

**MATERIALITY POLICY FOR DISCLOSURE OF  
EVENTS OR INFORMATION  
OF  
SARVESHWAR FOODS LIMITED**

### **1. Background:-**

'Sarveshwar Foods Limited' ("the Company") listed its securities on SME Platform. The Company is committed to follow good corporate governance practices. The Company recognizes its responsibility to its investors for disseminating material information in a fair transparent and timely manner, towards this end the Company has in place the Code of Conduct for preventing Insider Trading as also a Code of Corporate Disclosure Practices. Pursuant to the New Listing regulations of SEBI (LODR), 2015, this policy is framed for use by the Company and for the information of the Investors.

### **2. Definitions:-**

In this Policy, unless the context otherwise requires:

(a) "**Board of Directors or Board**" means the collective body of the Board of Directors of the Company.

(b) "**Chief Financial Officer**" or "**Head of Finance**", by whatever name called, shall mean the person heading and discharging the finance function of the listed entity as disclosed by it to the recognized stock exchange(s) in its filing under these regulations;

(c) "**Key Managerial Personnel**" means key managerial personnel shall include as defined under the Companies Act, 2013

1. the Chief Executive Officer or the managing director or the manager;

2. the Company Secretary;

3. the Whole-Time Director;

4. the Chief Financial Officer;

5. any other person appointed as the Key Managerial Personnel by the Board of Directors of the Company.

(d) "**Subsidiary**" means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013.

All other words and expressions used that are not defined in this Policy, but defined in the SEBI Act, 1992, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 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.

### **3. Objective of the Policy:**

The objectives of this Policy are as follows:

(a) To ensure that the Company complies with the disclosure obligations to which it is subject to as a publicly-traded company as laid down by the Listing Regulations, various Securities Laws and any other applicable legislations.

(b) To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of specific event or information.

(c) To endeavor that corporate documents and public statements are fair and do not contain any misrepresentation.

(d) To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.

(e) To provide a framework that supports and fosters confidence in the quality and integrity of material information released by the Company.

(f) To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

#### **4. Type of Information:**

The information covered by this Policy shall include “information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions” (Hereinafter referred to as “material information”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

Without prejudice to the above, the Company may make disclosure of events and information as specified by Stock Exchange from time to time.

#### **5. Persons Responsible for Disclosure:**

The Board of Directors of the Company have authorised the Managing Director, Chief Financial Officer and the Company Secretary, (Hereinafter referred to as “Authorized Persons”) to determine the materiality of an event or information and to make appropriate disclosure to the Stock Exchanges and also on the Company's website on a timely basis.

The Authorised Persons are also empowered:

(a) To seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

(b) To call for information from all its internal stakeholders including the heads of its Subsidiaries, Promoters.

The Authorized Person(s) shall have the following responsibilities for determining the material events or information:

(a) To put in place an adequate mechanism for collecting relevant information and events on a real time basis, to the extent possible, to enable appropriate disclosures under this Policy. The mechanism should include the responsibility of all internal stakeholders to report all events and information as covered in Lists 1 and 2.

(b) To review and assess an event or information that may qualify as ‘material’ and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.

(c) To determine the appropriate time at which the disclosures are to be made to the stock exchanges and on the Company's website based on an assessment of actual time of occurrence of an event or information.

(d) To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved /closed, with relevant explanations.

(e) 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 the materiality, appropriate time and contents of disclosure for such event or information.

(f) To disclose all events or information with respect to the subsidiaries, if any which are material for the Company.

#### **6. Guidelines for Assessing Materiality:**

Materiality will be determined on a case to case basis depending on the facts and circumstances pertaining to the event or information.

The following criteria will be applicable for determination of materiality of event or information:

(a) The omission of an event or information which is likely to:

- (i) result in a discontinuity or alteration of an event or information already available publicly; or
- (ii) result in significant market reaction if the said omission came to light at a later date;

(b) In the opinion of the Board of Directors of the Company, the event/ information ought to be disclosed.

#### **7. Guidance on Timing of an Event or Information:**

(a) The Company may be confronted with the question as to when an event/information can be said to have occurred.

(b) 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.

(i) In the former, the events/information can be said to have occurred upon receipt of approval of 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.

(ii) In the latter, 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 Company 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.

#### **8. Policy Review:**

The Authorized Persons may review the Policy from time to time. Material Changes to the Policy will need the approval of the Board of Directors.

In case of any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.

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

## **9. Effective Date:**

The Policy as approved by the Board of Directors shall be effective from 26<sup>th</sup> June, 2017.

