

SUPER SPINNING MILLS LIMITED

POLICY FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGES.

PREFACE:

This Policy for determination of materiality of events/information for disclosure to the Stock Exchanges (hereinafter referred to as “this / the Policy”) is framed in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as the “Regulations”).

This policy shall become applicable to all the listed Companies with effect from 1st December 2015, in terms of Regulation 30 of Chapter IV of the Regulations.

POLICY OBJECTIVE AND SCOPE:

This Policy is framed for the purpose of systematic identification, categorization, review and disclosure of information or events which are identified as “Material” and which may have a bearing on the performance of the Company and materially affect the share prices of the Company.

DEFINITIONS:

All the words and expressions used in this policy shall have the meaning respectively assigned to them under the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act 2013, and the Rules, Circulars, Notifications, made/issued thereunder, as amended from time to time.

DISCLOSURES TO STOCK EXCHANGES:

Clause- A

Events/Information’s, which needs to be disclosed to the Stock Exchanges within 24 hours of the Board Meeting, are:

- Acquisition (s) (including agreement to acquire), Scheme of Arrangement, which includes amalgamation, merger, demerger, restructuring or sale or disposal of any unit(s), division(s) or subsidiary of the listed company or any other restructuring.
- Issuance or forfeiture of any securities, split or consolidation of shares, buy-back of any securities, any restriction on transferability of shares or alteration in terms or structure of existing securities, including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.,
- Shareholder Agreement(s), Joint Venture Agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), any agreement(s)/ treaty (ies)/contract(s) with media companies which are binding and any revision(s) or amendment(s) and termination(s) thereof.
- Fraud/Default by Promoters or Key Managerial Personnel (KMP) or by listed entity or arrest of KMP or promoter.
- Reference to BIFR and winding-up petition filed by any party/creditors.
- Revision in Rating(s)
- Any change in Directors/KEY Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.,) Auditor and Compliance Officer
- Appointment and termination of Share Transfer Agent
- Corporate Debt restructuring
- One time Settlement with Banks.
- 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.
- Proceedings of Annual and Extra-Ordinary General Meetings of the Company.
- Amendments to the Memorandum and Articles of Association of the Company, in brief.
- Schedule of Analyst or Institutional Investor Meet and presentations on financial results made by the Company to Analysts or Institutional Investors.

Clause - B

Events/Information, which needs to be disclosed to the Stock Exchanges any time after the decision is taken or approval is granted but not later than 30 minutes of conclusion of the meeting of the Board of Directors of the Company (hereinafter referred to as the "Board"):

- Declaration of Dividend and/or cash bonuses recommended or the decision to pass any dividend and the date on which dividend shall be paid/ dispatched.
- Any Cancellation of dividend with reasons thereof.
- Decision on buy back of securities.
- Financial Results
- Short particulars of Alteration of Share Capital, including calls.
- Any decision regarding fund raising proposed to be undertaken.
- Increase in Capital by issue of Bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched.
- Decision on voluntary delisting by the Company from Stock exchange(s).
- 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.

Clause - C

The Following events/information will be disclosed to the Stock Exchanges as soon as possible but not later than 24 hours of the occurrence of the event/information, if the impact of such event/information on the Company exceeds 10% of the Gross turnover or 10% of its Net worth, whichever is higher. (Turnover/Net worth shall be based on the latest Audited financial statements of the Company):

- Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

- Any Agreement(s) for loan or any other agreement which are binding and not in the normal course of business and any revision(s) or amendment(s) or termination(s) thereof.
- Awarding, bagging / receiving, amendment or termination of awarded / bagged orders/contracts thereof, not in the normal course of business.
- Any capacity addition or new product launch.
- Any change in the general character or nature business as a result of change in arrangements in areas of marketing, technical, strategic or manufacturing, adoption of any new line of business, closure of operations of any unit/division etc.,
- Events of any major disruption of operations of any one or more units or division of listed entity due to natural calamity (earthquake, flood, fire etc.), or other incidence like strikes, lockout, etc.,
- Effects arising out of any change in regulatory framework applicable to the Company.
- Options to purchase securities under ESOP/ESPS Scheme.
- Frauds/Defaults by Directors (other than KMP) or employees of the listed entity.
- Litigation(s) /Dispute(s)/ regulatory action(s) with impacts.
- Granting, withdrawal, surrender, cancellation or suspension of key licenses, or regulatory approvals.
- Giving of guarantees or indemnity or becoming a surety for any third party
- Emergence of new technologies
- Expiry of patents
- Any Change in the accounting policy that may have a significant impact on the accounts.

The above list is not exhaustive and the Company may include from time to time any other event/information i.e., major development that is likely to affect the business and define its materiality for the purpose of ensuring disclosure. The Company shall consider the following criteria for determination of materiality of events/information:

- The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly
- The omission of any event or information which is likely to result in significant market reaction if the said omission came to light at a later date.
- Any event or information that the Board of Directors of the Company considers as Material.

Clause –D

Disclosures of Events/Information on Subsidiaries:

The Company shall also disclose to the Stock Exchanges, with respect to Subsidiaries, such events/information which are material for the Company.

Where the Company makes disclosures to the Stock Exchanges under clause A, B, C, & D as specified above, the Company will also make disclosures updating material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.

AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:

The Key Managerial personnel comprising of the Managing Director, Whole-time Director, Chief Finance Officer, and the Company Secretary are jointly and severally authorised to determine whether the events/information is Material or not and also the time frame within which they need to be disclosed depending on the category under which they specified to the Stock Exchanges, subject to, such information being placed prior to or at the immediate Board Meeting held after the information being made public.

The contact details of Key Managerial Personnel, who are authorised for this purpose, shall be disclosed to the Stock Exchanges and shall be posted on the website of the Company.

DISCLOSURE ON WEBSITE OF THE COMPANY:

The Company shall post on its website all disclosures made under the regulations to the stock exchanges and shall continue to host the same for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

AUTHORISATION TO ACCEPT/DENY REPORTED EVENT/ INFORMATION:

The Key Managerial Personnel (KMPs) comprising of Managing Director, Whole-time Director, Chief Finance Officer and Company Secretary are hereby jointly and severally authorised to provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any event/information and to accept/deny any report, incident or information, which has been publicized without any authority. Any action taken by the KMPs to respond to such unauthorized information for protecting the interests of the Company should be brought to the notice of the Board at the ensuing Board Meeting.

POLICY REVIEW AND APPROVAL:

The Policy shall be subject to review as may be deemed necessary to comply with any regulatory amendments or statutory modifications or subject to necessary approval of Board of Directors. The Policy was approved by the Board of Directors at their meeting held on 10th February 2016.

BY THE ORDER OF THE BOARD

Date: 10.02.2016

Place: Coimbatore

COMPANY SECRETARY