

VANDANA KNITWEAR LIMITED

**POLICY FOR DETERMINATION OF MATERIALITY OF INFORMATION OF
EVENTS**

&

DISCLOSURE OF MATERIAL EVENTS / INFORMATION

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), with respect to disclosure of material events and information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the “Policy for Determination of Materiality of Events or Information”. This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“LODR Amendments”) and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (“SEBI Disclosure Circular”).

The Board shall review, and if found required, may amend this Policy from time to time.

The amended Policy is applicable to the Company w.e.f. July 14, 2023.

Preamble

Vandana Knitwear Limited believes in adequate and accurate disclosures of information on an ongoing basis, in order to enable investors to make well informed and timely investment decisions. This would ensure transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

PURPOSE OF THE POLICY

This Policy aims to determine the materiality of events and information and to ensure that the Listed entity shall disclose events / transaction / information specified in Para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

DEFINITIONS

In these regulations, unless the context otherwise requires: —

- (a) “Board of Directors” means the board of Directors, of Vandana Knitwear Limited as constituted from time to time;
- (b) “Company” means “Vandana Knitwear Limited”.
- (c) “Key Managerial Personnel” means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

- (d) "Policy" shall mean this Policy on the criteria for determining Materiality of events or information and as amended from time to time.
- (e) "Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- (f) "Schedule" means a schedule annexed to these Regulations.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Listing Regulations or any other applicable law or Regulations to the extent applicable to the Company.

POLICY

• CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENT OR INFORMATION UNDER THE LISTING REGULATIONS

The Listing Regulations lay down the following criteria for determining the materiality of an event or 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;
- (b) the omission of an event or information, which is likely to result in a significant market reaction, if the said omission came to light at a later date;
- (c) 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 listed entity;
 - (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, 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 listed entity;and
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) 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.

2. Timeline of Disclosure of Material Event/ Information

The company 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:

- (a) 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;
- (b) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- (c) 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; and
- (d) the disclosure with respect to events or information for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

- **AUTHORISATION FOR DETERMINATION OF MATERIALITY OF EVENT OR TRANSACTION OR INFORMATION**

The MD or CFO (hereinafter severally referred to as “Authorised Officer”), shall be responsible to determine the materiality of an event/ information for the purpose of the Policy and disclose the same to the Stock Exchanges.

The Company will publicly release all information disclosed to the Stock Exchanges under this Policy, by placing it on its website for a minimum period of five years and thereafter as per the Archival Policy of the Company, as disclosed on website.

- **COMMUNICATION OF THIS POLICY**

This Policy shall be hosted on the website of the Company.

- **AMENDMENTS IN THE POLICY**

- i. The Board of Directors are authorized to make modifications/amendments to this policy in consonance to the provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 and any amendment thereto and the decision of the Board in this respect shall be final and binding.
- ii. Any subsequent amendment/modification in the Regulation and/or other applicable laws in this regard shall automatically apply to this policy.

Amended Date: 14th July, 2023