

COSMO FIRST LIMITED
(Formerly Cosmo Films Limited)

POLICY ON DETERMINATION

OF

MATERIALITY OF EVENTS OR INFORMATION

FOR MAKING DISCLOSURE

1. Purpose

The purpose of this policy is to ascertain the requirement of disclosure of events or information to stock exchange(s) and defining criteria for determining materiality of events and information specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations, 2015.

2. Disclosure of Event or Information

The company shall make disclosure of any events or information to the stock exchanges on a timely basis as follows:

- 2.1 Events or information as stated in Annexure-1 shall be disclosed immediately in line with the Clause 4 mentioned herein below.
- 2.2 Events or information as stated in Annexure-2 shall be disclosed based on the application of materiality as referred in Clause 3 in line with Clause 4 mentioned herein below.
- 2.3 Any other events or information 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 the holders of securities of the company to appraise its position and to avoid the establishment of a false market in such securities, shall be disclosed by the company in line with the Clause 4 mentioned herein below.
- 2.4 Events or information with respect to subsidiaries which are material for company shall be disclosed by the company in line with the Clause 4 mentioned herein below.
- 2.5 Events or information which may have a material effect on the company and/or as specified by the Board of Directors and recommended by Audit Committee of the Company from time to time and/or such other events or information prescribed by the SEBI or any other authority for disclosure, from time to time shall be disclosed by the company in line with the Clause 4 mentioned herein below.

3. Criteria for Determining Materiality of Events/ Information

- 3.1 The Company shall consider the following criteria for determining the materiality of the events

- 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;
- c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event / information may be treated as being material if in the opinion of the Board of Directors, the event or information is considered material.

3.2 The Board shall authorize the Key Managerial Personnel of the Company from time to time for determining materiality of an event or information other than those mentioned in Annexure 1 to this policy.

3.3 The procedure to be followed in relation to the lodgment of announcement of event/information is as follows:

- i. **Prepare draft announcement to the Stock Exchanges:** The Company will prepare draft announcement to the Stock Exchanges which is factual and expressed in clear manner.
- ii. **Lodge Announcements:** The Company Secretary on behalf of the Company will lodge or arrange for lodgment of the announcement with the Stock Exchanges.
- iii. **Post announcement on website:** After lodgment of the announcement with the Stock Exchanges, the Company Secretary will arrange to place it on the website of the Company. All the announcements made under this Policy shall be kept on the website as per the Archival Policy of the Company.

4. Time Limit for Disclosure

The Company shall make disclosure to Stock Exchange(s) of all events specified in Clause 2 of this policy, as soon as reasonably possible but **not later than twenty four hours** from the occurrence of event or information and/or on becoming aware of it.

Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the company shall, along with such disclosures provide explanation for delay.

Provided further that disclosure with respect to events specified in Point 4 of Annexure-1 of this policy, shall be made within thirty minutes of the conclusion of the board meeting.

5. Guidance on Occurance of event/availability of information

- 5.1 The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.
- 5.2 In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
- 5.3 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.

6. Applicable Laws

- 6.1 In case the provisions of this Policy are in conflict with the provisions of the applicable law (including provisions of the Companies Act or the Regulations) or provisions of the applicable law or any interpretation thereof are more beneficial than the provisions of this Policy, the provisions of the applicable law and the relevant interpretation thereof shall supersede the provisions of this Policy and the Company shall be entitled to act in accordance with such provisions of the applicable laws and any interpretation thereof. All actions taken by the Company in accordance with such applicable laws shall be deemed to be in consonance with this Policy.
- 6.2 This Policy shall be disclosed on the website of the Company and a link thereto shall be provided in the Annual Report.

7. Amendment

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

Events which shall be disclosed without any application of the test of 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 company or any other restructuring.

Explanation: For the purpose of this sub-para, the word '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 -

a) 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;

b) There has been a change in holding from the last disclosure made under sub-clause a) of clause (ii) of the Explanation to this sub-para 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 Rating(s).

4. Outcome of Meetings of the board of directors: The Company 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 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),(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 company 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.

(7A) Resignation of Auditor including reasons for resignation: In case of resignation of the auditor, detailed reasons for resignation as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

(7B) Resignation of Director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the detailed reasons for the resignation of independent directors as given by the said director along with confirmation provided by the Director that there are no other material reasons other than those provided shall be disclosed to the stock exchanges by the listed entities

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 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;

ANNEXURE 2

Events which shall be disclosed upon application of test of materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division other than in the ordinary course of business;
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 launches other than in ordinary course of business;
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).
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.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

This document was approved by the Board of Directors at its meeting held on January 25, 2016. First Modification approved by Board of Directors on May 15, 2019 (effective from April 1, 2019)