

**VASHISHTHA LUXURY FASHION LIMITED**

**POLICY ON DETERMINATION OF MATERIALITY OF  
EVENT(S) / INFORMATION**

## 1. Introduction

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This Policy for Determination of Materiality of Events or Information ("**Policy**") is aimed at providing guidelines to the management of Vashishtha Luxury Fashion Limited ("**Company**"), to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s).

This Policy has been formulated in accordance with the current guidelines laid down by the Securities Exchange Board of India (SEBI) under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), with respect to disclosure of events and information.

This Policy has been approved by the Board of Directors of the Company at its meetings held on 1<sup>st</sup> July 2024. This Policy shall be effective from 1<sup>st</sup> July 2024.

## 2. Definitions:

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**"Board"** means the Board of Directors of the Company.

**"Net worth"** means net worth as defined in sub-section (57) of section 2 of the Companies Act, 2013.

**"Paid-up share capital"** or **"share capital paid-up"** means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.

**"Stock Exchange"** means a recognised stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956 on which Equity shares of the Company are listed.

**"Turnover"** as defined under Section 2(91) of the Act means the aggregate value of the realisation of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year.

**"Key Managerial Persons"** means person as defined in Section 2(51) of the Companies Act, 2013.

*Any other term not defined herein shall have the same meaning as defined in the Companies Act 2013, the LODR Regulations, notifications and circulars issued thereunder or any other applicable law or regulation.*



### **3. Classification of Material Events / Information**

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#### **I. Events which are deemed to be Material Events/information:**

The Company shall disclose all such events pertaining to itself or its material subsidiary(ies), specified in Para A of Part A of Schedule III of the SEBI Listing Regulations (The indicative list of such events/ information is given as an **Annexure A**)

#### **II. Events which are Dependent on Application of Guidelines for Materiality:**

The Company shall disclose all such events pertaining to itself or its material subsidiary(ies), specified in Para B of Part A of Schedule III of the SEBI Listing Regulations subject to application of guidelines for materiality (The indicative list of such events/ information is given as an **Annexure B**)

### **4. Guidelines for Determining the Materiality of Events/Information**

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Materiality will be determined on a case to case basis. To determine whether a particular event or information is material in nature, the company may consider either of the following –

#### **I. Qualitative test**

Qualitative criteria to determine materiality shall become applicable to an event / information if:

- a) the omission of such event or information, is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) the omission of such event or information is likely to result in significant market reaction if the said omission came to light at a later date.

#### **II. Quantitative test:**

The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following ("**Materiality Threshold**"):

- 2% of turnover, as per the last audited consolidated financial statements.
- 2% of net worth, as per the last audited consolidated financial statements, except in case the net worth is negative.
- 5% of the average of absolute value of profit or loss after tax, as per the last 3 audited consolidated financial statements

In cases where the criteria specified in above point 4 (I) and 4 (II) are not applicable, an event / information may be treated as being material if in the opinion of the Board of the company, the event / information is considered material.

## **5. General Obligation for Disclosure**

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- i. Any one of Chairman or Managing Director or Chief Financial Officer of the Company, is severally authorised to take a view on whether the event or information falls within the materiality threshold as mentioned under Clause VI of this policy, which qualifies for disclosure under Regulation 30(5) of the Listing Regulations and intimate to the Company Secretary to disclose the said event or information to the Stock Exchanges. The contact details of Managing Director and Chief Financial Officer shall also be disclosed to the Stock Exchange(s) as well as on the website of the Company.
- ii. The Company shall disclose all material events / information first to Stock Exchange(s) as soon as reasonably possible and in any case not later than the following:
  - a. 30 minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;
  - b. 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
  - c. 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.
- iii. The information disclosed to the Stock Exchange(s) shall be also placed on the website of the Company and the Company shall ensure that such information is hosted for a minimum period of 5 years. Thereafter the information may be handled as per the archival policy of the Company as disclosed on its website.
- iv. The Company shall disclose all events or information which are material for the Company with respect to its material subsidiaries in accordance with this policy.
- v. The Company shall provide specific and adequate reply to all queries raised by stock exchange with respect to any events or information.
- vi. The Company shall also, on its own initiative, confirm or deny any reported event or information to the stock exchange(s).
- vii. The material events or information which are not contained in the Policy but are

considered to be material in the opinion of the Company shall also be disclosed to the Stock Exchange

## **6. Amendment and Review of the Policy:**

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The Board shall have the power to clarify any doubts or rectify any anomalies that may arise in connection with effective execution of this Policy. The Board reserves the right to review and / or amend this Policy from time to time based in changing Regulatory requirements.

