

# **THE ANUP ENGINEERING LIMITED**

## **MATERIAL EVENTS POLICY**

**(Effective from 6<sup>th</sup> August 2018 and amendment on 1<sup>st</sup> August 2020, 10<sup>th</sup> April 2023 and 31<sup>st</sup> January, 2025)**

## TABLE OF CONTENTS

Sr. No	Details	Page No.
1.	BACKGROUND	3
2.	SCOPE	3
3.	DEFINITIONS & INTERPRETATIONS	3
4.	DISCLOSURES OF EVENTS OR INFORMATION	4
5.	PRINCIPLES FOR DETERMINING MATERIALITY OF EVENTS	4
6.	MATERIALITY THRESHOLD FOR DETERMINATION OF MATERIAL EVENTS OR INFORMATION	5
7.	GENERAL OBLIGATION FOR DISCLOSURES	5
8.	AMENDEMENT	5
9.	CONTACT DETAILS OF KEY MANAGERIAL PERSONNEL	6
	Annexure I	7
	Annexure II	8

## **1 BACKGROUND**

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), a listed entity is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in Regulation 30 of the said Regulations and the same is also required to be disclosed on the Company's website.

## **2 SCOPE**

The Policy has been prepared in accordance with the applicable provisions of Listing Regulations and Companies Act 2013 and rules made thereunder. Any subsequent amendment/ modification in the applicable statutes in this regards shall automatically apply to this Policy.

This Policy describes, inter alia, the illustrative list of events or information which are considered to be material as per the Regulations and/ or in the opinion of Board. The Board vide this Policy has attempted to prescribe guidance for deciding the magnitude of the materiality of events and information.

This policy shall be put on the website of the company.

## **3 DEFINITIONS & INTERPRETATIONS**

In this Policy, unless the context otherwise requires:

(a) "Act" means the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.

(b) "Board" shall mean the Board of Directors of The Anup Engineering Limited and shall include any Committee thereof authorised for the purpose.

(c) "Company" shall mean The Anup Engineering Limited.

(d) "Committee" means any Committee formed under the delegated authority of the Board.

(e) "Key Managerial Personnel", in relation to a company, means-

- (i) the Managing Director & CEO;
- (ii) the Chief Financial Officer;
- (iii) the Company Secretary;

(f) "Net worth" means net worth as defined in sub-section (57) of section 2 of the Companies Act, 2013.

(g) "Paid-up share capital" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.

(h) "Regulations" shall mean SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any modifications, amendments, clarifications, circulars or re-enactment thereof.

(i) "Stock Exchange" means a recognised stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956 on which Equity shares of the Company are listed.

(j) “Material Subsidiary” means a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of Anveshan Heavy Engineering Limited and its subsidiaries in the immediately preceding accounting year.

(k) “Turnover” as defined under Section 2(91) of the Act means the aggregate value of the realisation of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year.

Words and expressions used and not defined in the Policy shall have the same meanings respectively assigned to them in the Act and / or Regulations.

#### **4 DISCLOSURES OF EVENTS OR INFORMATION**

This policy sets forth the guidelines for disclosure of material events or information.

##### **1. Category A – Events or information**

Category A refers to such events or information which are deemed to be material events or information without application of materiality test. The indicative list of such events or information is given as an **Annexure I**.

##### **2. Category B - Events or information**

Category B refers to such events or information which are proved to be material on the application of materiality test. For determining materiality of events, the following criteria shall be applied:

- (i) omission of which is likely to result in discontinuity or alteration of event or information already available publicly,
- (ii) omission of which is likely to result in significant market reaction if the said omission came to light at a later date, or
- (iii) which are in the opinion of Board of Directors or any Committee thereof or any other person authorised for the purpose considered to be material.

The indicative list of such event or information is given as an **Annexure II**.

However, the list of events / information given in Annexure I & II are indicative and not exhaustive and the necessity or obligation to make the requisite disclosure depends upon magnitude of impact of such events or information and on the facts of each case. Any event or information which is considered material in accordance with the policy shall also be disclosed even if it is not specially listed in Annexure I or Annexure II of the policy.

#### **5 PRINCIPLES FOR DETERMINING MATERIALITY OF EVENTS**

##### **Determination of Materiality: (Materiality test)**

- a) Materiality will be determined on a case to case basis depending on nature of the events, specific facts, magnitude of likely impact in case such event is omitted to be disclosed and the circumstances relating to the information or event. To determine whether a particular event or information is material in nature, the company may either consider the qualitative criteria as defined under clause IV(2) or
- b) Quantitative criteria defined under clause VI, for each event listed under Annexure II

## **6 MATERIALITY THRESHOLD FOR DETERMINATION OF MATERIAL EVENTS OR INFORMATION**

Keeping in view the principle for determination of materiality of events or information as mentioned in Clause V(b) above, materiality threshold has been defined as follows for events / information specified in Annexure II

‘Such events or information shall be considered material:

- where the value involved in it exceeds 10% of the consolidated gross turnover or revenue or total income or net worth; Or
- where the impact of it exceeds 5% of the consolidated gross turnover or revenue or total income or net worth;

The above threshold shall be calculated on annualised basis on the basis of audited consolidated financial statements of the last audited financial year.

