GANGES SECURITIES LIMITED

POLICY FOR DETERMINATION OF MATERIALITY

SCOPE AND PURPOSE

In pursuance to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations, 2015), Ganges Securities Limited (the "Company") recognized the need to frame a policy to determine the material events by testing the materiality as required under Regulation 30 for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s).

1. APPLICABILITY

This Policy shall be applicable on all events in the Company, as and when they come under the criteria enumerated in the Policy.

2. DEFINITIONS

2.1. **"Acquisition"** shall mean-

a. acquiring control, whether directly or indirectly; or

b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –

i. the Company holds shares or voting rights aggregating to five per cent or more of theshares or voting rights in the said company; or

ii. there has been a change in holding from the last disclosure made under sub-clause
(i) of clause (b) above and such change exceeds two per cent of the totalshareholding or voting rights in the said company.

2.2. **"Agreement"** shall include shareholder agreement, joint venture agreement, family settlement agreement to the extent the same impacts the management and control of the Company and agreement, treaty or contract with media companies, which are binding and not in normal course of business and revision, amendment and termination thereof.

2.3. **"Board"** shall mean the Board of Directors of the Company and includes its delegate Committee;

2.4. **"Committee"** shall mean a Committee constituted by the Board for the

purpose of determination of materiality under this Policy, which shall consist of two or more Key Managerial Personnel of the Company as may be decided by the Board from time to time.

2.5. **"Company"** shall mean Ganges Securities Limited;

2.6. **"Compliance Officer"** shall mean the Company Secretary of the Company for the time being and/or any other official authorised by the Board;

2.7. **"Convertible Security**" means a security which is convertible into or exchangeable with equity shares of the issuer at a later date, with or without the option of the holder of the security and includes convertible debt instrument and convertible preference shares;

2.8. **"Designated securities"** means-

a. Specified securities;
b. Non-convertible debt securities;
c. Non-convertible redeemable preference shares;
d. Perpetual debt instrument;
e. Perpetual non-cumulative preference shares;
f. Indian Depository Receipts;
g. Securitised debt instruments;
h. Units issued by mutual funds; and
i. Any other securities as may be specified by the Securities Exchange Board of India;

2.9. **"Key Managerial Personnel/KMP"** means Key Managerial Personnel as defined in sub- section (51) of section 2 of the Companies Act, 2013 i.e.-

a. Chief Executive Officer (CEO)/ Managing Director (MD)/ Manager;
b. Whole-timeDirector (WTD);
c. Chief Financial Officer (CFO);
d. Company Secretary (CS).

2.10. **"Market Sensitive Information"** shall mean information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company's sector.

2.11. **"Officer"** means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 and shall include Promoters of the Company.

2.12. **"Promoter"** means as assigned to the term in clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of

Capital and Disclosure Requirements) Regulations, 2009;

2.13. **"Stock exchange"** means a recognised stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956;

2.14. **"Specified securities"** means 'equity shares' and 'convertible securities' as defined under clause (zj) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

2.15. **"Subsidiary"** means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the SEBI Listing Regulations, and if not defined therein, then as per the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 and/or the rules and regulations made thereunder, or any other Act and/or applicable laws or any statutory modification or re-enactment thereto, as the case may be.

3. CRITERION FOR DETERMINATION OF MATERIALITY

The following criterion/ thresholds shall be considered for determination of materiality of eventsand information:

3.1. Qualitative Materiality Criterion

a. The omission of an event or information is likely to result in :

(i) discontinuity or alteration of event or information already available publicly; or

(ii) significant market reaction if the said omission came to light at a later date; or

3.2. Quantitative Materiality Criterion

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

(1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;

(2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;

(3) 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 listed entity;]

b. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the listed entity, the event or information is considered material:

4. MATERIAL EVENTS AND INFORMATION

4.1. The events specified in Para A of Part A of Schedule III to the Listing Regulations shall be deemed to be material events for the purpose of disclosure to the Stock Exchanges, without application of materiality criterion/ thresholds given in clause 3 above.

4.2. The following events and information conforming to the qualitative materiality criterion given in clause 3.1 above or quantitative materiality thresholds given in clause 3.2 above shall be considered material for the purpose of disclosure to the Stock Exchanges in terms of Regulation 30(3) of the Listing Regulations

Sr. No.	Event / Information
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 (in entirety or piecemeal).
3.	Capacity addition or product launch.
4.	Awarding, bagging/ receiving a contract or order or amendment or termination thereof, not in the normal course of business.
5.	Agreements including loan agreement(s), as a borrower or any other agreement(s) which are binding and not in normal course of business and any revision or amendment or termination thereof.
6.	Disruption of operations of any one or more units or divisions of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or other events such as strikes, lockouts, etc.
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company.
8.	Any Litigation / dispute / regulatory action with impact.

9.	Fraud/ defaults, etc. by directors (other than key managerial personnel) or employees of the 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.

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

4.4. The aforesaid events and information shall be disclosed to the Stock Exchanges in the manner prescribed under Listing Regulations.

5. Authority to disclose

5.1. The Board of Directors of the Company has authorised the Managing Director/Whole time Director, Chief Financial Officer and Company Secretary, any two of them acting jointly, to determine the materiality of any event/ information (including that of its subsidiaries, if any) for the purpose of disclosure to the Stock Exchanges.

5.2 Normally, the Company Secretary shall make necessary disclosures of events or information to the Stock Exchanges under Regulation 30 of Listing Regulations. However, such disclosures can also be made either by Chief Financial Officer or Managing Director/Whole time Director of the Company.

6. Obligations of Internal Stakeholders, Employees and KMPs for Disclosure

a. Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations shall be forthwith informed to the KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.

b. The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines.

c. On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

7. 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 of this Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.