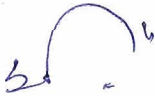


**PRAKASH WOOLLEN & SYNTHETIC MILLS**  
**LIMITED**

**DRAFT POLICY ON DETERMINATION OF MATERIAL/PRICE**  
**SENSITIVE INFORMATION**

*[In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

<b>DATE OF FIRST APPROVAL</b>	07.11.2015
<b>AMENDED ON</b>	10.08.2023
<b>APPLICABLE FROM</b>	10.08.2023
<b>APPROVED BY BOARD OF DIRECTORS</b>	 <b>(Chairman of the board)</b>

# **PRAKASH WOOLLEN & SYNTHETIC MILLS** **LIMITED**

## **Prakash Woollen & Synthetic Mills Ltd Policy on determination of material/price sensitive information**

***[In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]***

### **A. PREAMBLE:**

The Securities and Exchange Board of India issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the '**Regulations**') on 2nd September, 2015 with an aim to consolidate and streamline the provisions of existing listing agreements thereby ensuring better enforceability.

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall have a Policy on determination of materiality/ price sensitive information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors of the Company in its meeting held on November 7, 2015 approved the "Policy for Determination of Materiality of Events or Information". Thereafter, the Board of Directors of the Company in its meeting held on August 10, 2023 approved the "Policy for Determination of Materiality of Events or Information".

The Board shall review, and if found required, may amend this Policy from time to time.

This Policy will be applicable to the Company effective from August 10, 2023.

### **B. PURPOSE:**

The objective of this policy is timely dissemination of an event/information and the adequacy of the information disseminated to ensure that the market is informed of all material developments.

### **C. DEFINITIONS:**

(a) "**Board**" means Board of Directors of the Company.

# **PRAKASH WOOLLEN & SYNTHETIC MILLS** **LIMITED**

- (b) **“Compliance Officer”** for this Policy means the Company Secretary of the Company and/or any other key managerial personnel who is authorized by the Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under the Regulations.
- (c) **“Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **D. CLASSIFICATION OF MATERIAL EVENTS/INFORMATION:**

### **I. DEEMED TO BE MATERIAL INFORMATION:**

The events/ information specified in Para A of Part A of Schedule III and the disclosure of these events shall be made in accordance with the said Regulations.

### **II. EVENTS/INFORMATION ON WHICH GUIDELINES FOR MATERIALITY WILL APPLY**

The events specified in Para B of Part A of Schedule III which shall be disclosed upon application of below guidelines for materiality and within the timelines specified in the Regulations.

## **E. DETERMINATION OF MATERIALITY**

An event and/or information shall be considered to be material if:

- (a) the omission of such event and/or information, is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of such event and/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 of 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 Company;
- (ii) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;

# **PRAKASH WOOLLEN & SYNTHETIC MILLS** **LIMITED**

(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 Company;

In case where the criteria specified in sub-clauses (a), (b) and (c) are not applicable, an event/information may be treated as being material if in the opinion of the Compliance Officer and/or the Board of Directors, the event / information is considered material. Provided that the when the materiality is required to be defined, the Key Managerial Personnel(s) of the Company i.e. Managing Director, Whole time Director, Chief Financial Officer, Company Secretary, of the Company shall jointly or severally decide on whether an event/information is material or not.

## **F. WHEN AN EVENT/INFORMATION IS DEEMED TO OCCUR**

The events/information are deemed to occur in following cases:

- a) The events/information shall be said to have occurred upon approval of Board of the Company in certain events, for example further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of the Bank and Shareholders of the Company.
- b) Certain events which are price sensitive in nature like declaration of dividends etc. will be deemed to have occurred and disclosed on approval of the Board of the Company pending Shareholder's approval.
- c) Events such as natural calamities or disruption can be said to have occurred when the company becomes aware of the event/information.

## **G. GUIDELINES FOR RUMOUR VERIFICATION**

The Company shall confirm, deny or clarify any reported event or information in the mainstream media, which is not general in nature and indicates that rumours of an impending specific material event or information that are circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations.

