

SURYALAKSHMI COTTON MILLS LIMITED

**POLICY ON DISSEMINATION OF INFORMATION ON
THE MATERIAL EVENTS TO STOCK EXCHANGES**

SURYALAKSHMI COTTON MILLS LIMITED

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CIN : L17120AP1962PLC000923.

**POLICY ON DISSEMINATION OF INFORMATION ON THE MATERIAL EVENTS
TO STOCK EXCHANGES**

Foreword

Securities and Exchange Board of India vide Notification No. SEBI/LAD-RO/GN/2015-16/013 dated 2nd September, 2015 has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Regulations are effective from 1st December, 2015.

In terms of Regulation 30 of the said Regulations, every listed Company shall formulate a policy to determine Material events.

Accordingly, in considering the said Regulations and to enable the present and potential investors to take informed decision relating to material information, the Company, has formulated a policy on dissemination of information on material events to Stock Exchanges.

1. Objective:

To disseminate the timely and accurate information about the material events to the Stock Exchanges promptly and with due authorization, such that the present and potential investors are able to take informed decision relating to their investment in the Company.

2. Definitions: for the purpose of this policy

- a) "Company" means SURYALAKSHMI COTTON MILLS LIMITED.
- b) "Companies Act" means the Companies Act, 2013.
- c) "Board of Directors" means the Board of Directors of Suryalakshmi Cotton Mills Limited.
- d) "Managing Director" means the Managing Director of the Company.
- e) "Stock Exchange" means a stock exchange which is recognized by the Central Government or Securities and Exchange Board of India under Section 4 of Securities Contracts (Regulation) Act, 1956.
- f) "Listing Agreement" means the Listing Agreement entered with the Stock Exchanges includes amendments made thereof from time to time.

- g) "Key Managerial Personnel" means the Key Managerial Personnel as defined under Section 2 (51) of the Companies Act, 2013. h) "Compliance Officer" means the Company Secretary of the Company.
- i) "Material" means any individual transaction or arrangement which, in the opinion of the Company, is significant to the operations or performance of the Company.
- j) "Policy" means policy on dissemination of information on the material events to Stock Exchanges.
- k) "Authority" shall mean the authority as defined under Clause 3.

3. Authority to disseminate the Information on Material Events:

The following Key Managerial Personnel are severally authorized to decide on the material events and disseminate the Material Events to the Stock Exchanges:
Managing Director and Company Secretary.

The Key Managerial Personnel may consider the following criteria for determining materiality of events/ information:

- a) If 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) If 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;
- c) 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 Key Managerial Personnel (KMP) of listed entity, the event / information is considered material.

4. Material Events:

4.1 Material Events:

The following events are treated as material events which shall be disclosed to the Stock Exchanges as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information:

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 listed entity 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 which needs to be disclosed within 30 minutes of the closure of meeting, held to consider or decide 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 would 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 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 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.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Whole-time 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 ("CDR").
10. One time settlement (OTS) with a bank.
11. Reference to BIFR and winding-up petition filed by any party/creditors.