## **7 GENERAL OBLIGATION FOR DISCLOSURES**

1. Managing Director & CEO of the Company, is authorised to take a view on whether the event or information falls within the materiality threshold as mentioned under Clause VI of this policy, which qualifies for disclosure under Regulation 30 (5) of the Listing Regulations and intimate to the Company Secretary to disclose the said event or information to the Stock Exchanges. The contact details of Managing Director & CEO shall also be disclosed to the Stock Exchange(s) as well as on the website of the Company.
2. The Company shall disclose all material events / information first to Stock Exchange(s) and upload the disclosure on the website of the Company as soon as reasonably possible and not later than twenty four hours from the occurrences of event or information. Provided that in case the disclosure is made after twenty four hours of occurrence of events or information, the Company shall provide reasons of delay along with the disclosure.
3. The information disclosed to the Stock Exchange(s) shall be also placed on the website of the Company and the Company shall ensure that such information is hosted for a minimum period of 5 years. Thereafter the information may be handled as per the archival policy of the Company as disclosed on its website.
4. The Company shall disclose all events or information which are material for the Company with respect to its material subsidiaries in accordance with this policy.
5. The Company shall provide specific and adequate reply to all queries raised by stock exchange with respect to any events or information.
6. The Company shall also on its own initiative, confirm or deny any reported event or information to the stock exchange(s).
7. The material events or information which are not contained in the Policy but are considered to be material in the opinion of the Company shall also be disclosed to the Stock Exchange.

## **8 AMENDEMENT**

1. The Board or Management Committee so authorised for the purpose shall have the powers to review or amend any of the provisions of this Policy, substitute any of the provisions with a new provisions or replace this Policy entirely with a new Policy.

2. The Board or Management Committee so authorised for the purpose may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

<b>9 CONTACT DETAILS OF KEY MANAGERIAL PERSONNEL</b>
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Pursuant to Regulation 30 (5), the contact details of the Key Managerial Personnel authorised for the purpose of determining the materiality of event or information are as under:

\*Mr. Niles H Hirapara – Chief Financial Officer

Email: nileshhirapara@anupengg.com

Phone: +91-79-4025 8900

**\* Appointed as Chief Financial Officer of the company as on 10.04.2023 in place of Mr. Bhavesh Shah**

**Indicative List of events or information deemed to be material without application of Materiality test:**

<b>Sr. No</b>	<b>Events or information</b>
1.	<p>Acquisition (including agreement to acquire), Scheme of Amalgamation (amalgamation / merger/ demerger/ restructuring), Sale or disposal of unit(s) or division(s) or subsidiary of the Company or any other restructuring:</p> <p>Explanation. - 'Acquisition' shall mean, -</p> <ul style="list-style-type: none"> <li>(i) acquiring control, whether directly or indirectly; or,</li> <li>(ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that - <ul style="list-style-type: none"> <li>(a) the Company holds shares or voting rights aggregating to twenty per cent or more of the shares or voting rights in the said company, or;</li> <li>(b) there has been a change in holding from the last disclosure and such change exceeds five per cent of the total shareholding or voting rights in the said company.</li> </ul> </li> </ul>
2	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, Any restriction on transferability of securities, any action, which will result in alteration of the terms or structure of any existing securities, including, forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities, etc.
3	Revision in Rating(s).
4	<p>The following outcome(s) of meetings of the Board shall be disclosed the outcome of meetings of the board of directors:</p> <ul style="list-style-type: none"> <li>• dividends recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;</li> <li>• any cancellation of dividend with reasons thereof;</li> <li>• the decision on buyback of securities;</li> <li>• the decision with respect to fund raising proposed to be undertaken“including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;”;</li> <li>• increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;</li> <li>• 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;</li> <li>• short particulars of any other alterations of capital, including calls;</li> <li>• financial results;</li> <li>• decision on voluntary delisting by from stock exchange(s);</li> </ul>
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 Company), 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 the Company or arrest of key managerial personnel or promoter:

