

POLICY FOR DETERMINING MATERIAL EVENTS AND INFORMATION

1. Objective

In terms of regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors (the "Board") of Indergiri Finance Limited (the "Company") has adopted this policy at its meeting held on 10th November 2, 2015, for determination of material events and information so that such event and information can be promptly disclosed to the stock exchanges, as per the prescribed regulations.

This Policy is effective from December 1, 2015

2. Policy

- A. Any of the Key Managerial Person(s) authorised by the Board shall determine the materiality of any event or information, classify it as a Material event or Information and for the purpose of making disclosure to the stock exchanges.
- B. Certain event and information would be *per se* Material event or Information as per regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- C. Besides *per se* Material Information, Company shall consider the following criteria for determination of materiality of events/ information:
 - (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - (b) 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;
 - (c) in case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if it has have an impact of amount equivalent to 10% or more of the total revenue of the Company or 10% or more of the Net worth of the Company, which is lower as per the last audited consolidated financial statements.

Provided that:

- a. any confidential information which if disclosed is likely to put at risk the business interest of the Company; or
- b. any event or information arising out of it in the normal course of business.

shall not be disclosed even though it fulfills the criteria of materiality. The Company to that extent may make qualified disclosures to the Stock Exchanges.

- D. In some cases, to ascertain materiality, thresholds as prescribed in clause 2.C of this policy, cannot be applied, in such cases, any of the Key Managerial Person(s) authorised by the Board shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to the information/event and while doing so, it may consider, among other factors, the following factors:
- (i) Whether there would any direct or indirect impact on the reputation of the Company; or
 - (ii) Whether non-disclosure can lead to creation of false market in the securities of the Company; or
 - (iii) Whether there would be a significant impact on the operations or performance of the Company.

Provided that:

- a. any confidential information which if disclosed is likely to put at risk the business interest of the Company; or
- b. any event or information arising out of it in the normal course of business ;

shall not be disclosed. The Company to that extent may make qualified disclosure to the stock exchanges.

(An illustrative list of Material Event and Information described in clause 2.B and 2.C of this policy is annexed.)

- E. In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard shall take precedence over the policy until such time as this policy is changed to conform to the law, rule, regulation or standard.

3. Dissemination

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Policy and any amendment thereto shall be posted on the website of the Company.

Indicative List of Events to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) and Clause B of the Policy :

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 Company 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 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-para 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. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, 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 Company from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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.
 6. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 8. Appointment or discontinuation of share transfer agent.
 9. Corporate debt restructuring.
 10. One time settlement with a bank.
 11. Reference to BIFR and winding-up petition filed by any party / creditors.
 12. 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.
 13. Proceedings of Annual and extraordinary general meetings of the Company.
 14. Amendments to memorandum and articles of association of Company, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

B. Events which shall be disclosed upon application of the guidelines for materiality as per Clause 'C' of the Policy :

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 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).
3. Capacity addition or product launch.

4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged 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 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 division of the Company due to 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 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 guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

DOCUMENTS PRESERVATION AND ARCHIVAL POLICY

1. Objective

In terms of Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors (the "Board") of Indergiri Finance Limited (the "Company") has adopted this policy at its meeting held on 10th November 2015 for preservation and archival of documents.

2. This Policy shall come into force on 01.12.2015.

3. Documents required to be preserved permanently:

Company shall preserve the documents mentioned in Table 1 permanently in physical mode or in electronic mode.

4. Documents required to be preserved for a period not less than 8 years:

Company shall preserve the documents / records as made in Table 2 for a period not less than eight years after the completion of the transaction.

5. Information to be hosted on the website of the Company

The Company shall host on its website all events and information disclosed to Stock Exchanges for minimum period of five years from the date of reporting to the Stock Exchanges.

6. Register of documents destroyed to be maintained

Company shall maintain a register and it shall enter brief particulars of the documents destroyed and all entries made therein shall be authenticated by the Secretary or such other persons as may be authorised by the Board for the purpose.

Table 1

Documents to be preserved permanently

Sr. No.	Document	Period
1.	Register of loans, guarantee, security and acquisition made by the company	Permanently
2.	Register of investments not held in its own name by the company	-do-
3.	Register of contracts with related party and contracts and Bodies etc. in which directors are interested	-do-
4.	Register of charges	-do-
5.	Register of Members including an index of the names	-do-
6.	Foreign register of members	preserved permanently, unless it is discontinued and all the entries are transferred to any other foreign register or to the principal register
7.	Minutes of General Meeting	-do-
8.	Minutes of Board or Committee Meetings	-do-
9.	Register of Renewed and Duplicate Share Certificates	-do-

Table 2

Documents with preservation period of not less than eight years

Sr. No.	Document	Period
1.	Books of Accounts including vouchers relevant to any entry in such books of account	8 financial years preceding current FY.
2.	Disclosures/ Notices by a director of his/her interest	For a period of eight years from the end of the financial year to which it relates
3.	Registers of deposits	for a period of not less than eight years from the financial year in which the latest entry is made in the register
4.	The instrument creating a charge or modification	preserved for a period of eight years from the date of satisfaction of charge by the company

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5.	Register of debenture-holders including an index of the names	Preserved for a period of eight years from the date of redemption of debentures or securities, as the case may be.
6.	Foreign register of debenture-holder	preserved for a period of eight years from the date of redemption of such debentures
7.	Annual return and copies of all certificates and documents required to be annexed thereto	preserved for a period of eight years from the date of filing with the Registrar
8.	All books and documents relating to the issue of share certificates, including the blank forms of share certificates and register of transfer of shares	not less than 8 years and in case of disputed cases, shall be preserved permanently