

Gokak Textiles Limited

POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURES

1.0 Legal Framework

- 1.1 Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (“SEBI LODR”) specifies that all listed companies shall frame a policy for determination of materiality of events/information for the purpose of making disclosure to stock exchange(s).

2.0 Objectives of the Policy

- 2.1 To determine the materiality of events/information for the purpose of making disclosure to stock exchange(s) and is intended to provide guidance to the Board of Directors, Key Managerial Personnel and Senior Management Personnel of the Company, on determination of materiality.

3.0 Definitions & Interpretation

“Act” shall mean the Companies Act, 2013 as amended from time to time and the Rules framed thereunder.

“Board of Directors” or “Board” means the Board of Directors of Gokak Textiles Limited.

“Key Managerial Personnel” means a person as defined under the Companies Act, 2013 and the Rules made thereunder.

“Policy” means this Policy on determination of materiality of events/information, as amended from time to time.

“Stock Exchange” means BSE Limited.

“Subsidiary Company” shall be a company defined as subsidiary company under the Act.

“Senior Management” shall mean the officers and personnel of the listed entity who are members of core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole-time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

4.0 Principles for determination of Materiality of events/information:

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information.

- 4.1 An event/information shall be considered as material, if it meets the following criteria:
- (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
 - (c) the omission 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;
 - (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event/information may be treated as being material if in the opinion of the Board, the event or information is considered material and/or ought to be disclosed.
- 4.2 Considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

5.0 Person(s) Responsible for Disclosure

- 5.1 The Board hereby authorizes the Managing Director/ Whole-Time Director, Chief Financial Officer, Company Secretary, severally, for the purpose of determining materiality of event/information and for making disclosures to the stock exchange(s).
- 5.2 The above mentioned executives of the Company shall be responsible for compliance with disclosure requirements and finalising the contents of disclosure to made under Regulation 30 of the Listing Regulations and is empowered to seek appropriate counsel or guidance, if deemed necessary.
- 5.3 The above mentioned executives of the Company are empowered to call for information from all its internal stakeholders including from its subsidiaries.

6.0 Process of Disclosures of Material Information

- 6.1 In case any senior management personnel of the Company become aware of some event/information listed in Annexure A, B & C of the Policy concerning the Company which in their opinion is material, the said personnel should contact any of the Key Managerial Personnel of the Company.
- 6.2 The Key Managerial Personnel in consultation with the Managing Director/Whole-Time Director would then determine whether the information requires disclosure to the stock exchanges or not in accordance with the Listing Regulations.

7.0 Disclosure of material information/events to the Stock Exchange:

- 7.1 The Company shall make disclosures to the Stock Exchange of all events or information:
- a) Which are material in terms of provisions of Listing Regulations and event(s)/information which are in the opinion of the Committee is /are material, shall be reported as soon as reasonably possible and, in any case, not later than the following:
 - (i) thirty Minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
 - (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
 - (iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

The disclosures with respect to events for which timelines have been specified in Part A of Schedule III of Listing Regulations shall be made within such timelines.

- b) Specified in Part B & C of Schedule III of Listing Regulations upon application of the guidelines for materiality referred to in this Policy.
- c)The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- d)The Company shall disclose on its website all such events or information, which has been disclosed to stock/exchange(s) as above and such disclosure shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.
- e)The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.

8.0 Effective Date

- 8.1 The Policy is effective with immediate effect.

9.0 Contact Details

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Key Managerial Personnel at the following contact details:

Email id: secretarial@gokaktextiles.com

Tel. No. +91 80 29744077

10.0 Interpretation & Review

- 10.1 Subject to the superintendence of the Board, this Policy shall be interpreted and administered by the Audit Committee.
- 10.2 The provisions of the Act and “SEBI LODR shall be deemed to have been mutatis mutandis specifically incorporated in this Policy and in case any of the provision of this Policy is inconsistent with the provisions of Act and/or SEBI LODR, the provisions of Act and/or SEBI LODR shall prevail.
- 10.3 The capitalized words not specifically defined in the Policy shall have the same meaning as under the Act or SEBI LODR.
- 10.4 For interpretation of this Policy, reference and reliance may be placed upon circulars/clarifications issued by the Ministry of the Corporate Affairs or SEBI and/or any other authority.
- 10.5 The Audit Committee may review the Policy from time to time and make recommendations for amendment as it may deem appropriate.

