

POLICY ON DETERMINATION OF MATERIAL EVENTS / INFORMATION

1. **Introduction:**

The Policy is framed in accordance with the requirements of the Regulation 30(4)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*LODR*).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.

2. **Effective Date:**

The Board has approved the updated policy with effect from 24th January, 2019.

3. **Definitions:**

All the words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the LODR and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued there under, as amended from time to time.

“Board of Directors or Board” means the Board of Directors of Skyline Millars Limited, as constituted from time to time.

“Company” means Skyline Millars Limited, a company incorporated on 28th November, 1919 under Indian Companies Act, 1913 and having its registered office at Churchgate House, 4th Floor, 32-34, Veer Nariman Road, Fort, Mumbai - 400001.

“Policy” means this policy on determination of material events/ information.

“Material Events” are those that are specified in Para A of Part A of Schedule III of the LODR and which shall be disclosed in accordance with the guidelines specified in Regulation 30(4)(i) of the LODR.

“LODR” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Key Managerial Personnel” or **“KMP”** of the Company includes Managing / Whole-time Directors, Chief Operating Officer, Chief Financial Officer and Company Secretary, who may be authorized individually or collectively to determine materiality of an event/ information and for purposes of disclosure to the Stock Exchange.

4. Disclosure of material events:

Based on the recommendation of the authorized KMP or *suo moto* the Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company (downward or upward), which needs to be disclosed to the Stock Exchange as per the time line specified under Regulation 30(6) of the LODR.

5. The Board shall be responsible for determining the materiality of an event/information for purposes of making disclosures under Regulation 30 of the LODR and includes one or more authorized KMP for this purpose.

CATEGORY A

The following events considered Material Events will be disclosed to the stock Exchange within **24 hours** of the occurrence of the event / receipt of information:

- Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
- 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..
- Revision in ratings.
- Agreements (viz. shareholder agreements, joint venture agreements, family settlement agreements (to the extent that it impacts management and control of the listed entity), agreements/ contracts with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- Fraud / defaults by promoters or KMPs or by the Company or arrest of KMP or promoter.
- Change in directors, KMPs, auditor and compliance officer of the Company.
- Appointment and discontinuance of share transfer agent.
- Corporate debt restructuring.
- One time settlement with bank.
- Reference to BIFR and winding-up petition filed by any party / creditors.
- 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 Company.
- Proceedings of the annual or extra general meeting.
- Amendments to memorandum and articles of association of the Company.
- Schedule of Analyst or Institutional Investor meet and presentations of financial results made by the Company to Analyst or Institutional Investor.

Note : If the Board is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

CATEGORY B

The outcomes of a board meeting held to consider the following will be disclosed to the stock Exchange within **30 minutes of the closure of such Board Meeting:**

- Dividend and / or cash bonuses recommended or declared and other information pertaining to them
- Cancellation of dividend with reasons thereof
- Buyback of securities
- Fund raising proposed to be undertaken
- Increase in capital by issue of bonus shares
- Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
- Alteration of capital
- Financial results
- Voluntary delisting from stock exchange

CATEGORY C

The following events will require disclosure after meeting the guidelines specified under Regulation 30(4)(i) of the LODR within **24 hours** of the occurrence of event/ receipt of information:

- Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
- 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);
- Capacity addition or product launch;
- Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
- 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;
- Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;
- Effect(s) arising out of change in the regulatory framework applicable to the Company;

- Litigation(s) / dispute(s) / regulatory action(s) with impact;
- Fraud/defaults etc. by directors (other than KMPs) or employees of the Company;
- Options to purchase securities including any ESOP/ESPS Scheme;
- Giving of guarantees or indemnity or becoming a surety for any third party;
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

CATEGORY D

The following events which are likely to affect the business of the Company will be disclosed to the stock exchange (s) within **24 hours** of the occurrence of such event/information:

- 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;
- Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

6. Criteria for disclosure of events / information specified under Category C above:

- i) The omission of an event or information likely to result in discontinuity or alteration of event or information already available publicly;
- ii) The omission of an event or information likely to result in significant market reaction if the said omission came to light at a later date;
- iii) In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

For the avoidance of doubt, it is clarified that the guidelines set out in this clause shall apply only for the events/ information set out in Category C above.

7. Authority for determination of Materiality of events / information:

The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Operating Officer, Chief Financial Office and the Company Secretary are hereby jointly and severally authorized to determine whether the event / information is material and the time line for such disclosure to be made (based on the category of information as specified above) to the stock exchange.

8. Website Updation / Updates to stock exchange:

The Company shall update all disclosures made under the regulations to the stock Exchange on its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document archival policy of the Company.

The Compliance Officer/CFO of the Company, shall give updates to the Board of Directors and to the Stock Exchange on any material event/information that may have been first informed to the stock exchange including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

9. Disclosure of events / information on Subsidiaries:

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

10. Authorization to KMPs to suo moto accept / deny reported event or information:

The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Operating Officer, Chief Financial Officer and the Company Secretary are hereby jointly and severally authorized to suo moto accept / deny any report event or information, which has been unauthorizedly made public by media or by any other means including but not limited to electronic means. They are further authorized to respond to rumors amongst the general public, which have no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

11. Compliance Officer:

The Compliance Officer for the purpose of complying with the provisions of the LODR shall be the Company Secretary of the Company.

12. Guidance:

The Board of Directors will be guided by the SEBI circular (CIR/CFD/CMD/4/2015) dated 9th September, 2015, while expressing a view on whether an event/information has occurred requiring a disclosure to be made under this Policy and the contents of such disclosure, including disclosures of estimated details and actual details relating to natural calamities/force majeure or strikes/lockouts, litigations and frauds/defaults/arrests.

13. Fraud/ default by any director, Promoter or KMP or by the Company or arrest of any Promoter or KMP

The estimated details with regard to any fraud/ default by any director, Promoter or KMP or by the Company or arrest of any Promoter or KMP shall be disclosed at the time of unearthing of the fraud or occurrence of default/ arrest. A subsequent disclosure shall be made with respect to further details of the fraud/default/arrest such as actual amount involved (if any), actual impact on the Company and its financials and corrective measures taken by the Company.

14. Policy Review:

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.