



MEFCOM CAPITAL MARKETS LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. PREFACE

This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the management of Mefcom Capital Markets Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

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, with respect to disclosure of events and information.

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

2. OBJECTIVE

The objective of this Policy is to serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed investment decisions with regard to the securities of the Company.

3. INTRODUCTION

- (a) “**Act**” means the Companies Act, 2013 (and the Rules).
- (b) “**Board of Directors**” means the Board of Directors of the Company.
- (c) “**Company**” means Mefcom Capital Markets Limited.
- (d) “**Key Managerial Personnel**” mean key managerial personnel as defined under sub-section (51) Of section 2 of the Companies Act, 2013.
- (e) “**Listing Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) “**Policy**” means this policy, as amended from time to time.
- (g) “**SEBI**” means the Securities and Exchange Board of India.
- (h) “**Rules**” means the rules made under the Companies Act, 2013.
- (i) “**Stock Exchange(s)**” means BSE Limited, where the equity Shares of the Company are listed.



4. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations.

5. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events pertaining to itself or its subsidiary(ies), specified in Para B of Part A of Schedule III of the Listing Regulations subject to application of guidelines for materiality.

- A. The following will be disclosed to the Stock Exchanges any time after the decision is taken or approval is granted but no later than 30 minutes of the conclusion of the meeting of the Board of Directors of the Company (hereinafter referred to as the 'Board'):
- (i) Approval of financial results;
 - (ii) Recommendation of dividend to the shareholders or declaration of interim dividend, including the date of payment of dividend recommended / declared;
 - (iii) Approval / recommendation to the shareholders of fund raising proposal through issue of securities or acceptance of deposits from the members / public;
 - (iv) Recommendation to the shareholders for issue of bonus shares and related information;
 - (v) Approval / recommendation to the shareholders for buy back of securities;
 - (vi) Approval of forfeiture of securities, re-issue of forfeited securities or alteration of call(s) on securities;
 - (vii) Recommendation to the shareholders for alteration of share capital;
 - (viii) Approval / recommendation to the shareholders for voluntary delisting of the Company's securities from one or more Stock Exchange(s).
- B. The following events / information will be disclosed to the Stock Exchanges as soon as possible but no later than 24 hours of the **occurrence of the event / information**:
- (i) Approval of the Board for acquisition, directly or indirectly, of control of a company, or entering into agreement for this purpose.
 - (ii) Recommendation by the Board to the shareholders of a Scheme of Arrangement for amalgamation, merger, demerger or other such restructuring;

- (iii) Approval of the Board / recommendation by the Board to the shareholders for sale or disposal of a Division of the Company or sale or disposal of a Subsidiary of the Company.
 - (iv) Issue of securities by way of rights, bonus shares or in any other manner, alteration of capital and sub-division or consolidation of shares.
 - (v) Forfeiture of securities, re-issue of forfeited securities or alteration of call(s) on securities.
 - (vi) Buyback of securities of the Company.
 - (vii) Change in Directors, Key Managerial Personnel (KMP), Statutory Auditors and Compliance Officer appointed under the Regulations 2015.
 - (xi) Notices, call letters, resolutions and circulars sent to and advertisements issued for the information of all shareholders / creditors / debenture holders, or any class thereof.
 - (xii) Brief details of General Meeting held.
 - (xiii) Recommendation by the Board to the shareholders for amendment to Memorandum and Articles of Association of the Company.
 - (xix) Entering into shareholder agreement or joint venture agreement, to the extent that it impacts management and control of the Company, or entering into agreement with media companies which is binding and not in the normal course of business, including amendment thereto or termination thereof.
 - (xx) Corporate debt restructuring and one time settlement with banks.
 - (xxi) Reference to BIFR and winding-up petition filed by any party / creditors #.
 - (xxii) Approval of the Board for appointment or discontinuation of Share Transfer Agents.
- C. The following events / information will be disclosed to the Stock Exchanges as soon as possible but no later than 24 hours of the **occurrence of the event / information**, if the impact of such event / information on the Company exceeds 10% of its gross turnover or 10% of its net worth, whichever is higher, such turnover / networth to be based on the latest audited annual financial statements of the Company:
- (i) Recommendation by the Board to the shareholders to a Scheme for grant of Stock Options under the SEBI (Share Based Employee Benefits) Regulations, 2014.
 - (ii) Details of grant, vesting and exercise of Stock Options under the Company's Employee Stock Option Schemes, where such grant, vesting or exercise exceeds 1% of the paid-up share capital of the Company, based on the latest audited annual financial statements of



the Company.

- (iii) Giving of guarantee or indemnity or becoming a surety for a third party.
- (iv) Granting, withdrawal, surrender, cancellation or suspension of key license or regulatory approval.
- (v) Entering into agreement for borrowing money or any other agreement which is binding and not in the normal course of business, including amendment thereto or termination thereof.
- (vi) Any other significant development / event / information that is likely to impact the Company's business, to the extent indicated above.
- (vii) Any other material event / information which is exclusively known to the Company and needs disclosure to enable the shareholders to appraise the Company's position.

In case the materiality threshold indicated above cannot be applied to a particular event / information, the Company will disclose such event / information:

- (1) when non-disclosure of the event / information is likely to result in discontinuity or alteration of event / information already available in the public domain, or
- (2) it is expected that if the event / information subsequently comes in the public domain, it will impact the market price of the Company's shares to the extent of 10% or more, wholly attributable to such event / information, or
- (3) If the event / information is material in the opinion of the Board.

8. DISCLOSURE OF EVENTS /INFORMATION

Any events required to be reported under regulation 30 of the Listing Regulations shall be informed to the Managing Director or Chief Financial Officer 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 prices set out under the Code of Practices and procedure for fair disclosure of unpublished price sensitive information

The Managing Director and the Chief Financial Officer of the Company shall severally be responsible and authorized for ascertaining the materiality of vents considering its nature and its disclosure after taking into consideration the various provisions of the Regulations and this Policy.

The contact details of the persons authorized to determine materiality of events under this Policy are as follows:



<p>Mr. Vijay Mehta, Managing Director Mefcom Capital Markets Limited 5th Floor, Sanchi Building 77, Nehru Place, New Delhi 110019 Email: invest@mefcom.in</p>	<p>Ms. Pinky Jha, Company Secretary Mefcom Capital Markets Limited 5th Floor, Sanchi Building 77, Nehru Place, New Delhi 110019 Email: invest@mefcom.in</p>
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Managing Director and Company Secretary of the Company shall severally authorized for dissemination of such events and information in accordance with provisions of the Regulations.

The materiality of events outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time.

Hence, the relevant Authorized Person should exercise his/her own judgment while assessing the materiality of events associated with the Company. In case the relevant Authorized Person perceives any doubt regarding materiality he/she may consult Chairman or any other Director before disclosing the information to the Stock Exchange(s).

9. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

10. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

11.EFFECTIVE DATE

The policy, as approved by the Board of Directors, shall be effective from December 1, 2015

12. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company