## **Identification of 'Material' Group Companies:**

### ***Requirement:***

As per the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**"), "Group companies", wherever this term occurs, shall include such companies as covered under the applicable accounting standards (i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India) and also any other companies as considered material by the Board. The Policy on materiality for determination of such companies as considered material by the Board, as below, shall be disclosed in the draft red herring prospectus, red herring prospectus and prospectus issued by the Company in accordance with the provisions of the SEBI ICDR Regulations for the initial public offering of its equity shares (the "**Offer Documents**").

### ***Policy on Materiality:***

1. Companies having material relationship with **Sarveshwar Foods Limited** shall be considered to be Group Companies. For the purposes of determining material relationship, the following criteria shall be adopted:

- a) such entities being part of the Promoter Group as defined under the SEBI ICDR Regulations and the Company having entered into one or more transactions with such entities forming part of the Promoter Group that, individually or cumulatively exceeds 10.00% of the total standalone revenue of the Company, in the previous financial year and any period in respect of which, such financial statements, (such period, collectively referred to as the "**Relevant Period**").

For the avoidance of doubt, it is clarified that the above policy on materiality shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and / or such other applicable authority with respect to listed companies and that the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the offering documents and should not be applied towards any other purpose.

## **POLICY ON IDENTIFICATION OF "MATERIAL LITIGATIONS":**

### ***Requirement:***

As per the requirements of SEBI ICDR Regulations, the Company shall disclose all the litigations involving the Company/ its directors/ promoters/ group companies/ subsidiaries/joint ventures in relation to:

- (i) All criminal proceedings;
- (ii) All actions by statutory / regulatory authorities;
- (iii) Taxation - Separate disclosures regarding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount;
- (iv) Other pending litigations - As per policy of materiality defined by the board of the issuer and disclosed in the Offer Documents.

### ***Policy on Materiality:***

Other than litigations mentioned in points (i) to (iii) above, any other pending litigation involving the Company, its directors, promoters, group companies subsidiaries and joint ventures shall be considered "material" for the purpose of disclosure in the Offer Documents if -

- a) the potential financial liability/monetary claim by or against **Sarveshwar Foods Limited**, its directors, promoters, group companies, subsidiaries and joint ventures in any such pending matter(s) is 5.00% of the net profit after tax or 5% of net worth of the Company, whichever is higher, based on restated standalone summary statements of the Company;

- b) any such litigation wherein the monetary liability is not quantifiable which is or is expected to be material from the perspective of the Company's business, operations, prospects or reputation.

It is clarified that the above policy on materiality shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and / or such other governmental authority with respect to listed companies and that the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offering Documents and should not be applied towards any other purpose.

Furthermore, the above policy on materiality shall be without prejudice to the disclosure requirements prescribed under the Companies Act, 2013 and the rules thereunder with respect to disclosure of litigation, notices, disputes and other proceedings in the Offering Documents.

**IDENTIFICATION OF MATERIAL OUTSTANDING DUES TO CREDITORS:**

As per the requirements of SEBI ICDR Regulations, the Company shall make relevant disclosures in the offer documents for outstanding dues to creditors:

- (i) Based on the policy on materiality of the board of the company and as disclosed in the offer document, disclosure for such creditors.
- (ii) Consolidated information on outstanding dues to small scale undertakings and other creditors, separately giving details of number of cases and amount involved, and
- (iii) Complete details about outstanding dues to creditors as per (i) and (ii) above shall be disclosed on the webpage of the company with a web link thereto in the offer document.

***Policy on Materiality:***

For identification of material creditors, in terms of point (i) above, a creditor of the company shall be considered to be material for the purpose of disclosure in the offer documents, if amounts due to such creditor exceeds 5 % of our total consolidated trade payables as on the date of the latest consolidated financial statements included in the offer documents, for 28<sup>th</sup> of February, 2017.

**Disclosures in offer document regarding Creditors and SMEs:**

- (i) For Creditors identified as material based on the above mentioned policy, information on outstanding dues to such material creditors shall be disclosed in the offer documents alongwith the details of number of creditors and amount involved on an aggregate basis.
- (ii) For outstanding dues to small scale undertakings ("SSI") or a micro small or medium enterprises ("MSME"), the disclosure will be based information available with the company regarding the status of the creditors as an SSI or MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors. Information for such identified SSI or MSME Creditors shall be provided in the offer documents in the following manner:
  - (a) Aggregate amounts due to such creditors; and
  - (b) Aggregate number of such creditors.

**10. Website:**

The Policy shall be disclosed on the website of the Company.  
([www.sarveshwarfoods.com](http://www.sarveshwarfoods.com))