

**Policy on Criteria for Determining Materiality of Events Pursuant to SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015****(Updated as on June 20, 2024)****1. OBJECTIVE:**

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations). The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

**2. DEFINITION:**

- **“Board of Directors or Board”** means the Board of Directors of Samtex Fashions Limited, as constituted from time to time.
- **“Company”** means Samtex Fashions Limited.
- **“Key Managerial Personnel”** mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013;
- **“Policy”** means Policy on Disclosure of Material Events/ Information.
- **“Material Events”** are those that are specified in Regulation 30 & Schedule III of the SEBI (LODR) Regulations, 2015.
- **“Other Events”** are those as may be decided from time to time.
- **“SEBI (LODR) Regulations, 2015”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **“Material Subsidiary”** shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations.

**3. CRITERIA FOR DISCLOSING OF EVENTS / INFORMATION:**

- The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly;
- 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;

- In case where the criteria of an event / information do not fall in the first two categories, but considered material in the opinion of the board of directors.

#### **4. EVENTS CONSIDERED MATERIAL:**

- Samtex Fashions Limited is required to make disclosure of Events/ Information mentioned in Regulation 30 & Schedule III of the SEBI (LODR) Regulations, 2015.
- The events/information shall be disclosed as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 within the stipulated timeline.
- In addition to the above, any events/information so decided by the Exchange/SEBI to be material shall also be disclosed as per directions of Stock Exchange /SEBI.

#### **5. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:**

The criteria for determination of materiality of events/ information is specified in regulation 30(4) of the LODR Regulations. One of the criteria is that the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
- 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;
- 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

The Chairman & Managing Director or any other director of the Company are jointly & severally authorised to take allied decisions with respect to disclosure of material events/information for due compliance of extant statutory provisions.

#### **6. WEBSITE UPDATION / UPDATES ON STOCK EXCHANGE:**

- The Company shall update all disclosures made under the regulations to the stock exchanges on its website and shall continue to host on the website for a minimum period of five years.
- Mr. Atul Mittal, Chairman & Managing Director shall have the authority to determine the Materiality of any event or information and the Compliance officer of the Company shall give updates to the Board and ensure disclosures

of the same to the stock exchange(s), as required under Regulation 30(5), including further developments, if any on such events. Such updates shall also be hosted on the website of the Company.

**Contact Details:**

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**7. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES:**

CMD and / or any Director of the company jointly and severally shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

**8. COMPLIANCE OFFICER:**

The Compliance Officer for the Purpose of complying with the provisions of SEBI (LODR) Regulations, 2015 shall be the Company Secretary of the Company.

**9. POLICY AMENDMENT:**

Any or all provisions of this policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant Stock Exchange /SEBI, from time to time with the approval of the Chairman & Managing Director.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

**10. POLICY REVIEW:**

This policy shall be subject to review as may be deemed necessary to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

