

HINDUSTAN FOODS LIMITED

CIN L15139GA1984PLC000601

POLICY FOR DETERMINATION OF MATERIAL EVENTS/INFORMATION

1. Introduction:

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 (Listing Regulations).

2. Objective:

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.

3. Criteria for disclosure of events or information:

The Company shall consider the following criteria for determination of materiality of events/information:

- a) the event or information is in any manner unpublished price sensitive information;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; or
- 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) in case where the criteria specified in sub-clauses (a), (b) and (c) above are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of Hindustan Foods Limited, the event/information is considered material.

4. Authority to Key Managerial Personnel for determination of materiality of events/information:

The Key Managerial Personnel (KMPs) comprising the Managing Director/Whole-time Director/Chief Executive Officer and Company Secretary of the Company shall jointly or severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to the Stock Exchanges, subject to the provisions of this Policy.

Contact details:

Managing Director/Whole-time Director/Chief Executive Officer

Hindustan Foods Limited
Dempo House, Campal,

Panaji-Goa 403001
Email – ganesh.argekar@thevanitycase.com
Phone – 9892203503

Company Secretary
Hindustan Foods Limited
Dempo House, Campal,
Panaji-Goa 403001
Email – secretarial@dempos.com
Phone – (0832) 2441381

5. Disclosure of events/information on subsidiaries:

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

6. Determination of materiality:

The Company shall make disclosure of any event or information which in the opinion of the Board of Directors of the Company is material.

a. The following events shall be deemed to be material events:

- i. Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation/merger/demerger/restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the Company or any other restructuring.

Explanation. - '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 and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- ii. 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.
- iii. Revision in ratings.
- iv. Shareholder agreement, JV, Family settlement agreement, agreement / treaty / contract with media companies.
- v. Fraud/ default by promoters or key managerial personnel or by the Company or arrest of KMP or promoter.
- vi. Reference to BIFR and winding-up petition filed by any party/creditors.

- vii. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- viii. Appointment or discontinuation of share transfer agent.
- ix. Corporate debt restructuring.
- x. One time settlement with a bank.
- xi. Reference to BIFR and winding-up petition filed by any party/ creditors.
- xii. 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.
- xiii. Proceedings of annual and extraordinary general meetings of the Company.
- xiv. Amendments to memorandum and articles of association of the Company, in brief.
- xv. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

The disclosure shall be made as soon as reasonably possible and not later than 24 hours of the occurrence of events/information.

In the event that the disclosure is made more than 24 hours after the occurrence of the events/information, the Company shall along with such disclosure provide explanation for the delay.

- b. The following Events / Decisions considered material, need to be disclosed to the Stock Exchanges within 30 minutes of the closure of the Board Meeting:
 - i. Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them.
 - ii. Cancellation of dividend with reasons thereof.
 - iii. Buyback of shares.
 - iv. Fund raising proposed to be undertaken.
 - v. Increase in capital by issue of bonus shares.
 - vi. Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue.
 - vii. Alteration of capital.
 - viii. Financial results.
 - ix. Voluntary delisting from Stock Exchanges.
- c. The determination of materiality of the following events shall be based on criteria for determination of materiality of events/information.
 - i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
 - 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).
 - iii. Capacity addition or product launch.

- iv. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
 - v. Agreements (viz. Loan agreement(s) (as a borrower) or any other agreements(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
 - vi. 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.
 - vii. Effect(s) arising out of change in the regulatory framework applicable to the Company.
 - viii. Litigation(s) /dispute(s)/ regulatory action(s) with impact.
 - ix. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
 - x. Options to purchase securities including any ESOP/ESPS Scheme.
 - xi. Giving of guarantees or indemnity or becoming a surety for any third party.
 - xii. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- d. Any other information/event viz. 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.
- e. Without prejudice to the generality of para (a), (b), (c) and (d) above, the Company may make disclosures of event/information as specified by the Board from time to time.

7. Amendments:

The Board 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.

8. Dissemination of Policy:

This Policy shall be hosted on the website of the Company www.hflgoa.com and address of such web link thereto shall be provided in the Annual Report of the Company.