

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

▪ **Introduction**

As per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a Listed entity is required to frame a policy for determination of materiality of events or information which are required to be disclosed to the Stock Exchanges. In this context policy on Determination of Materiality for Disclosures (Policy) was framed and implemented by the Board. On 14th June 2023, SEBI notified the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("LODR 2023 Amendment") which came into force on 14th July 2023. Under the said LODR 2023 Amendment, SEBI has inter alia amended Regulation 30 of the LODR that deals with disclosure of events or information by a listed entity. In view of the same, this Policy was amended and readopted by the Board of Directors of the Company in accordance with the provisions of LODR 2023 Amendment.

▪ **Effective date**

This policy has been readopted by the Board of Directors of the Company at its Meeting held on February 07, 2025 and shall come into force effective immediately.

▪ **Definitions:**

In this Policy, unless the context otherwise requires:

- a) "Board of Directors" shall mean the Board of Directors of Anuroop Packaging Limited.
- b) "Company" means Anuroop Packaging Limited.
- c) "Key Managerial Personnel" or "KMP" means and includes Managing Director, Whole Time Director, Chief Financial Officer and Company Secretary of the company who may be authorised individually or collectively to disclose events to Stock Exchange.
- d) "LODR" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. e) "Material Events" are those that are specified in Para A of Part A of Schedule III of the LODR.
- e) "Other Events" are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III of the LODR.
- f) "Promoter" and "Promoter Group" shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub- regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- g) "Policy" means Policy on Disclosure of Material Events/Information.
- h) "Subsidiary" means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification re-enactment thereto, as the case may be.

▪ **Purpose of the Policy:**

The purpose of this Policy is are as follows:

- 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 Listing Regulations, various Securities Laws and any other legislation (In India or Overseas).
- 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 ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

▪ **Disclosures of events or information.**

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the LODR (as applicable to the Company from time to time) ("Para A Events") without any application of the guidelines for materiality.

▪ **Guidelines for determining materiality of events or information.**

The Company shall disclose all such events or information which are specified in Para B of Part A of Schedule III of the LODR (as applicable to the Company from time to time) ("Para B Events") to the stock exchange(s) upon application of the guidelines for materiality within the timelines as prescribed under the LODR.

Materiality of an event or information for disclosure shall be determined on a case-to-case basis depending on the specific facts and circumstances relating to the events/ information and the Company shall take guidance from the provisions of LODR (including any subsequent amendments thereto) and circular(s) issued by the SEBI/ stock exchange(s), from time to time. The Company shall consider the following criteria for determination of materiality of an event/ information:

- 1) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 2) 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
- 3) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - a. Two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - b. Two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - c. Five percent of the average of absolute value of profit or loss after tax, as per the last 3 (three) audited consolidated financial statements of the Company.
- 4) In cases where the criteria specified in sub-clauses (1), (2) and (3) are not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the Company, the event or information is considered material. For the purpose of same, the Key

Managerial Personnel(s) Policy on Determination of Materiality of Events / Information & Disclosure of Material Events / Information Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Company are authorized to determine such materiality and they can put up specific matters before the Board of Directors for its assessment, if need be.

The Company shall also disclose 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 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.

5) Without prejudice to the generality of the above, the Company may make disclosures of events/ information as specified by the Board of Directors of the Company, from time to time.

▪ **Timelines for Disclosure of Events/ Information with the Stock Exchange(S)**

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the LODR as soon as reasonably possible and in any case not later than the following:

- 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;
- ii. Twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. Twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Further, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the LODR shall be made within such timelines.

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

The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved /closed, with relevant explanations.

▪ **Authorisation for determination of materiality of event or transaction or information.**

In terms of the Listing Regulations, the Board has authorised the key managerial personnel of the Company (in terms of the Companies Act, 2013), i.e. Managing Director, Whole Time Director, Chief Financial Officer and Company Secretary of the company as the "Authorised Persons" severally and/or jointly for the purposes of determining materiality of an event or information as per the guidelines contained under this Policy and the Listing Regulations and for the purposes of disclosing such event / information to the relevant stock exchanges from time to time.

The KMPs 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 Exchanges 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 Exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
- e) To disclose all events or information with respect to the subsidiaries which are material for the Company.

▪ **Website:**

The Company shall update all disclosures made under Regulation 30 of LODR to the stock exchanges on its website and shall be continued to be hosted on the website for a minimum period of five years and thereafter archived as per Policy for preservation of document & Archival Policy of the Company. As per the provisions of the Listing Regulations, the Policy shall be disclosed on the website of the Company at www.anurooppackaging.com

▪ **Contact Details:**

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the KMP, who is in charge of administering, enforcing and updating this policy.

- 1) CFO & CS

Email: info@anurooppackaging.com

▪ **Review & Amendment**

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the relevant legislation and remains effective. The Board has the right to change/amend the policy as may be expedient taking into account the law for the time being in force.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.
