



ATISHAY LIMITED
MATERIAL EVENTS POLICY

DRAFT OF MATERIAL EVENT POLICY

1. BACKGROUND

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI (LODR) Regulations”] mandates that every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed company, is material as well as any price sensitive information. The listed entity shall frame a policy for determination of materiality, based on the specified criteria duly approved by its board of directors, which shall be disclosed on its website.

The Board of Directors of the listed entity shall authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of the same, this “Material Events Policy” of Atishay Limited (“the Company” or “ATISHAY”) has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters / makes influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI (LODR) Regulations.

2. DEFINITIONS

1. Authorised Key Managerial Personnel

Authorised Key Managerial Personnel means Managing Director, Whole-time Director or Chief Financial Officer or Company Secretary & Compliance Officer of the Company, who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).

2. Material events

Material Events means the individual transaction or arrangement which, in the opinion of the Authorised Key Managerial Personnel is significant to the operations or performance of the Company as well as any price sensitive information.

3. Price Sensitive Information

“Price-sensitive information” means any information which relates, directly or indirectly, to the Company that is not generally available and which upon becoming generally available is likely to materially affect the price of securities of the Company.

4. Compliance Officer

Compliance Officer means "Company Secretary" of the Company.

5. Policy or This Policy

Policy or this policy means " Material Events Policy ".

6. Stock Exchanges

Stock Exchanges means where the Equity Shares of the Company are listed.

3. INTERPRETATION

Terms that have not been defined in this policy shall have the same meaning assigned to them in the SEBI (LODR) Regulations and Companies Act, 2013 as amended from time to time.

4. POLICY

The Company will as soon as reasonably possible inform the Stock Exchange(s) of all the events or information which will have material impact on the performance/operations of the Company, as well as any price sensitive information.

The "Authorised Key Managerial Personnel " shall be entitled to take a view on the materiality of an event or information which are qualifying for disclosure as provided in Para B of Part A of Schedule III of the SEBI (LODR) Regulations and to decide the appropriate time at which such disclosure is to be made with the Stock Exchange(s) and details that may be disclosed in the best interest of present and potential investors.

5. REPORTING AND DISCLOSURE

Regulation 30 of SEBI [LODR] Regulations, 2015, have categorised material events and information which will have bearing on the performance/operations of the Company. The disclosures of events and information which the Company shall make to the Stock Exchange(s) as broadly categorised under these regulations are as under –

- 1) Every listed entity shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material;
- 2) Events specified in Para A of Part A of Schedule III are deemed to be material events and listed entity shall make disclosure of such events;
- 3) The listed entity shall make disclosure of events specified in Para B of Part A of Schedule III, based on application of the guidelines for materiality, as specified in sub-regulation (4).

6. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

The Company shall consider the following criteria for determination of materiality of event/information specified in Annexure to this policy as and when they occur.

(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; [or]

(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;

Explanation: 'the value or the expected impact in terms of value' for determining the materiality as stated above, value / impact of such event or information in value on the Profit After Tax on an annualized basis shall be considered

Events/information with respect to any subsidiary of the Company would be considered material for the Company if the value or expected impact of the event/ information on the Company in terms of value exceeds the materiality thresholds described in point 6 above.

7. Guidance on Timing of Occurrence of an Event or Information for Onward Disclosures

As prescribed under Regulation 30(6) of the SEBI Listing Regulations, all events or information which are material as determined under this Policy shall be disclosed to the stock exchange(s), as soon as reasonably possible and in any case not later than:

- (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.

Provided further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

In this regard, the Company shall evaluate the event / information to when it can be said to have occurred, depending upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc, the answer to the above question would depend upon the timing when the Company becomes aware of the event/information.

The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, the Managing Director, Whole-time Director or the Chief Financial or Company Secretary & Compliance Officer of the Company becomes aware of the event or comes into possession of the information in the course of the performance of his duties.

8. AUTHORITY TO DETERMINE MATERIALITY:

Materiality must be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information in the Annexure to the Policy.

The Managing Director, Whole-time Director, Chief Financial Officer and Company Secretary & Compliance officer of the Company ('Authorised Persons') are severally authorised for identifying and determining the materiality for the events/information in the Annexure to the Policy.

The employees who become aware of event/information as stated in the Annexure which exceed the materiality threshold as mentioned in clause III are required to report such event/information promptly to the Managing Director & CEO or the Chief Financial Officer of the Company.

9. DISCLOSURE PROCESS

Once the applicable event or information is identified to be disclosed to the Stock Exchanges under this Policy, the Managing Director, Whole -time Director, Chief Financial Officer and Company Secretary & Compliance officer of the Company are severally authorised to make the disclosure of material event/information to the Stock Exchanges

Any event/information required to be disclosed under this policy shall be disclosed in the format prescribed by SEBI through its Circulars issued from time to time.

Subsequent to the disclosure to the Stock exchanges, material event/information should be hosted on the website of the Company.

10. MODIFICATION OF POLICY

The Authorised Persons may review the Policy from time to time. Material Changes to the Policy will need the approval of the Board of Directors.

In case of any amendments to the SEBI Listing Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the SEBI Listing Regulations shall prevail. Any amendments to the SEBI Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

11. CONTACT DETAILS OF KEY MANAGERIAL PERSONNEL WHO ARE AUTHORIZED FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION

Sr. No.	Designation	Address	Email id	Telephone
1	Chairman and Managing Director	Plot No. 36, Zone I , M.P. Nagar Bhopal (M.P)- 462011	Compliance@atishay.com	0755- 2558283
2	Whole-time Director			
3	Chief financial officer			
4	Company Secretary & Compliance officer			

Annexure

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY REFERRED IN SUB -REGULATION (4) OF REGULATION (30) OF SEBI [LODR] REGULATIONS, 2015.

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.
- C 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.
- D. 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.

VERSION HISTORY

Version	Approved by	Approval Date	Effective Date	Reason for modification
1	Board of Director	18 Feb, 2017	18 Feb, 2017	-
2	Board of Director	10 May, 2024	10 May, 2024	Amendments in the SEBI (LODR) Regulations 2015
3	Board of Director	April, 29, 2025	April, 29, 2025	3 rd Amendment in the SEBI LODR