

CARYSIL

GERMAN ENGINEERED

**POLICY
FOR
DETERMINATION OF MATERIALITY OF
EVENTS/INFORMATION**

Carysil Limited

(CIN: L26914MH1987PLC042283)

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1. BACKGROUND & LEGAL FRAMEWORK:

Carysil Limited (the Company) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner.. Regulation 30 of the SEBI (Listing Obligation and Disclosure) Regulation, 2015 (“the Regulations”) requires listed companies to formulate guidelines for determination of materiality of an event / information for fair disclosure of Material events to the Stock Exchanges. Accordingly, the Company via this Policy is setting out the criteria for determining materiality and their appropriate disclosures.

2. OBJECTIVE:

The Objective of the policy is to ensure timely and adequate disclosure of material events under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”).

The Policy shall assist the Key Managerial Personnel of the Company in identifying any potential event or information and for making the necessary disclosures to the stock exchange(s) in terms of the Regulations.

3. DEFINITIONS:

“Board of Directors” or “Board” means the Board of Directors of Carysil Limited, as constituted/re-constituted from time to time.

“Company” means Carysil Limited

“Key Managerial Personnel” means person as defined in Section 2(51) of the Companies Act, 2013.

“Stock Exchanges” means the stock exchanges where the Company’s shares are listed.

“SEBI” means Securities & Exchange Board of India.

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

“Director” means a member of the Board.

"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis.

“Key Managerial Personnel” means person as defined in Section 2(51) of the

Companies Act, 2013.

“Policy” means the Policy on determination of Materiality of Events/ information.

“Regulations” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any modifications thereof.

“Rules” means the rules made under the Companies Act, 2013

Words and expressions used and not defined in this Policy but defined in the Act, the Regulation, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules and regulations made thereunder shall have the meanings respectively assigned to them therein.

Words importing the plural include where the context admits or requires, the singular, and vice-versa.

Words importing the person shall, where the context requires, include corporate bodies and companies as well as individuals..

CLASSIFICATION OF MATERIAL EVENTS/ INFORMATION:

The information covered by this Policy shall include “information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions” that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of Materiality Criteria.

Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

GUIDELINES FOR ASSESSING MATERIALITY/ MATERIALITY CRITERIA

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determining materiality of event or information:

- a. The omission of an event or information which is likely to:

i. result in a discontinuity or alteration of an event or information already available publicly; or ii. result in significant market reaction if the said omission came to light at a later date;

b. The omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:

- i. two percent of turnover, as per the last audited consolidated financial statements of the Company; or
- ii. Two percent of net worth, except in case of the arithmetic value of the networth is negative, as per the last audited consolidated financial statements of the Company; or
- iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company

[Note: in terms of applicable provisions, the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value/ figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration].

c. In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed. The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.

In case an event or information is required to be disclosed by the Company in terms of the provisions of this Regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

OBLIGATIONS OF INTERNAL STAKEHOLDERS AND KMPS FOR DISCLOSURE

The President(s), Vice President(s), Head of the Department(s) (HOD) and Finance Head(s) (Responsible Officers) who are responsible for relevant areas of the Company's operations must report to the Key Managerial Personnel ("KMP") of the Company about any material event or information, including the information specified in Para A and Para B of Part A of Schedule III of the Regulations, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.

In case an event is required to be disclosed which is material in nature and is not in the knowledge of responsible officer or comes to his/her knowledge subsequently, the responsible officer shall report immediately upon becoming aware of it to the

KMP(s).

The KMP(s) will then ascertain the materiality of such event(s) or information based on the materiality guidelines. Where the KMPs are not certain about materiality of event/information, it may refer the matter to the external legal advice.

On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges. Key Managerial Personnel(s) of the Company i.e. Chairman & Managing Director, Whole-time (Executive) Director, Chief Financial Officer and Company Secretary of the Company shall be authorized to determine materiality of events/information. The Chairman and Managing Director, Whole-time Director, Executive Director Chief Financial Officer and Company Secretary of the Company are severally / jointly authorized for the purpose of making disclosures to stock exchange(s) under this Policy.

The details of the person authorized to determine materiality of events/information and making disclosures to the stock exchange(s) under Regulation 30 of the Regulations is also available on the website of the Company.

TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS

The Company will disclose all the material events / information and such other filings as required under the Regulations as per the timelines prescribed in the Regulations and circulars issued by SEBI and Stock Exchanges in this regard. Timelines for disclosure for some of the key material events as prescribed in the Regulations are reproduced as under:

Nature of information Timelines for disclosur	Nature of information Timelines for disclosures
Developments happening or information originating within the Company	Within 12 hours
Information originating outside the Company that is informed by a third party	Within 24 hours
Outcome of board meeting for matters specified in Schedule III of Regulations	Within 30 minutes from conclusion of board meeting In case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading

	<p>hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.</p> <p>In case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.</p>
Schedule of analysts or institutional investors meet	Atleast 2 working days in advance (excluding the date of the intimation and the date of the meet)
Presentations prepared by the Company for analysts or institutional investors meet, post earnings or quarterly calls	prior to beginning of such events
audio recording of analyst/ investor meet	before the next trading day or within 24 hours from the conclusion of such calls, whichever is earlier
Video recording of analyst/ investor meet	within 48 hours from the conclusion of such calls
Transcripts of analyst/ investor meet	Within 5 working days of conclusion of such call

If all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity

Disclosure of any material development shall be made on a regular basis of any event/information, till such time the event/information is resolved/ closed with relevant explanations.

4. A) Website:

- a) The Company shall disclose this Policy on its website and a web link thereto shall be provided in the Annual Report;
- b) The Company shall disclose on its website all such events/information which have been disclosed to the Stock Exchanges under the Listing Regulations and such disclosures shall be hosted on the website of the Company for a minimum period of five years or such other period as may be specified from time to time;

5. DELAY IN DISCLOSING MATERIAL INFORMATION:

In certain unavoidable circumstances or for maintaining confidentiality for a limited period of time till the transactions gets finalized, the Company might delay in disclosing the material event/information to the stock exchange, in that case the disclosure regarding delay in disclosing the material event/ information along with the reasonable explanation and clarification will be disseminated to the stock exchange by the Compliance Officer of the Company.

6. 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.

7. 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

8. DISSEMINATION OF POLICY:

This Policy shall be hosted on the website of the Company