	<ul style="list-style-type: none"> <li>At the time of unearthing of fraud or occurrence of the default / arrest</li> <li>Subsequently intimate the stock exchange(s) further details regarding the fraud/default/arrest.</li> </ul> <p>For the purpose of this sub-paragraph:</p> <p>(i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.</p> <p>(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.</p> <p>Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.</p> <p>Explanation 2- Default by a promoter, director, key managerial personnel, senior management, and subsidiary shall mean default which has or may have an impact on the Company.</p> <p>Explanation 3 – Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity."</p>
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 ("CDR").
10	One time settlement (OTS) 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.
14	Amendments to memorandum and articles of association.
15(a)	<p>(i) Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.</p> <p>(ii) "(Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events."</p> <p>Explanation I: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.</p> <p>Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity</p>
15(b)	<p>Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:</p> <ol style="list-style-type: none"> <li>The audio 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;</li> <li>the video recordings, if any, shall be made available on the website within forty-</li> </ol>

	<p>eight hours from the conclusion of such calls;</p> <p>iii. the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.”</p>
16	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <ol style="list-style-type: none"> <li>a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;</li> <li>b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;</li> <li>c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;</li> <li>d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;</li> <li>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;</li> <li>f) Appointment/ Replacement of the Resolution Professional;</li> <li>g) Prior or post-facto intimation of the meetings of Committee of Creditors;</li> <li>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;</li> <li>i) Number of resolution plans received by Resolution Professional;</li> <li>j) Approval of resolution plan by the Tribunal or rejection, if applicable;</li> <li>k) Approval of resolution plan by the Tribunal or rejection, if applicable;</li> <li>l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as: <ol style="list-style-type: none"> <li>(i) Pre and Post net-worth of the company;</li> <li>(ii) Details of assets of the company post CIRP;</li> <li>(iii) Details of securities continuing to be imposed on the companies’ assets;</li> <li>(iv) Other material liabilities imposed on the Company;</li> <li>(v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;</li> <li>(vi) Details of funds infused in the company, creditors paid-off;</li> <li>(vii) Additional liability on the incoming investors due to the transaction, source of such funding etc;</li> <li>(viii) Impact on the investor – revised P/E, RONW* ratios etc.;</li> <li>(ix) Names of the new promoters, (key managerial personnel), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;</li> <li>(x) Brief description of business strategy.</li> </ol> </li> <li>m) Any other material information not involving commercial secrets.</li> <li>n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;</li> <li>o) Quarterly disclosure of the status of achieving the MPS;</li> <li>p) The details as to the delisting plans, if any approved in the resolution plan.</li> </ol>
17	<p>Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by Company:</p>

	<p>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</p> <p>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.</p> <p>“Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity.”</p>
18	<p>Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a Company, in relation to any event or information which is material for the Company in terms of regulation 30 of these regulations and is not already made available in the public domain by the Company.</p> <p>Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.</p>
19	<p>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:</p> <p>a) search or seizure; or</p> <p>b) re-opening of accounts under section 130 of the Companies Act, 2013; or</p> <p>c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <p>i) name of the authority;</p> <p>ii) nature and details of the action(s) taken, initiated or order(s) passed;</p> <p>iii) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;</p> <p>iv) details of the violation(s)/contravention(s) committed or alleged to be committed;</p> <p>impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.</p>
20	<p>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:</p> <p>a) suspension;</p> <p>b) imposition of fine or penalty;</p> <p>c) settlement of proceedings;</p> <p>d) debarment;</p> <p>e) disqualification;</p> <p>f) closure of operations;</p> <p>g) sanctions imposed;</p> <p>h) warning or caution; or</p> <p>i) any other similar action(s) by whatever name called along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p>

	<ol style="list-style-type: none"> <li>1) name of the authority;</li> <li>2) nature and details of the action(s) taken, initiated or order(s) passed;</li> <li>3) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;</li> <li>4) details of the violation(s)/contravention(s) committed or alleged to be committed;</li> <li>5) impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.</li> </ol> <p>Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:</p> <p>(i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.</p> <p>(ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.”</p>
21	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 - II**

### **Indicative list of events or information on which the Company may apply Materiality test:**

<b>Sr. No.</b>	<b>Events or 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 <ul style="list-style-type: none"> <li>• Arrangements for strategic, technical, manufacturing, or marketing tie-up</li> <li>• Adoption of new line(s) of business in case of entering into new industry</li> <li>• Closure of operations of any unit/division (entirety or piecemeal)</li> </ul>
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, revision(s) or amendment(s) and 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.: <ul style="list-style-type: none"> <li>• At the time of occurrence</li> <li>• Regularly, till complete normalcy is restored</li> </ul>
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.	Frauds/ defaults by directors (other than key managerial personnel) or employees of the 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 other than group or associate Companies.
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
14	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.