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## Annexure A

### Indicative List of events or information deemed to be material without application of Materiality test:

Sr.No	Events/Information
1.	<p>Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation / merger/ demerger/ restructuring), Sale or disposal of unit(s) or division(s) or whole or substantially the whole of the undertaking(s) or subsidiary of the Company or sale of stake in associate company of the Company or any other restructuring:</p> <p>Explanation (1) - 'Acquisition' shall mean, -</p> <ul style="list-style-type: none"> <li>(i) acquiring control, whether directly or indirectly; or,</li> <li>(ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that – <ul style="list-style-type: none"> <li>(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;</li> <li>(b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company;</li> <li>(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in clause VI.</li> </ul> </li> </ul> <p>Explanation (2) - “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-</p> <ul style="list-style-type: none"> <li>(i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the Company;</li> <li>(ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in clause VI.</li> </ul> <p>Explanation (3) - For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.</p>
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.	[New Rating(s)] or Revision in Rating(s).
4.	<p><b>The following outcome(s) of meetings of the Board shall be disclosed within 30 minutes from the closure of the meeting:</b></p> <p>ded or declared or the decision to pass any dividend and the date on which dividend shall</p> <p>hereof;</p>

Sr.No	Events/Information
	<p>proposed to be undertaken;          shares through capitalization including the date on which such bonus shares would be          the issue of shares or securities held in reserve for future issue or the creation in any form          any other rights, privileges or benefits to subscribe to.</p> <ul style="list-style-type: none"> <li>• short particulars of any other alterations of capital, including calls.</li> <li>• financial results.</li> <li>• decision on voluntary delisting by the Company from stock exchange(s): Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.</li> </ul>
5.	<p>Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), 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.</p>
5A.	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:</p> <p>Provided that such agreements entered into by a Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.</p> <p>Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that Company shall or shall not act in a particular manner.</p>
6.	<p>Fraud or defaults by the Company’s promoter, director, key managerial personnel, senior management or subsidiary(ies) of the Company or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad:</p> <p>For the purpose of this sub-paragraph:</p> <ol style="list-style-type: none"> <li>Fraud’ shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.</li> <li>‘Default’ shall mean non-payment of the interest or principal amount in full on the</li> </ol>



Sr.No	Events/Information
	<p>date when the debt has become due and payable.</p> <p>Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.</p> <p>Explanation 2- Default by a promoter, director, key managerial personnel, senior management, and subsidiary shall mean default which has or may have an impact on the Company.</p>
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
7A.	In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
7B.	<p>Resignation of Independent director including reasons for resignation: In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:</p> <ul style="list-style-type: none"> <li>i. The letter of resignation along with detailed reasons for the resignation as given by the said director.</li> <li>i a ) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.</li> <li>ii. The independent director shall, along with the detailed reasons, also provide confirmation that there is no other material reasons other than those provided.</li> <li>iii. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.</li> </ul>
7C.	In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director of the Company; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.
7D.	In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
8.	Appointment or discontinuation of share transfer agent.
9.	<p>Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:</p> <ul style="list-style-type: none"> <li>i. Decision to initiate resolution of loans/borrowings;</li> </ul>

Sr.No	Events/Information
	<ul style="list-style-type: none"> <li>ii. Signing of Inter-Creditors Agreement (ICA) by lenders;.</li> <li>iii. Finalization of Resolution Plan;</li> <li>iv. Implementation of Resolution Plan;</li> <li>v. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.</li> </ul>
10.	One time settlement with a bank.
11.	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 the Company, in brief.
15(a).	<p>Schedule of analysts or institutional investors meet [at least two working days in advance (excluding the date of the intimation and the date of the meet)] and presentations made by the Company to analysts or institutional investors.</p> <p>Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means</p>
15(b)	<p>Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:</p> <ul style="list-style-type: none"> <li>(i) the presentation and the audio/video recordings shall be promptly made available on the website of the Company and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;</li> <li>(ii) the transcripts of such calls shall be made available on the website of the Company within five working days of the conclusion of such calls.</li> </ul>
16.	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <ul style="list-style-type: none"> <li>a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;</li> <li>b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;</li> <li>c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;</li> <li>d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;</li> <li>e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;</li> <li>f) Appointment/ Replacement of the Resolution Professional;</li> <li>g) Prior or post-facto intimation of the meetings of Committee of Creditors;</li> <li>h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;</li> </ul>

