



**POLICY FOR DETERMINING
MATERIALITY OF EVENTS /
INFORMATION OF THE COMPANY**

**[Pursuant to Regulation 30(4)(ii) of the SEBI
(Listing Obligations and Disclosures
Requirements) Regulations 2015]**

aarvee engineering consultants limited



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POLICY FOR DETERMINING MATERIALITY OF EVENTS/ FORMATION OF THE COMPANY

1. STATUTORY MANDATE

- 1.1. The Board of Directors (The “Board”) of Aarvee Engineering Consultants Limited (the “Company” and/or “AECL”) has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.
- 1.2. This Policy will be applicable to the Company with effect from the day the equity shares of the Company get listed. The policy is in terms of Regulation 30 (1) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

2. POLICY OBJECTIVE

- 2.1. To determine the events and information which in the opinion of the Board are material and needs to be disclosed to the Stock Exchanges as per the time span hitherto defined.
- 2.2. The purpose of this document is to present a high level policy statement for Aarvee Engineering Consultants Limited (AECL) regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

3. SCOPE

The policy is intended to define AECL policy on disclosure of events /information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in AECL in making decisions and undertaking regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.

4. DEFINITIONS

4.1. “Audit Committee or Committee” means Audit Committee constituted by the Board of Director of the Company, from time to time under provisions of SEBI LODR, 2015, RBI Act and/or the Companies Act, 2013.

4.2. “Board of Directors or Board” means the Board of Directors of AECL, as constituted from time to time.

4.3. “**Company**” means Aarvee Engineering Consultants Limited.

4.4. “**Compliance Officer**” means the Compliance Officer for the purpose of complying with the provisions of LODR, 2015 shall be the Company Secretary of the Company.

4.5. “**Independent Director**” means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI’s LODR, 2015 entered into with the stock exchanges.

4.6. “**Mainstream media**” shall include print or electronic mode of the following:

Newspapers registered with the Registrar of Newspapers for India;

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

4.6.2. 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

4.6.3. 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.

4.7. “**Material Events/Information**” means as defined under the Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and any events or information determined as material by the Board / Key Managerial Personnel”(KMP).

4.8. “**Policy**” means Policy for determining materiality of Material Events/ Information.

4.9. “**Senior Management**” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

5. CRITERIA FOR TEST OF MATERIALITY

- 5.1. The events / information that have to be necessarily disclosed without applying any 'test of materiality' are indicated in **Para A of Part A of Schedule III** of the Listing Regulation.

- 5.2. While applying the test of materiality, the KMPs should consider the following criteria for determination of materiality of events/ information falls under **ParaB Part A of Schedule III** of the Listing Regulation.

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

5.2.2. 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;

5.2.3. The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- **2% of turnover**, as per the last audited consolidated financial statements of the Company;
- **2% of net worth**, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
- **5% of the average of absolute value of profit or loss after tax**, as per the last three audited consolidated financial statements of the Company.
- 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 Board / KMP of listed entity, the event/ information is considered material.

- 5.3. Without prejudice to the generality of para (i) and (ii) above, either based on the recommendation of the Audit Committee of Directors or suo moto the Board of Directors of the Company may determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

6. TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION

- 6.1. Information relating to material events / information, in terms of the Regulation 30 of LODR, shall be disseminated to the Stock Exchanges where it is listed in the following manner:

6.1.1. **30 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;

6.1.2. **12 Hours** from the occurrence of the event or information, in case the event

or information **is emanating** from within the listed entity;

6.1.3. **24 Hours** from the occurrence of the event or information, in case the event or information is **not emanating** from within the listed entity.

6.1.4 SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-I/CIR/2023/123 dated July 13, 2023, issued a guidance note under regulations 30 read with regulation 101 of Listing Regulations and a m e n d m e n t thereon to ensure its uniformity on disclosure by Listed entities, to enable the investors to make well-informed investment decisions, timely, adequate and accurate disclosure of information on an ongoing basis.

7. OBLIGATIONS OF RELEVANT EMPLOYEES AND AUTHORIZED PERSON FOR IDENTIFYING ANY POTENTIAL MATERIAL EVENT OR INFORMATION

- 7.1. This policy and Material events or information as stipulated under Para A and B of Part A of Schedule III of the SEBI (LODR) Regulations is circulated on periodical basis to all KMP / Senior Management Personnel/ Functional Heads of the Company in order to report immediately and also to keep them alert, who are being considered as relevant employees for purpose of this Policy.
- 7.2. Any event or information requiring disclosure in terms of SEBI (LODR) Regulations or as per this Policy shall be brought to the notice of the Chairman cum MD/WTG/CS/CFO immediately by the concerned employees upon occurrence with adequate supporting data/ information, to facilitate prompt and appropriate disclosure thereof to the Stock Exchanges.
- 7.3. All relevant employees who come across any reported event or information in the Mainstream Media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of SEBI (LODR) Regulations or as per this Policy shall be brought to the notice of the Chairman cum MD/WTG/CS/CFO immediately. This policy is subject to any change required to be made pursuant to SEBI LODR Amendment with respect to assisting employees in identifying potential material events.

8. DISCLOSURE

All the material events as detailed above shall be reported to the Stock Exchange by the Compliance Officer within the stipulated time frame as per the Regulations, Circulars / Guidance Note prescribed by SEBI.

9. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The Key Managerial Personnel (KMPs) consisting of the Chairman Cum Managing Director/ Whole- time Director, Chief Finance Officer and the Company Secretary are cumulatively responsible to determine whether the event / information is material or not and



in turn about its timeline for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

10. WEBSITE UPDATION

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted on the website of the Company at <https://aarvee.com/>.

11. POLICY REVIEW

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

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