

SHREE TULSI ONLINE.COM LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

BACKGROUND

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), requires a listed entity to frame a policy for determination of materiality of Events/Information for disclosure to Stock Exchanges, based on the criteria specified in the Listing Regulations. Accordingly, Shree Tulsi Online.Com Limited ("the Company") needs to frame a policy for this purpose.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the "Policy for Determination of Materiality of Events or Information". The Board shall review, and if found required, may amend this Policy from time to time.

This Policy will be applicable to the Company effective December 1, 2015.

PURPOSE

The purpose of this Policy is to determine materiality of Events / Information, based on specified criteria, so that the Company makes timely disclosure of Events / Information specified in Schedule III of Listing Regulations to the Stock Exchanges as well as disseminates the Information on its website.

The Policy thus aims at providing equal access to important Information or disclosures to investors which may affect their investment decisions, and in formulating the principles of materiality based on which the Company shall make disclosures of Events or Information.

INTRODUCTION

- i. **"Act"** means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.
- ii. **"Board of Directors"** means the Board of Directors of the Company.
- iii. **"Company"** means Shree Tulsi Online. Com Limited.
- iv. **"Key Managerial Personnel"** means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- v. **"Listing Regulations"** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. **"Policy"** means this policy, as amended from time to time.

- vii. **“SEBI”** means the Securities and Exchange Board of India.
- viii. **“Rules”** means the rules made under the Companies Act, 2013.
- ix. **“Stock Exchange(s)”** means BSE Limited and the Calcutta Stock Exchange Limited, where the equity shares of the Company are listed.

SCOPE

The Policy will be applicable to all the Events/Information which falls under the criteria as disclosed under the section relating to “Disclosure of Events or Information to Stock Exchanges”

DISCLOSURE OF EVENTS / INFORMATION TO STOCK EXCHANGES

1. The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) (As set out in **Annexure 1**) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations.
2. The Company shall disclose all such material events pertaining to itself or its subsidiary(ies), specified in Para B of Part A of Schedule III of the Listing Regulations (As set out in **Annexure 2**) subject to application of guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of the Listing Regulations.

Criteria for Determination of Materiality of Events / Information

The following criteria shall be considered by the Board for determining whether the events are material or not:

- (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) 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 Director of the Company, the Event / Information is considered material.
3. 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 Company to appraise its position and to avoid the establishment of a false market in such securities, shall be disclosed by the Company from time to time.

4. The Bank may make voluntary disclosures of Event /Information as specified by its Board of Directors from time to time

GUIDELINES ON OCCURRENCE OF AN EVENT OR INFORMATION

The occurrence of material event / information would be either by the Company's own accord or not in the hands of the Company. It can be categorized as under:

- (a) Depends upon the stage of discussion, negotiation or approval; and
- (b) In case of natural calamities, disruptions etc., it would depend upon the timing when the company became aware of the event/information.

AUTHORITY TO DETERMINE MATERIALITY

The following KMP's are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) ("Authorized Person(s)"):

1. Whole Time Director / Managing Director
2. Company Secretary
3. Chief Financial Officer

Details of above KMPs disclosed to the Stock Exchange(s) and as well as on Company's website.

DISSEMINATION OF MATERIAL EVENTS OR INFORMATION

The Company shall disclose to the Stock Exchanges the Events / Information specified in **Annexure 1** without any application of the guidelines of materiality.

The Company shall disclose to the Stock Exchanges the Events / Information specified in **Annexure 2** upon application of the guidelines of materiality specified in this Policy.

The Company shall disclose to the Stock Exchanges Events / Information relating to matters not covered under either **Annexure 1** or **Annexure 2** if they are considered material.

The Company shall disclose to the Stock Exchanges the material Event / Information as soon as reasonably possible and not later than twenty four hours from the occurrence of Event / Information, except in case of matters specified in Point 4 of **Annexure 1** to this Policy, which shall be disclosed within thirty minutes of the conclusion of the relevant Board Meeting.

The Company shall make disclosures to the Stock Exchanges updating material developments on a regular basis, till such time the Event is resolved / closed, with relevant explanations.

In the Event of the concerned Stock Exchanges raising any queries with respect to Events / Information disclosed under this Policy, the KMP shall reply to the Stock Exchanges and satisfactorily answer the queries or provide the clarifications sought.

The Company may also, if the KMP or the Board so desires, confirm or deny any reported Event / Information to Stock Exchanges, including matters reported in the news or otherwise in the public domain.

MONITORING AND REPORTING

The Whole-Time Director, the Chief Financial Officer, and the Company Secretary being the 'Key Managerial Personnel' (KMP) are jointly / severally responsible to the Board for monitoring and reporting the implementation of this Policy.

AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.

ANNEXURE- 1

The below list of events as specified in **Para A of Part A of Schedule III** of the listing regulations, are deemed to be material events and disclosure of such events shall be made to the Stock exchanges as per the Listing regulations, 2015 and as amended from time to time.

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 5% 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).

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.
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.

ANNEXURE-2

The below list of events as specified in **Para B of Part A of Schedule III** of listing regulations, as amended from time to time, to be disclosed to the stock exchanges based on application of the guidelines 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 (entirety or 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) (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 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. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.