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POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

{Under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Approved By	Board
Version	2
Effective Date	July 14, 2023

MODIFICATIONS

Approved By	Empowered Committee of the Board of Directors
Version	2.1
Effective Date	September 20, 2023

Policy for Determination of Materiality of Events/Information

1. SCOPE AND PURPOSE

Kanpur Plastipack Limited (the "Company") by virtue of Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') is required to frame a policy for determination of materiality of events and information for the purpose of proper, sufficient and timely disclosure of the same to the Stock exchange(s). Further, such disclosures are required to be hosted on the website of the listed entity for a minimum period of five years and thereafter as per its Archival Policy.

The objective of this Policy is to establish a framework that nurtures and fosters trust in the quality and authenticity of information disseminated by the Company.

The Policy shall not dilute any requirement specified under the provisions of Listing Regulations. The Policy shall assist the 'Relevant Employees' of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, in terms of the Listing Regulations for making the necessary disclosures to the stock exchange(s).

2. APPLICABILITY

This modified policy for determination of materiality of events / information will be effective from July 14, 2023 and shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the policy.

3. DEFINITIONS

"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 existing or to be incorporated, 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 made under sub-clause (a) of clause (ii) above and such change exceeds two per cent of the total shareholding or voting rights in the said company.

c. the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of Regulation 30.

"Board" shall mean the Board of Directors of the Company including any committee thereof;

"Compliance Officer" shall mean the Company Secretary of the Company;

"Key managerial personnel" means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.-

a. Chief Executive Officer (CEO)/ Managing Director (MD) or the Manager;

b Company Secretary (CS);

c. Whole-time Director (WTD);

d. Chief Financial Officer (CFO);

e. such other officer not more than one level below the directors who is in the whole-time employment, designated as key managerial personnel by the Board; and

f. such other officer as may be prescribed.

"Mainstream media" shall include print or electronic mode of the following:

i. Newspapers registered with the Registrar of Newspapers for India;

ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;

iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and

iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;

"Market 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.

"Officer" means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 and shall include Promoters of the Company.

"Promoter" means as assigned to the term in clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

"Securities" means such securities as defined in section 2(h) of Securities Contracts (Regulation) Act, 1956;

"Stock exchange(s)" means the stock exchange(s)s where the Securities of the Company are listed;

"Specified securities" means 'equity shares' and 'convertible securities' as defined under clause (zj) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

"Subsidiary" means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

4. KEY PRINCIPLES IN DETERMINING MATERIALITY OF EVENT OR INFORMATION

The listed entity shall consider the following criteria for determination of materiality of events/ information:

(a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

(b) 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.

(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 listed entity;

ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;

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 listed entity;

In respect to above,it is clarified that the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value/ figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

(d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

(e) Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the particular event or information.

5. DISCLOSURE OF MATERIAL EVENT OR INFORMATION

1. The events specified in Para A of Part A of Schedule III of the Listing Regulations shall be disclosed by the Company without applying any test of Materiality. Such events are enlisted in Annexure I of this Policy.
2. The events specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for Materiality. Such events are enlisted in Annexure II of this Policy.
3. The Company shall disclose all updated material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved/ closed, with relevant explanations.
4. Events/ information with respect to subsidiaries which are material for the Company, shall also be disclosed to the Stock exchange(s) in accordance with Listing Regulations.

5. The Company shall disclose all events or information with respect to subsidiaries which are material for the listed entity.
6. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
7. The listed entity may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).
8. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the listed entity is required to make adequate disclosures in regard thereof.
9. In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the Listing Regulations, 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.
10. The format of disclosure shall be as prescribed by SEBI under Listing Regulations from time to time.

6. TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

a) The disclosure with respect to events or information for which timelines have been specified in Part A of Schedule III shall be made within such timelines. (Refer Annexure I)

b) All events or information which are material in terms of the provisions of this regulation shall be disclosed to the stock exchange(s) as soon as reasonably possible and in any case not later than the following:

(i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

(iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity.

c) In case the disclosure is made after the stipulated timelines, the Company shall provide an explanation for the delay along with the disclosure.

7. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION & ITS TIMELY DISCLOSURE

(i) The occurrence of material events/ information:

(a) depends upon the stage of discussion, negotiation or approval; and

(b) in case of natural calamities disrupting operations etc., it would depend upon the timing when the company became aware of the event/ information.

(ii) In respect of the events under 7(i)(a), the events/information can be said to have occurred upon receipt of approval of the Board e.g. further issue of capital by rights issuance and in certain events/ information after receipt of approval of both i.e. Board and Shareholders. 6 However, considering the price sensitivity involved for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board, pending Shareholder's approval. Approvals other than final approval, such as in-principle approval or approval to explore (which is not final approval) given by the Board, will not require disclosure under this Policy.

(iii) In respect of the events under 7(ii)(b), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties. The term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include Promoter of the Company.

8. ADMINISTRATIVE MEASURES

Unless otherwise decided by the Board of Directors, the Managing Director, Chief Financial Officer and Company Secretary / Compliance Officer of the Company shall be authorized for the purpose of determining materiality of an event or information and for making disclosures to the stock exchange(s).

The contact details of the Managing Director, Chief Financial Officer and the Company Secretary / Compliance Officer shall be disclosed to the stock exchange(s) and also, be disseminated on the Company's website.

The dissemination of such information or event to the stock exchange(s) shall be done under the signature of the Managing Director or the Company Secretary / Compliance Officer of the Company. In absence thereof the dissemination may also be done by the Chief Financial Officer or the Whole time Directors of the Company.

9. INTERPRETATION

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the law, rule, regulation or standard.

10. AUTHORITY TO MAKE ALTERATIONS

The Board 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 and any amendment thereto from time to time.

Annexure I

A. List of Events specified in Part A of Schedule III of the LODR Regulations which are Deemed to be Material and shall be disclosed within the prescribed timelines-

Sub-para	Events	Timelines for disclosure
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity or any other restructuring.	Within 12 hours*
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.	Within 12 hours*
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the board of directors	Timeline as specified in subpara 4 of Para A of Schedule III.
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.	Within 12 hours* (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
5A.	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or	Within 12 hours* (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).

	impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements: Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.	
6.	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	Within 24 hours
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours* (except in case resignation); Within 24 hours (in case of resignation)
7A.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Timeline as specified in subpara 7A of Para A of Schedule III.
7B.	Resignation of independent director including reasons for resignation.	Timeline as specified in subpara 7B of Para A of Schedule III.
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in subpara 7C of Para A of Schedule III.
7D.	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock	Within 12 hours*

	exchange(s).	
8.	Appointment or discontinuation of share transfer agent.	Within 12 hours*
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions	Within 24 hours
10.	One time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
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	Within 12 hours*
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours*
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours*
15.	(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in subpara 15 of Para A of Schedule III.
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	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 listed entities: (a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; (b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.	Within 12 hours * (if initiated by the listed entity); Within 24 hours (if initiated by external agency).
18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or	Within 24 hours

	senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 hours
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called;	Within 24 hours
21.	Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.	Within 12 hours*

*** Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.

Annexure II

B. List of events specified in Para B of Part A of Schedule III of the LODR Regulations and shall be disclosed within the prescribed timelines-

Sub-Para	Events	Timelines for disclosure
1.	Commencement or any postponement in the date of	Within 12 hours*

	commencement of commercial production or commercial operations of any unit/division.	
2.	Any of the following events pertaining to the Company: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours*
3.	Capacity addition or product launch.	Within 12 hours*
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5.	Agreements (viz. loan agreement(s) 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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
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.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours*
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours*
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours*

*** Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.