

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

1. BACKGROUND AND LEGAL FRAMEWORK:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires every Listed Company to disclose events or information which, in the opinion of the Board of Directors of the Company are material.

This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the management of Nouveau Global Ventures Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined). This policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the policy.

The Board of Directors of the Company have further amended the policy to comply with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and the same has been approved by the Board, at its duly conveyed meeting, held on 29th March, 2019.

2. DEFINITIONS:

- a. **“Board of Directors”** or **“Board”** means the Board of Directors of Nouveau Global Ventures Limited, as constituted from time to time;
- b. **“Company”** means Nouveau Global Ventures Limited;
- c. **“Key Managerial Personnel”** mean key managerial personnel as defined Section 2(51) of the Act;
- d. **“Material Event”** or **“Material Information”** shall mean such event or information as set out in the Annexures or as may be determined in terms of Clause 3 and 4 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.
- e. **“Material Subsidiary”** shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations.
- f. **“Price Sensitive Information”** shall mean information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company’s sector.

The words or expressions used but not defined herein, but defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 or under any SEBI Regulations shall have the same meaning assigned therein.

3. DISCLOSURE OF EVENTS OR INFORMATION:

The SEBI (LODR), 2015 divides the events that need to be disclosed broadly into two categories.

Events specified in Para A of part A of Schedule III of the Regulations shall be deemed to be material and the listed Company is required to make disclosure of the same. **(Refer Annexure 'I' to the Policy.)**

and

Events specified in Para B of part A of Schedule III of the Regulations shall be disclosed by the listed Company based on the guidelines formulated for materiality.

(Refer Annexure "II" to the policy.)

Events specified in Annexure I 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 the stock exchanges in 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) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

Provided further that disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III shall be made within thirty minutes of the conclusion of the board meeting.

The Company shall make disclosure of events as specified in Annexure II based on application of guidelines for determining Materiality as per clause 4 of the Policy.

The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

In case where an event occurs or information is available with the Company, which has not been indicated in Annexure I or Annexure II, but which may have material effect on it in the opinion of the Board of Directors, the Company will make adequate disclosures in regard thereof.

The Company shall, with respect to disclosures referred to in regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The listed entity shall disclose all events or information with respect to subsidiaries which are material for the listed entity. The policy shall be disseminated on the website of the Company.

4. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

The Company shall disclose all such material events pertaining to itself, specified in Annexure II subject to application of guidelines for materiality as stated below:

“**QUANTITATIVE CRITERIA**” would be calculated based on audited financial statements of the last audited financial year, and would mean event/ information where the value involved or the impact:

- a) exceeds ten percent of the consolidated gross turnover, or
- b) exceeds ten percent of the consolidated net worth; Whichever is lower.

“**QUALITATIVE CRITERIA**” would mean an event/ information shall be considered as Material if it meets any of the following criteria:

- a. the event or information is in any manner unpublished price sensitive information; or
- b. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- c. 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
- d. 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 officer authorized by the board of directors of the Company, the event / information is considered material.

5. AUTHORITY:

The Managing Director/ Compliance Officer/ Chief Financial Officer of the Company are hereby jointly and severally authorised to determine whether the event / information is material or not.

6. AMENDMENT:

This policy may be amended or modified or revised by the Board of Directors of the Company by time to time. In case any of the provisions this Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, and the rules made thereunder, Regulations, the provisions of regulations shall prevail.

Annexure A

[Same as Para A of Part A of Schedule III]

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

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 listed entity or any other restructuring.

Explanation - For the purpose of this sub-para, the word '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 listed entity 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-para 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 listed entity 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 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. 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 the listed entities 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 listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 - i. 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.
 - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iii. 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity 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;
- m) Approval of resolution plan by the Tribunal or rejection, if applicable;
- k) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- l) Any other material information not involving commercial secrets.

Annexure B

[Same as Para B and Para C of Part A of Schedule III]

B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

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 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. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
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.

C. 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.

D. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time.

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