



**POCL ENTERPRISES LIMITED**

**Policy on Determination of  
Materiality of Events**

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# **POCL ENTERPRISES LIMITED**

## **Policy on Determination of Materiality of Events**

*(Pursuant to Regulation 30(4)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

### **BACKGROUND**

POCL Enterprises Limited ('the Company' or 'POEL') is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. POEL aims to achieve highest level of transparency and accountability. The Company conducts its business and operations with equity and ethics and without compromising on compliances with laws and regulations.

Securities and Exchange Board of India (SEBI) vide Notification dated September 2, 2015 has notified Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"). This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the SEBI Listing Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("LODR Amendments") and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (hereinafter referred to as "SEBI Disclosure Circular"). This Policy for determination of material events has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations.

### **DEFINITIONS**

In this Policy, unless the context otherwise requires:

- "Company" or "POEL" means POCL Enterprises Limited.
- "Regulations" or "SEBI Listing Regulations" means Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Words and expressions used in this code but not defined shall have the meaning as given in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Any subsequent modification and/or amendments brought about by SEBI in the SEBI Listing Regulations shall automatically apply to this Policy.

## **OBJECTIVES OF THE POLICY**

This Policy aims to achieve the following objectives:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the SEBI Listing Regulations.
- b. To ensure that the information disclosed by the Company is timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To assist the employees of the Company in identifying potential material events or information in an objective manner that may originate at the ground level which can be promptly escalated and reported to the authorised Key Managerial Personnel, as specified in this Policy, for determining the materiality of the said event or information and for making necessary disclosure to the Stock Exchange.

## **TYPE OF INFORMATION**

Events or information specified in Para A of Part A of Schedule III of the SEBI Listing Regulations are deemed to be material events and such events shall be disclosed to the Stock Exchange without any application of the guidelines of materiality (Annexure I).

Events or information specified in Para B of Part A of Schedule III shall be disclosed to the Stock Exchange upon application of the guidelines of materiality (Annexure II).

Apart from the events/information given under Para A and Para B of Part A of Schedule III (i.e., Annexure I & II to this policy), any other material 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 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, shall also be disclosed to the stock exchange.

Without prejudice to the generality of the provisions of this Policy, the Company may make disclosures of event/information as specified by the Board from time to time.

## **GUIDELINES FOR ASSESSING MATERIALITY**

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determining materiality of event or information:

1. The omission of an event or information which is likely to:
  - a) Result in discontinuity or alteration of an event or information already available publically; or
  - b) 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:
    - (i) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
    - (ii) 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;
    - (iii) 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.

Accordingly, any transactions exceeding the lower of (i), (ii) or (iii) above, with an annual impact in value, will be considered for the above purposes.

In terms of the SEBI Disclosure Circular, the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value, as the said value/ figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

2. In the opinion of the Board of Directors of the Company, the event / information is ought to be disclosed.

## **GUIDELINES ON OCCURRENCE OF AN EVENT/INFORMATION FOR DISCLOSURE UNDER THIS POLICY**

The occurrence of material events/information could be either emanating from within or outside the Company, either by the Company's own accord or for reasons 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 disrupting operations etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events mentioned under clause (a) above, the events/information can be said to have occurred upon receipt of approval of the Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e., Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. Approvals other than final approvals, such as in-principle approvals or approval to explore (which is not final approval) given by the Board of Directors, will not require disclosure under this Policy.

In respect of the events mentioned under clause (b) above, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties. The term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include Promoter of the Company.

## **AUTHORIZATION TO KMP FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION**

Regulation 30 (5) of the SEBI Listing Regulations provides that the Board of Directors of the listed entity shall authorize one or more Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange under this regulation and the contact details of such personnel shall also be disclosed to the stock exchange and as well as on the listed entity's website.

Therefore, the Board of Directors of the Company authorizes Mr. Aashish Kumar K Jain, Company Secretary and Compliance Officer of the Company for the purpose of determining materiality of an event or information based on the guidelines of this policy and for the purpose of making disclosures to Stock Exchange.

The authorised Key Managerial Personnel shall have the following powers and responsibilities for determining the material events or information:

- a. To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
- b. To determine the appropriate time at which the disclosures are to be made to the stock exchange based on an assessment of actual time of occurrence of an event or information.
- c. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/ closed, with relevant explanations.
- d. To consider such other events or information that may require disclosure to be made to the stock exchange which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.

#### **TIMELINES FOR DISCLOSURE OF MATERIAL INFORMATION**

The disclosure with respect to the events/ information for which timelines have been specified for Part A of Schedule III shall be made within such timelines (Enclosed as Annexure I & II to this policy).

All events/information identified as material in line with the SEBI Listing Regulations and under this Policy shall be disclosed to the stock exchange, as soon as reasonably possible and in any case not later than the following:

- i. For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the Board meeting;
- ii. For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
- iii. For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty-four) hours from the occurrence of the event or information.

