

SARTHAK METALS LIMITED

(Formerly: Sarthak Metals Marketing Private Limited)

Policy on Criteria for Determining Materiality of Events/ Information

Regulation 30 of Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015

For, SARTHAK METALS LIMITED


DIRECTOR

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1. Objective of the Policy and Scope

Pursuant to the Regulations, the Company is under an obligation to make disclosure of any events or information which, in the opinion of the Board of Directors is material.

The objective of this policy is therefore to lay down the criteria for determination of materiality of events and information that need to be disclosed to the Stock Exchanges as and when they take place in the Company and other matters related thereto.

2. Definitions

“**Act**” shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

“**Board of Directors or Board**” means the Board of Directors of Sarthak Metals Limited, as constituted from time to time.

“**Company**” means Sarthak Metals Limited.

“**Key Managerial Personnel**” mean Key Managerial Personnel as defined in subsection (51) of section 2 of the Companies Act, 2013.

“**Policy**” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.’

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

“**Material Events**” or “**Material Information**” shall mean such event or information as set out in Schedule of the SEBI LODR or as may be determined in terms of this Policy. In the policy, the words, “material” and “materiality” shall be construed accordingly.

“**Other Events**” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, based on application of the guidelines for materiality, as specified in sub regulation (4) of Regulation 30 of SEBI LODR

“**Schedule**” means PART A of Schedule III Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy Statement

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, which needs to be disclosed to the stock exchange as per the time span against each category.

Outcome of Meeting of the Board of Directors/ Committee of Directors

The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting of Board of Directors / Committee of Directors, held to consider the following without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of SEBI LODR:

- a) dividends and / or cash bonuses 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;
- 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).

Material Events

The Company shall first disclose to stock exchange(s) of all events, as specified in Para A of Part A of Schedule III as reproduced below, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of SEBI LODR:

- a) 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.

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-
 - a) 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;
 - 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-para and such change exceeds two per cent of the total shareholding or voting rights in the said Company.

For, SARTHAK METALS LIMITED


DIRECTOR

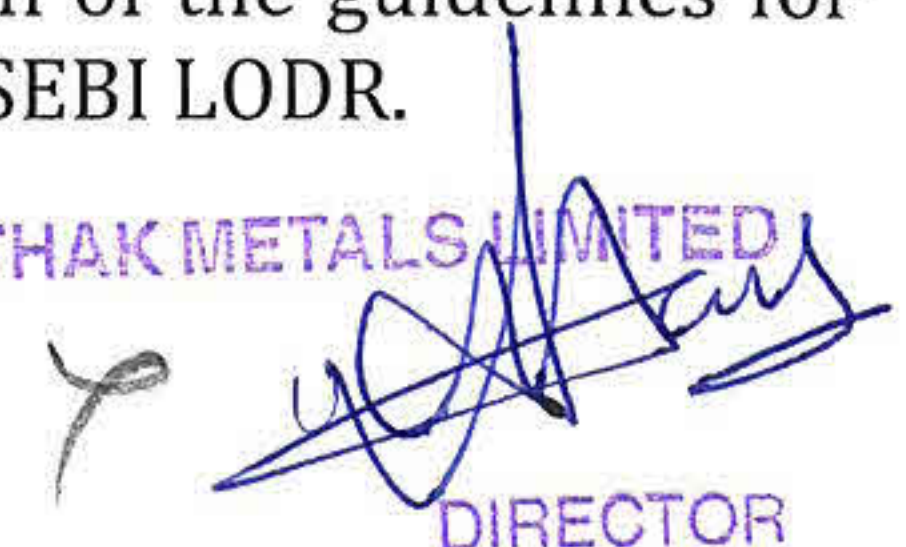
- b) issuance or forfeiture of securities, split or consolidation of shares, buyback of securities any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
- c) revision in Rating(s).
- d) 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.
- e) fraud / defaults by Promoter or Key Managerial Personnel or by listed entity or arrest of Key Managerial Personnel or Promoter.
- f) change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- g) appointment or discontinuation of share transfer agent.
- h) corporate debt restructuring.
- i) one time settlement with a bank.
- j) reference to BIFR and winding-up petition filed by any party / creditors
- k) 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.
- l) proceedings of Annual and Extraordinary General Meetings of the listed entity.
- m) amendments to memorandum and articles of association of listed entity, in brief.
- n) schedule of Analyst or Institutional Investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

Note: In case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

Other Events

The Company shall disclose to stock exchange(s) of all events, as specified in Para B of Part A of Schedule III as reproduced below, based on application of the guidelines for materiality, as specified in sub-regulation (4) of Regulation 30 of SEBI LODR.

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- a) commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit / division.
- b) 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).
- c) capacity addition or product launch.
- d) awarding, bagging / receiving, amendment or termination of awarded / bagged orders / contracts not in the normal course of business.
- e) 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.
- f) 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.
- g) effect(s) arising out of change in the regulatory framework applicable to the listed entity.
- h) litigation(s) / dispute(s) / regulatory action(s) with impact.
- i) Fraud / defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
- j) options to purchase securities including any ESOP / ESPS Scheme.
- k) giving of guarantees or indemnity or becoming a surety for any third Party.
- l) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

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 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.

4. Criteria for Determination of Materiality of Events/Information

Materiality has to be determined on a case to case basis depending on the specific facts and circumstances relating to the event / information. A particular event / information would be considered as material in nature if it satisfies either of the criteria proposed below:

- 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) 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 the Company, the event / information is considered material.

If particular information or event in question satisfies any of the above mentioned criteria, the Company would be under an obligation to disclose the same to the stock exchange.

5. Authority for Determining Materiality of Events/ Information & Disclosures

The Whole Time Director & Executive Chairman, Managing Director, Company Secretary & Compliance Officer and Chief Financial Officer of the Company (collectively known as 'Authorised KMPs') shall be jointly /severally authorised for determining materiality of event / information, classify it as a material event / information, decide the appropriate time at which disclosure is to be filed with the stock exchange and details that may be filed in the best interest of present and potential investors.

The Authorised KMPs shall determine the credibility to the information and / or event and once the information / event has been set out in stone to a level of concretization, the information would be disclosed by the Company in a timely manner.

In some cases, to ascertain materiality thresholds, the Authorised KMPs, shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to the information / event and while doing so, it may consider, among other factors, the following factors:

- whether there would any direct or indirect impact on the reputation of the Company; or
- whether non-disclosure can lead to creation of false market in the securities of the Company; or
- whether there would be a significant impact on the operations or performance of the Company.

While disclosing any event / information to stock exchange under SEBI LODR, the Company shall ensure that such disclosure is in consonance with the Company's "Code of Practices and Procedures for Disclosure of Unpublished Price Sensitive Information."

6. Website Updation/ Updates to Stock Exchanges

The Company shall update all disclosures made under the regulations to the stock exchanges in 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 Preservation of Documents / Archival Policy of the Company.

7. Policy Review and Board's Approval

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.

In the event of any conflict between the provisions of this Policy and the Listing Agreement, Companies Act, 2013, Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

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