



## **Standard Capital Markets Limited**

### **POLICY ON MATERIALITY OF TRANSACTION**

*(In terms of regulation 30 of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

## 1. PREFACE

The Board of Directors of Standard Capital Markets Limited (“the Company”) has adopted the Policy on Materiality of Transaction (“the Policy”) to comply with the requirements of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and will be effective from December 01, 2015.

## 2. DEFINITIONS

“**Board**” means Board of Directors of the Standard Capital Markets Limited, as constituted from time to time

“**Company**” Company shall mean “Standard Capital Markets Limited”.

“**Listing Regulations**” Listing Regulations shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

## 3. PURPOSE OF THE POLICY

Securities and Exchange Board of India has issued SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide circular no. SEBI/LAD-NRO/GN/2015-16/013 dated September 02, 2015 wherein among other regulations, Regulation 30 specifies that every listed Company shall make disclosure to the Stock Exchange(s), of any events or information which in the opinion of the Board of Directors of the listed Company, is material.

## 4. DISCLOSURE OF EVENTS OR INFORMATION

- (i) Events specified in Para A of Part A of Schedule III (listed in Annexure- 1) are deemed to be material events and the Company shall make disclosure of such events.
- (ii) The Company shall make disclosure of events specified in Para B of Part A of Schedule III (listed in Annexure- 2), based on application of the guidelines for materiality, as specified under the criteria given below.

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

- (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;

(c) 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 the Company, the event/information is considered material.

## **6. ROLES & RESPONSIBILITIES**

Compliance Officer of the Company is authorised for the purpose of determining materiality of the events or information and for the purpose of making disclosures to Stock Exchange(s) under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

## **7. TIME FRAME**

The events specified in Part A of Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall first be disclosed to Stock Exchange(s) not later than twenty four hours from the occurrence of event or information.

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

The disclosures with respect to events specified in sub-para 4 of Para A of Part A of Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall be made within thirty minutes of the conclusion of the board meetings.

## **8. WEBSITE**

Company shall disclose on its website i.e. [www.stancap.co.in](http://www.stancap.co.in) all such events or information which has been disclosed to Stock Exchange(s) under this regulation, and such disclosures 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, as disclosed on its website.

## **9. GENERAL**

The Company shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information. The 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 an information is available with the Company, which has not been indicated in Para A or B of Part A

of Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

## 10. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

### **ANNEXURE- 1**

The below list of events as specified in Para A of Part A of Schedule III of the listing regulations, are deemed to be material events and disclosure of such events shall be made to the Stock exchanges as per the Listing Regulations, 2015 and as amended from time to time.

<b>S. NO.</b>	<b>EVENTS / INFORMATION TO BE DISCLOSED TO THE STOCK EXCHANGES WITHIN 30 MINUTES OF THE CLOSURE OF THE BOARD MEETING</b>
1.	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
2.	Any cancellation of dividend with reasons thereof
3.	The decision on buyback of securities
4.	The decision with respect to fund raising proposed to be undertaken
5.	Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched
6.	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
7.	Short particulars of any other alterations of capital, including calls
8.	Financial results
9.	Decision on voluntary delisting by the company from stock exchange(s)

<b>S. NO.</b>	<b>EVENTS / INFORMATION TO BE DISCLOSED TO THE STOCK EXCHANGES AS SOON AS POSSIBLE BUT NOT LATER THAN 24 HOURS OF THE OCCURRENCE OF THE EVENT / INFORMATION</b>
1.	Acquiring control of a company, whether directly or indirectly or entering into agreement for this purpose.

2.	Acquiring or agreeing to acquire, directly or indirectly, shares / voting rights of a company, such that the shareholding / voting rights aggregate 5%* or more of that company's total shareholding / voting rights
3.	Acquiring or agreeing to acquire, directly or indirectly, shares / voting rights of a company, such that there been a change in holding from the last disclosure made under clause 2 above and such change exceeds 2%* of the total shareholding or voting rights in the said company
4.	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
5.	Revision in Rating(s)
6.	Agreements which are binding and not in normal course of business, revisions or amendments and terminations thereof (viz. shareholder agreements, joint venture agreements, family settlement agreements, contracts with media companies)
7.	Fraud/defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter
8.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer
9.	Appointment or discontinuation of share transfer agent
10.	Corporate debt restructuring
11.	One time settlement with a bank
12.	Reference to BIFR and winding-up petition filed by any party / creditors
13.	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
14.	Proceedings of Annual and extraordinary general meetings of the company
15.	Amendments to memorandum and articles of association of listed entity, in brief
16.	Schedule of Analyst or institutional investor meet and presentations on financial results made by the company to analysts or institutional investors

**ANNEXURE- 2**

The below list of events as specified in Para B of Part A of Schedule III of listing regulations, as amended from time to time, to be disclosed to the stock exchanges based on application of the guidelines for materiality.

<b>S. NO.</b>	<b>EVENTS / INFORMATION TO BE DISCLOSED TO THE STOCK EXCHANGES AS SOON AS POSSIBLE BUT NOT LATER THAN 24 HOURS OF THE OCCURRENCE OF THE EVENT / INFORMATION</b>
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