



POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION

1. Objective & Legal Basis of the policy:

This policy has been framed in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") read with SEBI's Circular bearing reference CIR/CFD/CMD/4/2015. The Objective of this policy is determination of material events and information ("**Material Information**") to be disclosed to the Stock Exchanges to ensure that the information disclosed by the Company is timely and transparent and that the public documents and statements are accurate and do not contain any misrepresentation.

2. Definitions

In this Policy, unless the context requires otherwise:—

- a) "**Act**" means the Companies Act, 2013 and rules made thereunder, as amended from time to time.
- b) "**Board of Directors**" or "**Board**" shall mean the Board of Directors of Company as constituted from time to time.
- c) "**Company**" means "OK PLAY India Limited"
- d) "**Authorized Persons**" shall have the same meaning ascribed to it under clause 3 of this Policy.
- e) "**Policy**" shall mean this Policy on the criteria for determining Materiality of events or information and as amended from time to time.
- f) "**SEBI Regulations**" or "**Listing Regulations**" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

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

OK PLAY INDIA LIMITED

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Tel. : +91 124 2362335-36 **Fax :** +91 124 2362326 **CIN L28219HR1988PLC030347**
Website : www.okplay.in **Email :** info@okplay.in



3. Authority to Determine Materiality of Events/Information

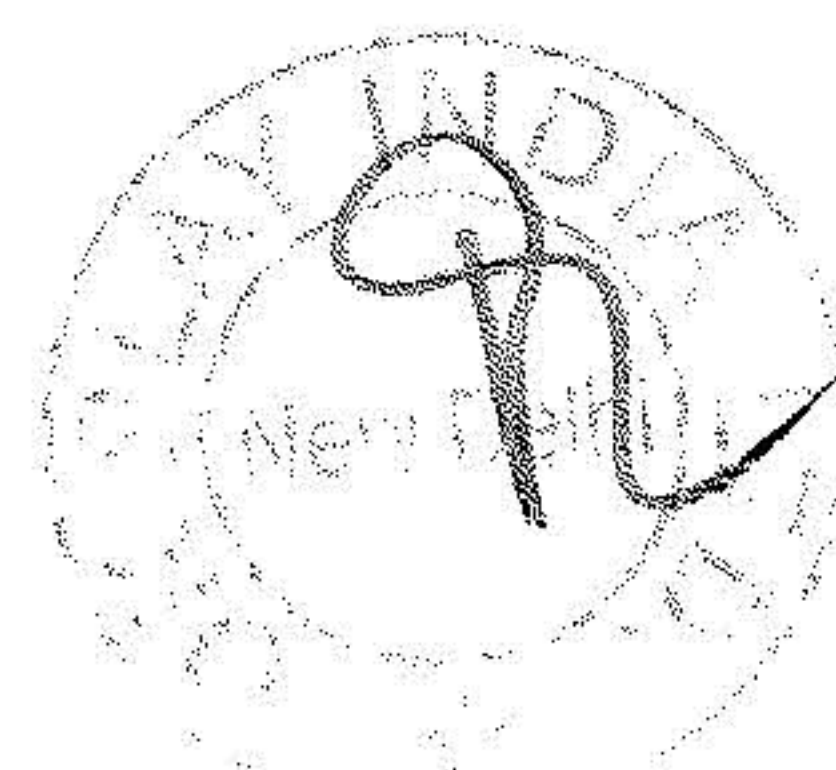
- a) The materiality or otherwise of an information or event in terms of SEBI Regulations will be determined jointly by the Managing Director and Whole-time Director(s) (hereinafter referred as "**Authorized Persons**") in consultation with the concerned Department Head, Plant Management or other responsible Senior Management Personnel, as the case may be.
- b) The "**Authorized Persons**" shall determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
- c) The "**Authorized Persons**" shall instruct the Company Secretary to disclose all events or information with respect to the Company and its subsidiaries which are material.
- d) Contact details of the "**Authorized Persons**" have been disclosed on the website of the Company viz www.okplay.co.in.

4. Guidelines for Assessing Materiality of Events/Information

- a) Materiality will be determined on a case to case basis depending on specific facts and circumstances relating to the information/event.
- b) The following criteria will be applicable for determination of materiality of event or information:-
 - i. The omission of an event or information which is likely to:
 - result in a discontinuity or alteration of an event or information already available publicly; or
 - result in significant market reaction if the said omission came to light at a later date;
 - ii. In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.

