

KORE FOODS LIMITED

POLICY FOR DETERMINING MATERIALITY OF INFORMATION/EVENTS BY COMPANIES FOR DISCLOSURE TO STOCK EXCHANGE

1. INTRODUCTION

Securities Exchange Board of India has formulated the SEBI (Listing Obligations and Disclosure Requirements), 2015 which replaced the existing Listing Agreement. The same shall come into force with effect from 01st December, 2015.

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“Regulations”) the Board of Directors (the “Board”) of Kore Foods Limited (the “Company”) provides that the Company has to formulate and adopt a Policy , for determination of materiality of information/events (“Material Events Disclosure Policy”) so that such information can be promptly disclosed to the stock exchange and made available to all stakeholders, as per the prescribed regulations.

This Policy shall be effective from 01st December, 2015.

2. OBJECTIVE

The Policy aims to provide a framework for determining materiality of events and information for the purpose of making disclosures to Stock Exchange in terms of sub-regulation 3 and 4 of Regulation 30 of Listing Regulations.

3. INTRODUCTION

(a) “**Act**” means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.

(b) “**Board of Directors**” means Board of Directors of the Company

(c) “**Company**” means Kore Foods Limited

(d) “**Key Managerial Personnel**” means 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 Securities and Exchange Board of India

(h) “**Rules**” means the rules made under Companies Act, 2013

(i) “**Stock Exchange**” 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 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 specified in Para B of Part A of Schedule III of the Listing Regulation subject to application of guidelines of materiality.

GUIDELINE FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

3.1 Qualitative Materiality Thresholds:

The Company shall consider the following criteria for determination of materiality of events and information:

- I. The event of information, omission of which is likely to result in discontinuity or alteration of event or information already available publicly ;or
- II. The event of information , omission of which is likely to result in significant market reaction if disclosure or disclosure regarding omission came to light at a later date;
- III. In case where the criterion specified in sub-clauses (I) and (II) are not applicable, an event/information may be treated being material, if in the opinion of the Board of Directors of the Company, the event or information is considered material.

3.2 Quantitative Materiality Thresholds:

The event or information the impact of which exceeds 10% of the turnover or 10% of the net worth of the Company, whichever is lower as the case may be. These thresholds shall be determined on the basis of audited standalone financial statements of the Company for the preceding financial year.

6. DISCLOSURES

6.1 The events mentioned in PART-A: Disclosure of Events or Information as per Schedule II of the Regulations shall be disclosed without any application of the guideline of

materiality. The indicative list of such events contained in the Regulations shall form part of this policy. (Sub regulation (4) of Regulations 30)

6.2 The events and information conforming to the materiality threshold as specified in Clause 3.1 or Clause 3.2 above for the purpose of disclosure to the Stock Exchanges in terms of Regulation 30(3) of the Listing Regulations shall be contained in Annexure-A and shall form part of this policy.

6.3 The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under this regulation, and such disclosures shall be hosted on the website for a minimum period of five years and thereafter as per the archival policy of the company.

6.4 The Company shall also disclose any other event or information to the Stock Exchange which is considered material by the Board of Directors of the Company.

7. AUTHORITY

7.1 The Board of Directors of the Company has authorised the Executive Directors/Chief Financial Officer/Company Secretary ("Authorised persons") ,any two of them acting jointly , to determine the materiality of any event/ information for the purpose of disclosure to the Stock Exchanges.

7.2 Normally, the Company Secretary shall make the necessary disclosures of events or information to the Stock Exchange under Regulation 30 of the Listing Regulations. However such disclosures can also be made either by Executive Directors/Chairman/Chief Financial Officer of the Company.

8. AMENDMENT

This Policy can be amended modified or revised by the Board of Directors of the Company from time to time .In case any provisions in this policy, which is inconsistent with the Companies Act, 2013 and any rules made thereunder and regulations, ("Statutory Enactments") the provisions of statutory enactments shall prevail.

9. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Act or the Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations/Act or statutory enactments, rules shall prevail over the policy and the part(s) so

repugnant shall be deemed to severed from this policy and the rest of the policy shall remain in force.

10. DISSEMINATION OF POLICY

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

ANNEXURE –A

Sr. No	Event/Information
1.	Commencement or any postponement in the date of commencement of a project or commercial production or commercial operation of any unit/division
2.	Change in the general character or nature of business brought about by arrangement of strategic, technical, manufacturing or marketing tie-up. Adoption of new lines of business or closure of operations of any units/division (entirely 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) thereof.
6.	Disruption of operation of any one or more units of division of the Company due to natural calamity(earthquakes, flood, fire etc.), force majeure or events such as strikes, lockouts, break down of machinery etc.
7.	Effect(s) arising out of change in regulatory framework applicable to the listed company
8.	Litigation(s) /dispute(s)/ regulatory action(s) with impact.
9.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the company
10.	Options to purchase securities including 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.