

# **GRADIENTE INFOTAINMENT LIMITED**

## **POLICY ON DISCLOSURE OF MATERIAL EVENTS/INFORMATION**

### **1. Legal Framework**

This policy for Determination of Materiality of Events or Information (“the Policy”) is aimed at providing guidelines to the management of Gradiante Infotainment Limited (“the Company”), to determine the materiality of events or information, which could affect the investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchanges.

The Policy has been formulated in accordance with the current guidelines laid down under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

### **2. Objective**

The Objective of this policy is to serve as guiding charter to the management to ensure timely and adequate disclosure of events or information are made to the investor community by the Company under the Listing Regulations, to enable them to take well – informed investment decisions with regard to the securities of the Company.

### **3. Definitions**

All the words and expressions used in this policy shall have meaning respectively assigned to them under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued there under, as amended from time to time.

### **4. Applicability**

Information relating to material events and which is price sensitive in nature, shall be promptly disseminated to the Stock Exchanges. For this purpose, material event means any information which relates to the Company and which, if published is likely to materially affect the price of shares of the Company.

- i. The Company shall make disclosures of events specified in Annexure-1 (Events Specified in Para A of Part A of Schedule III of the Listing Regulations and as may be amended from time to time), without applying any test of materiality to the Stock Exchanges within specified timelines.
- ii. The Company shall make disclosures of events specified in Annexure -2 (Events specified in Para B of Part A of Schedule III of the Listing Regulations and as may be amended from time to time), based on application of the guidelines for materiality as specified in the policy.
- iii. Any other information/ event viz. Major development that is likely to affect business eg. Emergence of new technologies, expiry of patents, any change in accounting policy that may have significant impact in 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 company to appraise its position and to avoid the establishment of a false market in such securities.
- iv. The Company shall make disclosures of any events or information which, in the opinion of the Board, is material. In case where an event occurs or information is available with the company, which has not been indicated in Annexure 1 and 2, but which may have material effect on it, the Company would make adequate disclosures in regard thereof.
- v. Any event/ information which shall have financial impact on the Company shall be disclosed by the Company after due discussions and analysis by the Management based on the financials of the Company.

## **5. Criteria for determining materiality of events/information**

Materiality will be determined on a case to case basis depending upon the facts and circumstances pertaining to the event, transaction, and / or information. The Wholetime Director and/or Company Secretary shall frame his opinion on a case to case basis, based on specific facts and circumstances relating to materiality of the event, transaction or information.

The events or information specified in Para B of Part A of Schedule III of the Regulations, shall be disclosed based on the disclosure process described in the policy.

The Wholetime Director and/or Company Secretary may consider the below guidelines for determining materiality of event, transaction or information. The event, transaction or information shall be considered as material if it meets any of the following criteria:

- i) The omission of an event, transaction or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- ii) The event or information is in any manner unpublished price sensitive information; or
- iii) The omission of an event, transaction or information is likely to result in significant market reaction if the said omission came to light at a later date;
- iv) The consideration involved in the transaction as a percentage of the consolidated turnover, net worth or profit, as per last audited financial statements;
- v) The transaction is not in the ordinary course of business;
- vi) The transaction represents a significant shift from the company's strategy;
- vii) Whether there would any direct or indirect impact on the reputation of the Company; or
- viii) Whether non-disclosure can lead to creation of false market in the securities of the Company; or
- ix) Whether there would be a significant impact on the operations or performance of the Company.
- x) Any other event, transaction or information, which is treated as being material in the opinion of the Board of Directors of the company.

Provided that any confidential information which if disclosed is likely to put at risk the business interests of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the stock exchanges.

## **6. Disclosures of events and information**

Event and Information specified in Part A of Schedule II of the Listing Regulations and as may be amended from time to time) shall be disclosed to the Stock Exchanges by the Company as soon as reasonably possible and not later than 24 hours (Twenty-four hours) from the occurrence of the event.

In case of the disclosure is made after 24 hours of occurrence of such event or information, the Company shall along with the disclosures provide an explanation for delay of the same.

In some cases, there may be ambiguity as to when an event, transaction, or information can be said to have occurred. In certain cases, it would depend upon the stage of discussion, negotiation or approval. The event, transaction or information can be said to have occurred upon receipt of approval of Board of Directors and/or Shareholders or actual signing of the agreement after receiving the above said approvals.

In cases where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the listed entity became aware of the event, transaction, or information.

The event, transaction, or information can be said to have occurred when the Company becomes aware of the event, transaction, or information, or as soon as, the Wholetime Director of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

## **7. Continuous Disclosures**

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

## **8. Disclosure process:**

Any event, transaction, or information purported to be reportable under Regulation 30 of the Listing Regulations shall be informed to the Managing Director, on an immediate basis with supporting data / information to facilitate a prompt and appropriate disclosure.

The Managing Director shall be responsible and authorised for ascertaining the materiality of events considering its nature and its disclosure after taking into consideration the various provisions of the Regulations and this policy.

After evaluation, the Company Secretary or in his/her absence any authorized official of the company, shall make disclosure to the Stock Exchanges. The company shall use the electronic facilities provided by the Stock Exchanges for dissemination of the information and may subsequently disclose the same via other media, including the press release, website, etc.

Statutory timeframes for disclosure shall be adhered to. Delay, if any, should be sufficiently explained along with the disclosure. Regular updates, where relevant, shall be made with relevant explanations.

#### **9. Conflict with other policies**

Where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this policy until such time as this policy is changed to conform to the said law, rule, regulation or standard.

#### **10. Amendments**

The Board of Directors reserves the right to amend or modify this policy whole or in part, as may be required to comply with any further amendment(s)/ Modification(s) in the listing regulations and/or other applicable laws.

#### **11. Website of the Company**

This 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 the stock exchange(s) under the Listing Regulations and further that such disclosure shall be made available on the website of the Company for a period of at least five years thereafter.

#### **12. Authorization of Key Managerial Personnel**

The Board of Directors has authorized:

Mr. VimalRaj Mathur, Managing Director in consultation with Company secretary and compliance officer to determine the materiality of events/information and to disclose such information to the stock exchanges.