

ATLANTIC COMMERCIAL COMPANY LIMITED

POLICY FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION FOR DISCLOSURE TO STOCK EXCHANGE(S)

1. Preamble

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **Atlantic Commercial Company Limited** has framed this policy for determination of materiality of events/information under Regulation 30(4)(ii) of the Listing Regulations for the purpose of adequate, accurate, explicit and timely disclosures of the same to the Stock Exchanges.

Accordingly, the Board of Directors of the Company has approved and adopted the following Policy for Determination of Materiality of Events/Information to be disclosed to the Stock Exchange(s) from time to time.

2. Words/Expressions used but not defined in the Policy shall have the same meaning as assigned to them in the Listing Regulations or any modification thereto.

3. Definitions

“**Audit Committee**” means the Audit Committee as constituted from time to time by of Directors of the Company.

“**Board of Directors**” means the Board of Directors of **Atlantic Commercial Company Limited** as constituted from time to time.

“**Company**” means **Atlantic Commercial Company Limited**.

“**Key Managerial Personnel**” (**KMP**) means any key managerial personnel as defined in sub-section 51 of Section 2 of the Companies Act, 2013.

“**Policy**” shall mean this policy for determining materiality of events/information for disclosure to Stock Exchanges and as amended from time to time.

4. Categories for Events/Information

Category-A

In terms of Regulation 30(2) (Sub-para 4 of Para A of Part A of Schedule-III) of Listing Regulations, the events/information provided in Annexure A Part A shall be disclosed **within 30 minutes** of the occurrence of the event/ conclusion of the Meeting of the Board of Directors where such relevant event/information is considered by the Board.

Category-B

In terms of Regulation 30(2) (Para A of Part A of Schedule-III) of Listing Regulations, the events/information provided in Annexure A Part B shall be disclosed **not later than 24 hours** of the occurrence of the event / conclusion of the Meeting of the Board of Directors

where such relevant event/information is considered by the Board without any application of the guidelines for materiality specified herein in accordance with sub-regulation (4)(i) of the Regulation 30.

Category-C

In terms of Regulation 30(3) (Para B of Part A of Schedule-III) of Listing Regulations, the events/information provided in Annexure B Part I shall be disclosed **not later than 24 hours** of the occurrence of the event / conclusion of the Meeting of the Board of Directors where such relevant event/information is considered by the Board subject to the Materiality of Event to be determined by the Company based on the application of the criteria for Materiality as specified in para 5 below in accordance with sub-regulation (4)(i) of the Regulation 30.

Category- D

In terms of Para C of Part A of Schedule-III of Listing Regulations, any other information/event viz. major development that is likely to affect business shall be disclosed **not later than 24 hours** of the occurrence of the events provided in Annexure B Part II/conclusion of the Meeting of the Board of Directors where the relevant event/information is considered by the Board.

Further, in terms of Regulation 30(12) of the Listing Regulations in case where an event occurs or any information is available with the Company, which has not been indicated above in Category A or Category B or Category C but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

5. Criteria For Determining Materiality For Disclosure Of Events/ Information Listed Under Category C Above.

The following criteria shall be followed for determination of Materiality of events / information listed under Category C above:

- (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) above 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.

However, the limit, if any, for each of the above mentioned parameters may be decided by the Board of Directors.

The determination of materiality of any event/information shall be undertaken by any one key managerial personnel (KMPs) jointly with one amongst the Chairman of the Audit Committee and the Chairman of the Board.

6. Updation of Company's Website and Disclosures to Stock Exchange(s)

The Company shall update all disclosures of events made under the Policy to the Stock Exchange(s) on its website.

7. Compliance Officer

The Company Secretary shall be the Compliance Officer for the purpose of complying with the provisions of the Listing Regulations and shall ensure overall compliance of this Policy, including making disclosure to the Stock Exchange(s) of event/ information as approved by the Board of Directors.

8. Amendment

The Chairman of the Board of the Company is authorized to amend or modify this Policy on the recommendations of the Audit Committee. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

Annexure A
(Disclosure of Information without application of materiality criteria)

Part A- Information to be disclosed within 30 minutes of the occurrence of the event/ the conclusion of Board meeting wherein such decision is taken

- (i) 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;
- (ii) Any cancellation of dividend with reasons thereof;
- (iii) Decision on buyback of securities;
- (iv) Decision with respect to fund raising proposed to be undertaken;
- (v) Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- (vi) 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;
- (vii) Short particulars of any other alterations of capital, including calls;
- (viii) Financial results;
- (ix) Decision on voluntary delisting by the Company 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.

Part B- Information to be disclosed within 24 hours of the occurrence of the event/ the conclusion of Board meeting wherein such decision is taken

- (i) 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 Company or any other restructuring.

For the purpose of the above sub-para, the word "acquisition" shall mean-

a) acquiring control, whether directly or indirectly; or,

b) acquiring or agreeing to acquire shares or voting rights in, a Company, whether directly or indirectly, such that -

I. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said Company; or

II. there has been a change in holding from the last disclosure made under sub-clause (I) above and such change exceeds two per cent of the total shareholding or voting rights in the said Company.

- (ii) 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.
- (iii) Revision in Rating(s).
- (iv) Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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.

- (v) Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or promoter.
- (vi) Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), Auditor and Compliance Officer.
- (vii) In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
- (viii) 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:
 - a. The letter of resignation along with detailed reasons for the resignation as given by the said director.
 - b. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.]
 - c. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
 - d. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (a) to (c) above.
- (ix) Appointment or discontinuation of share transfer agent.
- (x) Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (a) Decision to initiate resolution of loans/borrowings;
 - (b) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (c) Finalization of Resolution Plan;
 - (d) Implementation of Resolution Plan;
 - (e) Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.
- (xi) One time settlement with a bank.
- (xii) Reference to BIFR and winding-up petition filed by any party /creditors.
- (xiii) 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 Company.

- (xiv) Proceedings of Annual and extraordinary general meetings of the Company.
- (xv) Amendments to memorandum and articles of association of Company, in brief.
- (xvi) (a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.

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.

- (xvii) 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 personnel, 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.
- (xviii) 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 Company:
 - 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 Company along with comments of the management, if any.

Annexure B
Disclosure of Information subject to application of materiality criteria

Part A - Information to be disclosed within 24 hours of the occurrence of the event/ the conclusion of Board meeting wherein such decision is taken

- (i) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division.
- (ii) 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).
- (iii) Capacity addition or product launch.
- (iv) Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- (v) 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.
- (vi) Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lock outs, etc.
- (vii) Effect(s) arising out of change in the regulatory frame work applicable to the Company.
- (viii) Litigation(s) / dispute(s) / regulatory action(s) with impact.
- (ix) Fraud/defaults etc. by directors (other than Key Managerial Personnel) or employees of the Company.
- (x) Options to purchase securities including any ESOP/ESPS Scheme.
- (xi) Giving of guarantees or indemnity or becoming a surety for any third party.
- (xii) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Part B - Other information to be disclosed

Emergence of new technologies; expiry of patents; and 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.

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