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**POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION  
(Materiality Policy)**

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Under Regulation 30(4) (ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Approved by**

Audit Committee and Board of Directors

Dated 11<sup>th</sup> March, 2022

**SENCO GOLD LIMITED**

**CIN:** U36911WB1994PLC064637

**Registered & Corporate Office:**

Diamond Prestige, 41A, A.J.C. Bose Road, 10th floor,  
Unit no. 1001, Kolkata-700017, West Bengal, India

## **POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION (Materiality Policy)**

### **1. SCOPE**

Regulation 30(4) (ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates every listed shall frame a policy for determination of materiality of events/ information, duly approved by its board of directors. This policy is required to be disclosed on the website of the company.

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard

The Board of Directors (“the Board”) of Senco Gold Limited (“the Company”) has adopted the following policy and the Board may amend this policy from time to time. In case of any subsequent amendments to the Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the Regulations shall prevail.

The list of events in Annexure, as it stands today may be updated, from time to time, by company Secretary & Compliance Officer, to reflect any changes to the Regulations and the updated version be issued and published as necessary, without any requirement for approval from the Board.

### **2. OBJECTIVE**

This Policy shall be applicable to all events relating to the Company, as and when they come under the criteria elucidated below.

The Objective of this Policy to Identify events or information which are to be disclosed to Stock Exchanges as Material as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also provide quantitative criteria for identification of such events as stated in Annexure 2 of this Policy.

This Policy shall be read together with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated and adopted by the Company to lay down the procedures and practical guidelines that would be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

### 3. DEFINITIONS:

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

**“Company”** means Senco Gold Limited.

**“Policy”** means Policy for Reporting and Determination of Material Events.

**“Material Events”** means events specified in Schedule III to SEBI(LODR) Regulations 2015, upon the occurrence of which a listed entity shall make disclosures to the stock exchange(s) and post such disclosures on the website of the listed entity.

### 4. POLICY TO DETERMINE MATERIALITY OF EVENTS OF INFORMATION

Materiality shall be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event in accordance with criteria as given below:

#### **4.1 Deemed to be Material Event:**

(An event/ information as specified in Para-A of Part A of the Schedule III of the SEBI(LODR) regulations,2015)

In accordance with para 30(2) of SEBI(LODR) regulations,2015 , All events/ information as specified in Para-A of Part A of the Schedule III of the SEBI(LODR) regulations,2015 as amended from time to time shall be deemed to be material events/ information and shall be disclosed to the stock exchange and posted on the website of the company. These events / information shall not be subject to application of Guidelines for Materiality. **Annexure 1**

#### **4.2 Events to be disclosed as per application of Materiality Guidelines**

In accordance with para 30(3) of SEBI(LODR) regulations,2015, An event/information as specified in Para B of Part A Schedule III of the SEBI(LODR) Regulations,2015 . All event/information as specified in Para B of Part A Schedule III of the SEBI(LODR) Regulations,2015, as amended from time to time shall be subject to the Guidelines for Materiality.

##### **4.2.1 Guidelines for Materiality**

The Board shall consider the following qualitative criteria as specified in regulation 30(4)(i) of the SEBI (LODR) regulations, 2015 for determining whether a particular event/ information as specified in Para B of Part A Schedule III of the SEBI(LODR) Regulations,2015, as amended from time to time, is material in nature

#### **Qualitative Criteria**

- (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 listed entity, the event / information is considered material.

(ii) The listed entity shall frame a policy for determination of materiality, based on criteria specified in this sub-regulation, duly approved by its board of directors, which shall be disclosed on its website.

### Quantitative Criteria

Where it would be difficult to determine materiality of any event / information, based on qualitative criteria as stated in points (a) or (b) above, the same may be considered material for disclosure, upon meeting quantitative thresholds as specified in the **Annexure-2** as amended by the Board from time to time

#### **4.3 An event/ information not specified above**

Any other information/event not specified in (A) & (B) having major impact on business, operations, performance, financial condition, prospects, reputation, results of operations or cash flows of the Company or any adverse impact on the Company shall be disclosed Stock exchanges.

## **5. AUTHORITY FOR DETERMINATION OF MATERIALITY**

The Key Managerial Personnel (KMPs) of the Company consisting of the Managing Director and Chief Financial Officer are hereby jointly and severally authorized to determine the materiality of an event or information and make disclosures to stock exchange(s), subject to such information being placed prior to or at the next Board Meeting held after the said information being made public.

