

**POLICY ON DISCLOSURE**  
**OF MATERIAL EVENTS /**  
**INFORMATIONS**

## **POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATIONS**

### **1. Introduction**

This policy is in accordance to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”), on Disclosure of material events or information. The policy not only aims to determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges but also provides for the procedures with regard to disclosure of such material events to the stock exchanges.

### **2. Effective date**

This policy has been adopted by the Board of Directors of the Company at its Meeting held on 13 November 2015 and shall come into force w.e.f. 1 December 2015.

### **3. Definitions**

- 3.1 **“Act”** means the Companies Act, 2013.
- 3.2 **“Applicable Law”** means any law, rules, circulars, guidelines or standards under which the preservation of the Documents has been prescribed.
- 3.3 **“Authorised Person”** means the Vice Chairman & Managing Director and / or the Wholetime Director designated as Director (Finance) & Chief Financial Officer of the Company duly authorised by the Board in this behalf.
- 3.4 **“Board”** means the Board of Directors of the Company and includes its Committee.
- 3.5 **“the Company”** means VISA Steel Limited.
- 3.6 **“the Compliance Officer”** for the Purpose of complying with the provisions of Regulations shall be the Company Secretary of the Company
- 3.7 **“Key Managerial Personnel / KMP”** means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.-
  - a. Chief Executive Officer / Managing Director / Manager; or
  - b. Whole-time Director; or
  - c. Chief Financial Officer; or
  - d. Company Secretary.
- 3.8 **“Listing agreement”** shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to

Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015

- 3.9 **“Material Event”** or **“Material Information”** shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 5 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.
- 3.10 **“Policy”** means Policy on Disclosure of Material Events / Informations.
- 3.11 **“Regulations”** means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

The words and phrases used in this Policy and not defined here shall derive their meaning from the Act, the Regulations and the Applicable Law, as applicable.

#### **4. Objective**

This Policy is intended to lay down the criteria for determination of materiality of event / information which shall be disclosed to the Stock Exchanges where the equity shares of the Company are listed.

#### **5. Material Events / Information and Criteria**

- 5.1 All Events specified in Para A of Part A of Schedule III of the Regulations are deemed to be material events and the Company shall make disclosure of such events to the Stock Exchanges within 30 minutes of the conclusion of Board Meeting. (As per Annexure A).
- 5.2 Other Events/ Information as specified in Para B, C, D of Part A of Schedule III of the Regulations (as amended from time to time), shall be disclosed by the Company to the Stock Exchanges, if considered material, based on any of the following criteria:
- a. Quantitative criteria would be calculated based on audited consolidated financial statements of the last audited financial year, and would mean event/ information where the value involved or the impact:
- i. Where the event/information impacts sales and it is likely to have an impact of 10% or more on the gross turnover as per the last Audited Annual Consolidated Accounts of the Company;
  - ii. Where the event/information impacts Profit Before Tax (PBT) and it is likely to have an impact of 10% or more on the PBT of the Company as per the last Audited Annual Consolidated Accounts of the Company;

- iii. Where the event/information impacts Assets or liabilities and it is likely to have an impact of 10% or more on Net-worth of the Company as per the last Audited Annual Consolidated Accounts of the Company;
- iv. For Frauds/ defaults etc. by Directors (other than key managerial personnel) or employees of the Company involving financial impact of Rs.50,000,000 crore (Rupees Five Crore only) or more.

An illustrative list of the events to which the guidelines at clause 5.2(a) above would be applied shall be as per Para B, C and D of Part A of Schedule III of the Regulations.

b. Qualitative criteria would mean an event/ information:

- i. The omission of which is likely to result in discontinuity or alteration of event or information already available publicly; or
- ii. The omission of which is likely to result in significant market reaction if the said omission came to light at a later date;
- iii. In case where the criteria specified above are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of Company, the event/information is considered material.

An illustrative list of the events to which the guidelines at clause 5.2(b) above is given at Annexure B.

