



# **ABM KNOWLEDGEWARE LIMITED**

## **POLICY ON DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION FOR MAKING DISCLOSURE**

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

The Company has adopted this policy for Determination of Material Event or Information and Disclosure thereof and KMP of the Company are authorized in this respect. Details of contact person: Company Secretary, Tel No: 022 4290 9700, Email id [cs@abmindia.com](mailto:cs@abmindia.com), Address: ABM House, 7<sup>th</sup> Floor, Plot No.268, Linking Road, Bandra (West), Mumbai-400 050.

#### **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 and officials of the Company in relation to determination of material event or information that needs to be disclosed to the Stock Exchange and relevant compliance.

The Purpose of this policy is to ascertain the requirement of disclosure of events or information to stock exchange(s) and defining criteria for determining materiality of events and information specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations, 2015.

#### **SCOPE AND APPLICABILITY OF THE POLICY:**

In respect of Disclosures, Regulation 30 read with Schedule III is divided into two parts. Part A prescribes events and information which are deemed as material and needs to be disclosed without any further criteria of 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.

Events specified in Para C of Part III shall require disclosure if the event or information viz major development that is likely to affect business.

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.”

This policy is applicable to all disclosures and communications of Material events or information by the Company, which in the opinion of the Board of Directors of the Company, is material.

The Company shall make disclosure of any events or information to stock exchange on timely basis as per the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. It divides the events that need to be disclosed broadly in the following categories:

1. Events specified in Annexure A are deemed to be material events and Company shall make disclosure of such events.
2. Events specified in Annexure B shall require disclosure based on application of guidelines for materiality.
3. Events specified in Annexure C shall require disclosure if the event or information viz major development that is likely to affect business.

**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.

**CRITERIA FOR DETERMINING MATERIALITY OF EVENTS/ INFORMATION:**

The following criteria are to be considered for determining materiality of events or information as per Regulation 30(4)

1. Omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly.
2. 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.
3. In case where the criteria specified above 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.

### **DISCLOSURE OF MATERIAL EVENTS OR INFORMATION:**

- a. The Company shall disclose to the stock exchange(s) all the events or information as specified in the Listing Regulations.
- b. The Company shall make disclosures updating material developments on a regular basis.
- c. All the disclosures mentioned in the Annexures would be hosted on the website of the Company and preserved as per Company's Policy on Preservation of documents and thereafter archived as per Archival Policy.

### **AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:**

Managing Director and any other KMP as may be authorized by the Board 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 Managing Director 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.

### **AMENDMENT:**

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.

The Board reserves its right to amend or modify this Policy in whole or in part, at any time, when it deems appropriate or in accordance with any amendment to the provisions of the Listing Regulations, 2015.

## Annexure A

### List of Events which shall be disclosed without any application of the guidelines for materiality

Sr. No.	Events / Information
1.	<p>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.</p> <p>Explanation : For the purpose of this sub-para, the word “acquisition” shall mean</p> <ul style="list-style-type: none"><li>i. Acquiring control, whether directly or indirectly, or</li><li>ii. Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –<ul style="list-style-type: none"><li>a. The Company holds shares or voting rights aggregating to five percent or more of the shares or voting rights in the said company or</li><li>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 2% of the total shareholding or voting rights in the said company.</li></ul></li></ul>
2.	<p>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.</p>
3.	<p>Revision in Rating(s)</p>
4.	<p>Outcome of meetings of the Board of Directors. Company shall disclose to the Stock Exchanges within 30 minutes of the closure of the meeting held to consider the following:</p> <ul style="list-style-type: none"><li>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.</li><li>b. Any cancellation of dividend with reasons thereof</li><li>c. The decision on buy back of securities</li><li>d. The decision with respect to fund raising proposed to be undertaken</li><li>e. Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched</li><li>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</li><li>g. Short particulars of any other alterations of capital, including calls</li><li>h. Financial results</li><li>i. Decision on voluntary delisting by the Company from stock exchanges</li></ul>
5.	<p>Agreements (viz shareholder agreements) joint venture agreements, family settlement agreements (to the extent that it impacts management and control of the listed entity), agreements/treaties/contracts with media companies which are binding and not in normal course of business, revisions or amendments and terminations thereof.</p>
6.	<p>Fraud/defaults by promoter or KMP or by the Company or arrest of KMP or Promoter</p>

7.	<p>Change in directors, KMP (MD, CEO, CFO, CS, etc.) Auditor and Compliance Officer</p> <p>[(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.</p> <p>(7B) Resignation of auditor 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:</p> <p>i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.</p> <p>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.</p> <p>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 detailed reasons as specified in sub-clause (i) above.]</p>
8.	Appointment or discontinuation of a 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 the Company, in brief
15.	Schedule of Analyst or Institutional Investor and presentation of financial results made by the Company to analysts or institutional investors
16.	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <p>a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;</p> <p>b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;</p> <p>c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;</p> <p>d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;</p> <p>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;</p>

<p>f) Appointment/ Replacement of the Resolution Professional;</p> <p>g) Prior or post-facto intimation of the meetings of Committee of Creditors;</p> <p>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;</p> <p>i) Number of resolution plans received by Resolution Professional;</p> <p>j) Filing of resolution plan with the Tribunal;</p> <p>m) Approval of resolution plan by the Tribunal or rejection, if applicable;</p> <p>k) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;</p> <p>l) Any other material information not involving commercial secrets.</p>
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## **Annexure B**

### **Events which shall be disclosed upon application of guidelines for materiality**

<b>Sr. No.</b>	<b>Events / Information</b>
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.	Capacity addition to 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, force majeure or events such as strikes, lockouts, etc.
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company
8.	Litigation(s)/dispute/regulatory actions with impact
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 guarantees or indemnity or becoming a surety for any third party
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

**Annexure C:**

Any other information/event viz major development that is likely to affect business, eg. 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.

Without prejudice to generality of Annexure A, Annexure B and Annexure C, the Company may make disclosures of event/information as specified by SEBI from time to time.

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