



ABANS ENTERPRISES LIMITED

**POLICY ON DETERMINATION OF MATERIALITY
OF EVENTS AND INFORMATION DISCLOSURES**

Approved by	Board of Directors on 25-04-2017
Last amended by	Board of Directors on 2023-24
Reviewed and revised by	Board of Directors on 05-02-2026

Abans Enterprises Limited
CIN: L74120MH1985PLC035243

Registered Office: 36,37,38A, 3rd Floor, 227, Nariman Bhavan,
Backbay Reclamation, Nariman Point,
Mumbai – 400 021
Email: compliance@abansenterprises.com
Website: www.abansenterprises.com/
Tel: +91 22 68170100| Fax: 02261790000

POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION

1. PREFACE

Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR 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.

Accordingly, **Abans Enterprises Ltd** (‘AEL’ 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. DEFINITIONS:

The definitions of some of the key terms used in this Policy are given below.

- a. **“Act”** means the Companies Act, 2013 and the rules framed thereunder and any amendments made thereto;
- b. **“Authorised Person”** means any person as may be designated by the Board of Directors for determining the materiality of an event or information and for the purpose of making disclosures to the stock exchanges;
- c. **“Board of Directors” or “Board”** shall mean Board of Directors of Abans Enterprises as constituted from time to time;
- d. **“Company”** shall mean **“Abans Enterprises Ltd”**;
- e. **“Key Managerial Personnel”** mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013;
- f. **“SEBI LODR Regulations/ Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and any amendments thereto;
- g. **“Material Event” or “Material Information”** shall mean such event or information as may be determined in terms of Point 5 of the Policy or as per SEBI LODR Regulations. In the Policy, the words, “material” and “materiality” shall be construed accordingly;
- h. **“Material Subsidiary”** shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the SEBI LODR Regulations;
- i. **“Policy or This Policy”** means, “Policy for determination of materiality of events and information and disclosure thereof”

- j. **“Relevant Employees”** shall encompass the head of the departments of the Company and one level below such Functional heads, head of departments and shall include employees of the Company who deals with or comes into possession of potential material event or information in the course of the performance of his/ her duties.
- k. **“SEBI”** means the Securities and Exchange Board of India.
- l. **“Turnover”** shall have the meaning assigned to it in Section 2(91) of the Act;

3. INTERPRETATION

All words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, as amended, and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

4. OBJECTIVE

The objectives of this policy are as follows:

- a. To determine the materiality of events or information of the Company and the disclosure of such events or information to the stock exchanges in compliance with the Regulations
- b. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly traded company as laid down by the SEBI LODR Regulations, various Securities Laws and any other legislations (In India and Overseas).
- c. To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information.
- d. To ensure that to the best of the knowledge of the Management, the corporate documents and public statements are accurate and do not contain any misrepresentation.
- e. To protect the confidentiality of Material/Price sensitive information within the context of the Company’s disclosure obligations.
- f. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- g. To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.
- h. To determine materiality thresholds of events/information mentioned in Regulation 2(1)(n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, which are likely to materially affect the price of the securities (constituting UPSI). The Compliance Officer appointed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 may consult the Authorised Person to determine whether the event / information warrants Trading Window Closure and the appropriate stage for Closure and Opening of Trading Window.

To evaluate the information submitted by the key managerial personnel, directors, promoter, promoter group or relevant employees of the Company about any potential material event or information and to determine if disclosure is required to be made to the Stock Exchanges.

- i. To review the event or information requiring disclosure to the Stock Exchanges in terms of the provisions of Regulation 30 of the SEBI LODR Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, unless disclosure of such communication is prohibited by such authority.

5. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Events/Information shall be considered as Material if it meets any of the following criteria:

- a. the event or information is in any manner unpublished price sensitive information;
- b. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- c. 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;

Note: "significant market reaction" Significant market reaction may be assessed against scrip price, as per the parameters specified by the stock exchange(s).

- d. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) 2% of turnover, as per the last audited consolidated financial statements of the Company;
 - (2) 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;
 - (3) 5% of the average of absolute value of profit or loss after tax, as per the last three years audited consolidated financial statements of the Company; and

'Expected impact in terms of value' of an event/information, shall be computed in a manner as to the Company should, where applicable, shall consider the expected impact in the four ensuing quarters (including the quarter in which the event occurs if the event occurs in the first 60 days of the quarter).

In terms of the SEBI Master Circular dated November 11, 2024 with respect to the Disclosure of events/information, if 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.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the timelines specified in the SEBI Circulars issued from time to time. Quantitative criteria would be calculated based on the latest audited consolidated financial statements of the Company.

