



Excel Industries Ltd.
Corporate & Registered Office



POLICY FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

PREAMBLE:

DISCLOSURE REQUIREMENTS UNDER LISTING REGULATIONS:

Regulation 30 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandates every listed entity to make disclosure of material events or information to the Stock Exchanges.

Regulation 30(8) of the Listing Regulations requires every listed company to also disclose on its websites all the events and information which are disclose to the Stock Exchanges in accordance with the Regulation 30 of the Listing Regulations.

The Listing Regulations divide the events that need to be disclosed broadly in two categories:

First category of disclosure relates to those events / information that are deemed material under the Regulations and have to be **mandatorily** disclosed without applying any test of materiality. These are listed in Para A of Part A of Schedule III to the Listing Regulations.

Second category of disclosure is of **discretionary** nature and events/ information under this category shall be disclosed to the Stock Exchanges, if considered material by the Board of Directors / designated Key Managerial Personnel (KMPs) of the listed entity. These are listed in Para B and Para C of Part A of Schedule III to the Listing Regulations.

Under the Listing Regulations the Board of Directors is required to frame a policy laying down criteria for determining materiality of the events and information.

The Company's Board of Directors has approved this Policy on 06th November, 2015. This Policy shall take effect from 1st December, 2015.

OBJECTIVE:

The objective of the policy is to lay down criteria for determining materiality of events and information set out in Para B of Part A of SCHEDULE III of the Listing Regulations.



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CATEGORY OF EVENTS:

A. EVENTS DEEMED MATERIAL AND TO BE DISCLOSED MANDATORILY (PARA A OF PART A OF SCHEDULE III):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities,
3. Revision in Rating(s)
4. Following outcome of meetings of the board of directors:
 - declaration of dividends and/or bonuse
 - any cancellation of dividend with reasons thereof;
 - the decision on buyback of securities;
 - the decision with respect to fund raising;
 - increase in capital;
 - financial results;
 - 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))
6. Fraud/ Defaults by promoter or key managerial personnel or by the listed entity 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 (OTS) with a Bank
11. Reference to BIFR and winding-up petition filed by any party / creditors

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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
14. Amendments to memorandum and articles of association
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 TO BE DISCLOSED IF CONSIDERED MATERIAL BY BOARD OF DIRECTORS (PARA B and C OF PART A OF SCHEDULE III):

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.



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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, 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.

CRITERIA FOR DETERMINING MATERIALITY:

The Company shall make disclosure of events indicated in Para B and C of Part A of Schedule III and other events not indicated in Schedule III, if following criteria of determining materiality of events/ information apply to them:

- (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**;

The above criteria shall be considered material if, in the opinion of the board of directors or designated KMPs, the **alteration** of event / information **already available publicly** or **market reaction** due to omission of an event or information which comes **to light at a later date** is likely to impact the turnover or profit before tax of the Company by more than 25% of its turnover or profit before tax of the immediate preceding year and the likely change in the turnover of the Company in absolute term is not less than Rs. 100 crores or profit before tax of the Company in absolute term is not less than Rs. 10 crore.

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DESIGNATED KEY MANAGERIAL PERSONNEL:

The Board of Directors designates following Executives as KMPs and authorise them severally to determine materiality of an event or information for the purpose of making disclosures to the Stock Exchange under this Policy framework. The Designated KMPs shall consult such senior employees and consultants/ advisors as they may deem fit while determining materiality of events/ information for disclosure.

The contact details of authorized KMP are as follows:

1. **Ashwin C Shroff, Chairman and Managing Director**
Tel: Board +91 22 66464200
E-mail: ashwin.shroff@excelind.com
2. **Ravi A Shroff, Executive Director**
Tel: Board +91 22 66464200
E-mail: ravi.shroff@excelind.com
3. **Kailas Dabholkar, Chief Financial Officer**
Tel: 022 - 66464236
E-mail: kailas.dabholkar@excelind.com
4. **Surendra Singhvi, Company Secretary and Compliance Officer**
Tel: 022-66464266
Cell: 9930949248
E-mail: Surendra.singhvi@excelind.com

ARCHIVING OF EVENTS AND INFORMATION:

As required by Regulations 30 (8) of the Listing Regulations, all material events/information disclosed on the Company's website shall remain hosted on the Company's website for a minimum period of 5 years and thereafter shall be archived for retrieval for a period of 3 years after the same has been archived.

Ashwin C Shroff
Chairman and Managing Director

06.11.2015