



SANDHAR TECHNOLOGIES LTD.

**POLICY ON DETERMINATION OF MATERIALITY OF
EVENTS OR INFORMATION**

**[Pursuant to SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015]**

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. PREAMBLE

The Board of Directors (the “**Board**”) of Sandhar Technologies Limited (the “**Company**” or “**STL**”), has adopted the following policy and procedures with regard to determination of materiality of events on February 02, 2019. The Board will constantly review, and if found essential, may amend this policy from time to time.

2. SCOPE & PURPOSE

As per Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), as amended from time to time, the Company is required to make disclosures of any events or information which, in the opinion of the Board of Directors of the listed entities, is material and to formulate a policy for determination of materiality of such events or information.

- i. As per the Listing Regulations, the Company shall mandatorily disclose the events as specified in Para A of Part A of Schedule III of the Regulations, and as amended by the regulatory authorities from time to time without applying any test of materiality,
- ii. The listed entity shall make disclosure of events specified in Para B of Part A of Schedule III of the Listing Regulations, based on application of the guidelines for materiality,

Guidelines for determining materiality of events or information

A. Quantitative criteria would be calculated based on audited consolidated financial statements and would mean *the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:*

- (1) *two percent of turnover, as per the last audited consolidated financial statements of the company;*
- (2) *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;*
- (3) *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 company;”*

B. Qualitative criteria would mean an event/ information:

- (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; or*

C. *In case where the criteria specified in sub-clauses A and B is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.*

- iii. 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, as stated under Para C of Part A of Schedule III of the Regulations, be disclosed as may be advised by the Board from time to time.

- iv. The Company shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material. In case where an event occurs or information is available with the company, which has not been indicated in Schedule III of the Regulations, but which may have material effect on it, the company is required to make adequate disclosures in regard thereof.

3. Objective

The Objective of the policy is to ensure timely and adequate disclosure of material covered under Regulation 30 of the Listing Regulations.

4. DEFINITIONS

- (i) "**Act**" means the Companies Act, 2013.
- (ii) "**Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, from time to time and as notified by the Securities and Exchange Board of India.
- (iii) "**Material Event**" or "**Material Information**" shall mean such event or information as set out in the Schedule. In the Policy, the words, "material" and "materiality" shall be construed accordingly.
- (iv) "**Schedule**" means Schedule III of the Listing Regulations.
- (v) "**Net Worth**" shall have the meaning assigned to it in Section 2(57) of the Act;

5. Guidance on when an event / information can be said to have occurred

In certain instances, the occurrence of material event / information would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., it would depend upon the timing when the company became aware of the event/information.

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.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 ("**the Act**") and shall also include promoter of the company.

6. Prompt disclosure of material event.

As per Regulation 30 (6) of SEBI LODR 2015 The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation 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:

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

(iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity:

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

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

The Company shall make disclosures updating the material developments pertaining to material events on a regular basis, till such time the event is resolved/closed, and to be disclosed to the stock exchanges with relevant explanations.

The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.

The Company shall also provide specific and adequate reply to all queries raised by the stock exchanges with respect to any event/information. The Company may on its own initiative, confirm or deny any reported event or information to stock exchanges.

7. Authorization for disclosures

Managing Director, Whole-Time Director, if any, Chief Financial Officer & Company Secretary are jointly authorized to determine materiality of an event/information and to make disclosures to stock exchange(s). Contact details of such authorized personnel have been disclosed to the stock exchange(s) and also available on company's website.

8. Posting of information on company's website

All such events or information which has been disclosed to stock exchange(s) under this Regulation, to be placed on the website of the company for a minimum period of five years and thereafter as per the archival policy of the company.

The Policy and the contact details of the persons authorized by the Board are also available on the website of the Company.

9. Disclosure requirements for certain types of agreements binding listed entities

As per Regulation 30 A of SEBI LODR 2015

- (1) All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of a listed entity or of its holding, subsidiary and associate company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III to these regulations, shall inform the listed entity about the agreement to which such a listed entity is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements: Provided that for the agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, the parties to the agreements shall inform the listed entity, about the agreement to which such a listed entity is not a party and the listed entity shall in turn disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.
- (2) The listed entity shall disclose the number of agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, their salient features, including the link to the webpage where the complete details of such agreements are available, in the Annual Report for the financial year 2022-23 or for the financial year 2023-24.]

10. GENERAL

a) Review

This policy will be reviewed and amended as and when required by the Board, in view of various factors including the changes in applicable laws and Regulations and change in turnover significantly.

b) Disclosure of the Policy

This policy will be uploaded on the Company's website www.sandhargroup.com.

c) Effective Date:

Revised by the Board in its meeting held on February 12, 2025

KMP Contact Details

S.NO.	NAME OF KMP	DESIGNATION	Email	Contact No.
1.	Shri. Jayant Davar	Chairman, Managing Director & CEO	info@sandhar.in	0124-4518995
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3.	Shri Gulshan Ahuja	Compliance Officer	cs@sandhar.in	0124-4518900

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