



STEEL CITY
Securities Limited
ISO 9001:2008 CERTIFIED COMPANY

*POLICY FOR
DETERMINATION OF
MATERIALITY OF
EVENTS / INFORMATION
FOR DISCLOSURES*

1. Legal Framework:

This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the management of Steel City Securities Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

Pursuant to the Listing Regulations being issued on September 2, 2015, the Board of Directors approved the “Policy for Determination of Materiality of Events or Information” at the meeting held on the 3rd day of August, 2016. The Board shall review, and if found required, may amend this Policy from time to time.

This Policy will be applicable to the Company w.e.f. the 3rd day of August, 2016.

2. Objective:

The objective of this Policy is to serve as a guiding charter to the management for determination of material events and information, so that such events and information can be promptly disclosed in accordance with the Listing Regulations.

3. Definitions:

- (a) “**Act**” means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.
- (b) “**Board of Directors**” means the Board of Directors of the Company.
- (c) “**Company**” means Steel City Securities Limited.
- (d) “**Key Managerial Personnel**” means Key Managerial Personnel as defined under Section 2(51) of the Companies Act, 2013.
- (e) “**Listing Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) “**Policy**” means this Policy for Determination of Materiality of Events or Information, as amended from time to time.
- (g) “**SEBI**” means the Securities and Exchange Board of India.
- (h) “**Rules**” means the rules made under the Companies Act, 2013.
- (i) “**Stock Exchange(s)**” means stock exchanges which have been recognized by Securities and Exchange Board of India.

4. Events which are deemed to be material events:

All such events which have been specified in Para A of Part A of Schedule III of the Listing Regulations, and mentioned herein in Para A of Annexure 1, shall be deemed to be material events and will be disclosed by the Company without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of the Listing Regulations.

5. Events Which Are Dependent On Application Of Guidelines For Materiality:

All such events pertaining to the Company or its subsidiary(ies), which have been specified in Para B of Part A of Schedule III of the Listing Regulations, and mentioned herein under Para B of Annexure 1, shall be disclosed by the Company based on application of guidelines for materiality as stipulated in sub-regulation (4) of Regulation 30 of the Listing Regulations and mentioned herein in Clause 6.

6. Guidelines for determining materiality of events or information:

Quantitative criteria would be calculated based on audited financial statements of the last audited financial year, and would mean event/ information where the value involved or the impact:

- (a) is equivalent to ten per cent or more of the total revenue of the Company; or
- (b) is equivalent to ten per cent or more of the net worth of the Company;

whichever is lower.

Qualitative criteria would mean an event/ information:

- (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) any other 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.

Provided that:

- (a) any confidential information which if disclosed is likely to put at risk the business interest of the Company; or
- (b) any event or information arising out of it in the normal course of business shall not be disclosed even though it fulfills the criteria of materiality. The Company to that extent may make qualified disclosures to the Stock Exchanges

The Company shall disclose major developments that are likely to affect business, give brief details and any other information thereof, which is exclusively known to the Company and which may be necessary to enable the holders of securities of the Company to appraise its position and avoid the establishment of a false market in such securities.

7. Guidelines On Occurrence Of An Event / Information:

The Company shall first disclose to Stock Exchange(s) all events, as specified in Part A of Schedule III enclosed in **Annexure 1** of the policy, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information. However, if the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

The Company shall be required to make disclosures with respect to events specified in sub-Para 4 of Para A of Part A of Schedule III within thirty minutes of the conclusion of the meeting of Board of Directors.

8. Authorized Key Managerial Personnel (“KMP”) for the purpose of determining Materiality of an event or information and for the purpose of making disclosures to Stock Exchange:

The following KMPs are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) (“**Authorized Person(s)**”):

- a. Managing Director
C/o Steel City Securities Limited
49-52-5/4, Shanthipuram,
Visakhapatnam, Andhra Pradesh,
Hyderabad – 530016
Email id: gsr@steelcitynettrade.com
Tel No: (0891) 2549675-79/ 2762586
- b. Executive Director (Surveillance)
C/o Steel City Securities Limited
49-52-5/4, Shanthipuram,
Visakhapatnam, Andhra Pradesh,
Hyderabad – 530016
Email id: satya.k@steelcitynettrade.com
Tel No: (0891) 2549675-79/ 2762586
- c. Director (Operations)
C/o Steel City Securities Limited
49-52-5/4, Shanthipuram,
Visakhapatnam, Andhra Pradesh,
Hyderabad – 530016

Email id: arya.sk@steelcitynettrade.com
Tel No: (0891) 2549675-79/ 2762586

In certain cases, to ascertain materiality and for the purpose of disclosure to the Stock Exchange(s), thresholds as prescribed in Clause 6 of this Policy cannot be applied.

In such cases, while determining materiality of an event or information the KMPs may consider, amongst others, the following factors:

- (i) Whether there would any direct or indirect impact on the reputation of the Company; or
- (ii) Whether non-disclosure can lead to creation of false market in the securities of the Company; or
- (iii) Whether there would be a significant impact on the operations or performance of the Company.

Provided that:

- a. any confidential information which if disclosed is likely to put at risk the business interest of the Company; or
- b. any event or information arising out of it in the normal course of business;

shall not be disclosed. The Company to that extent may make qualified disclosure to the stock exchanges.

In case the relevant Authorized Key Managerial Person(s) perceives any doubt regarding materiality he/she may consult the Chairman or any other Director before disclosing the information to the Stock Exchange(s).

9. Amendments:

The Board of Directors 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.

10. Scope and Limitation:

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act 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 rest of the Policy shall remain in force.

11. Dissemination of Policy:

Pursuant to Regulation 30 of the Listing Regulations, this Policy and any amendment thereto shall be posted on the website of the Company.

Annexure 1

Indicative List of Events to be disclosed under Regulation 30 of the Listing Regulations

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) of the Listing Regulations and Clause 7 of the Policy:

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.- 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 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 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 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).
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 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 promoter or key managerial personnel or by Company or arrest of key managerial personnel or 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 meet and presentations on financial results made by the Company to analysts or institutional investors;

B. Events which shall be disclosed upon application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) of the Listing Regulations and Clause 7 of the Policy:

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 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 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 Company due to 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 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 guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.