## **6. Authority for Determination of Materiality of event / information**

The Vice Chairman & Managing Director and the Wholetime Director designated as Director (Finance) & Chief Financial Officer are severally authorised to determine the materiality of any event / information based on the criteria mentioned in this policy.

Further, the Vice Chairman & Managing Director, the Wholetime Director designated as Director (Finance) & Chief Financial Officer and the Company Secretary are hereby severally authorized to make disclosures to stock exchanges.

The contact details of the KMPs so designated shall be disclosed to the Stock exchanges and also be placed on the Company's website.

## **7. Disclosure**

Necessary disclosures shall be made upon occurrence of a material event / information. The time for disclosure shall be in accordance with the Regulations and other relevant SEBI Rules, Circulars etc.

The Company shall simultaneously update all disclosures made to the stock exchanges under this policy or the regulations on its website ([www.visasteel.com](http://www.visasteel.com)) and such disclosure shall continue to remain hosted on the website for a minimum period of five years and thereafter archived as per the following archival policy of the Company.

Archival Policy: Disclosure pertaining to last five financial years and current financial year shall remain hosted on the website of the Company. Thereafter, depending upon the nature, materiality, impact and relevance of the event / information, the relevant disclosure can continue to remain hosted on the Company's website for a longer time period as may be decided severally by the Vice Chairman & Managing Director and the Wholetime Director designated as Director (Finance) & Chief Financial Officer from time to time.

#### **8. Disclosure of events / information on Subsidiaries**

The KMPs of the Company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company

#### **9. Authorisation to KMPs to suo moto accept/deny reported event or information**

The Key Managerial Personnel (KMPs) consisting of the Vice Chairman & Managing Director, the Wholetime Director designated as Director (Finance) & Chief Financial Officer and the Company Secretary are hereby jointly and severally authorized to suo moto accept/deny any report event or information, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means. They are further authorized to respond to the rumors amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its subsequent meeting.

#### **10. Authority for approval of Policy**

The Board shall have the authority for approval of this policy in pursuance to the Regulations. This authority has been granted via the Regulations.

#### **11. Authority to Review**

The Board of Directors is authorised to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Act and Applicable Laws and the Regulations.

**12. Scope and Limitation**

In the event of any conflict between the provisions of this Policy and the Listing Agreement, the Companies Act, 2013, the Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

## Annexure A

Events which shall be deemed material and which need to be disclosed to the stock exchanges within 24 hours of the decision taken at the Board Meeting as specified in 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 Company or any other restructuring;
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 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. 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 Company 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 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 KMP or by the Company or arrest of KMP or Promoter;
7. Change in directors, KMP, auditor and Compliance Officer;
8. Appointment or discontinuation of share transfer agent;
9. Corporate debt restructuring;
10. One time settlement with a bank;
11. Reference to Board of Industrial and Financial Reconstruction 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 of the Company;
14. Amendments to memorandum and articles of association of Company, in brief;
15. Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

**Note:** If the Management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information



**Annexure B**

The following events shall be considered material subject to the application of the guidelines mentioned in clause (a) and (b) and needs to be disclosed to the stock exchanges as soon as it is possible when the necessary information is ready to be publicized

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 wherein such product launch will impact Sales to the extent of 5% or more of the total revenues;
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 Company 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 Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact if the impact exceeds Rs. 50 crores;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of 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, if the amount of such guarantees or indemnity exceeds Rs. .... ;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Note: The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchanges

Any other information/event viz. Major development that is likely to affect business, example:

1. Events/ Information that may include but are not restricted to-
2. Emergence of new technologies;
3. Expiry of patents;
4. Any change of accounting policy that may have a significant impact on the accounts, etc.;
5. 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;
6. Any Market Sensitive Information as may be determined the Committee/ Board from time to time;
7. Any event which in the view of the Board is material.

Any other event / information which is available with the Company and not indicated in Para A or B of Part A of Schedule III of the Regulation but which may have any material effect on it.