

Super Sales India Limited
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POLICY FOR DISCLOSURE OF MATERIAL EVENTS / INFORMATION

1. INTRODUCTION:

During the course of business of the company, it may come across various price sensitive information/events which need to be disclosed to the stock exchanges in order to ensure uniform availability of information across all the shareholders and stake holders.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) which came into effect from 1st December, 2015 specified class of information/events (Para A of PART A of schedule III) need to be informed to the stock exchanges, irrespective of the materiality, within 24 Hours of the happening of event which is enclosed as Annexure I to this Policy.

LODR also provides a list of events or information needs to be informed to the Stock exchanges if they meet the criteria of materiality (Para B of PART A of schedule III) and also authorises the Board of Directors of the Listed entity to frame a “POLICY ON MATERIALITY” to decide the materiality of those events/information, appointment of one or more executives to decide whether an event is material or not, provide information to the stock exchanges, place that information on the website of the Company etc.

In order to comply with the above, this Policy is framed.

2. DEFINITIONS:

All the words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI’s LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

3. TEST OF MATERIALITY:

The guidelines to be used by the Company to determine whether an event or information fall within the definition of Other material event is as follows:

Any event, information or occurrence which has the effect of affecting 10% or more of the Annual Consolidated Turnover or Consolidated Net Worth of the Company will be considered as Other Material event, Information or Occurrence.

4. DECIDING AUTHORITY:

Whole time Director or Chief –Financial Officer of the Company will decide whether a particular event or information or occurrence will fall under any of the category of specified material event or Other material event or not and inform to the Company Secretary to send such information to the stock exchanges.

5. MATERIAL EVENTS:

CATEGORY A

Events which are considered as **Specified Material**, if the events specified in Para A of Part A of Schedule III of LODR without applying the test of materiality which is enclosed as annexure I.

The specified material events need to be disclosed to the stock exchanges, without applying the test of materiality, within 24 hours of the happening of the events or availability of the information or decision of the Board if the decision is taken at the Board Meeting (except item '4' which needs to be disclosed within 30 minutes of close of meeting).

NOTE: If the Company is not in a position to inform the stock exchange within 24 hours of the happening of the events or availability of the information or decision of the Board if the decision is taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation for the delay in disclosing the said information.

CATEGORY B

Events which are considered as **Other Material**, if the events specified in Para B of Part A of Schedule III of LODR AND met the test of materiality which is enclosed as annexure II.

The Other material events need to be disclosed to the stock exchanges within 3 working days of happening of the events or availability of the information or decision of the Board if the decision is taken at the Board Meeting

CATEGORY C

Any other information/event viz., major development that is likely to affect business, e.g., emergence of any 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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

Such information shall be disclosed to the Stock Exchanges as soon as it is possible when the necessary information is ready to be publicised.

CATEGORY D

Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time or as decided by the deciding authority.

Such information shall be disclosed to the Stock Exchanges as soon as it is possible when the necessary information is ready to be publicised.

The Management and Executives of the Company 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 of the Members.

6. PERIODIC UPDATES:

The Company will periodically provide updates that on any of the event falling under (A), (B), (C) or (D) above on a regular basis till such time the event is resolved/closed.

7. WEBSITE UPDATION / UPDATES TO STOCK EXCHANGES:

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of **five years** and thereafter archived as per the document retention policy of the Company.

8. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES:

As required under the LODR, the deciding authorities shall determine such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

9. AMENDMENTS:

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

10. BOARD'S APPROVAL:

This policy was approved by the Board of Directors at its meeting held on 3rd February, 2016.

**SCHEDULE III
PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED
SECURITIES**

[See Regulation 30]

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

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 listed entity or any other restructuring.

Explanation.- For the purpose of this sub-para, the word '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 listed entity 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-para 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 Rating(s).
 4. Outcome of Meetings of the board of directors: The listed entity 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 listed entity 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 listed entity), 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.
 6. Fraud/defaults by promoter or key managerial personnel or by listed entity 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 listed entity.
 13. Proceedings of Annual and extraordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;
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**SCHEDULE III
PART B: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED
SECURITIES**

[See Regulation 30]

B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

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 listed entity 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 listed entity
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
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.