



S J Logistics (India) Limited

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

Version	Effective Date	Review Date	Prepared By	Reviewed By	Approved By
1.0	September 02, 2023		Secretarial Team	Jeet Shah, Director	Board of Directors

CONTENT

Sr No	Particulars	Page No.
1.	Introduction	2
2.	Definition	2
3.	Purpose	2
4.	Principles for determining materiality of events/information	3
5.	Time frame for making the disclosure of Material Events/Information	3-4
6.	Persons Responsible for Disclosure & Process of Disclosure of Material Events/ Information	4
7.	Mechanism for assisting Authorised Officers on Disclosure	4-5
8.	Verification of Rumours	5
9.	Provisions contained in the Insider Trading Rules, 2023 on disclosure of Material Events/information:	5
10.	Limitations and Amendments	5

1. INTRODUCTION:

S J Logistics (India) Limited (the “**Company**”) has adopted this Policy for Determination of Materiality of Events/Information (the “**Policy**”) in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Applicable Law. This Policy is designed to establish principles for identifying Material Events and information that require disclosure to stock exchange, ensuring timely, adequate, and transparent disclosures to enable informed investor decisions.

2. DEFINITION:

“**Act**” means the Companies Act, 2013, together with the rules notified there under, including any statutory modifications or re-enactments thereof for the time being in force.

“**Applicable Laws**” means any other relevant laws, circulars, regulations, rule as may be amended from time to time.

“**Authorised Officer**” shall mean the officer of the Company authorised under clause 6.1. of the Policy.

“**Board of Directors**” or “**Board**” means the collective body of the directors of the Company.

“**Key Managerial Person**” or “**KMP**” means a person as defined in Section 2(51) of the Act.

“**Material Events or information**” or “**Material**” shall mean events/information stated as such under Regulation 30 of the SEBI Regulations read with Part A of Schedule III thereto.

“**SEBI Regulations**” or “**Regulations**” mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

“**Senior Management Personnel**” or “**SMP**” means the Vice Presidents of the Company and any other individual appointed by the Board.

All terms defined herein shall have the same meaning whether used in the singular or plural form, unless the context clearly requires otherwise.

3. PURPOSE

The purpose of this Policy is to establish guidelines for determining Material that require disclosure to the stock exchange in accordance with Regulation 30 of the SEBI Regulations. This Policy ensures that the Company complies with the prescribed disclosure norms and maintains transparency with investors and stakeholders. It has been formulated in alignment with Schedule III of the SEBI Regulations, which outlines the events or information that may be considered Material.

4. PRINCIPLES FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION

4.1 As per SEBI Regulations, the Company is required to make disclosure of certain Material to the stock exchange without any application of the guidelines for materiality. However, Material specified in SEBI Regulations are to be disclosed only if they meet the following criteria of materiality:

- i. the omission of an Material Event or Information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- ii. the omission of an Material Event or Information is likely to result in significant market reaction if the said omission came to light at a later date;
- iii. the omission of Material Event or Information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - a. 2% (two) percent of turnover, as per the last audited consolidated financial statements of the Company;
 - b. 2% (two) percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - c. 5% (five) percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

In case where the criteria specified above is not applicable, an event or information may be treated as being Material if in the opinion of the Board of Directors of the Company.

For events/information with respect to any subsidiary of the Company would be considered Material for the Company if the impact of the event/ information on the Company, whose value, or the expected impact in terms of value on the Company, exceeds the materiality thresholds described in clause c. and qualitative factors as determined by the authorised persons wherever required.

5. TIME FRAME FOR MAKING DISCLOSURE OF MATERIAL EVENTS/INFORMATION

5.1 All Material Event or Information in terms of this Policy or the SEBI Regulations shall be disclosed as soon as reasonably possible and unless separate timelines are specified in the SEBI Regulations, in no case later than the following:

- a. 30 (thirty) minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;
- b. 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c. 24 (twenty-four) hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that disclosure with respect to Material Event or Information for which timelines have not been specified in Part A of Schedule III shall be made within such timelines:

5.2 For the Material Events/information pertaining to the Subsidiary of the Company, the Authorised Officer may as soon as reasonably practicably considering the nature of the Material, shall disclose the particular Material to the stock exchange.

6. PERSONS RESPONSIBLE FOR DISCLOSURE & PROCESS OF DISCLOSURE OF MATERIAL EVENTS/ INFORMATION:

6.1 The MD/CEO or the CFO or the Company Secretary & Compliance Officer in consultation with the MD or CFO (hereinafter severally referred to as “**Authorised Officer**”), shall be responsible to determine the Materiality of Event/Information for the purpose of the Policy and disclose the same to the stock exchange.

6.2 The details to be provided while disclosing Material Event/Information shall be based on the requirements/guidance/principles laid down under the SEBI Regulations.

6.3 The Authorised Officer shall, with respect to the disclosures made under the Policy, make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

6.4 The Authorised Officer shall also disclose on the website of the Company all such Material Event or Information which have been disclosed to stock exchange under the Policy, and such disclosures shall be hosted on the website for a period of 5 (five) years and thereafter as per the Policy of the Company on preservation of documents.

6.5 The Authorised Officer shall provide specific and adequate reply to all queries raised by stock exchange with respect to any Material Event or Information.

6.6 The Authorised Officer shall ensure that the updated Policy is placed on the website of the Company at all times.

7. MECHANISM FOR ASSISTING AUTHORISED OFFICERS ON DISCLOSURE

7.1 SMP shall be severally responsible in promptly bringing to the notice of the Authorised Officer, any event/information which will satisfy the materiality criteria under the Policy and the SEBI Regulations.

7.2 SMP's or KMPs may additionally identify and nominate other internal stakeholder(s) from time to time to identify any potential Material Event/Information and report the same to the KMPs.

7.3 Authorised Officers shall thereafter determine the materiality of the said Material Event/Information as per the guidelines stated in this Policy and the SEBI Regulations, and if required, make necessary disclosures to the stock exchange.

7.4 Authorised Officers are authorised to implement the Policy, including taking necessary steps to create awareness amongst relevant stakeholders and establishing any internal

guidelines or processes, as required.

8. VERIFICATION OF RUMOURS

The Company shall confirm, deny or clarify any reported Material in the mainstream media which is not general in nature and which indicates that rumours of an impending specific Material Event or Information are circulating amongst the investing public, as soon as reasonably possible and within such timelines as specified in the SEBI Regulations. Further, if the Company confirms the reported event or information, it shall also provide the current stage of such Material Event/Information.

9. PROVISIONS CONTAINED IN THE INSIDER TRADING RULES, 2023 ON DISCLOSURE OF MATERIAL EVENTS/INFORMATION:

Company's Insider Trading Rules, 2023 ("Insider Rules") inter alia contain a code of practices and procedures for fair disclosure of unpublished price sensitive information. To the extent of conflict, if any, between the provisions of the Insider Rules and those of the Policy regarding disclosure of Material Events/Information, the provisions of the Policy shall prevail.

10. LIMITATIONS AND AMENDMENTS:

The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In the event of any conflict between the provisions of this Policy and of the Act or SEBI Regulations or Applicable Laws, the latter shall prevail and automatically apply to this Policy. The relevant provisions of the Policy will be amended or modified as needed to ensure consistency with the law..
