

POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS



Epigral Limited

(formerly known as **Meghmani Finechem Limited**)
Epigral Tower, Behind Safal Profitaire, Corporate Road
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1. OBJECTIVE

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations').

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

2. DEFINITION

"Act" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

"Board of Directors" or "Board" means the Board of Directors of Epigral Limited, as constituted from time to time.

"Company" means Epigral Limited.

"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.

"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 Regulations.

"Policy" means this Policy on criteria for determining Materiality of or information and as may be amended from time to time.

"Regulations" mean Securities and Exchange Board of India (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.

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



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3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

- A. The Company shall disclose all such events as are specified in Para A of Part A of Schedule III of the Regulations (as applicable from time to time) without any application of the guidelines for materiality, as specified in Regulation 30 (2) of the Regulations and in accordance with requirements of the SEBI Circulars as applicable from time to time.
- B. The Company shall disclose all such material events or information as specified in Para B of Part A of Schedule III of the Regulations subject to application of guidelines for materiality i.e.
- (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:
 - (1) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (2) 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;
 - (3) 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.
 - (d) In case where the criteria specified in sub-clauses (a), (b) and (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.

4. DISCLOSURES OF EVENTS OR INFORMATION

- A. All events/information identified as material in line with the Regulations and under this Policy shall be disclosed 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 in which the decision pertaining to the event or information has been taken;



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- (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:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines: Provided further that in case the disclosure is made after the timelines specified under the Regulations / Policy, the Company shall, along with such disclosure provide the explanation for the delay.

- B. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- C. The Company shall disclose all events or information with respect to its Material Subsidiary.
- D. 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.
- E. Where an event occurs or information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of the Regulations, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.
- F. 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.
- G. An event or information required to be disclosed by the Company in terms of the provisions of the Regulations / Policy, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

5. AUTHORITY TO KEY MANAGERIAL PERSONNEL

Mr. Maulik Patel, Chairman & Managing Director and Mr. Gaurang Trivedi, Company Secretary of the Company shall severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy.



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6. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

The amendments to this Policy has been approved by the Board of Directors at its meeting held on 6th November, 2023.

7. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Regulations; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the Policy shall remain in force.

8. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company. This Policy shall also be hosted on Company's intranet, if any.



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