

Policy / Process Note Information		
Policy Name	<i>Policy for determination of materiality of Events” of Intec Capital Limited under Regulation 30(4) (ii) read with 30(5) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Regulations)”</i>	
Policy No.	<i>Intec / Policy / BOD / FY 2017-18 / 16</i>	
Policy Version No.	<i>Version - 1</i>	
Sponsoring Department	<i>Compliance</i>	
Sponsoring Department Head / Author of Policy	<i>Puneet Sehgal (Chief Manager-Compliance and Company Secretary</i>	
Prepared By	<i>Puneet Sehgal (Chief Manager-Compliance and Company Secretary</i>	
Cross Functional Experts / Concurred / Collectively Recommended By	<i>Tarun Singh (Manager - F&A)</i>	
Recommended by Committee of Board (CoB), if any	<i>To be recommended by Audit Committee in its meeting scheduled on Friday February 09, 2018</i>	
Approved by Board of Directors, if any	<i>To be approved by Board of Directors in its Board Meeting scheduled on Friday February 09, 2018</i>	
Effective Date	<i>Friday, February 09, 2018</i>	
Expiry / Review Date	<i>As and when required on or before the February 2019</i>	
Last Recommended / Reviewed by Committee of Board (CoB), if any	<i>Last Recommended / Reviewed by Audit Committee on Friday February 05, 2016</i>	
Last Approved / Reviewed by Board of Directors, if any	<i>Last Approved / reviewed by Board of Directors on Friday February 05, 2016</i>	
Document available with	<i>Compliance Department</i>	

1. Preamble and background

- 1.1. The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"). The Regulations mandates the Board of directors of the listed entities to formulate the "Policy for preservation of documents".
- 1.2. Regulations 30 (4) (ii) and 30 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, provides that :-

Regulation 30 (4) (ii) The listed entity shall frame a policy for determination of materiality, based on criteria specified in this sub-regulation, duly approved by its board of directors, which shall be disclosed on its website.

Regulation 30 (5) The board of directors of the listed entity shall authorize 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) under this regulation and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website.

2. Objective

- 2.1. The objective of this Policy is to determine the event(s) and information(s) which, in the opinion of the Board of Directors of the Company, are considered material and need to be disclosed to the Stock Exchanges within the time limit as prescribed in this Policy, thereby ensuring a timely and balanced disclosure of all material matters concerning the Company.
- 2.2. This Policy provides guidelines to the Board of Directors of the Company and the Key Managerial Personnel as authorized by the Board of Directors to determine, identify and categorize events and information (which may materially affect the performance of the Company and, thereby, the share prices of the Company) as material and make necessary disclosure to the Stock Exchange(s) and on the website of the Company.
- 2.3. In terms of this Policy, the Company endeavors to ensure that it is able to meet its disclosure obligations under Regulation 30 of the Listing Regulations; and establish internal procedure to apprise officers of the Company of their obligations relating to systematic identification, categorization, review and disclosure of events or information which may have a material impact on the performance or operations of the Company and which may materially affect the share prices of the Company.

3. Definitions –

- 3.1. **“Act”** means the Companies Act, 2013.
- 3.2. **“Applicable Law”** means any law, rules, circulars, guidelines or standards issued by Securities Exchange Board of India, Ministry of Corporate Affairs and The Institute of Company Secretaries of India under which the preservation of the Documents has been prescribed and as amended from time to time.
- 3.3. **“Authorized Person”** means any person duly authorized by the Board.
- 3.4. **“Board”** means the Board of directors of the Company or its Committee as constituted / re-constituted from time to time
- 3.5. **“Company”** means Intec Capital Limited or “Intec”
- 3.6. **“Policy”** means policy on preservation of documents

- 3.7. **“Regulations”** mean the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and also referred to as SEBI LODR, 2015.
- 3.8. Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 shall automatically apply to this Policy.

4. Guidelines for determining materiality:

- 4.1. Information or event shall be treated as material if there is substantial likelihood that an investor would consider it important in making a decision to buy, sell or hold a security or where the information or event is likely to have a significant effect on the market price of the security.
- 4.2. Materiality has to be determined on a case-by-case basis depending on specific facts and circumstances relating to the information or event. The company/Board shall, as per the guidelines prescribed in Regulation 30 read with Schedule III of the Listing Regulations, make disclosures of any events or information, which in the opinion of the Board, are Material events or information which may affect the performance and/or the share price of the Company, to the Stock Exchanges within the time limit as prescribed.

