

**JYOTI OVERSEAS LTD**

**POLICY ON DETERMINATION OF  
MATERIALITY FOR DISCLOSURE(S)  
OF EVENTS OR INFORMATION**

## **BACKGROUND**

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations), a listed entity is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in Regulation 30 of the said Regulations and the same is also required to be disclosed on the Company's website.

In this context the following policy has been framed by the Board of Directors with the objective of determining materiality of events.

## **DEFINITIONS**

1. "Company" means Jyoti Overseas Limited;
2. "Board" means the Board of Directors of Jyoti Overseas Limited;
3. "Key Managerial Personnel" means the Managing Director, Chief Financial Officer of the Company;
4. "Listing Regulation" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
5. "Policy" means this Policy on Determination of Materiality of events/information of Jyoti Overseas Limited;
6. "Schedule III" means Schedule III of the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015;

## **CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION**

Materiality will be determined on the case to case basis depending on the facts and circumstances relating to the information/event and disclosures.

1. The following criteria will be applicable for determination of materiality of events/information:
  - result in discontinuity or alteration of event or information already available publicly; or
  - result in significant market reaction if the said omission came to light at a later date;
2. In the opinion of the Board, if the event/ information ought to be disclosed.

The Events/ information that will be disclosed without any applicability of principle of materiality are attached in this policy as **ANNEXURE 1** and the same is to be disclosed to Stock Exchange as soon as reasonably possible and not later than 24 hours from the occurrence of event or information.

The events or information that will be disclosed based on application of materiality criteria are given in **ANNEXURE 2**.

### **POLICY REVIEW**

The Compliance Officer of the Company is authorized for time to time review of the policy. Material changes in the policy will need approval of the Board.

Any amendments in the Regulations shall be deemed to have been incorporated in the policy.

### **EFFECTIVE DATE**

The Effective date of the policy is 01<sup>st</sup> December, 2015.

### **WEBSITE**

As per the provisions of the Regulations, the policy shall be disclosed on the website of the Company ([www.jolindia.com](http://www.jolindia.com))

## ANNEXURE 1

### **Events or Information that are to be disclosed without application of Materiality Guidelines listed in the Policy**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any 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-

- acquiring control, whether directly or indirectly; or,
  - acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
    - i. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
    - ii. there has been a change in holding from the last disclosure made under subclause (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.
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. Revision in Rating(s).
  4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
    - 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 Company 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.
6. Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , 23.05.16 etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and 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 Company.
13. Proceedings of Annual and extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of Company, in brief
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

## **ANNEXURE 2**

**Events or Information that are to be disclosed based on Materiality Guidelines listed in the Policy**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. 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).
3. Significant 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) (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.
6. 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
7. Significant impact on financial, operational, strategic or reputation arising out of change in the regulatory framework .
8. Significant Litigation(s) / dispute(s) / regulatory action(s) with that impacts the financial, operational, strategic or reputation of the Company.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving significant guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key/material licenses or material regulatory approvals.
13. 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.