- e. any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material

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

The occurrence of material events/information could be either emanating from within or outside the listed entity by the Company's own accord or for reasons not in the hands of the Company. It can be categorized as under:

- 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.

In respect of the events under 6(a), the events/information can be said to have occurred upon receipt of approval of the Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders

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 of Directors, pending Shareholder's approval. Approvals other than final approvals, such as in-principle approvals, exploratory approvals etc. will not require disclosure under this Policy.

In respect of the events under 6(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 entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

7. AUTHORIZE DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE

In order to ensure that the Company complies with the disclosure obligations under Regulation 30 of the SEBI LODR Regulations, the Board has established an internal system for reporting any event or information which may require disclosure so that the said event or information, as the case maybe ,can be properly assessed and a decision can be made regarding its disclosure to the stock exchanges. Under the system, the Relevant employee/(s) shall be responsible for identifying pertinent events/information as mentioned in Part A of Schedule III of Regulation 30 of the SEBI LODR Regulations which has potential to be classified as material events/information.

The details can be submitted to the authorized persons by the Relevant Employee using written communication methods such as emails, internal memos, or any other appropriate means.

The Board will authorize Directors and Key Managerial Personnel (KMPs) of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s).

The materiality of events/ information outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person(s) should exercise his/her own independent judgement while assessing the materiality of events associated with the Company. Details of above KMPs shall be also disclosed to the Stock Exchange(s) and as well as on Company's website.

8. DISCLOSURES OF EVENTS OR INFORMATION

- a. In accordance with Amended Regulations, all events or information which are material shall be first disclosed to Stock Exchanges as soon as reasonably possible and as per the timelines prescribed under Regulation 30(6) of the SEBI LODR Regulations.
- b. Events/information listed under Para A of Part A of Schedule III to the SEBI LODR Regulations shall deemed to be material events and the Company shall make disclosure of such events without application of the materiality threshold., within the prescribed timelines and in the manner required by the SEBI LODR Regulations, in the following manner:
 1. For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting;

In case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, all material events/ information for which decision is taken in a Board meeting may be disclosed within three hours from the closure of the board meeting.

In case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

2. For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
3. For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty four) hours from the occurrence of the event or information.

Provided that if there is a claim against a Company under any litigation or dispute, other than tax litigation or dispute and if all the relevant information is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company

The disclosure is to be made as per above prescribed timelines in following manner:

- i. inform the stock exchanges in which the securities of the Company are listed;
- ii. upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

- c. Events/ information listed under Para B of Part A of Schedule III to the SEBI LODR Regulations shall be considered as material if they meet the criteria and materiality thresholds prescribed under Regulation 30(4)(i) of the SEBI LODR Regulations and the same shall be disclosed to the Stock Exchanges, within the prescribed timelines and in the manner required by the SEBI LODR Regulations.
- d. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- e. The Company shall disclose all events or information with respect to its Material Subsidiaries.
- f. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- g. In case where an event occurs or information is available with the Company, which has not been indicated in Para A or Para B of Schedule III of the SEBI LODR Regulations, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.
- h. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

However, Company can provide defense for non-compliance with the timelines specified above if there is any reasonable delay on account of:

- a) force majeure event,
- b) time taken for completion of prima facie assessment of materiality for certain relevant events (such as orders, fraud, winding-up petitions, action initiated, claims made against listed entity, etc.), or
- c) information / event relating to subsidiary, director, key managerial personnel, senior management or promoter (where the company is not directly involved), etc.

Explanation I: Disclosure of an event under Para B of Part A of Schedule III would be required to be made if the gross amount involved in such event exceeds the materiality threshold. However, Company may disclose details of indemnity and insurance claims which could mitigate the expected impact, if any, in respect of such event to provide more context while making the disclosure.

Explanation II: The timelines stipulated above for making disclosures to the stock exchanges would begin once an officer of the Company becomes aware of the occurrence of an event / information, through credible and verifiable channels of communication.

9. POLICY REVIEW

The Board of Directors shall be empowered to amend, modify, review and interpret this policy and such amendment/ modification shall be effective from date of approval/ review or such date that the Board may notify in this behalf.

Should there be any inconsistency between the terms of the Policy and the Regulations, the provisions of the Regulations shall prevail.

Any amendments to the Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

10. WEBSITE DISCLOSURES AND ARCHIVAL

The Company shall disclose on its website all such events or information which have been disseminated to the Stock Exchanges under this Policy for such period as provided in the Regulations and thereafter as per the archival process followed by the Company.

This Policy is updated in accordance with the requirements of the Amended Regulations and other SEBI Circular(s) specified in this regard. This Policy applies to disclosure of events or information which are material to the Company and does not dilute any requirement specified under the provisions of the SEBI LODR Regulations.
