



HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

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<b>Policy applies to</b>	The Company Board of Directors, Key Managerial Personnel, all employee levels and support staff
<b>Approving Authority</b>	Board of Directors
<b>Officer responsible</b>	Company Secretary & Compliance Officer of the Company
<b>Approval Date:</b>	05/11/2015
<b>Effective Date</b>	01/12/2015
<b>Date of Last Revision</b>	This Policy has been modified by the Board of Directors at their meeting held on 13.10.2023.

## **POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION AND WEB ARCHIVAL POLICY**

### **1. Introduction:**

- 1.1 Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Archival Policy.
- 1.2 Accordingly, Hathway Bhawani Cabletel & Datacom Limited ('HBCDL' or the 'Company') herein sets out a Policy for determination of materiality of events and information and disclosure thereof and Web Archival Policy (hereinafter referred to the 'Policy').

### **2 Scope:**

This Policy is applicable to Hathway Bhawani Cabletel & Datacom Limited

### **3 Policy:**

- 3.1 Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, the Company shall consider the criteria(s) mentioned below.
  - 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; or
  - 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 Company;
    - ii. two percent 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;
    - 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 Company.

In case where the criteria specified in point no (i), (ii) and (iii) of 3.1 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 Company, the event or information is considered material.

An illustrative list of events / information which shall be disclosed to the stock exchanges on application of guidelines of materiality given above is attached as **Annexure I**

Events / information specified in Para A of Part A of Schedule III of the Listing Regulations shall be disclosed without application of materiality guidelines

#### **4. Guidance on occurrence of event / availability of information**

- 4.1 The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.
- 4.2 In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
- 4.3 In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

Sub-clause 4.1, 4.2 and 4.3 as mentioned above, shall be subject to guidance provided by the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as amended from time to time.

#### **5. Implementation:**

To give effect to the requirements under the Listing Regulations, the Board has authorized the Compliance Officer of the Company for determining the materiality of an event and ensuring overall compliance of this Policy.

#### **6. Disclosure:**

- 6.1 The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the Listing Regulations 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 of the Company 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 Company;
  - (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.
- 6.2 The intimation of outcome of meeting of the Board of Directors shall also contain the time of commencement and conclusion of the Meeting.

- 6.3 All other events covered in the Annexures shall be intimated to the stock exchanges as per the timelines prescribed in the Listing Regulations.
- 6.4 The Company shall explain to the stock exchanges any delay in such disclosure beyond the timelines prescribed in the Listing Regulations.
- 6.5 The disclosure of events/information of price sensitive nature (such as decision on declaration of dividend) shall be made on receipt of approval of the event by the Board of Directors pending the shareholder's approval. Further, in case in-principle approval or approval to explore (which is not final approval) is given by the Board of Directors, the same shall not require disclosure.
- 6.6 The Company shall ensure that the updated disclosure with respect to the material event / information is made to the stock exchanges on a regular basis till such time the event / information is resolved / closed, with relevant explanation.
- 6.7 The Company shall also disclose all such events or information with respect to subsidiaries which are material for the company.
- 6.8 The Company shall also make disclosure of events / information as may be specified by the Securities and Exchange Board of India from to time.

## **7. Website Disclosures and Archival**

- 7.1 The event / information disclosed to the stock exchanges under this Policy shall also be placed on the website of the Company for a minimum period of five years or for such other period, if the period prescribed shall be more than five years by the Listing Regulations and /or the Securities Laws as defined in the Listing Regulations.
- 7.2 After completion of the minimum period of five years or such other period as prescribed by the Listing Regulations and/or Securities Laws the events or information shall be archived by the Company for a further period of two years. Thereafter such events or information may ceased to be displayed on the website of the Company.

## **8. Amendment**

Any subsequent amendment / modification in the Listing Regulations or any other governing Act / Rules / regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and / or amended to that extent, even if not incorporated in this Policy.

## **Annexure I**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the Company:
  - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
  - (b) adoption of new line(s) of business; or
  - (c) closure of operations of any unit, division or subsidiary (entirety or piecemeal).
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) 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9. Frauds or defaults by employees of the Company which has or may have an impact on the Company.
10. Options to purchase securities including any ESOP / ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

14. Any other information / event viz. major development that is likely to affect business e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable securities holders of the Company to appraise its position and to avoid the establishment of a false market in the securities of the Company.
15. Occurrence of any event or availability of information which is not specified pursuant to the Regulation 30 of the Listing Regulations, but which may have material effect on the Company.