Events/Information which shall be disclosed without any application of the guidelines for materiality:

1. Acquisition(s) (including an agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of a stake in the associate company or any other restructuring.

Explanation - 'Acquisition' shall mean:

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: '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 existing or to be incorporated, 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 and such change exceeds two per cent of the total shareholding or voting rights in the said company.
 - (c) The cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in clause 4.1(c) of this policy.

For the purpose of this subparagraph, “sale or disposal of the subsidiary” and “sale of a stake in the associate company” shall include-

- (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity;
or
- (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified

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. New Rating or Revision in Rating(s).
4. Outcome of Meetings of the board of directors: 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 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. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create
 7. any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:

Provided that such agreements entered into by a Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.

8. Fraud/defaults by the Company, its Promoter or Director or Key Managerial Personnel or Senior Management or Subsidiary or arrest of Promoter or Director or Key Managerial Personnel of the Company whether occurred within India

For this purpose

- (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- (ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

9. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 - a. In case of resignation of the auditor of the Company, detailed reasons for the resignation of the 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 (24) hours of receipt of such reasons from the auditor.
 - b. In case of resignation of an independent director of the Company, within 7 days from the date of resignation, the following disclosures shall be made to the Stock Exchanges by the listed entities:
 - i. The letter of resignation along with detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the Stock Exchanges.
 - a. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of Board committees, if any.
 - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
 - iii. 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) and (ii) above.”
 - c. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director within 7 days from the date of resignation, the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company.
 - d. In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchanges.
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:

- a) Decision to initiate resolution of loans/borrowings;
- b) Signing of Inter-Creditors Agreement (ICA) by lenders;
- c) Finalization of Resolution Plan;
- d) Implementation of Resolution Plan;
- e) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.

12. One-time settlement with a bank;
13. 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. Schedule of Analyst or institutional investor meets and presentations made by the Company to analysts or institutional investors at least two working days in advance (excluding the date of the intimation and the date of the meet);
18. 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 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:
19. In the case of the Corporate Insolvency Resolution Process (CIRP) of the Company under the Insolvency Code, the following events needs to be disclosed:
 - a. Filing of application by the Company for initiation of CIRP, also specifying the amount of default;
 - b. Filing of application by financial creditors for initiation of CIRP against the Company, 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 the 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;
 - m. Any other material information not involving commercial secrets
 - n. Proposed steps to be taken by the incoming investor/acquirer for achieving the Minimum Public Shareholding (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.
20. In case of Initiation of Forensic Audit, the Company shall make the following disclosures to the Stock Exchanges
- 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.
21. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of Listing regulations and the policy and is not already made available in the public domain by the Company.

“Social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

22. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:
- (a) search or seizure; or
 - (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
 - (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the details as prescribed under Listing Regulations pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

23. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:

- (a) suspension;
- (b) imposition of fine or penalty;
- (c) settlement of proceedings;
- (d) debarment;
- (e) disqualification;
- (f) closure of operations;
- (g) sanctions imposed;
- (h) warning or caution; or
- (i) any other similar action(s) by whatever name called;

along with the details as prescribed under Listing Regulations pertaining to the actions(s) initiated, taken or orders passed:

- i. name of the authority;
- ii. nature and details of the action(s) taken, initiated or order(s) passed;
- iii. date of receipt of direction or order, including any ad-interim or interim orders,
- iv. or any other communication from the authority;
- v. details of the violation(s)/contravention(s) committed or alleged to be committed;
- vi. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

24. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

Annexure B

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. The following events pertaining to the Company
 - i. arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - ii. adoption of new line(s) of business; or
 - iii. closure of operation of any unit, division or subsidiary (in entirety or in 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 listed entity 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 listed entity
8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact.
9. Fraud or defaults by employees of listed entity which has or may have an impact.
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.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

Annexure C

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.

Any other information as may be required by Board, from time to time.