

# VIP CLOTHING LIMITED



(Formerly known as Maxwell Industries Limited)

## **POLICY ON DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION**

[Pursuant to Regulation 30(4)(ii) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Details of Amendments to the Policy				
Policy Change effective Date	Clause No.	Particulars of the Change	Board Approval Date	Version of Policy
<u>11.05.2017</u>		<u>Pursuant to change of name Company had change its name in its policies.</u>	<u>11.05.2017</u>	<u>1</u>

**Table of Contents:-**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1	<b>Legal Framework</b>	3
2	<b>Definitions</b>	3
3	<b>Objectives of the Policy</b>	3
4	<b>Applicability of Relevant Regulations</b>	3-4
5	<b>Implementation, Disclosure of Events / Information and Monitoring</b>	4
6	<b>Annexure I</b>	5-6
7	<b>Annexure II</b>	7

## I. LEGAL FRAMEWORK

Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligation and Disclosure) Regulation, 2015 ("**Regulations**") **mandates every listed Company shall frame a Policy for Determination of materiality** in order to enable the Company to broadly classify, categorize and promptly disclose to the stock exchanges material events/information, in accordance with the Regulations.

The Board of Directors ("Board") of the Company has approved the Policy on Preservation of Documents at its meeting held on 12<sup>th</sup> February, 2016. The Board shall have the power to change and/or substitute any of the provisions of this policy with the new provisions or replace the entire policy with a new policy.

## II. DEFINITIONS:

- A. "**Board**" means Board of Directors of the Company.
- B. "**Company**" means "VIP Clothing Limited" (Formerly known as Maxwell Industries Limited).
- C. "**Listing Regulation**" Listing Regulation means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
- D. "**Material Information / Event**" shall mean Information / Event as prescribed under Clause IV & V of this policy.

## III. OBJECTIVE OF THE POLICY

The objective of this policy is to determine materiality of events/information of the Company, upon occurrence of which the company shall make disclosure to stock exchange.

## IV. APPLICABILITY OF RELEVANT REGULATIONS

Information relating to material events and which is price sensitive in nature, shall be promptly disseminated to the Stock Exchange. For this purpose, material event means any information which relates to the Company and which, if published is likely to materially affect the price of shares of the Company.

In terms of the Regulation 30 of the Listing Regulations, the Company has been approved and adopted by the Board of the Company at its meeting held on 12<sup>th</sup> February, 2016, with the objective of determining the materiality of events.

- A. The event specified in Para A of Part A of Schedule III of the Regulations and set out in Annexure - I to this policy shall be disclosed by the Company as applicable from time to time and in a manner as set out in the Regulation and Policy.
- B. Disclosing the events specified in Para B of Part A of Schedule III, the Company shall consider the criteria for determination of materiality of an event/information pursuant to Regulation 30(4) of the Listing Regulation.

- C. As specified in Para C of Part A of Schedule III of the Regulations, the Company shall promptly disclose 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 financial statements of the Company 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.

**V. IMPLEMENTATION, DISCLOSURE OF EVENTS / INFORMATION AND MONITORING**

- a) Any event required to be reported under Regulation 30 of the Listing Regulations shall be informed to the Managing Director or Chief Financial Officer or Company Secretary of the Company on an immediate basis with adequate supporting data or information to facilitate a prompt and appropriate disclosure. Any other event, even if not covered under the Regulations but is potentially of price sensitive nature, must also be informed, for further evaluation to the Chief Financial Officer. The process of disclosure shall be in line with the process set out under the "CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION".
- b) The Managing Director or Whole time Director or Chief Financial Officer and Company Secretary of the Company shall severally be authorised for ascertaining the materiality of events considering its nature and its disclosure after taking into consideration the various provisions of the Regulations and this Policy. In their absence any whole time director authorised by Managing Director can act as an authorised person for ascertaining materiality of events.
- c) The Company shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and in accordance with the provisions of the Regulations, as may be amended from time to time.
- d) The disclosures shall be communicated to the Stock Exchanges in the permitted mode and simultaneously as per Regulation 30(8) shall be hosted on the website of the Company ([www.maxwell.in](http://www.maxwell.in)) for a period of 5 years in accordance with the Archival Policy of the Company.
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## ANNEXURE - I

### PARA A OF PART A OF SCHEDULE III OF THE REGULATIONS

Event 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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## ANNEXURE - II

### PARA B OF PART A OF SCHEDULE III OF THE REGULATIONS

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.
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