

ATV PROJECTS INDIA LIMITED

POLICY FOR DETERMINATION OF MATERIALITY

Regd. Office:

**1201, Windfall Bldg, Sahar Plaza Complex
Andheri Kurla Road, Andheri (E), Mumbai - 400059.**

CIN: L99999MH1987PLC042719

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1. BACKGROUND:

The Securities and Exchange Board of India has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on September 2, 2015 to be effective from December 1, 2015.

In terms of Regulation 30 of these Listing Regulations every listed entity shall make disclosures of every events or information which, in the opinion of the Board of Director of the listed company, is material.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 divide the events that need to be disclosed broadly in the following category:

- a) Events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be "Material Events" and the Company shall make disclosures of such events without applying any test of Materiality.

All the events as specified in Part A of Schedule III be disclosed to Stock Exchanges, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information; Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, an explanation for delay shall also be provided along with the disclosure; Provided further that disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III shall be made within thirty minutes of the conclusion of the Board Meeting.

- b) Events specified in Para B of Part A of Schedule III of the Listing Regulations shall require disclosure based on application of guidelines for materiality, if considered

“Material” by the board of directors for which powers has been delegated to Mr. H. C. Gupta, Whole Time Director & Company Secretary of the Company.

Contact details:

Name: Mr. Harish Chandra Gupta

Designation: Whole Time Director & Company Secretary

Address: D-4,ATV, Nagar, Govardhan,Chauraha, BY pass road, Maholi, Krishna Nagar, Uttar Pradesh, Mathura,281004,

Email ID: atvprojects@ymail.com

2. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

The following criteria are to be considered for determining materiality of events or information.

- Omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly.
- 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 criteria specified above are not applicable an event/information may be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

3. MANDATORY DISCLOSURE OF EVENTS / INFORMATION TO STOCK EXCHANGE WITHOUT ANY APPLICATION OF THE CRITERIA FOR MATERIALITY AS SPECIFIED IN CLAUSE 1 (a) ABOVE ARE AS FOLLOWS:

- i. Acquisition (s) including agreement to acquire, Scheme of Arrangement (amalgamation/merger/demerger/restructuring) or sale or disposal of any unit(s), division or subsidiary of the listed entity or any other restructuring.

Explanation : For the purpose of this sub para, the word “acquisition” shall mean

- Acquiring control, whether directly or indirectly, or
- 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 percent 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 2% of the total shareholding or voting rights in the said company
- ii. 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.
- iii. Revision in Rating(s).
- iv. 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 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).
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- v. 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), 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.
 - vi. Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
 - vii. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
 - viii. Appointment or discontinuation of share transfer agent.
 - ix. Corporate debt restructuring.
 - x. One time settlement with a bank.
 - xi. Reference to BIFR and winding-up petition filed by any party / creditors.
 - xii. 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.

- xiii. Proceedings of Annual and extraordinary general meetings of the Company.
- xiv. Amendments to memorandum and articles of association of the Company, in brief.
- xv. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

4. EVENTS WHICH SHALL BE DISCLOSED TO STOCK EXCHANGE UPON APPLICATION OF THE CRITERIA FOR MATERIALITY REFERRED TO IN CLAUSE 1 (b) ARE AS FOLLOWS:

- i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- ii. 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).
- iii. Capacity addition or product launch.
- iv. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- v. 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.
- vi. 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.

- vii. Effect(s) arising out of change in the regulatory framework applicable to the Company
- viii. Material Litigation(s) / dispute(s) / regulatory action(s) with impact.
- ix. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
- x. Options to purchase securities including any ESOP/ESPS Scheme.
- xi. Giving of Material guarantees or indemnity or becoming a surety for any third party.
- xii. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

5. Disclosure of Other Events / Information.

A) The occurrence of any other information / event not included in Clause 3 & Clause 4 above but such event / information is likely to affect the business of the Company e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. shall be disclosed to the Stock Exchange alongwith brief details thereof.

B) 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 to the Stock Exchange upon its occurrence.

6. Disclosure of Event / Information by the Board

Without prejudice to the generality of Clause 3, 4 and 5 above, the Company may make disclosures of event/information as specified by the Board from time to time.

7. Review of this policy:

In the circumstance any amendments are made in the provisions of the Companies Act, 2013 or Listing Regulation[s], which prescribe any provisions in this policy inconsistent with the Act or regulations, then the provisions of the respective Act or regulation[s] shall prevail over this policy and the provisions in the policy shall be modified at an appropriate time.

This policy shall be reviewed by the Board of Directors as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Board of Directors.

8. Related documents:

This Policy should be read in conjunction with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations].

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