Disclosure of events/information:

- 4.3. Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 provides that listed companies need to make disclosures of such events/information which are considered “material” by the Board of Directors of the Company.
- 4.4. The events specified in Para A of Part A of Schedule III of the Regulations [15 categories] are deemed to be material events and such events shall be disclosed without any application of the guidelines of materiality as specified in Regulation 30 (4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The responsibility is with regard to adequacy and timely disclosures. Those events are :-

Sl.	Material Events (As per Para A of Part A of Schedule III)
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. 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 listed entity 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 listed entity 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

	<p>pass any dividend and the date on which dividend shall be paid/dispatched;</p> <p>b) any cancellation of dividend with reasons thereof;</p> <p>c) the decision on buyback of securities;</p> <p>d) the decision with respect to fund raising proposed to be undertaken</p> <p>e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;</p> <p>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;</p> <p>g) short particulars of any other alterations of capital, including calls;</p> <p>h) financial results;</p> <p>i) decision on voluntary delisting by the listed entity from stock exchange(s).</p>
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, 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

The events specified in Para B of Part A of Schedule III of the Regulations shall be disclosed upon application of guidelines for materiality as specified in Regulation 30 (4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Such events are mentioned below:

Sl.	Events (As per Para B of Part A of Schedule III)
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
6.	Revision(s) or amendment(s) or termination(s) thereof.
7.	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.

8.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity
9.	Litigation(s) / dispute(s) / regulatory action(s) with impact.
10.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
11.	Options to purchase securities including any ESOP/ESPS Scheme.
12.	Giving of guarantees or indemnity or becoming a surety for any third party.
13.	Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals.

Sl.	Events (As per Para C of Part A of Schedule III)
1.	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 listed entity 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.

Sl.	Events (As per Para D of Part A of Schedule III)
1.	Any other event/ information as specified by the Board from time to time.

The Company shall disclose to stock exchange all events, as specified in Part A of Schedule III or information as soon as reasonably possible and not later than 24 hours from the occurrence of event or information.

5. Criteria for determining materiality of events / information:

- 5.1. The criteria for determining materiality of events/information has been listed out in Regulation 30 (4) (i) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which are as under:
- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - 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 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 of directors of listed entity, the event / information is considered material.

6. Authorization to KMP for determining materiality of an event or information

- 6.1. Regulation 30 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 provides that the board of directors of the listed entity shall authorize 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) under this regulation and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website.
- 6.2. Therefore, the Board of Directors of the Company authorize Mr. Puneet Sehgal, Company Secretary and Compliance Officer of the Company for the purpose of determining materiality of an event or information based on the guidelines of this policy and for the purpose of making disclosures to BSE Ltd and Delhi Stock Exchange Association Limited . under Regulation 30 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. His contact details shall also be disclosed to the stock exchange(s) and the Company's website and are also mentioned below.

Name	Designation	Address
Mr. Puneet Sehgal	Company Secretary and Compliance Officer	Address: 701, Manjusha Building, Nehru Place , New Delhi-110019 Phone: 011-46522200//300 Email: Puneet.sehgal@inteccapital.com complianceofficer@inteccapital.com

- 6.3. The said authorized persons are empowered to seek appropriate counsel or guidance as and when necessary as he/she may deem fit.

7. Policy Review & Disclosure:

- 7.1. In case of any subsequent changes in the Regulations which make any of the provisions in the Policy inconsistent with the Regulations, the provisions of the regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.
- 7.2. This Policy shall be reviewed by the Board of Directors as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Board. Any changes or modification on the Policy would be approved by the Board of Directors and the decision of the Board in this respect shall be final and binding.
- 7.3. Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 shall automatically apply to this Policy.
- 7.4. *In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Managing Director and if required, shall be ratified by the Board of Directors.*
- 7.5. *However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.*

For Intec Capital Limited

Puneet Sehgal
Company Secretary
Date
Place