

2015

CANTABIL
RETAIL
INDIA
LIMITED

(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.)

POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

CANTABIL RETAIL INDIA LIMITED
POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

OBJECTIVE

This 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).

Regulation 30 of the Regulations deals with disclosure of material events / information by the Company whose equity and convertible securities are listed and are required to make disclosure of events / information specified under the relevant Schedule of Regulation 30. The Regulations requires Company to frame a policy for determination of materiality, based on criteria specified in the Regulations, to be approved by Board of Directors of the Company and further to be disclosed on the website of the Company.

Accordingly the Policy on Determination of Materiality of Events has been adopted by the Company w.e.f. 01.12.2015 and approved by the Board of Directors of the Company at their meeting held on 02.02.2016.

APPLICABILITY

This Policy shall be applicable on all events in the Company, as and when they come under the criteria enumerated in the Policy.

GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

According to regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, events specified in **Annexure - 1** are deemed to be material events and events specified in **Annexure - 2** shall be disclosed based on application of the guidelines for materiality.

ALTERATIONS

The Board of Directors of the Company is authorized to make such alterations to this Policy as considered appropriate, subject however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations.

AUTHORIZED PERSON

As per the Regulation 30(5) of the Listing Regulations, 2015, the Board of the Company has authorized the Company Secretary of the Company for the purpose of determination of materiality of an event or information and making disclosures to the Exchange/s.

The contact details of the above authorized Personnel are as under:

The Company Secretary

Ms. Poonam Chahal

B-16, Lawrence Road,

Industrial Area, Delhi – 110035

Telephone: 011-27156381/82

Fax : 011-27156383

e-mail id : poonam@cantabilinternational.com

ANNEXURE - 1

EVENTS WHICH SHALL BE DEEMED MATERIAL

1. Acquisitions of 5% or more of a company or purchase of additional 2% in companies where the current holding is more than 5%;
2. Change in holding from the last disclosure and if such change exceeds 2% of the total shareholding or voting rights in the said company;
3. Sale of any unit(s) or division(s);
4. Scheme of Arrangement (amalgamation /merger /demerger/restructuring);
5. 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 redemption of securities, etc.;
6. Revision in rating(s);
7. Outcome of Board Meetings of the Company held to consider the following:
 - a) declaration of 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) Re-issue of forfeited shares / securities or 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
- h) financial results
- i) decision on voluntary delisting by the Company from Stock Exchange(s);

8. Agreements {namely 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) / contract(s) with media companies} which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

9. Fraud / defaults by Promoter or Key Managerial Personnel (KMP) or by the Company or arrest of any Promoter or KMP;

10. Change in the Directors, KMP, Auditor and Compliance Officer;

11. Appointment or discontinuation of share transfer agent;

12. Corporate debt restructuring or one time settlement with a lender;

13. Reference to the BIFR and winding up petitions filed by any party / creditor(s);

14. Issuance of Notices, call letters, resolutions and circulars sent to the Shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;

15. Proceedings of Annual and Extraordinary General Meetings of the Members of the Company;

16. Amendments to Memorandum and Articles of Association of the Company, in brief ;

17. Schedule of Analysts' or Institutional Investors' meet and Presentations on financial results made to the Analysts or Institutional Investors.

The above events shall be disclosed in accordance with the applicable Regulations or guidelines issued thereunder, including any amendments thereto.

ANNEXURE - 2

THE FOLLOWING EVENTS SHALL BE CONSIDERED MATERIAL SUBJECT TO THE APPLICATION OF THE GUIDELINES MENTIONED IN CLAUSE (C)

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, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/ division;
3. Capacity addition or product launch;
4. Awarding, bagging /receiving, amendment or termination of awarded/bagged, order/ contracts, not in the normal course of business;
5. Agreements namely, loan agreement(s) (as a borrower) or any other agreement(s)} which are binding and not in the normal course of business and revision(s) or amendment(s) or termination(s) thereof;
6. Disruption of operations of any one or more segments of the Company due to natural calamity (earthquake, flood, fire, etc), force majeure or other events;
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 the Directors (other than KMPs) 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 in the normal course of business;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

THE EVENTS MENTIONED IN ANNEXURE - 2 ABOVE SHALL BE CONSIDERED MATERIAL ONLY ON APPLICATION OF THE FOLLOWING GUIDELINES

1. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.

2. 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.

3. In case where the criteria specified in sub-clauses (1) and (2) are not applicable, an event/information may be treated as being material if in the opinion of the Board, the event/information is considered material.