POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION AND ITS DISCLOSURE TO STOCKEXCHANGE

[Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Objective

Securities and Exchange Board of India ("**SEBI**") has issued SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the "**Listing Regulations**"). In terms of Regulation 30 (4) (ii), theBoard of Directors (the "**Board**") of the Adjia Technologies Limited (the "**Company**") has adopted this Policy for determining Materiality for Disclosures (the "**Policy**") at its meeting held on December 12, 2020 for determination of materiality of events or information ("**Material Information**"), to enable the Company to promptly disclose such information or event to the Stock Exchanges, pursuant to the Listing Regulation.

The Policy sets out the guidelines for identification of events or information within the Company which are deemed to be material in the opinion of the Board of Directors.

2. Authorised Person

Regulation 30 (5) of Listing Regulations provides that the Board of Directors of the listed entity shallauthorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) under the necessary provisions of the Listing Regulation and the contact details of such personnel shall be alsodisclosed to the Stock Exchange(s) and as well as on the listed entity's website viz. groupmangalam.com.

Therefore, the Board of Directors have authorised the Key Managerial Personnel of the Company, Mr. Roshan Kumar Rawal, Managing Director and CEO, and Mr. Harsh Singrodia, Company Secretary & Compliance Officer, for the purpose of determining materiality of an event or information and making disclosure to Stock Exchanges. The materiality of the event or information will be decided in consultation with business heads, plant heads, project heads and senior management personnel or persons connected with the event or information.

Powers and Responsibilities of the Authorised Person for determining material events or information within the Company:

- To review and assess the materiality of an event that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at that point in time.
- The disclosure shall be finalised in consultation with the Managing Director and CFO and in hisabsence, Executive Director or Company Secretary. For this purpose, the relevant details of event or information shall be sent to the Authorised Persons promptly or as soon as practicable to enable its disclosure to the Stock Exchanges.
- To make required disclosures within the stipulated time of actual occurrence of an event or information, after ascertaining facts.
- To disclose material developments on a regular basis, till such time the event or transaction isresolved/ closed, with relevant explanations.
- To consider such other events or information that may require disclosure to be made to the Stock Exchanges which are not explicitly defined in the Listing Regulations and determine themateriality, appropriate time and contents of disclosure for such matters.
- To disclose material events or information with respect to the subsidiaries of the Company.

3. Deemed material events or information

Events or information specified in Para A of Part A of Schedule III of the Listing Regulations are required to be disclosed irrespective of application of any quantitative or qualitative materiality thresholds as these are "deemed" to be material. The applicable events (also referred to as "**deemed disclosures**") are given in ***Annexure-1***.

4. Guidelines for materiality assessment

- The events or information specified in Para B of Part A of Schedule III of the Regulations, which will be disclosed based on application of materiality criteria, are given in ***Annexure-2***.
- Materiality must be determined on a case to case basis depending on the material facts and the circumstances pertaining to the information or event and would be determined based on the qualitative judgement to be exercised by the Authorised Persons.
- The following criteria will be applicable for determination of materiality of event or information:
  - the omission of an event or information, which is likely to result in a discontinuity or alteration of an event already available publicly; or
  - 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;
  - In case where the above two criteria are not applicable, an event or information may betreated as being material if in the opinion of the board of directors of the company, theevent or information is considered material.
- Any event or information having a significant risk to the reputation of the Company.
- In the opinion of the Board of Directors of the Company, the event/ information ought to be disclosed though not required to be statutorily intimated.
- The quantitative criteria as indicated in ***Annexure-2***, shall apply to events specified in Para Bof Part A of Schedule III of the Listing Regulations only and shall be used as a yardstick or reference for determining materiality and arriving at the overall decision on the event to be reported by the Company Secretary.
- Only such impact which is direct, reasonably perceivable and not remote, quantifiable and having a short-term horizon of 1-2 years, shall be considered.
- Notwithstanding anything stated in ***Annexure-2***, the Authorized Persons may apply qualitativecriteria for deeming an event/ information to be material or not in cases where aforementioned quantitative criteria cannot be ascertained/ applied reasonably.

5. Disclosure

Any event or information falling under Regulation 30 of Listing Regulations (as per ***Annexures 1*** and***2***) shall be informed to the Authorised Person(s) promptly upon occurrence, with adequate supporting data/ information, to facilitate a prompt and appropriate disclosure to the Stock Exchange. The guidance on when an event/ information has occurred as indicated in Annexure-II ofSEBI's Circular dated September 9, 2015, is reproduced as ***Annexure-3***.

Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorised Persons.

The Authorised Persons will ascertain the materiality of events or information considering their nature and relevant impact in terms of discontinuity of market information and significant market reaction in case of omission. The respective departments shall assist the Authorised Persons in this assessment.

After evaluation, the Authorised Person shall issue a suitable disclosure to the Stock Exchange(s) inconsultation with the CEO & Managing Director and in his absence, the COO & Executive Director orChief Financial Officer, pursuant to Regulation 30 of the Listing Regulations.

6. Policy review

In case of any subsequent changes in the provisions of the Listing Regulations or any other regulations which makes any of the clauses/ provisions of this Policy inconsistent with the Listing Regulations, the provisions of the Listing Regulations would prevail over the Policy and the clauses/provisions in the Policy would be deemed to be modified accordingly. The Board also, at its discretion, has the power to review and revise the Policy.

7. Disclosure on website

As required under the Listing Regulations, the Policy will be disclosed on the website of the Company viz., www.adjiatechnologies.com

Further, the Company shall disclose on its website all such events or information which have been disclosed to the Stock Exchange(s) under the Listing Regulation and such disclosure shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per the archival policy of the Company. Any change in the content of its website shall be updated within 2 (two) working days from the date of such change in content.

8. Contact detail of Authorised Person

The Authorised Person can be contacted on the following Email ID: compliance@adjiatechnologies.com

ANNEXURE: 1

Events which shall be disclosed without any application of the guidelines for materiality as specified insub-regulation (4) of Regulation (30): -

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 listed entity 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 orindirectly, 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 any dividendand 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 whichsuch bonus shares shall be credited/dispatched;

   f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve forfuture 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 listed entity 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 listed entity), 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 promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Financial Officer, CompanySecretary etc.), Auditor and Compliance.
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 orcreditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made bythe listed entity to analysts or institutional investors.

ANNEXURE: 2

Illustrative list of events which shall be disclosed upon the application of 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 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 launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts notin the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are bindingand 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 listed entity due to naturalcalamity (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 listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listedentity.
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.

ANNEXURE: 3[1]

Guidance on when an event/ information has occurred:

1. The Company may be confronted with the question as to when an event/ information can be said tohave occurred.

2. In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the Company became aware of the event/ information.

   2.1. In the former, the events/ information can be said to have occurred upon receipt of approvalof 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 bythe Board of Directors, pending Shareholder's approval.

   2.2. In the latter, the events/ information can be said to have occurred when a listed entity 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.

   Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.