The disclosure with respect to events for which timelines have been specified in Part A of Schedule III of SEBI Listing Regulations shall be made within such timelines.

In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

## **GUIDELINES FOR COMMUNICATION**

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of SEBI Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

## **OBLIGATIONS OF INTERNAL STAKEHOLDERS AND KMPs FOR DISCLOSURE**

- (a) Any event or information, including the information enlisted under Annexure I & Annexure II to this policy shall be forthwith informed to the authorised KMP, upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges;
- (b) The authorised KMP will then ascertain the materiality of such event(s) or information based on the above guidelines.
- (c) On completion of the assessment, the authorised KMP shall, if required, make appropriate disclosure(s) to the stock exchanges.

## **POLICY REVIEW**

This Policy is framed based on the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In case of any subsequent changes in the Regulations which makes any of the provisions in the Policy inconsistent with the Regulations, the provisions of the regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with the Regulations.

This Policy shall be reviewed by the Board of Directors as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Board. Any changes or modifications in the Policy would be approved by the Board of Directors.

## **EFFECTIVE DATE**

This Policy, as approved by the Board of Directors, is applicable to the Company with effect from December 1, 2015, and the amended Policy (amended as on 11.08.2023) is applicable to the Company w.e.f. July 15, 2023.

## **WEBSITE**

As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company.

## **CONTACT DETAILS**

Any questions or clarifications about the policy or disclosures made by the Company should be referred to Mr. Aashish Kumar K Jain, Company Secretary of the Company.

PROFEEL

**Timeline for disclosure of events or informations specified in Para A of Part A of Schedule III of the SEBI Listing Regulations**

Para/ sub-para	Events	Timeline for disclosure
A.	<b>Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):</b>	
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity or any other restructuring.	Within 12 hours*
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.	Within 12 hours*
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	<p>Outcome of Meetings of the Board of Directors, 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 buyback 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</li> </ul>	Within 30 minutes of the closure of the Board Meeting

	<p>or any other rights, privileges or benefits to subscribe to;</p> <p>g) Short particulars of any other alteration of capital, including calls;</p> <p>h) Financial results;</p> <p>i) Decision on voluntary delisting from stock exchanges; (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)</p>	
5.	<p>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.</p>	<p>Within 12 hours* (for agreements where listed entity is a party);</p> <p>Within 24 hours (for agreements where listed entity is not a party)</p>
5A.	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:</p> <p>Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.</p>	<p>Within 12 hours* (for agreements where listed entity is a party);</p> <p>Within 24 hours (for agreements where listed entity is not a party)</p>

6.	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	Within 24 hours
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours* (except in case of resignation);  Within 24 hours (in case of resignation)
7A.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Timeline as specified in sub-para 7A of Para A of Schedule III of SEBI Listing Regulations.
7B.	Resignation of Independent Director including reasons for resignation and disclosures as specified in sub- para 7B of Para A of Schedule III of SEBI Listing Regulations.	Timeline as specified in sub-para 7B of Para A of Schedule III of SEBI Listing Regulations.
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in sub-para 7C of Para A of Schedule III of SEBI Listing Regulations.
7D.	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).	Within 12 hours*

8.	Appointment or discontinuation of share transfer agent.	Within 12 hours*
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One-time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
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.	Within 12 hours*
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours*
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours*
15.	<p>a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.</p> <p>b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.</p>	Timeline as specified in sub-para 15 of Para A of Schedule III of SEBI Listing Regulations.
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	<p>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:</p> <p>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</p> <p>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.</p>	<p>Within 12 hours* (if initiated by the listed entity);</p> <p>Within 24 hours (if initiated by external agency).</p>

18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	Within 24 hours
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: a) search or seizure; or b) re-opening of accounts under Section 130 of the Companies Act, 2013; or c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 hours
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: a) suspension; b) Imposition of fine or penalty; c) settlement of proceedings; d) debarment; e) disqualification; f) closure of operations; g) sanctions imposed; h) warning or caution; or i) any other similar action(s) by whatever name called;	Within 24 hours
21.	Voluntary revision of financial statements or the report of the board of directors of the listed entity under Section 131 of the Companies Act, 2013.	Within 12 hours*

**\*Note:** In case the event or information emanates from a decision taken in a meeting of Board of Directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.

**Timeline for disclosure of events or informations specified in Para B of Part A of Schedule III of the SEBI Listing Regulations**

Para/ sub-para	Events	Timeline for disclosure
<b>B.</b>	<b>Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)</b>	
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	Within 12 hours*
2.	Any of the following events pertaining to the listed entity: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal).	Within 12 hours*
3.	Capacity addition or product launch.	Within 12 hours*
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
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.	Within 12 hours* (for agreements where listed entity is a party);  Within 24 hours (for agreements where listed entity is not a party).
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.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours

8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours*
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours*
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours*
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.	Within 24 hours
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.	Timeline as specified by the Board.

**\*Note:** In case the event or information emanates from a decision taken in a meeting of Board of Directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.