

POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

[Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”)]

1. OBJECTIVE

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

2. DEFINITION

“Act” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

“Board of Directors” or “Board” means the Board of Directors of Metal Coatings (India) Limited, as constituted from time to time.

“Company” means Metal Coatings (India) Limited.

“Key Managerial Personnel” mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013;

“Listing agreement” shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Material Event” or “Material Information” shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, “material” and “materiality” shall be considered accordingly.

“Material Subsidiary” shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations.

“Policy” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

“Regulations” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

“Schedule” means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Events / information shall be considered as Material if it meets any of the following criteria:

- (a) unpublished price sensitive information;
- (b) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- (c) 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;
- (d) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i) two percent of turnover, as per the last audited consolidated financial statements of the company;
 - ii) 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;
 - iii) 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 and
- (e) Any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.
- (f) Any continuing event or information that becomes material due to the amendments in the Regulations shall be disclosed by the company within 30 days from the regulations' being effective.

4. DISCLOSURES OF EVENTS OR INFORMATION

The Company shall make disclosure of such event or information to stock exchanges in which the securities of the Company are listed as soon as reasonably possible and not later than-

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Provided further that in case the meeting of the board of directors is being held or more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

If the relevant information on claims against the company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III is maintained in its structured digital database as per SEBI (Prohibition of Insider Trading) Regulations, 2015 the company must disclose such claims to the stock exchange within 72 hours of receiving the notice.

Provided that in case the disclosure is made after the timelines specified of occurrence of such event or information, the Company shall along with such disclosure(s) provide an explanation for delay.

Events specified in Para A of Part A of Schedule III are deemed to be material events and the Company shall make disclosure of such events without application of guidelines for determining Materiality as per clause 3 of the Policy.

The Company shall make disclosure of events as specified in Para B of Part A of Schedule III of the Regulations, based on application of guidelines for determining Materiality as per clause 3 of the Policy.

The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall disclose all events or information with respect subsidiaries which are material for the company.

The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.

In case an event or information is required to be disclosed by the company in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

In case where an event occurs or information is available with the Company, which has not been indicated in the Regulation 30, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

5. Guidelines for Rumour Verification

The Company shall confirm, deny or clarify, upon the material price movement as may be specified by the stock exchanges, any reported event or information in the mainstream media, which is not general in nature and indicates that rumour of an impending specific event or information is circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under Regulations.

6. AUTHORITY TO KEY MANAGERIAL PERSONNEL

Directors and Key Managerial Personnel(s) of the Company shall have the authority to determine Materiality of any event or information. Further, Company Secretary &

Compliance Officer of the Company and in his/her absence, Chief Financial Officer of the Company shall ensure disclosures of the same are made to stock exchange, subject to the provisions of this Policy. The details of Key Managerial Personnel(s) of the Company for the abovementioned purpose are as follows:

S. No	Name and Designation of the Key Managerial Personnel	Contact Details
1.	Mr. Pramod Khandelwal (Managing Director)	Email ID: pramod@mcilindia.net Mobile: 9811081125
2.	Mr. Ramesh Chander Khandelwal (Whole –Time Director)	Email ID: rck@mcilindia.net Mobile: 9811081909
3.	Mr. R A Sharma (Chief Financial Officer)	Email ID: rasharma@mcilindia.net Mobile: +91 9899759632
4.	Mrs. Shimpy Goyal (Company Secretary and Compliance Officer)	Email ID: cs@mcilindia.net Mobile: 9289289153

7. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013; Regulations or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

8. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.

9. AMENDMENTS

The Board may subject to the applicable laws review and 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.

Any subsequent amendment/modification in the Regulations, or applicable laws in this regard shall automatically apply to this Policy.