

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS FOR "SSG Furnishing Solutions Limited"

Under Regulation 30 (4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 Read with the schedule III of the said Regulations

1. PREAMBLE:

The Board of Directors (the "Board") of SSG Furnishing Solutions Limited (the "Company") has adopted this policy and procedure with regards to Determination of Materiality as defined below. The Board shall review and may amend this policy from time to time.

2. INTRODUCTION:

News or details that may reasonably be expected to affect a Company's stock price and thus decisions that investors make about buying or selling the Company's stock. Material events may be the addition or loss of a large customer, falling or rising sales, a merger or amalgamation, financial results above or below expectations, or a change in the Company's dividend policy. In order to enable investors to make well informed investment decisions, timely, adequate and accurate disclosure of information on an ongoing basis is essential. There is a need of uniformity in disclosures to ensure compliance in letter and spirit.

3. DEFINITIONS:

- 1) **"Audit Committee or Committee"** means Audit Committee constituted by the Board of Directors of the Company under the provisions of Listing Regulations, 2015 and the Companies Act, 2013, from time to time.
- 2) **"Board of Directors" or "Board"** means the Board of Directors of SSG Furnishing Solutions Limited, as constituted from time to time.
- 3) **"Company"** means SSG Furnishing Solutions Limited.
- 4) **"Compliance Officer"** means the officer appointed by the Board of Directors of the Company as for the purpose of this regulation from time to time.
- 5) **"Control"** shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- 6) **"Independent Director"** means an Independent Director referred to in section 149(6) of the Companies Act, 2013, and / or Regulation 16(1)(b) of the Listing Regulations, 2015.
- 7) **"Management"** means the Senior Management and Key Managerial Personnel of SSG Furnishing Solutions Limited.
- 8) **"Material Event"** reasonably be expected to affect a Company's stock price.
- 9) **"Material Unlisted Indian Subsidiary"** shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid-up capital and free reserves) exceeds 10% of its consolidated income or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.



- 10) “Significant Transaction or Arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

4. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS, THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS:

The Company shall disclose all such material events which are specified in Para A of Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The following shall be events upon occurrence of which Company shall make disclosure to Stock Exchange without any application of the guidelines for materiality as specified in sub - regulation

(4) of Regulation (30): -

- 1) Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.
- 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) New Rating(s) or 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 Board meeting, held to consider the following:
 - a) dividends 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) including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;
 - f) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited / dispatched;



- g) 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;
 - h) short particulars of any other alterations of capital, including calls;
 - i) financial results;
 - j) decision on voluntary delisting by the Company from stock exchange(s).
- i. Agreement(s) (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), 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.
- ii. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

- iii. Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad
- iv. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc., senior management, Auditor and Compliance Officer
- v. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
- vi. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation

In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.



- viii. In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
- ix. Appointment or discontinuation of share transfer agent.
- x. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
- xi. One-time settlement with a bank.
- xii. Winding - up petition filed by any party /creditors.
- xiii. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, or creditors or any class of them or advertised in the media by the listed entity.
- xiv. Proceedings of Annual and extraordinary general meetings of the Company.
- xv. Amendments to memorandum and articles of association of listed entity, in brief.
- xvi. (a) (i) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet)
- (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.
- (b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:
 - (i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - (ii) the video recordings, if any, shall be made available on the website within fortyeight hours from the conclusion of such calls;
 - (iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.



5. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES; THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS:

The Company shall disclose all such material events specified in Para B of Part A of Schedule III of the LODR Regulation subject to application of guidelines for materiality.

The Following shall be events upon occurrence of which Company shall make disclosure to Stock Exchange subject to application of the guidelines for materiality as specified in subregulation (4) of regulation (30):

I. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division:

Materiality: Lower of the below:

- Expected impact on turnover to 2% of consolidated turnover; or
- Expected impact on profit/ loss to 5% of average PAT

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):

Materiality: 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 may affect Company's share price directly or indirectly and omission of the events or information is likely to result in significant market reaction. Therefore, the event shall be considered as material event, if the turnover from such new changed business is exceeding 10% of the total turnover in the preceding financial year's audited financial results.

III. Capacity addition or product launch:

Materiality: Increasing capacity of existing plant or unit of the Company and launching any new product automatically increases the goodwill of the Company and helps to improve brand building, therefore, the event shall be considered as material event, if the turnover from such proposed business is exceeding 10% of the total turnover in the preceding financial year's audited financial results.

