



SP CAPITAL

FINANCING LTD.

S P CAPITAL FINANCING LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT/INFORMATION

[Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015]



Introduction

As per Regulation 30(4)(iii) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing regulations”) the listed entity is required to frame the policy for determination of materiality based on the criteria as mentioned in the listing regulations. The Board of Directors of the Company have framed this policy for determination of the events which are material and which has to be intimated to the Stock Exchange. **(hereinafter referred to as “Policy”)**

The Board shall review this policy on regular basis and may make such amendments in the policy as may be required from time to time.

This amended policy is effective from, August 10, 2023.

Definitions

Factors to be considered for Determination of Events/information

Following are the factors to be considered for determination of 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; or
- (c) 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;
- (d) 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;



Timeline for disclosure of material events/information to Stock Exchange

The material events would be first disclosed to the stock exchange(s) as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity;

However, the disclosure with respect to events for which timelines have been specified in the Listing Regulations shall be made within such timelines.

Further guidelines on Disclosure of Material events/information

The Company shall with respect to any disclosures make further disclosures updating material developments on regular basis till such time the event is resolved/closed, with relevant explanations.

In case there is any delay in disclosure the Company will be providing the explanation for such delay in disclosure.

The Company will be disclosing on its website all such events or information which has been disclosed to stock exchange(s) as specified in the Listing Regulations and in this policy and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

Any clarification/information on the queries raised by the stock exchange, will be provided by the Company to the Stock exchange as soon as may be reasonably practicable.



In case were any event occurs or an information is available with the Company which is not been indicated in the Listing Regulations, but which may have material effect, the Company will make adequate disclosure in this regards.

In case an event or information is required to be disclosed by the Company in terms of the provisions of the Listing regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company will disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority to the Stock Exchange.

Authority to the Persons who can determine materiality of an event/information

The Managing Director or any of the Key Managerial Person including but not limited to, Company Secretary and Chief Financial Officer of the Company are been hereby authorised by the Board of Directors of the Company for the purpose of making disclosures to the Stock Exchange.

Amendments

The Board may subject to the applicable laws or the amendments in any of the provisions or at their own discretion as may be thought necessary by them, may amend this policy, in pursuant to Listing Regulations.

Conflict between Policy and Listing Regulations

Where in any event there is conflict between this Policy and Listing Regulations or any of the circulars issued by any Authority, the Listing Regulations or any of the circulars issued by any Authority shall prevail over this policy.
