

HGM

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION DISCLOSURES

1. Preamble and Objective

HandsOn Global Management (HGM) Limited (the “Company” or “HGM”), adopts the Policy for determination of materiality of events or information disclosure (the “Policy”) in compliance with the requirements of regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulations”).

Regulation 30(4) (ii) of the Regulations requires a company to formulate a policy on materiality of events or information required to be disclose to stock exchange(s).

Keeping the prescribed requirements in view, HGM has framed this Policy and is intended to provide a framework for determination of materiality of events required to be disclose by the Company.

2. Disclosure of events or information

The Company shall make disclosures of any events or information which is material in accordance with the aforesaid Regulation 30.

3. Determination of materiality of events or information

- i) All material events or information are mandatory required to be disclosed by the Company to the stock exchange(s) as soon as possible but not later than 24 hours from occurrence of event or information.

The following table shall be used for determining materiality of any events or information as prescribed in **Schedule III** to the Regulation 30.

Sr. No.	Particulars	Disclosure	Part of Schedule III
1	Events or information deemed to be material	Mandatorily	Part A
2	Events or information be material	On application of guidelines	Part B
3	Events or information be material	Likely to affect the business	Part C
4	Events or information be material	Specified by the SEBI Board	Part D

- ii) The Company shall consider the application of following guidelines for materiality of events/information mentioned in Part B of Schedule III:-
 - 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

HGM

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION DISCLOSURES

- c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - ii) 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;
 - iii) 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;

In case where the criteria specified in sub-clauses a), b) and c) above are not applicable, an any event/information, the same may be treated as being material if in the opinion of the Board of Directors of the Company, the event / information is considered material.

4. Authority

The Board of Directors of the Company had authorized Mr. Nilesh Bafna, Chief Financial Officer and Mr. Bhuvanesh Sharma, VP-Corporate Affairs & Company Secretary & Compliance Officer for the purpose of:-

- i) determining materiality of an event or information in consultation with any of the Executive Director; and
- ii) making disclosures of material event or information to stock exchange(s).

5. Amendments

All amendments to the Policy would be subject to approval by Board of Company as per the recommendations of the Audit Committee except in case the amendment in the Policy is necessitated on account of change in the applicable law. In such a case Audit Committee can amend the Policy at its own discretion and any such amendment will be noted by Board in its subsequent board meeting.

6. Interpretation

All capitalized terms used in this Policy but not defined herein shall have the meaning ascribed to such term in the Regulations, as amended from time to time

This Policy is only meant for general guidance. In the event of any conflict between the provisions of this Policy and the provisions of the Regulations made there under, such Regulations shall prevail over the provisions of this Policy.

HGM

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION DISCLOSURES

Schedule I

Part A:

Events or information which shall be deemed to be material and mandatorily required to be disclosed to stock exchange(s)

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 Company or any other restructuring.
Explanation- For the purpose of this para, the word 'acquisition' shall mean,-
 - (i) acquiring control, whether directly or indirectly; or,
 - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - (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;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
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:
 - 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 shall 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 Company 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.

HGM

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION DISCLOSURES

6. Fraud/defaults by promoter or key managerial personnel or by 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 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. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

Part B:

Events or information which shall be disclosed to stock exchange(s) upon application of the guidelines

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 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. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
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.

Part C:

Events or information shall be disclosed to stock exchange(s) which likely to affect business

HGM

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION DISCLOSURES

All 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.

Part D:

Events or information may be disclosed to stock exchange(s) as specified by the Board of Directors of the Company.

The above is illustrative list, for exact details the Schedule III of Regulations 30, as amended from time to time shall be referred to arrive at the matter of disclosure of events or information.