POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS & INFORMATION

1. PREFACE:

The Board of Directors (the 'Board') of Sri Adhikari Brothers Television Network Limited (the 'Company') has approved the policy for determination of materiality of events & information (the 'Policy') at its Meeting held on 12th February, 2016. 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 (the 'Regulations').

2. OBJECTIVE:

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

3. EFFECTIVE DATE:

This Policy is effective with immediate effect.

4. DEFINITIONS:

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

ii. **"Board of Directors"** or **"Board"** shall mean the Board of Directors of SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED, as constituted from time to time.

iii. **"Company"** shall mean SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

iv. **"Listing Agreement"** shall mean an agreement entered or proposed to be entered into between a recognized stock exchanges and the Company pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended from time to time.

v. **"Material Events" or "Material Information"** shall mean such events or information as set out in the Schedule or as may be determined in terms of Clause 6 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD. MUMBAI

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vi. **"Policy"** shall mean this Policy for Determination of Materiality of events or information and as amended from time to time.

vii. **"Regulations"** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

viii. **"Schedule"** shall mean 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 Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

ix. **"Words"** importing the singular number include, where the context admits or requires, the plural number and vice versa.

x. Words importing the masculine gender also include the feminine gender and neuter gender.

5. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS:

The respective Heads of the Department (Designated Officers) who are responsible for relevant areas of the Company's operations to which any item of information relates must report to Chairman and Whole Time Director, Vice Chairman and Managing Director and, Associate Vice President Finance & Accounts and CFO of the Company (hereafter referred as "key managerial personnel") any event / information which is material as defined in this policy or of which Designated Officer is unsure as to its materiality. The Company Secretary of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.

On receipt of a communication of a potential material event / information, the key managerial personnel shall:

i. Review the event / information and take necessary steps to verify its accuracy;
ii. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations under this policy and take necessary actions as per Clause 6 & 7 of this policy.

If the key managerial personnel are not certain about the materiality of any event / information, they may refer matter for external legal advice for appropriate guidance thereafter.

6. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

Certain information is *per se* Material Information as defined in the Regulations (Clause 36 of the existing Listing Agreement). An illustrative list of such Material event / information is attached as **Annexure A.**

Besides *per se* Material Information, materiality of an event / information must be subject to the following criteria:

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-clause (a) and (b) are not applicable, an event/ information may be treated as being material if in the opinion of the Board of the Company, the event/information is considered material.

An illustrative list of such Material event/ information is attached as **Annexure B.**

7. DISCLOSURES OF EVENTS OR INFORMATION:

a. Events specified in **Annexure A** are deemed to be material event / information and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:

1. Inform the stock exchanges on which the securities of the Company are listed;
2. 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 the delay.

Provided further that disclosure with respect to events specified in **Point 4 (Outcome of Meetings of Board of Directors)** of **Annexure A** shall be made within thirty minutes or such other time as appropriate of the conclusion of the board meeting.

b. The Company shall make the disclosure of events/information as specified in **Annexure B** based on application of guidelines for determining Materiality as per clause 6 of the Policy.

All the above disclosures will be hosted on the website of the Company for a minimum

period of five years and thereafter archived in accordance with the Company's policy for Preservation of Documents.

The Company shall disclose all events or information with respect to subsidiaries which are material for the listed entity.

8. COMMUNICATION AND DISSEMINATION OF THE POLICY:

This policy after duly approved by the Board of Directors shall be notified and communicated to the all employees/ functional head of respective departments of the Company. The new employees shall be informed about the policy by the Human Resource and Administration department. For all the Employees and Directors, whether existing or new, a copy of this Policy shall be posted on the Website of the Company.

9. AMENDMENTS:

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

ANNEXURE A

Events which shall be mandatorily disclosed without any further consideration of the guidelines for 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 - '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 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 credit 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 any meeting held to consider the following:

   (i) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
   (ii) any cancellation of a dividend with reasons thereof;
   (iii) the decision on buyback of securities;
   (iv) the decision with respect to fund raising proposed to be undertaken;
   (v) increase in capital by issue of bonus shares through capitalization of reserves including the date on which such bonus shares shall be credited/dispatched;
   (vi) 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 which may be to subscribed to;
   (vii) short particulars of any other alterations of capital, including calls;
   (viii) financial results;

(ix) 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 they impact management and control of the company),agreement(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 a Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or a Promoter;

7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;

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 meets and presentations on financial results made by the Company to analysts or institutional investors.

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ANNEXURE B

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;

2. Change in the general character or nature of the business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-ups, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);

3. Capacity addition or product launch;

4. Awarding, winning/ receiving, amendment or termination of awarded/won 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 the 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 divisions of the Company due to a 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) with their possible impact;

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 a guarantee or an indemnity or becoming a surety for any third party;

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12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;

13. Any other information/event/ 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.

14. Any other information as may be required by concerned authorities, from time to time.



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