5. Disclosures of Events or Information

- a) Events specified in **Annexure-1** are deemed to be material events. The Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:



- i. inform the stock exchanges on which the securities of the Company are listed;
- ii. upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall along with such disclosure(s) provide an explanation for the delay.

- b) Events specified in **Annexure-1A** are deemed to be highly material and price sensitive events. The Company shall make the disclosure of events/information as specified in **Annexure-1A** to the Exchange(s), within 30 minutes of the closure of the meeting.
- c) The Company shall make the disclosure of events/information as specified in **Annexure-2** based on application of guidelines for determining Materiality as per Clause 4 of the Policy.

6. Archival of Disclosures

All material events / information above will be disclosed as soon as practicable as per the Listing Regulations to the Stock Exchanges. The Company shall also host all disclosures pursuant to this policy on its website viz. www.okplay.co.in. Such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the Policy for "**Retention of the Records**" of the Company.

7. Review of Policy

The "**Authorized Persons**" may review the Policy from time to time. Material Changes to be incorporates in the Policy will require Board's approval.

Should there be any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.

8. Effective Date

This policy shall be effective from 1st December, 2015.



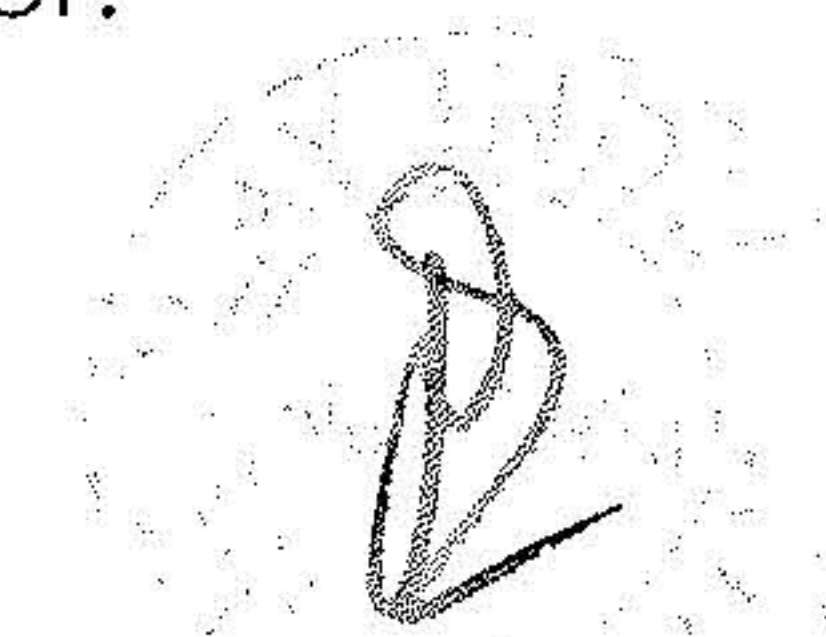
Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30)

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity 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 listed entity 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 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. Agreements (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.
5. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.

