



# POLYMAC THERMOFORMERS LIMITED

CIN No. L25201WB1999PLC090774

29A, WESTON STREET, 3RD FLOOR, ROOM NO.: C-5, KOLKATA - 700 012

Ref No

Date

## POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

The Securities and Exchange Board of India (SEBI), vide notification dated 2th September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These Regulations would come into force on the ninetieth day from the date of notification i.e. 1<sup>st</sup> December, 2015

The Board of Directors of Polymac Thermoformers Limited (the "Company" ) has adopted the following policy and procedures with regards to disclosure of material events which are necessary to be disclosed to the stock exchange in terms of Regulation 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements ) Regulations ,2015 ("LODR").

The board may review and amend this policy from time to time. This policy is made available on the website of the Company [www.polymacthermoformers.com](http://www.polymacthermoformers.com)

### DEFINITIONS

"Regulations "means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ) Regulations, 2015 .

"Board of Directors" means the Board of Directors of the Company.

"Events" means events specified in Para A and Para B of Part A of Schedule III of the Regulations.

All other terms have the same meaning as defined in Regulation 2 of the "Regulations".

### CRITERIA FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION

As mentioned in Regulation 30(4) (i) of the Regulations, the Company should consider the following criteria for determining materiality of events / information:

- a) The omission an event or information , which is likely to result in discontinuity or alternation of event or information already available publicly; or
- b) The omission of event or information is likely to result in significant market reaction if the said omission came to light 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 the Company, the event / information is considered material.

Based on the criteria mentioned hereinabove, the policy for determination of materiality of events / information as detailed herein below is framed.





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- (i) Events considered Material in view of the Boards of Directors which need to be disclosed to the stock exchanges within 24 hours of the decision taken at the Board Meeting are :
- Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation /merger/demerger/ restructuring.), or sale or disposal of unit (s), division (s) or subsidiary of the listed entity or any other restructuring.
  - Issuance of 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 et.
  - Shareholder agreement. JV , Family settlement agreement, agreement/ treaty/ contract with media companies
  - Appointment or discontinuation of share transfer agent.
  - Fraud/ default by promoters or Key Managerial Personnel and arrest of KMP or promoter
  - Corporate Debt Restructuring (CDR) and one time settlement (OTS) with a Bank.
  - Reference to BIFR and winding-up petition filed by any party/creditors.
  - Issuance of notices, call letters, resolution and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
  - Proceedings of annual and extraordinary general meetings of the listed entity.
  - Amendments to memorandum and articles of association of listed entity.
  - Revisions in rating.
  - Schedule of analyst or institutional investor meet and presentation on financial results made by the listed entity to analysts or institutional investors.

**Note:** if the Management is not in a position to inform the Stock Exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock Exchanges as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

Events /Disclosures considered material in view of the Boards Of Directors which needs to be disclosed to the Stock Exchange **within 30 Minutes of the closure of the Board Meeting are:**

- Dividends and/or cash bonuses recommended or declared or the discussion 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 would be credited/dispatched;
- Reissue of forfeited shares or securities , or the issue of shares or securities held in reserves 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;





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- g. Short particulars of any other alteration of capital ,including calls;
- h. Financial results;
- i. Decision on voluntary delisting by the listed entity from stock exchange;

**Note:** The intimation of outcome of meeting of the Board of Directors shall also contain the time of commencement and conclusion of the meeting.

(ii) Events/ Decision not considered material in view of the Board of Directors which however, needs to be disclosed to the stock exchange within **as soon as it is possible when the necessary information is ready to be published** which is:

- a. Commencement or any Postponement of the date of commercial production or operation of any unit/division.
- b. Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tie up ,adoption of new line of business or closure of operation of any unit /division;
- c. Capacity addition or product launch;
- d. Awarding, bagging/receiving amendments or termination of awarded /bagged orders /contracts, not in the normal course of business including revision(s) amendment(s) and termination
- e. Agreements for loan not in the normal course of business including revision(s) amendment(s) and termination
- f. Disruption of operation of any one or more units due to natural calamity ,force majeure or events such as strikes, lockouts etc;
- g. Effects arising out of change in regulatory framework applicable to the listed entity;
- h. Litigation /dispute /regulatory action(s) with impact.
- i. Option to purchase securities including ESOP/ESPS scheme.
- j. Giving of Guarantees or indemnity or becoming a surety for any third party.
- k. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- l. Emergence of new technologies.
- m. Expiry of patents, if any.
- n. Change in accounting policy

(iii) Any other information /event viz. Major development that is likely to affect business and may have a sufficient 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.

(iv) Without prejudice to the generality of Para (i), (ii), (iii) above, the Company may make disclosures of events Information as may be specified by the Board from time to time.





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- (v) The management shall periodically bring to the attention of the Board of Directors of the company all information, events or materials which in its opinion has to be brought to the attention to the Members of the Stock exchanges

## AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

The key Managerial Personnel (KMPs) consisting of the whole time Director, Chief finance officer hereby jointly and severally authorized to determined whether the event/ information is material or not in turn about its time line for disclosure based on the category of information as specified above the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

## WEBSITE UPDATES

The company shall update all disclosures made under the regulation to the stock exchanges in its website and shall be continued to be hosted in the website five a minimum period of five years thereafter achieved as per the document retention policy of the company

The compliance Officer of the company shall give update to the Board of Directors and to the Stock exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such updates shall also be hosted on the website of the company.

## POLICY REVIEW

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subjects to the necessary approvals of the board of Directors.

This policy was approved by the Board of Directors at its meeting held on October 15, 2015.

15<sup>th</sup> October, 2015

*Susmita Banerjee*  
Chairman

