

VERITAS (INDIA) LIMITED

POLICY ON DETERMINATION THE MATERIALITY OF EVENTS / INFORMATION

1. INTRODUCTION

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) mandates every listed company to frame a policy for determining the materiality of events / information which shall be disclosed on its website.

In view of the same, this “Policy on determination the materiality of events / information” (herein referred to as “this Policy”) of Veritas (India) Limited (herein referred to as “the Company”) has been framed considering that the stakeholders need timely, sufficient and reliable information regarding the material events that may influence the Company. This policy shall be effective from December 01, 2015.

2. OBJECTIVE

The objective of this Policy is to determine the event(s) and information(s) which, in the opinion of the Board of Directors of the Company, are considered material and to ensure prompt and timely disclosure of material price sensitive information/ event to the stock exchange(s), where the securities of the Company are listed, so that present and potential investors have an access to important information which enable them to take informed decision relating to their investment in the Company and to avoid creation of false market in the securities of the Company.

This Policy provides guidelines to the Board of Directors of the Company and the Key Managerial Personnel as authorized by the Board of Directors to determine, identify and categorize events and information (which may materially affect the performance of the Company and, thereby, the share prices of the Company) as material and make necessary disclosure to the Stock Exchange(s) and on the website of the Company.

3. DEFINITION

“**Act**” means the Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time;

“**Board of Directors**” or “**Board**” refers to the Board of Directors of Veritas (India) Limited;

“**Company**” means Veritas (India) Limited;

“**Policy**” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time;

“**Key Managerial Personnel**” of the Company key managerial personnel as defined in subsection (51) of Section 2 of the Companies Act, 2013;

“Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

“Material” or “Materiality” includes those events and information which may materially affect the performance of the Company or the share price of the Company.

“Material Events” are the events as specified in Clause 4 of this Policy;

“Stock Exchange” means the Bombay Stock Exchange where the Securities of the Company are listed;

“Schedule” means a schedule as annexed to Listing Regulations.

Any other words and expressions used and not defined in this Policy but defined in the Act and Rules and Regulations made thereunder, the Securities Contracts (Regulation) Act, 1956 and the Listing Regulations or any other Applicable Law in force shall have the meaning(s) respectively assigned to them in those legislations.

4. GUIDELINES FOR DETERMINING THE MATERIALITY OF EVENTS / INFORMATION

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the information / event.

In terms of the Regulation 30 of the Regulations, the Company is required to make disclosures of any events or information which are deemed to be material events to Stock Exchanges. The disclosures of events and information which the Company shall make to the Stock Exchange as broadly categorized as:

- Events specified in Para A of Part A of Schedule III of the Regulations and the Company is mandatorily required to make disclosure of such events as applicable from time to time and in the manner as set out in this policy. This events are disclosed in Annexure A to this Policy.
- Events specified in Para B of Part A of Schedule III (as reproduced in Annexure B to this Policy), the Company shall consider the following criteria for determining the materiality of events / information:
 - 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.
- As specified in Para C of Part A of Schedule III of the Regulations, the Company shall promptly disclose 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 financial statements of the Company 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.

5. DISCLOSURE OF EVENTS / INFORMATION

Any event required to be reported under Regulation 30 of the Regulations shall be informed to the Whole-time Director / Chief Financial Officer / Company Secretary of the Company on an immediate basis with adequate supporting data or information to facilitate a prompt and appropriate disclosure. Any other event, even if not covered under the Regulations but is potentially of price sensitive nature, must also be informed, for further evaluation to the Whole-time Director / Chief Financial Officer / Company Secretary.

Disclosure to the Stock Exchange

- Events enumerated in point no. 4 of Annexure II relating to the outcome of the Board Meeting shall be made within thirty minutes of the closure of the Board Meeting at which such events were considered or discussed. The intimation of outcome of meeting of the Board of Director shall also contain the time of commencement and conclusion of the Meeting.
- All the other events / information specified in **Annexure A** and **Annexure B** of this Policy shall be disclosure to the stock exchange(s), as soon as reasonably possible but not later than twenty-four (24) hours from the occurrence of such event or information.
Provided further that in case the disclosure is made after twenty-four (24) hours of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.
- The Company shall ensure that the updated disclosure with respect to the material event / information is made to the stock exchanges on a regular basis till such time the event / information is resolved / closed, with relevant explanation.
- The Company shall also disclose all such events or information with respect to subsidiaries which are material for the company.

Disclosure on Company's website

All the events/information disclosed to the stock exchange(s) under this policy shall be uploaded on the Company's website (www.veritasindia.net) for a minimum period of 5 years or for such other period, if the period prescribed shall be more than five years by the aforesaid Regulations and / or Securities Laws as defined in the aforesaid Regulations.

After completion of the minimum period of five years or such other period as prescribed by the Regulations and/or Securities Laws, the events / information shall be archived by the Company as per the Archival Policy. Thereafter such events / information may be ceased to be displayed on the website of the Company.

6. AUTHORIZATION FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The Board of Directors of the Company have severally authorized the Chief Financial Officer, Whole-Time Director and the Company Secretary of the Company (Authorized Persons) for ascertaining the Materiality of events / information considering its nature and ensuring timely disclosures of the same are made to Stock Exchange(s) in accordance with the provisions of the Regulations or any other law as may be applicable, subject to the provisions of this Policy.

The contact details of the persons authorised to determine materiality of events under this Policy are as follows:

<p>Mr. Saurabh Sanghvi Whole-Time Director Veritas (India) Limited Veritas House, 70, 3rd floor, Mint Road, Fort, Mumbai – 400001 Email ID.: saurabh.s@veritasindia.net</p> <p>Phone no.: 22755555 / 61840000</p>	<p>Mr. Rajaram Shanbhag Chief Financial Officer Veritas (India) Limited Veritas House, 70, 3rd floor, Mint Road, Fort, Mumbai – 400001 Email ID.: rajaram.s@veritasindia.net</p> <p>Phone no.: 22755555 / 61840000</p>
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7. REVIEW AND AMENDMENT:

This policy shall be reviewed continuously so as to ensure that it meets the requirements of the statutory regulations and remain effective. The Board reserves its right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Act or Applicable Law.

8. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations; Companies Act, 2013; or any other statutory enactments, rules, the provisions of such Listing Regulations / Companies Act, 2013 or statutory enactments, rules shall take precedence 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. Any subsequent amendment/ modification in the Statutory Provisions shall automatically apply to this Policy.

9. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company www.veritasindia.net. 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 archival policy of the Company.

This Policy is approved by the Board of Directors at their meeting held on 12th August, 2016.

ANNEXURE A

EVENTS/ INFORMATION 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.

The term 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 5% 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 and such change exceeds 2% 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. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), 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).

5. 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.

6. Fraud/defaults by promoter or key managerial personnel or by the Company 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 with a bank.

11. Reference to BIFR and winding-up petition filed by any party / creditors.

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 Company.

13. Proceedings of Annual and extraordinary general meetings of the Company.

14. Amendments to memorandum and articles of association of Company, in brief.

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

ANNEXURE B

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY

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 Company to appraise its position and to avoid the establishment of a false market in such securities.