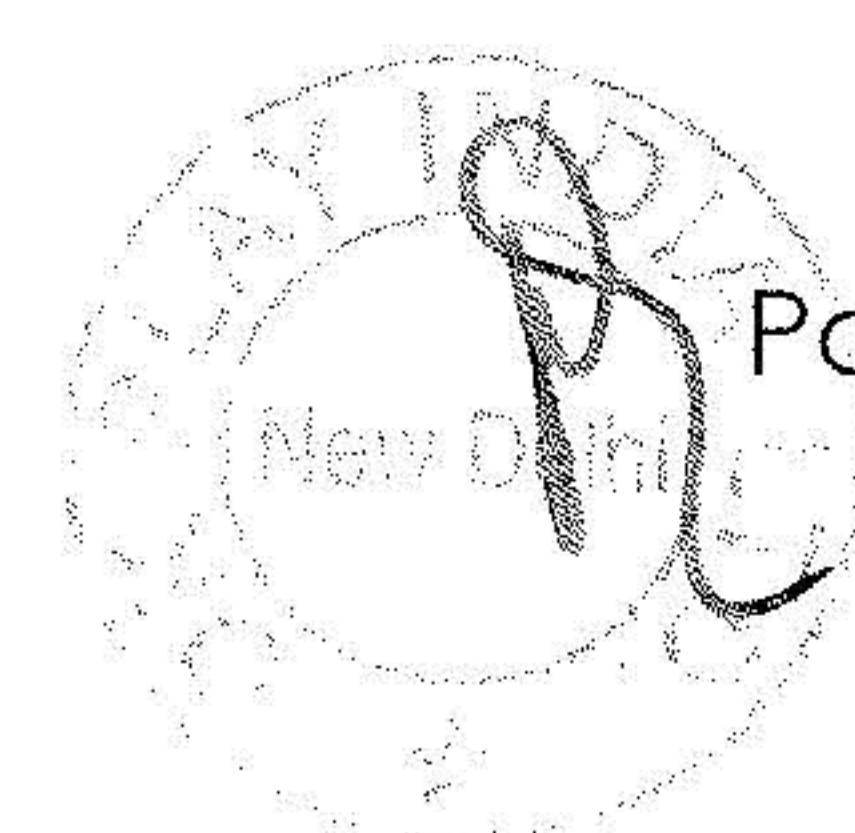
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6. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
7. Appointment or discontinuation of share transfer agent.
8. Corporate debt restructuring.
9. One time settlement with a bank.
10. Reference to BIFR and winding-up petition filed by any party / creditors.
11. 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 listed entity.
12. Proceedings of Annual and extraordinary general meetings of the listed entity.
13. Amendments to memorandum and articles of association of listed entity, in brief.
14. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

Annexure-1A

Price Sensitive Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30)

1. Outcome of Meetings of the board of directors 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;

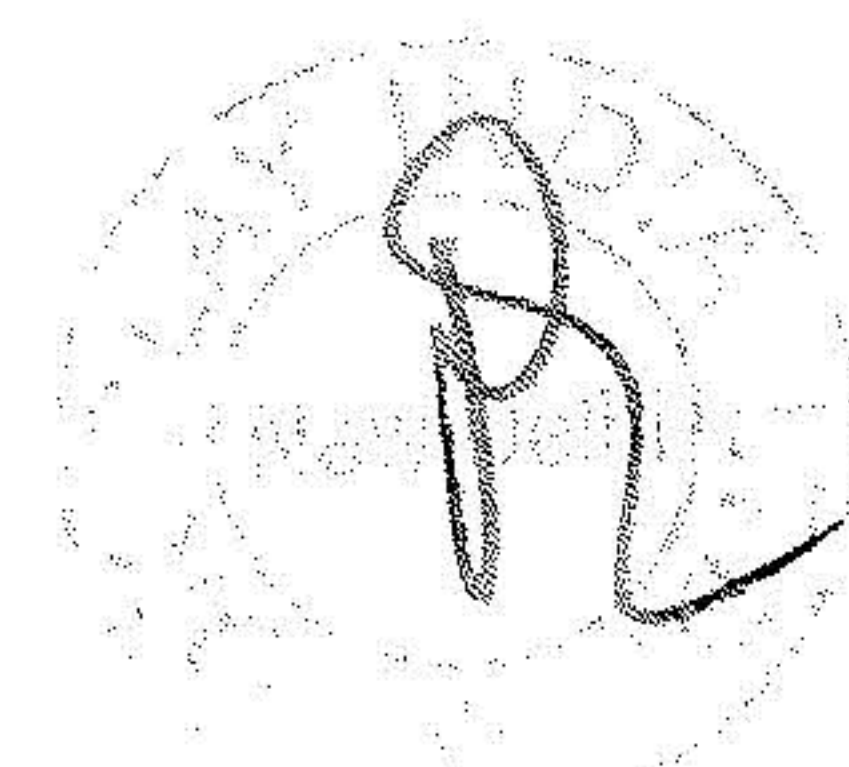


- f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- g) short particulars of any other alterations of capital, including calls;
- h) financial results;
- i) decision on voluntary delisting by the listed entity from stock exchange(s)

Annexure-B

Events which shall be disclosed upon application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30)

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 the business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-ups, 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, winning/ receiving, amendment or termination of awarded/won 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 the 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 divisions of the Company due to a 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 their possible 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 a guarantee or an indemnity or becoming a surety for any third party;
12. Granting, withdrawal, surrender , cancellation or suspension of key licenses or regulatory approvals;
13. Any other information/event/ 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

