

KEMISTAR CORPORATION LIMITED
CIN: L24233GJ1994PLC022845

POLICY ON DETERMINING MATERIATITY OF EVENTS

I. BACKGROUND:

This Policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information. The Board shall review, and if found required, may amend this Policy from time to time.

II. OBJECTIVE:

The objective of this Policy is to determine materiality of events or information of the Bank and to ensure that such information is adequately disseminated in pursuance with the SEBI (LODR) Regulations, 2015 and to provide an overall governance framework for such determination of materiality.

III. DEFINITION:

“Act” means The Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or reenactment thereof. Further It includes The Banking Regulation Act, 1949 and the Rules, guidelines, circulars including modification, re-enactment thereof etc. issued by Reserve Bank of India for time to time.

“Board of Directors” or **“Board”** means the Board of Directors of the Kemistar Corporation Limited, as constituted under the Companies Act, 2013 from time to time.

“Company” means “Kemistar Corporation Limited”;

“Key Managerial Personnel” mean Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

“Listing agreement” shall mean an agreement that is to be entered into between recognized stock exchange and the Company pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (as amended from time to time);

“Material Event” or **“Material Information”** shall mean such event or information asset out in the Schedule or as may be determined in terms of Clause 4 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly;

“Policy” means this Policy on criteria for determining Materiality of events or information including amendments, if any, made from time to time;

"Regulations" mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof as may be made for time to time; and

"Schedule" means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other words and expressions not defined herein shall have the same meaning as defined in the Companies Act, 2013, Banking Regulation Act, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Bank.

IV. DISCLOSURE OF EVENTS OR INFORMATION:

1. The Company shall make disclosures of any events or information which are material according to the Board of directors of the Company or person delegated by the Board of Directors in this regard.
2. Upon occurrence of Events, as specified in Annexure A, and as specified in Part A of Schedule III of SEBI (LODR) Regulations, 2015, the Company shall forthright make disclosure of such events without any application of guidelines for materiality.
3. Upon occurrence of Events, as specified in Annexure B and as specified in Para B of Part A of Schedule III of SEBI (LODR) Regulation, 2015, the Company shall make disclosure of such events based on the guidelines for materiality.
4. 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 listed entity to appraise its position and to avoid the establishment of a false market in such securities.
5. All events or information with respect to Subsidiaries f Associates of the company which are material for the Company shall be disclosed to the Stock exchanges.
6. Without prejudice to the generality of events specified in Annexure A, B and clause 4 above, the Company make disclosures of event/information as specified by the SEBI from time to time.

V. CRITERIA FOR DETERMINING.MATERIATITY OF EVENTS I INFORMATION:

1. All the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. 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.
3. In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board listed entity, the event / information is considered material.

VI. AUTHORITY & TIMEFRAME TO DISCLOSE EVENTS:

1. The Company shall authorize the board of directors/ one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s).
2. Contact details of Key Managerial Personnel:

Managing Director
Kemistar Corporation Limited
604, Manas Complex
Near Jodhpur cross road,
Satellite, Ahmedabad-380015.
Ph Num: 079-26923570
Mail:kpinternational@gmail.com

Company Secretary
Kemistar Corporation Limited
604, Manas Complex
Near Jodhpur cross road,
Satellite, Ahmedabad-380015.
Ph Num: 079-26923587
Mail:kemistarbse@gmail.com

VII. AMENDMENTS AND REVIEW

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.

VIII. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.

ANNEXURE –A

Events which shall be disclosed without any application of the guidelines for materiality as Specified in sub-regulation (4) of regulation (30) of SEBI (LODR) Regulations,2015:

1. Acquisition(s), Scheme of Arrangement, or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.
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:
 - 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;
 - any cancellation of dividend with reasons thereof;
 - the decision on buyback of securities;
 - the decision with respect to fund raising proposed to be undertaken
 - increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - 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;
 - short particulars of any other alterations of capital, including calls;
 - financial results;
 - Decision on voluntary delisting by the listed entity 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

ANNEXURE B

Events which shall be disclosed upon application of the guidelines for materiality referred sub regulation (a) of regulation (30) of SEBI (LODR) Regulations 2015:

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 listed entity 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 listed entity.
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.