## **H. GUIDELINES FOR COMMUNICATION**

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

## **I. TIMEFRAME FOR DISCLOSURE OF INFORMATION**

# PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

The Company will disclose all the material events / information and such other filings as required under the Listing Regulations as per the timelines prescribed thereunder as detailed below:

Nature of information	Timelines for disclosure
<p><b>Developments happening or information originating within Company</b>  <i>This shall include the following:</i></p> <ul style="list-style-type: none"> <li>• Any internal event / information which is likely to be considered as material.</li> <li>• Any external event / information which is materially impacting Company.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Events / Information requiring Board approval:</b> Within 30 minutes from closure of Board meeting in which matter is approved</li> <li>• <b>Events / Information NOT requiring Board approval:</b> Within 12 hours</li> </ul>
<p><b>Information originating outside Company that is informed by a third party</b>  <i>This shall include the following:</i></p> <ul style="list-style-type: none"> <li>• Any external event / information which is materially impacting Company including its subsidiaries and if the same has NOT been formally communicated to Company.</li> </ul>	<p>Within 24 hours</p>
<p><b>Outcome of board meeting for matters specified in Schedule III</b></p>	<p>Within 30 min of the conclusion of Board Meeting</p>
<p><b>Schedule of analysts or institutional investors meet</b></p>	<p>At least 2 working days in advance (excluding the date of the intimation and the date of the meet)</p>
<p><b>Presentation and audio / video recording of analyst/ investor meet</b></p>	<p>Before the next trading day or within 24 hours from the conclusion of such calls, whichever is earlier</p>
<p><b>Transcripts of analyst / investor meet</b></p>	<p>Within 5 working days of conclusion of such call</p>



# PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

<p><b>Agreements binding the Company as specified in Clause 5A of Para A of Part A of Schedule III of Listing Regulations</b></p>	<p><b><u>Any Future Agreement where Company is not a party to the agreements:</u></b> All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements, shall inform the Company about the agreement to which <b><u>Company is not a party, within 2 working days</u></b> of entering into such agreements or signing an agreement to enter into such agreements. The Company shall then inform the stock exchange(s) within 24 hours of receipt of this information.</p> <p><b><u>Any Future Agreement where Company is a party to the agreements:</u></b></p> <ul style="list-style-type: none"> <li>• <b>Agreements post Board approval:</b> Within 30 minutes from closure of Board meeting in which Agreement is approved</li> <li>• <b>Events / Information NOT requiring Board approval:</b> Within 12 hours of entering into such agreements or signing an agreement to enter into such agreements</li> </ul>
<p><b>Resignation of the auditor</b></p>	<p>As soon as possible but not later than twenty four hours of receipt of such reasons from the auditor</p>
<p><b>Resignation of independent director</b></p>	<p>Within seven days from the date of resignation</p>
<p><b>Resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director</b></p>	<p>Within seven days from the date that such resignation comes into effect</p>

Provided further that in case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

**J. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE**

# **PRAKASH WOOLLEN & SYNTHETIC MILLS** **LIMITED**

Pursuant to Regulation 30(5), the Board of Directors have authorised Key Managerial Personnel of the Company ('KMP') who presently are the CEO & Managing Director, the Chief Financial Officer and the Company Secretary ('Authorised KMP'), for the purpose of determining materiality of an event or information and making disclosure to stock exchanges. The materiality of the event or information will be decided in consultation with Business Heads, Plant Heads, Project Heads and Senior Management Personnel or persons connected with the event or information.

## **K. GUIDANCE TO THE EMPLOYEES**

In case any employee becomes aware of any potential material event or information given at Para D the same shall be immediately reported to the Personnel specified in Para J, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

The said person or officer shall take necessary steps from time to time to sensitise the employee of the company for ensuring compliance of this policy. Necessary clause in this regard, henceforth, be added in the appointment letter to be issued by the company.

## **L. DISCLOSURES ON THE WEBSITE**

The Company shall simultaneously disclose on its website all such events or information which has been disseminated to the Stock Exchanges under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter archived and placed in the servers of the Company for disclosures pertaining to equity shares.

## **M. AMENDMENTS TO THE POLICY:**

The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Board reserves the right to or amend this Policy from time to time based on changing requirements as prescribed by SEBI/Stock Exchange(s).

## **N. PUBLICATION OF POLICY:**

A copy of the policy shall be made available on the website of the Company.

***If case of any inconsistency between this Policy and the Indian regulations, the requirements***

# **PRAKASH WOOLLEN & SYNTHETIC MILLS** **LIMITED**

*of the Indian regulations shall prevail.*

In case of any amendment(s) are issued by the relevant authorities including SEBI, which are not consistent with the provisions laid down under this Policy, then such amendment(s) shall prevail upon the provisions of this Policy and the Policy shall stand amended accordingly from the effective date as laid down under such amendment(s).