



MAHALAXMI FABRIC MILLS LIMITED
(CIN:- L17100GJ1991PLC015345)



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(CIN:- L17100GJ1991PLC015345)

**POLICY FOR DETERMINING MATERIALITY OF AN
EVENTS OR INFORMATION**

With Effective From:- 01st April, 2024



**POLICY FOR DETERMINING MATERIALITY OF AN
EVENTS OR INFORMATION**

[Pursuant to Regulation 30 the SEBI (LODR) Regulations, 2015]

I. PREAMBLE:-

Mahalaxmi Fabric Mills Limited is one of the leading Textiles Processing and Polymer based Technical Textile manufacturing Company, delivering superior and sustainable value to all our customers, business partners, shareholders, employee, workers and host community. It has separate and multiple plants for said facilities in Gujarat.

II. PURPOSE:-

The Securities and Exchange Board of India has formulated the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 by consolidating into one single document across various types of securities listed on Stock Exchanges.

Pursuant to Regulation 30 of the said Listing Regulations, every listed company is required to formulate a Policy for determining materiality of an events or information of the Company.

A Company shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material.

III. EFFECTIVENESS:-

This Policy shall be effective from 01st April, 2024.



IV. DEFINITIONS:-

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the Listing Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or any other applicable laws or regulations, as the case may be.

- (1) “Act” means the Securities Exchange Board of India Act, 1992 (15 of 1992).
- (2) “Board” means Board of Directors of the Company.
- (3) “CFO” means Chief Financial Officer as defined in Section 2(19) of the Companies Act, 2013.
- (4) “Company Secretary” means the company secretary of the Company appointed in terms of the resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 2013.
- (5) “CIRO” means Chief Investor Relations Officer of the Company.
- (6) “Company” or “MFML” means Mahalaxmi Fabric Mills Limited.
- (7) “Compliance Officer” means Company Secretary of the Company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Insider Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in SEBI Insider Regulations under the overall supervision of the Board of the Company.
- (8) “Director” means a member of the Board of Directors of the Company.
- (9) “Investor” means analyst, research personnel, securities market professional, individual, institutional investor or potential investor.
- (10) “Managing Director” means managing director as defined in Section 2(54) of the Companies Act, 2013.



- (11) “Officer” means officer as defined in Section 2(59) of the Companies Act, 2013.
- (12) “SEBI Insider Regulations” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- (13) “SEBI” means the Securities and Exchange Board of India.
- (14) “Key Managerial Personnel” mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- (15) "Company" means an entity which has listed, on a recognized stock exchange(s), the designated securities issued by it or designated securities issued under schemes managed by it, in accordance with the listing agreement entered into between the entity and the recognized stock exchange(s);
- (16) “Specified Securities” means ‘equity shares’ and ‘convertible securities’ as defined under clause (zj) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

V. DISCLOSURE OF EVENTS OR INFORMATION:-

Pursuant to regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, every listed Company shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material.

Events are specified as per attached annexure are deemed to be material events and shall require to make disclosure of such events.

Events are also requiring making disclosure of such events which are based on application of the guidelines for materiality as specified in sub-regulation (4).

VI. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:-



- (1) 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 insignificant market reaction if the said omission came to light at a later date;
- (3) In case where the criteria specified in above (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of Company, the event / information is considered material.

VII. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:-

Company has authorized its 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) under the SEBI (LODR) Regulations, 2015 and the contact details of such personnel has been disclosed to the stock exchanges and as well as on the Company's website.

VIII. PROMPT PUBLIC DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:-

Company shall first disclose to stock exchange(s) of all events, as specified in Annexure or information as soon as reasonably possible and not later than 24 (Twenty four) hours from the occurrence of event or information.

Provided that in case the disclosure is made after 24(Twenty four) hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.



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

Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the regulation, and such disclosures shall be hosted on the website of the Company. i.e. www.mahalaxmigroup.net/MFML for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.

Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.

Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).

In case where an event occurs or information is available with the Company, which has not been indicated in annexure, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

IX. MODIFICATION AND AMENDMENTS:-

The Company reserves all right to modify and/or amend this Policy at any time. This Policy and subsequent amendment(s) thereto, shall be promptly intimated to the Board.

X. OTHER REQUIREMENTS:-



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The Company shall ensure the compliance of other application provisions of SEBI Listing Regulations in this regard.

This policy for determining materiality of events or information and any amendment thereof shall also be published on the official website of Mahalaxmi Fabric Mills Limited, i.e. www.mahalaxmigroup.net/MFML



ANNEXURE

I. EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY:-

- (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 sub-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 sub-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).

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

- (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 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) 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.
- (9) 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:-



- i. The letter of resignation along with detailed reasons for the resignation as given by the said director.
 - ii. Names of Company in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
 - iii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iv. 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), (ii) and (iii) above.
- (10)** Appointment or discontinuation of share transfer agent.
- (11)** Resolution plan/Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:-
- (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders
- (12)** One time settlement with a bank.
- (13)** Reference to BIFR and winding-up petition filed by any party /creditors.
- (14)** 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.
- (15)** Proceedings of Annual and extraordinary general meetings of the Company.
- (16)** Amendments to memorandum and articles of association of Company, in brief.
- (17)** (a) Schedule of analysts or institutional investors meet and presentations made by the Company to analysts or institutional investors.



Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

(b) 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:-

- (i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:-

The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.;

(18) The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:-

- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
- b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
- c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
- d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
- 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;
- f) Appointment/ Replacement of the Resolution Professional;
- g) Prior or post-facto intimation of the meetings of Committee of Creditors;



- 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;
- i) Number of resolution plans received by Resolution Professional;
- j) Filing of resolution plan with the Tribunal;
- k) Approval of resolution plan by the Tribunal or rejection, if applicable;
- 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:
 - (i) Pre and Post net-worth of the company;
 - (ii) Details of assets of the company post CIRP;
 - (iii) Details of securities continuing to be imposed on the companies' assets;
 - (iv) Other material liabilities imposed on the company;
 - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi) Details of funds infused in the company, creditors paid-off;
 - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
 - (ix) Names of the new promoters, key managerial persons(s), 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;
 - (x) Brief description of business strategy.
- m) Any other material information not involving commercial secrets.
- n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- o) Quarterly disclosure of the status of achieving the MPS;
- p) The details as to the delisting plans, if any approved in the resolution plan.



(19) 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:-

- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
- 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.

II. EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY:-

- (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 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.
- III.** 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.
- IV.** Company may make disclosures of event/information as specified by the Board from time to time.
