

## **POLICY ON DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION**

### **PREAMBLE:**

Control Print Limited (CPL) is committed to managing the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all stakeholders.

### **PURPOSE:**

As per the requirements of Regulation 30 (4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, every listed entity shall frame a policy for determination of materiality of events and information that shall be disclosed.

Accordingly, the Company in compliance with the above stated Regulation hereby establishes and adopts a Policy on Determining the Materiality of Events and Information.

### **SCOPE OF THE POLICY:**

This Policy shall determine events or information which shall be material in nature and which shall be disclosed to the public at large through intimation to the Stock Exchange(s).

### **Criteria for determining Materiality:**

The event or information shall be considered to be material, if:

- 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 CPL, the event / information is considered material.

The Board of Directors have severally authorised the Managing Director, the Whole-time Director and the Company Secretary of the Company for determining materiality of an event or information and for making disclosures to Stock Exchange(s).

### **Disclosure of Material Events / Information:**

- A. The following are the events / information upon occurrence of which the Company shall make disclosure to Stock Exchange(s) promptly:**

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.
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 held to consider the following:
  - 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;
  - any cancellation of dividend with reasons thereof;
  - the decision on buyback of securities;
  - the decision with respect to fund raising proposed to be undertaken
  - increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - 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;
  - short particulars of any other alterations of capital, including calls;
  - financial results;
  - decision on voluntary delisting by the listed entity 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 company, which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Fraud or defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter.
7. Change in Director, Key Managerial Personnel, 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

**B. The following events / information upon occurrence of which the Company shall make disclosure to the Stock Exchange(s) upon application of guideline for materiality:**

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 either entirety or in piecemeal.
3. Capacity addition or product launch.
4. 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.
5. Disruption of operations of any one or more units or division of CPL due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
6. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
7. Litigation(s) / dispute(s) / regulatory action(s) with impact.
8. Fraud / defaults etc. by Directors other than key managerial personnel or employees of CPL.
9. Options to purchase securities including any ESOP / ESPS Scheme.
10. Giving of guarantees or indemnity or becoming a surety for any third party.
11. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
12. Disclosures on materially significant related party transactions entered by company.
13. Awarding, bagging/ receiving, amendment or termination of awarded / bagged orders /contracts not in the normal course of business.
14. Events / information which considered by Board of Directors material in nature.

**Guidelines for determination of materiality of events/ information:**

In order to properly assess, analyse and decide on the materiality of the event / information, a proper procedural guideline shall be followed by the Company. The Chief Financial Officer, Head of the Departments / Head of Business Units and Products and Branch Manager / Heads who are responsible for relevant areas of the Company's operations must report to Managing Director and / or Whole-time Director of the Company about any event / information which may possibly be material or of which they are unsure as to its materiality. The event / information should be reported immediately after becoming aware of it.

On receipt of communication of potential material event / information, the Company Secretary will:

- i. Review the event / information and take whatever steps necessary to verify its accuracy;
- ii. Assess whether the event / information is required to be disclosed to the Stock Exchanges under the Listing Regulations;

- iii. Report the matter to Managing Director / Whole-time Director of the Company that event / information is material and requires disclosure under Regulation 30 of the Listing Regulations.

If the potential event / information is considered material, the same shall be arranged to be intimated to the Stock Exchange(s).

**Time limit for Disclosure for Event / Information:**

The intimation / disclosure to Stock Exchange about the material event / information shall be made not later than 24 hours from the occurrence of the event of information. For intimation related to outcome of Board Meeting as specified in Clause A (4), the disclosure shall be made within 30 minutes of the closure of the meeting.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

In case of events / information that have occurred upon receipt of approval from any Board of Directors or shareholders or any concerned statutory authority, disclosure shall be made on receipt of approval of the event which is received earlier.

In case of events / information where no such discussion, negotiation or approval is required, then the events / information can be said to have occurred when the Board of Directors becomes aware of the events/information, or as soon as, an employee of the Company has come into possession of the information in the course of the performance of his duties.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

**DISCLOSURE OF THE POLICY:**

This policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

**AMENDMENTS:**

The Board may amend any provision(s) or substitute any provision(s) with new provision(s) or replace the policy entirely with new policy, based on approval by the Board at their meeting.

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