IV. Awarding, bagging / receiving, amendment or termination of awarded / bagged orders / contracts not in the normal course of business:

Materiality: Getting contracts are under the normal course of business but if the Company gets any extra-ordinary order; it shall be considered a material event, if the turnover from each such order or contract is exceeding 10% of the total turnover in the preceding financial year's audited financial results.

Further, an award bestowed upon the Company or any of its directors or KMP by a nationally recognized institution of the Government Agency shall be considered as a material event.



- 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.**

Materiality: 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 shall be considered material event in all cases Company.

- VI. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire, etc.), force majeure or events such as strikes, lockouts etc.:**

Materiality: Disruption of operations in the unit of the Company due to natural calamity, force majeure or strikes, lockouts, etc. exceeding 3 working days shall be considered material event in all cases Company.

- VII. Effect(s) arising out of change in the regulatory framework applicable to the listed entity:**

Materiality: Due to change in regulatory frame work applicable to Company as compliance requirement is not required to disclose to the stock exchange.

- VIII. Litigation(s) / dispute(s) / regulatory action(s) with impact:**

Materiality: Only material litigation / dispute and regulatory action is to be disclosed which have material impact of the Company's financial position exceeding 5% of the Profit after Tax or Rs.10 Lakhs or more in each case whichever is higher.

The test of material impact shall be decided by Board of Directors.

- IX. Fraud / defaults etc. by directors (other than key managerial personnel) or employees of listed entity:**

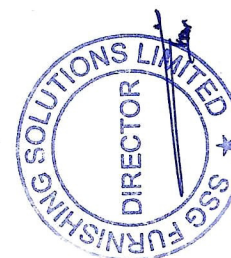
Materiality: The Company shall not disclose any fraud / defaults made by directors or employees of the Company, until the final binding order is not received by regulatory authority. After receiving final order, The Board shall decide the order should be disclosed or not. However, in case if any FIR is filed in the Police Station which are not bailable and or pending under the court having jurisdiction in the Indian Penal Court will be considered as material event.

- X. Options to purchase securities including any ESOP/ESPS Scheme:**

Materiality: The Company shall promptly disclose without applying any materiality.

- XI. Giving of guarantees or indemnity or becoming a surety for any third party:**

Materiality: Giving of guarantees or indemnity or becoming a surety for any third party is the Company's normal course of business. As Company's product is capital goods and to fulfil or perform the duty, Company has to give guarantees or surety to third party and it is



Company's normal course of Business for the guarantee value exceeding Rs. 5.00 Crores or 5% of the net owned funds as per previous audited financial statements shall be considered as material event.

XII. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals:

Materiality: The Board of Directors of the Company shall decide which licenses are key licenses and the same shall be disclosed to Stock exchange.

6. ANY OTHER INFORMATION / EVENT WHICH IS TO BE DISCLOSED BY THE COMPANY:

Major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and 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.

7. AUTHORIZE 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 KMPs are 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.

Details of above KMPs shall be also disclosed to the stock exchange as well as on the Company's website.

8. TIME LIMIT FOR DISCLOSURES OF EVENT OR INFORMATION TO THE STOCK EXCHANGE:

The Company shall disclose to stock exchange all events, as specified in Part A of Schedule III of the SEBI (LODR) Regulation, 2015, or information **within twenty-four hours from the occurrence of event or information.**

In case 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.

Disclosure with respect to events specified in sub- para 4 of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 shall be made within thirty minutes of the conclusion of the board meeting.

9. DISCLOSURES ON COMPANY'S WEBSITE AND DISCLOSURES PRESERVATION PERIOD

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange under this policy, and such disclosures shall be hosted on the



website of the Company for a minimum period of five years and thereafter as per the Documents Preservation Policy of the Company, as disclosed on its website.

10. REVIEW OF THE POLICY

The Board of directors of the Company shall review the policy on an annual basis. The authorized person shall provide regular assurance to board of directors on the effectiveness of the Policy.

Note: The above said policy was approved by the Board of Directors at their meeting held on 26th September 2023 and shall become applicable w.e.f. the date of listing of shares at the Stock Exchange.



SSG Furnishing Solutions Limited