All disclosures shall be uploaded and be available on the website of the Company for a period of 5 years

## **6. TIMING OF DISCLOSURE**

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides timelines to disclose the events/information which are material in nature or as per guidelines given therein. The primary guidance is to disclose the information as early as possible.

The entity will provide the disclosures as per the given schedule -

<b>Timelines</b>	<b>Events</b>
Within 30 min	Outcome of Meetings of the Board of Directors
Within 24 hours	Events deemed to be material as per para 3.1 and <b>Annexure-1</b>
Within 7 days	Events to be disclosed as per application of Materiality Guidelines as per <b>Annexure-2</b>

## **7. AUTHORITY FOR MODIFICATION**

The Policy shall be reviewed by the Audit Committee and on its recommendations shall be modified by the Board so as to align the same with the amendments or to incorporate the changes as may be felt appropriate by the Audit Committee.

The Board of Directors or Management Committee of the Board of Directors of the Company is authorized to make such modifications to this Policy and add / delete/ amend the names to the list of KMPs named here as considered appropriate, subject however, to the condition that such modifications shall not be inconsistent with the provisions of the Regulations.

## **8. EFFECTIVE DATE**

This Policy shall be effective immediately from the date of Listing of Equity Shares of the Company.

## **ANNEXURE-1**

**Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30)**

***(Refer Para 3.1 of Materiality 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,-

- (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.

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 listed entity 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 listed entity from stock exchange(s):

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

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 listed entity or arrest of key managerial personnel or promoter.
  7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- (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.
- (7B) Resignation of independent director 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:
- i. *The letter of resignation along with 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.*
  - (ia). *Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.*
  - 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.
  - 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) and (ii) above.
8. Appointment or discontinuation of share transfer agent.
  9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
    - (i) Decision to initiate resolution of loans/borrowings;
    - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
    - (iii) Finalization of Resolution Plan;
    - (iv) Implementation of Resolution Plan;
    - (v) Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.
  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. (a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

- (i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:

The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
  - a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
  - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - 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;
  - f) Appointment/ Replacement of the Resolution Professional;
  - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
  - 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;
  - i) Number of resolution plans received by Resolution Professional;
  - j) Filing of resolution plan with the Tribunal;
  - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
  - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:



- (i) Pre and Post net-worth of the company;
  - (ii) Details of assets of the company post CIRP;
  - (iii) Details of securities continuing to be imposed on the companies' assets;
  - (iv) Other material liabilities imposed on the company;
  - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
  - (vi) Details of funds infused in the company, creditors paid-off;
  - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
  - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
  - (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
  - (x) Brief description of business strategy.
- m) Any other material information not involving commercial secrets.
- n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- o) Quarterly disclosure of the status of achieving the MPS;
- p) The details as to the delisting plans, if any approved in the resolution plan.
17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
  - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.

## **ANNEXURE-2**

### **Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)**

*(Refer Para 3.2 of Materiality Policy)*

	<b>Event/information</b>	<b>Threshold limit</b>
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	Impact exceeding 10% (Ten percent) of Turnover of the Company during the previous financial year .
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).	Impact exceeding 10% (ten percent) of Turnover of the Company during previous financial year .
3	Capacity addition or product launch.	Capacity addition leading to Increase in Sales by 10% (ten percent) as against previous Financial Year.
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Consideration exceeding Rupees Rs 100 Crore.
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.	Long Term Loans (excluding working capital and other short-term borrowings) for an amount exceeding 10% of Total Fund based limits as at the beginning of Financial Year.
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.	Estimated impact of 3% (three percent) or more of the production or the turnover of the Company in case of disruption of operations due to natural calamity.  In case of strike, lockout, etc. complete closure of any factory for fifteen working days.
7	Effect(s) arising out of change in the regulatory framework applicable to the listed entity	Impact of 10% (ten percent) or more to the turnover as per the last audited Balance Sheet or 5% of Networth whichever is lowe.
8	Litigation(s) / dispute(s) / regulatory action(s) with impact.	Demand or likely Outcome of litigation, dispute, and regulatory action exceeding 5% of Net worth as per last audited balance sheet.
9	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.	Exceeding Rupees one crore

10	Options to purchase securities including any ESOP/ESPS Scheme.	2% of post issue equity share capital of the company
11	Giving of guarantees or indemnity or becoming a surety for any third party.	Impact of 5% of Net worth for all the guarantees or indemnity or surety taken together.
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Impact exceeding 10% (ten percent) of the turnover as per the last audited Balance Sheet of the Company
13	Product launch	Expected to contribute at least 10% (ten percent) of the turnover recorded during the previous financial year of the business division to which the product belongs.

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