



SHRADDHA
PRIME
PROJECTS LTD.
CONSTRUCTING VALUE

Shraddha Prime Projects Ltd.

(Formerly Known As Towa Sokki Limited)

Corporate office : A-309, Kanara Business Centre Premises CS Ltd., Link Road,
Laxmi Nagar, Ghatkopar (East) Mumbai - 400 075. Tel : 022 21646000

1. Introduction:

The Policy for Determining Material Events and Information ("Policy") is framed in accordance with the requirement of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

2. Objective:

The objective of the Policy is to set forth the guidelines for determining material events or Information relating to the Company and to ensure timely and adequate disclosure of material events or information so that present and potential investors are able to take informed decision with respect to their investment in the Company.

In respect of provisions not specifically provided herein but laid down under the relevant regulations, present and future, those provisions will accordingly apply.

3. Effective Date:

This policy will be effective from 01.04.2022.

4. Definition:

"Act" shall mean the Companies Act, 2013

"Board of Directors" or "Board" means the Board of Directors of Shraddha Prime Projects Limited, as constituted from time to time.

"Company" means Shraddha Prime Projects Limited.

"Key Managerial Personnel" (KMP) means

- Chief Executive Officer and / or Managing Director
- Whole-time Director
- Chief Financial Officer
- Company Secretary
- Such other officer as may be prescribed





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“**Material Event**” or “**Material Information**” shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“**Regulations**” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

“**Schedule**” means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015

“**Stock Exchange**” means BSE Limited

5. Type of 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” (hereinafter referred to as “material information”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

Illustrative lists of events or information that are covered under this Policy are specified in **Annexure 1, Annexure 2 and Annexure 3** to this Policy.

6. Guidelines for determining materiality of events or information:

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 determination of materiality of event or information:–

- a. The omission of an event or information which is likely to:
 - result in a discontinuity or alteration of an event or information already available publicly; or
 - result in significant market reaction if the said omission came to light at a later date;
- b. In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.





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7. Disclosure of Material events or information:

The Board of Directors of the Company has authorized the Company Secretary in consultation with the Managing Director of the Company to determine the materiality of an event or information and to make appropriate disclosure on a timely basis.

All events / information shall be disclosed to the Stock Exchanges, as specified in Annexure 1 within 30 minutes of the closure of the Board Meeting .

All events/ information shall be disclosed to the Stock Exchanges, as specified in Annexure 2 as soon as reasonably possible but not later than 24 hours from the occurrence of event or information.

All events/ information as specified in Annexure 3 based on criteria of materiality as specified above shall be disclosed to the Stock Exchange as soon as reasonably possible but not later than 24 hours from the occurrence of event or information.

The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.

8. Website:

As per the provisions of the Listing Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the Documentation Retention and Archival Policy of the Company.

9. Amendments to the Policy:

The Board of Directors on its own can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such



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amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Annexure 1

(As prescribed under Part A of Schedule III of Regulation 30 of Regulations including any amendments thereunder)

Outcome of Meetings of the Board of Directors: The Company shall disclose to the Stock Exchange, 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 Company from stock exchange(s).



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Annexure 2

Indicative List of Events which shall be disclosed without any application of the guidelines for materiality:

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 of the Company 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 Company 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. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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.



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5. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
6. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
7. Appointment or discontinuation of share transfer agent.
8. Corporate debt restructuring.
9. One time settlement with a bank.
10. Reference to BIFR and winding-up petition filed by any party / creditors.
11. 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 Company.
12. Proceedings of Annual and extraordinary general meetings of the Company.
13. Amendments to memorandum and articles of association of Company, in brief.
14. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;



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Annexure 3

Events which shall be disclosed upon application of the guidelines for materiality of the Policy:

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 Company 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 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 Company.
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.
13. 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 Company 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.

