



ACTIVE CLOTHING CO LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

BACKGROUND

With a view to enable investors to make well informed decisions, Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed entity to make timely, adequate and accurate disclosure of any event or information which, in the opinion of its Board of Directors (“Board”) is material. Further, the sub-regulation 4 of said regulation also provides for framing a policy for Determination of Materiality of events or information, based on the criteria specified therein.

Hence in view of the above, this Policy for Determination of Materiality of events or information (“Policy”) has been framed to provide necessary guidelines to the Board for determination of the materiality of events and information and to make timely, adequate and accurate disclosures of information or events which could affect the investment decisions of the investors.

DEFINITIONS:

- a) **“Act”** means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable and the rules made thereunder.
- b) **“Board of Directors”** or **“Board”** means collective body of Directors of the Company as constituted from time to time.
- c) **“Company”** means Active Clothing Co Limited (“ACCL”).
- d) **“Key Managerial Personnel”** mean key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- e) **“Listing Regulations”** mean the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) **“Policy”** shall mean this Policy on the criteria for determining Materiality of events or information and as amended from time to time.
- g) **“SEBI”** means the Securities and Exchange Board of India.
- h) **“Stock Exchange(s)”** means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

MATERIAL DISCLOSURES:

The Company shall within the prescribed time disclose all such material events to the Stock Exchanges where the Securities of the Company are listed as:

- a) Specified in Para A of Part A of Schedule III of the Listing Regulations without any application of guidelines for materiality as specified in sub regulation (4) of Regulation 30 of Listing Regulations;
- b) Specified in Para B of Part A of Schedule III of the Listing Regulations subject to application of guidelines for materiality as specified in sub regulation (4) of Regulation 30 of Listing Regulations;
- c) any other events/ information viz. any 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 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; and
- d) any other information as may be determined by the Board from time to time.

CRITERIA FOR DETERMINING MATERIALITY:

Materiality shall be determined on case to case basis depending on the specific facts and circumstances relating to the event / information relevant to the Company. A particular event / information will be considered as material in nature, if it substantially alters / impacts the existing composition of revenue / profits of the Company. The board shall determine the materiality of event/ information in Para B of part A of Schedule III on the basis of criteria specified in sub regulation (4) of Regulation 30 of Listing Regulations.

GUIDELINES FOR DETERMINING WHEN THE MATERIAL EVENT/INFORMATION HAS OCCURRED.

The determination of the time when material event/information can be said to have occurred would depend either upon the stage of negotiation/discussion or approval and the events where no such negotiation/discussion or approval is required, the event/information can be said to have occurred as and when the management become aware of the same.

DISCLOSURE PROCESS:

- I. The Chairman & Managing Director and Company Secretary of the Company are authorised for ascertaining the materiality of events/information considering its nature and to disclose it to the Stock Exchanges after taking into consideration various provisions of Listing Regulation and this Policy.
- II. The Company shall use the electronic facilities provided by the Stock Exchanges for dissemination of the said event/ information.
- III. Statutory timeframes for disclosure shall be adhered to. Delay, if any, should be sufficiently explained along with the disclosure.
- IV. All disclosures shall be hosted on the Company's website for a period of five years.



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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.