

VIMTA LABS LIMITED
POLICY ON DETERMINATION OF MATERIALITY OF AN EVENT /
INFORMATION

Preamble

In pursuance of Clause 30(4) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory on the part of every listed Company to have a policy on determination of materiality of an event / information which needs to be disclosed to the Stock Exchanges and to have the approval of the Board.

Applicability & Effective date

This policy is applicable to all material information of the Company as indicated under various categories in the policy and shall be effective from the date on which the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will come into force **i.e. 30.11.2015**.

Objective

The object of this policy is:

- To provide guidance to disseminate any material event / information which may have material effect on the performance of the Company and thereby the share prices of the Company.
- To determine the event / information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges as per the time span hitherto defined.

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.

“Board of Directors or Board” means the Board of Directors of VIMTA Labs Limited, as constituted from time to time.

“Company” means Vimta Labs Limited, a Company incorporated under the Companies Act, 1956.

“Compliance Officer” means the Company Secretary of the Company.

“Deemed Material Events / Information” means such events / information as specified in Para - A of Part - A of Schedule III of the LODR read with sub-regulation (2) & (6) of regulation (30) of LODR.

“Key Managerial Personnel” (KMP) of the Company are the Managing Director; Whole-time Director(s), Chief Financial Officer and Company Secretary.

“LODR” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

“Other Material Events / Information” means such other events / information as the Board may decide about the materiality based on the application of the guidelines referred to under sub-regulation (4) of regulation (30) of LODR.

“The Policy” means Policy on Disclosure of Material Events / Information.

The Policy:

- The Board of Directors of the Company shall determine the events which are classified under different categories to be as (i) deemed material events / information and (ii) such other material events / information having a bearing on the performance of the Company and on its share prices, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

Category “A”

Events / information considered as “Deemed Material” which needs to be disclosed to the stock exchanges **within 24 hours of the occurrence of such an event / information or the decision taken at the Board Meeting:**

- Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring, or sale or disposal of unit(s), division(s) or subsidiary of the Company or any other restructuring.
- 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.
- Revision in ratings.
- Shareholder agreement, Joint Venture, Family settlement agreement(s) (to the extent that it impacts Management and Control of the Company), agreement / treaty / contract with media companies (which are binding and not in normal course of the business) any revisions or amendments there to or any termination thereof.

- Fraud / default by promoters or key managerial personnel of the Company or arrest of any KMP or any promoter.
- Any change in Directorship; KMP; Auditor and Compliance Officer.
- Appointment or discontinuation of Share Transfer Agent.
- Corporate debt restructuring or any one time settlement with bank or with any financial institution.
- Reference to BIFR and any filing of winding-up petition.
- Issuance of Notices, call letters, resolutions and circulars sent to shareholders or advertised in the media.
- Proceedings of General Meetings of the shareholders.
- Any amendments to Memorandum and / or Articles of Association of listed entity.
- Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

In case where the Company is not in a position to inform the stock exchange within 24 hours of the occurrence of an event / information or the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for the delay in disclosing the said information.

Category “B”

Events / information considered as “Deemed Material” which needs to be disclosed to the stock exchanges **within 30 minutes of the closure of the Board Meeting:**

- Declaration of Dividend and / or cash bonuses recommended or declared and or the decision to pass any dividend and the date on which the dividend shall be paid / dispatched.
- Cancellation of dividend with reasons thereof;
- The decision on buyback of shares

- The decision with respect to fund raising proposed to be undertaken for new projects i.e. which is not in the normal course of business.
- Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited / dispatched.
- Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue.
- Reissue of forfeited shares / securities or issue of shares / securities held in reserve for future issue or the creation in any form or manner of new shares / securities or any other rights, privileges or benefits to subscribe to.
- Any alteration of capital including calls.
- Financial results.
- The decision on voluntary delisting from stock exchanges.

Category “C”

“Other Material Events / Information” which in view of the Board of Directors material and needs to be disclosed to the stock exchanges **as soon as it is possible:**

- Any event / information which shall have substantial bearing on performance / operation of the Company or is price sensitive.
- Commencement or postponement of the date of commercial production or operation of any unit / division.
- Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tie-up which may affect the business substantially, adoption of new line of business or closure of operations of any unit / division either in full or in part which will affect the business substantially.
- Capacity addition or new product launch.
- Awarding, bagging / receiving of any orders / contracts which are not in the normal course of business and / or any amendment(s) / termination of which awarded / bagged orders / contracts which has substantial impact on the results.

- Loan arrangements and any other agreements which are not in the normal course of business and including any revision(s) / amendment(s) / termination thereof.
- Disruption of operation of any one or more units due to natural calamity or any other events such as strikes / lockouts.
- Effects arising out of change in regulatory framework applicable to the Company which has substantial impact on the business.
- Litigation / dispute / regulatory action(s) which impacts the business or the financial results substantially.
- Fraud / defaults, etc. by Directors (other than KMP or employees)
- Options to purchase securities including ESOP/ESPS scheme.
- Giving of a Corporate Guarantees or indemnity by the Company or becoming a surety for any third party for financial arrangements which are other than the normal course of business.
- Granting approvals, withdrawal, cancellation or suspension of key licenses by Regulatory authorities including surrendering of any such licenses by the Company which has significant impact on the business of the Company.
- Emergence of new technologies other than in the normal course of business,
- Expiry of patents, if any.
- Change in accounting policy that may have a significant impact on the accounts.
- Any other information other than above, which is exclusively known to the Company that may be deemed necessary for the holders of the securities of the Company to appraise its position and to avoid the establishment of a false market.
- Any other event / information as the Board / KMPs may think that it may have material effect on the Company.
- Any such other event / information to be disclosed as specified by the SEBI from time to time.

Criteria for determination of materiality of “Other Material Events /Information”:

The criteria for determination of materiality of “Other Material Events / Information” is that:

- i. Any omission of an event or information which would likely to result in discontinuity or alteration of an event or information already available in publicly.
- ii. Any omission of an event / information which would likely to result in significant market reaction, if the said omission came to light at a later date;
- iii. Any event / information which in the opinion of the Board of Directors are considered material.

Authority for disseminating of material events / information

The Managing Director or the Compliance Officer severally may disseminate / disclose such information to the Stock Exchange(s) with in the timelines based on the category of information as specified above.

Such information is subject to being placed before the Board prior to or at the immediate Board Meeting held after the said information being made public.

Website Updating / 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.

Policy Review

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.

Approval of the Policy

This policy was approved by the Board of Directors at its meeting held on November 06, 2015.