUM STANDARDS OF CONFIDENTIALITY

Subject to applicable laws, while making disclosures, it shall however be ensured that confidentiality in certain matters is maintained in order to foster a culture of good decision making.

12. REVIEW AND AMENDMENT

Any amendments in this policy may be carried out with the approval of the Board of Directors of the company. This policy is subject to review from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

In case any amendments, clarifications, circulars and guidelines issued by the regulatory body(ies)/authority(ies) and such amendments, clarifications, circulars and the guidelines are not consistent with the requirements specified under this Policy, then the provisions such amendments, clarifications, circulars and guidelines shall prevail and accordingly this Policy shall stand amended effective from the date as laid down under such amendments, clarifications, circulars and guidelines.

13. DISCLOSURE

The policy as amended from time to time, shall be placed on the website of the company i.e. www.annvrridhhi.com

14. COMMUNICATION AND CIRCULATION OF THE POLICY

A copy of this policy shall be circulated to all the Directors and all the employees of the company immediately in approval by the Board of Directors.

For Annvrridhhi Ventures Limited
(Formerly known as J. Taparia Projects Limited)

Sd-
Sarvesh Manmohan Agrawal
Managing Director
DIN: 08766623

“ANNEXURE A”***Pursuant to Para (A) of Part A of Schedule III of the Listing Regulations: Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation (30)***

The Following shall be events/ information, upon occurrence of which Listed Entity shall make disclosure to stock exchanges(s):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.

Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-

- i. acquiring control, whether directly or indirectly; or
- ii. acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –
 - a) the listed entity holds shares or voting rights aggregating to twenty per cent or more of the shares or voting rights in the said company; or
 - b) 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-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said company; or
 - c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub- regulation (4) of regulation 30:

Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.

Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-

- i. an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or
- ii. an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3)- For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.

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. New Rating(s) or Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s) the outcome of meetings of the board of directors held to consider the following:
 - a) dividends 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;
 - d) the decision with respect to fund raising proposed to be undertaken [including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;
 - 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):
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(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.
- 5A Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.

6. Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

- i. ‘Fraud’ shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- ii. ‘Default’ shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.

Explanation 3 – Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.

(7A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

(7B) Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

- i. The letter of resignation along with detailed reasons for the resignation as given by the said director.
- (ia) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
- ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
- iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the 595[disclosures] as specified in sub-clause (i) and (ii) above.

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- (7C) In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.
- (7D) In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
8. Appointment or discontinuation of share transfer agent.
 9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
 10. One time settlement with a bank.
 11. 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. (a) (i) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet);
(ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.
Explanation I: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.
Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity.
 - (b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:
 - (i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - (ii) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
 - (iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.
 16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
 - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
 - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - i) Number of resolution plans received by Resolution Professional;
 - j) Filing of resolution plan with the Tribunal;
 - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
 - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - i. Pre and Post net-worth of the company;
 - ii. Details of assets of the company post CIRP;
 - iii. Details of securities continuing to be imposed on the companies' assets;
 - iv. Other material liabilities imposed on the company;
 - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - vi. Details of funds infused in the company, creditors paid-off;
 - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - viii. Impact on the investor – revised P/E, RONW ratios etc.;
 - ix. Names of the new promoters, 610[key managerial personnel], if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
 - x. Brief description of business strategy.
 - m) Any other material information not involving commercial secrets.
 - n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
 - o) Quarterly disclosure of the status of achieving the MPS;
 - p) The details as to the delisting plans, if any approved in the resolution plan.
17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.

Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity.

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:
- a) search or seizure; or
 - b) re-opening of accounts under section 130 of the Companies Act, 2013; or
 - c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:
- (a) suspension;
 - (b) imposition of fine or penalty;
 - (c) settlement of proceedings;
 - (d) debarment;
 - (e) disqualification;
 - (f) closure of operations;
 - (g) sanctions imposed;
 - (h) warning or caution; or
 - (i) any other similar action(s) by whatever name called;
- along with the following details pertaining to the actions(s) taken or orders passed:
- i. name of the authority;
 - ii. nature and details of the action(s) taken or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;

- v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

- (i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.
- (ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.

21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.



“ANNEXURE B”**Pursuant to Para (B) of Part A of Schedule III of SEBI LODR Regulations, 2015: Events which shall be disclosed upon application of the guidelines for Materiality referred sub-regulation (4) of Regulation 30**

Following is the list of events / information to be disclosed to the stock exchange(s) based on Materiality guidelines:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the listed entity:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie- up; or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in 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) 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.
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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.
9. Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety by whatever named called, for any third party.
12. Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

Pursuant to Para (C) of Part A of Schedule III of SEBI LODR Regulations, 2015:

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.

Pursuant to Para (D) of Part A of Schedule III of SEBI LODR Regulations, 2015:

Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

