



ZENITH FIBRES LIMITED
Policy on Determination of Materiality of Events

INTRODUCTION

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") requires every Listed Company to disclose events or information which, in the opinion of the Board of Directors of a Company are material.

In this context, this policy has been adopted by the Board of Directors ("Board") of Zenith Fibres Limited at its meeting held on 28th May, 2016 with the objective of determining materiality of events.

This policy shall come into force from 1st December, 2015.

DEFINITIONS

In this policy unless the context otherwise requires –

- a) "Act" means the Companies Act, 2013 and rules made thereunder from time to time.
- b) "SEBI Regulations" shall mean SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 as may be amended from time to time.
- c) "Company" means ZENITH FIBRES LIMITED
- d) "Policy" means Zenith Fibres – Materiality Policy as amended/modified from time to time.
- e) "Material Event/Information" mean the event/information as prescribed under Annexure A and B.
- e) "Authorised Persons" means Managing Director, Chief Executive Officer and Chief Finance Officer.

DEEMED MATERIAL EVENTS/INFORMATION:

Events or Information specified in Annexure A will be deemed to be material events/information and will be disclosed irrespective of application of any quantitative or qualitative materiality threshold.

GUIDELINE FOR MATERIALITY ASSESSEMENT:

- 1) The events/information, which will be disclosed based on the application of materiality criteria are as per Annexure B.
- 2) Materiality of the event/information specified in Annexure B will be determined by the Board of Directors based on the following criteria :
 - i. the omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly;
 - ii. the omission of an event or information is likely to result in a significant market reaction, if the said omission came to light at a later date;
 - iii. in case where the criteria specified in sub-clause (i) and (ii) above are not applicable, an event/information may be treated as being material, if in the opinion of the Board of Directors, the event/information is considered material.



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This Policy shall also apply to the events to which neither Annexure A or Annexure B to this Policy applies, but have a material effect on the Company.

AUTHORITY:

The Managing Director, Chief Executive Officer and Chief Financial Officer of the Company are severally authorized to determine the materiality of an event or information and for the purpose of making disclosure to the Exchanges.

DISCLOSURE PROCESS

- 1) Events specified in Annexure A are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:
 - i. inform the stock exchanges in which the securities of the Company are listed,
 - ii. upload on the corporate website of the Company;Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.
- 2) The Company shall make disclosures updating material developments on a regular basis till such time the event is resolved/closed, with relevant explanations.
- 3) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

REVIEW OF THE POLICY

This policy shall be subject to review as may be deemed necessary and in accordance with any statutory / regulatory requirements.



Annexure A

Events which shall be disclosed without any application of the guidelines for Materiality:

1. 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;
Explanation. - 'Acquisition' shall mean, -
 - (i) acquiring control, whether directly or indirectly; or,
 - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - (a) 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;
 - (b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. 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.;
3. Revision in credit rating(s);
4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) 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;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f) 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;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the Company from stock exchange(s).
5. 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)



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which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;
7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
8. Appointment or discontinuation of share transfer agent;
9. Corporate debt restructuring;
10. One-time settlement with a bank;
11. Reference to BIFR and winding-up petition filed by any party /creditors;
12. 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;
13. Proceedings of Annual and extraordinary general meetings of the Company;
14. Amendments to memorandum and articles of association of Company, in brief;
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.



Annexure B

Events which shall be disclosed upon application of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
2. 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);
3. Capacity addition or product launch;
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
5. 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;
6. 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, lockouts etc.;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
13. 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.