

SUNGOLD CAPITAL LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

INTRODUCTION:

This Policy is called “**SUNGOLD CAPITAL LIMITED – Policy for determination of materiality of events/information**” (hereinafter referred to as “**this Policy**”) and

In terms of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Regulations**”), **SUNGOLD CAPITAL LIMITED** (hereinafter referred to as “**the Company**”) is required to frame a Policy for determination of materiality of events/information, which shall be effective from **December 1, 2015 (“Effective Date”)**.

OBJECTIVE:

This policy lays down the criteria adopted by the Company for determination of materiality of events/information and documents a process for dissemination of information and disclosures to various stakeholders through appropriate channels. This ensures timely, adequate and accurate disclosure of all material matters concerning the Company, so that the same is fairly accessible to all in interest of investors.

REPORTING AND DISCLOSURE:

Regulation 30 of Regulations, has categorized material events and information which will have bearing on the performance/operations of the Company. The disclosures of events and information which the Company shall make to the Stock Exchange(s) as broadly categorized under these regulations are as under -

- Events in **CATEGORY A** shall be disclosed to Stock Exchanges without any application of the guidelines for materiality i.e. these are deemed to be disclosed irrespective of the extent of happening of event.
- Events that have been provided in **CATEGORY B** shall be disclosed to Stock Exchanges upon application of the guidelines for materiality to be determined by the Authorized Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4).
- Any other material event or information as per **CATEGORY C**, which have not been covered under **CATEGORY A & CATEGORY B**, shall also be disclosed to the Stock Exchanges, if such event/information in the opinion of the board of directors and authorized KMPs of the Company, consider to be material.

Details of above events or information are provided in Annexure(s) forming part of this policy.

CRITERIA OF MATERIALITY:

- i. The Company shall consider following criteria for determination of materiality of events/information other than for the Deemed Material 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; or
 - b) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- ii. In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event / information may be treated as being material if in the opinion of the board of directors of the Company, the event / information is considered material.

TIMELINE FOR DISCLOSURE OF INFORMATION:

- a) The Company shall first disclose to stock exchanges(s) all material events or information as soon as reasonably possible and not later than **twenty four hours** from the occurrence of event or information. In case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosure provide explanation for delay.
- b) Disclosure with respect to events specified in **CATEGORY A**, sub-para 4 of Para A of Part A of Schedule III shall be made within **thirty minutes** of the conclusion of the Board Meeting.
- c) The Company shall, with respect to disclosures referred to in this policy make disclosure updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- d) The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this policy, and such disclosure shall be hosted on the website of the Company for minimum period of **five years** and thereafter as per the Document Archival policy of the Company, as disclosed on the website of the Company.

AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS OF INFORMATION

The authorized Key Managerial Personnel (KMPs) are jointly and severally authorized to determine whether the event / information is material or not and in turn about its time line for disclosure based on the category of information as specified above (i.e disclosure under Reg. 30 of the Listing Regulations) to the concerned stock exchange/s, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

Where the authorized Key Managerial Personnel is not certain about materiality of event/information, they may refer the matter for external legal advice.

Upload Announcements to Stock Exchange/s:

The Company Secretary and Compliance Officer on behalf of the Company will upload the announcement with the Stock Exchanges and in absence of the Company Secretary any one from the remaining KMP's will upload the same.

Post announcement, upload on the company's website:

After Uploading of the announcement with the Stock Exchanges, the Company Secretary or any one from the remaining KMP's will arrange to place it on the website of the Company and shall be continued to be hosted on the website as per Policy For Preservation of Documents and Web Archival Policy.

POLICY REVIEW

The board may review and amend this policy from time to time to comply with any regulatory amendments or statutory modifications. This policy is made available on the website of the Company www.sungoldcapitallimited.com.

DISCLOSURE OF EVENT/INFORMATION

A. EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY AS SPECIFIED IN SUB-REGULATION (4) OF REGULATION (30) OF SEBI [LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS] REGULATIONS, 2015.

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement which includes (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 Company shall disclose to the Stock Exchanges, **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 the Company 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.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

B. EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY REFERRED IN SUB-REGULATION (4) OF REGULATION (30) OF SEBI [LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS] REGULATIONS, 2015.

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.

C. Any other information/event viz. major development that is likely to affect business, information which is price sensitive or any event/information which in the opinion of the board or KMPs is material shall be disclosed from time to time. e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

Sd/-

Rajiv Kotia

(Chairman & Managing Director)

DIN: 00135912

October 30, 2015