

# AERPACE INDUSTRIES LIMITED

(Formerly Known as Supremex Shine Steels Limited)

**CIN: L74110MH2011PLC214373**

**REGISTERED OFFICE:** No.1005, 10<sup>th</sup> Floor, A Wing, Kanakia Wall Street, Andheri Kurla Road, Andheri (East), Mumbai-400093

**Web Site:** [www.supremexshinesteel.in](http://www.supremexshinesteel.in) **Email id:** [infosupremexshine@gmail.com](mailto:infosupremexshine@gmail.com),

Contact no:09769207228

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## POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENT

### INTRODUCTION:

This policy is framed in accordance with Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. The Regulation 30 states that Key Managerial Personnel of the company is required to determine materiality of event or information and to ensure that such information is adequately disseminated and to provide an overall governance framework for such determination of materiality.

### DEFINITION:

- ❖ **“ACT”** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any statutory modifications, clarification, circular or re-enactment thereof.
- ❖ **“Board of Directors” or “Board”** means the Board of Directors of Aerpac Industries Limited (Formerly Known as Supremex Shine Steels Limited), as constituted or re-constituted from time to time.
- ❖ **“Key Managerial Personnel”** mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- ❖ **“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 3 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.
- ❖ **“Policy”** means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.
- ❖ **“Listing Regulations”** mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- ❖ **“Schedule”** means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ **“Stock Exchanges”** means BSE Limited where the equity shares of the Company are listed.
- ❖ **“Company”** means Aerpac Industries Limited (Formerly Known as Supremex Shine Steels Limited)

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

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## **CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION:**

The Board of Directors of Aerpac Industries Limited (Formerly Known as Supremex Shine Steels Limited) has laid down the following criteria for determining of materiality of an event or information for disclosure to Stock Exchange where the shares of the company is listed:

- i. the omission of an event or information, which is likely to result in discontinuity or alteration of event of information already available publicly; or
- ii. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at later date;
- iii. any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

The Regulations has specified certain events which are material as Specified in Part A of Schedule III of Listing Regulation which require to make disclosures not later than 24 hours from the occurrence of the event or information. Accordingly, the Company shall intimate such events to the Stock Exchanges where the shares of the Company are listed within 24 hours of such occurrence.

## **POWER TO DETERMINE MATERIALITY:**

The Managing Director, Chief Executive Officer and Chief Financial Officer of the Company shall severally have the authority to determine materiality of any event or information and make the disclosures of such material event or information to stock exchange(s).

The Company Secretary of the Company shall have the authority of making the disclosures of such material event or information to stock exchange(s), subject to the provisions of this Policy.

As required by the Regulations, the company shall provide to the stock exchange(s), the contact details of the above named persons and update the same from time to time. Their details shall also be provided on the company's website.

## **POLICY REVIEW**

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Listing Regulations or as may be otherwise prescribed by Board of Directors from time to time.

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## SCHEDULE III

### **PART A: DISCLOSURE OF EVENTS OR INFORMATION: SPECIFIED SECURITIES (Regulation 30)**

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

#### **A. EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY**

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. - '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 –

❖ 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;

❖ there has been a change in holding from the last disclosure 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 credit 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;

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- 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.
  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.

## **B. EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY**

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).

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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

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