

**PARAMOUNT COMMUNICATIONS LIMITED**

**Policy on Criteria for determining Materiality of Events**



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**(In Terms of Regulation 30 of the SEBI Listing Regulations, 2015)**

**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. Definitions**

In this Policy, unless the context otherwise requires:

- a. "Board of Directors" shall mean the Board of Directors of Paramount Communications Limited.
- b. "Chief Financial Officer" shall mean the person heading and discharging the finance function of the listed entity and as disclosed by it to the recognized stock exchanges(s).
- c. "Key Managerial Personnel" or "KMP" means Chief Executive officer and Managing Director, Executive Director, Chief Financial Officer, Company Secretary and Compliance Officer of Paramount Communications limited.
- d. "Promoter" and "Promoter Group" shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of Regulation 2 (1) of the Securities and Exchange Board of India ( Issue of Capital and Disclosure) Regulations, 2018.
- e. "Subsidiary" means a subsidiary as defined under section 2(87) of the Companies Act, 2013.
- f. "Stock Exchange(s)" means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

All other words and expressions used but not defined in this policy, shall have the same meaning as defined in the SEBI Listing Regulations, and if not defined therein, then as per the Companies Act, 2013 or the Securities Contracts ( Regulation) At, 1956 or the Depositories Act, 1996 and/or the rules and regulations made thereunder, or any statutory modification or re-enactment thereto, as the case may be.

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#### **3. CRITERIA TO BE APPLIED FOR DETERMINING MATERIALITY**

An Event /Information shall be considered Material if it meets any of the following criteria: the omission of an event or information which is likely to result in discontinuity or alteration of events or information already available publicly; the omission of an event or information is likely to result in significant market reaction on the Company's securities, if the said omission comes to light at a later date; any other event/information which is treated as Material in the opinion of the Board of Directors of the Company.

#### **4. DISCLOSURE OF EVENTS OR INFORMATION:**

- a. Events specified in Annexure A are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty four (24) hours from the occurrence of such event or information in the following manner:
  - i) Inform Stock Exchanges on which the Securities of the Company are listed;
  - ii) Upload on the corporate website of the Company

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

- b. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- c. The Company shall disclose all events or information with respect to its Subsidiaries which are material for the Company.
- d. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further the company shall confirm or deny any event or information to stock exchange(s) reported in the media.
- e. In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A but which may have material effect on it, the Company will make adequate disclosures in regard thereof. All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

#### **5. PERSONS AUTHORISED TO DETERMINE MATERIALITY**

- a. The Board of Directors of the Company have severally / jointly authorised the Chairman & CEO and the Chief Financial Officer to determine Materiality of any event or information for the purpose of making disclosure to the Stock Exchanges.
- b. The Board of Directors have authorised the Company Secretary to make disclosure to the Stock Exchanges in respect of material events or information.

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**6. REVIEW AND AMENDMENT**

The Board shall monitor, review and amend the Policy from time to time, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued under Companies Act 2013, Rules, Regulations, Circulars or guidelines made thereunder, by Securities and Exchange Board of India under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any of its Regulations, Guidelines, etc., 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.

**7. DISSEMINATION**

This policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.

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**Annexure-A**

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- '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 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).

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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.

(7A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

(7B) Resignation of auditor including reasons for resignation: 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:

- a) Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.
- b) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
- c) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub clause (i) above.]

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 Company.

13. Proceedings of Annual and extraordinary general meetings of the Company.

14. Amendments to memorandum and articles of association of Company, in brief.

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15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

16. 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) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- m) Any other material information not involving commercial secrets.

17. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;

18. 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);

19. Capacity addition or product launch;

20. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;

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21. 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;
22. 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.;
23. Effect(s) arising out of change in the regulatory framework applicable to the Company;
24. Litigation(s) / dispute(s) / regulatory action(s) with impact;
25. Fraud/defaults etc. by directors (other than Key Managerial Personnel) or employees of Company;
26. Options to purchase securities including any ESOP/ESPS Scheme;
27. Giving of guarantees or indemnity or becoming a surety for any third party;
28. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
29. 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.