Sr.No	Events/Information
	<ul style="list-style-type: none"> <li>i) Number of resolution plans received by Resolution Professional;</li> <li>j) Approval of resolution plan by the Tribunal or rejection, if applicable;</li> <li>k) Approval of resolution plan by the Tribunal or rejection, if applicable;</li> <li>l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as: <ul style="list-style-type: none"> <li>(i) Pre and Post net-worth of the company;</li> <li>(ii) Details of assets of the company post CIRP;</li> <li>(iii) Details of securities continuing to be imposed on the companies' assets;</li> <li>(iv) Other material liabilities imposed on the Company;</li> <li>(v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities.</li> <li>(vi) Details of funds infused in the company, creditors paid-off;</li> <li>(vii) Additional liability on the incoming investors due to the transaction, source of such funding etc;</li> <li>(viii) Impact on the investor – revised P/E, RONW* ratios etc.;</li> <li>(ix) Names of the new promoters, (key managerial personnel), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control.</li> <li>(x) Brief description of business strategy.</li> </ul> </li> <li>m) Approval of resolution plan by the Tribunal or rejection, if applicable.</li> <li>n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS.</li> <li>o) Quarterly disclosure of the status of achieving the MPS.</li> <li>p) The details as to the delisting plans, if any approved in the resolution plan.</li> </ul>
17.	<p>Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by Company:</p> <ul style="list-style-type: none"> <li>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available.</li> <li>b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.</li> </ul>
18.	<p>Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a Company, in relation to any event or information which is material for the Company in terms of regulation 30 of these regulations and is not already made available in the public domain by the Company.</p> <p>Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.</p>

Sr.No	Events/Information
19.	<p>Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:</p> <ul style="list-style-type: none"> <li>a) search or seizure; or</li> <li>b) re-opening of accounts under section 130 of the Companies Act, 2013; or</li> <li>c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed: <ul style="list-style-type: none"> <li>i) name of the authority.</li> <li>ii) nature and details of the action(s) taken, initiated or order(s) passed;</li> <li>iii) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;</li> <li>iv) details of the violation(s)/contravention(s) committed or alleged to be committed.</li> <li>v) impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.</li> </ul> </li> </ul>
20.	<p>Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:</p> <ul style="list-style-type: none"> <li>a) suspension;</li> <li>b) imposition of fine or penalty;</li> <li>c) settlement of proceedings;</li> <li>d) debarment;</li> <li>e) disqualification;</li> <li>f) closure of operations;</li> <li>g) sanctions imposed;</li> <li>h) warning or caution; or</li> <li>i) any other similar action(s) by whatever name called along with the following details pertaining to the actions(s) initiated, taken or orders passed: <ul style="list-style-type: none"> <li>1) name of the authority;</li> <li>2) nature and details of the action(s) taken, initiated or order(s) passed;</li> <li>3) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;</li> <li>4) details of the violation(s)/contravention(s) committed or alleged to be committed;</li> <li>5) impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible</li> </ul> </li> </ul>
21.	<p>Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.</p>

## **Annexure B**

### **Indicative list of events or information on which the Company may apply materiality test**

<b>Sr.No</b>	<b>Events/Information</b>
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2.	Any of the following events pertaining to the Company: <ul style="list-style-type: none"><li>• Arrangements for strategic, technical, manufacturing, or marketing tie-up;</li><li>• Adoption of new line(s) of business in case of entering into new industry;</li></ul> 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.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9.	Frauds or defaults by employees of the Company which has or may have an impact on the Company.
10.	Options to purchase securities including any ESOP/ESPS Scheme.
11.	Giving of guarantees or indemnity or becoming a surety (by whatever name called) for any third..
12.	Granting, withdrawal, surrender , cancellation or suspension of key licenses or regulatory approvals.
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
14.	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.