



SEAMEC LIMITED

A member of the **MMG**

POLICY FOR MATERIALITY OF EVENTS / INFORMATION

PURSUANT TO CLAUSE 30(4) (II) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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1. Preface:

Regulation 30 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandates that every Listed Company shall make disclosure of any events of or information which in the opinion of the Board of Directors of the Listed Company is material as well as price sensitive. The Listed Entity is required to frame a policy for determining the materiality based on criteria specified duly approved by its Board of Directors. The policy is also need to be disclosed in the website of the Company.

The Board of Directors of the Listed Entity shall authorise one or more Key Managerial Personnels for the purpose of determining materiality of an event or information for the purpose of making disclosures to the Stock Exchanges as well as uploading in the website of the Company.

In view of the above, this policy for materiality of event / information of Seamec Limited has been framed and approved by the Board of Directors of the Company to comply with the regulatory requirements of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Definitions:

In this policy, unless the context otherwise required: -

“Audit Committee or Committee” means Audit Committee constituted by the Board of Director of the Company, from time to time under provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

“Board of Directors or Board” means the Board of Directors of the Company.

“Company” means Seamec Limited.

“Key Managerial Personnel” (KMP) of the Company includes Managing Director, President & Chief Financial Officer and President- Corporate Affairs, Operations & Company Secretary, who may be authorized individually or collectively to disclose events to Stock Exchanges.

“Listing Regulations or LODR” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Material Events” means individual transactions or arrangements which in the opinion of authorised Key Managerial Personnel is significant to the operations and performance



of the Company read with Schedule III of the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Price Sensitive Information” means any information which relates directly or indirectly to the Company that is not generally available and which upon becoming generally available is likely to affect the price of securities of the Company.

“Policy” means Policy on “Materiality of Events / Information” and its Disclosure to Stock Exchanges.

“Stock Exchanges” means the recognised Stock Exchanges where the Equity Shares of the Company are listed.

3. Interpretations

Terms that have not been defined in this policy shall have the same meaning assigned to them under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 as amended from time to time.

4. Disclosures of events / information

The events to be disclosed by the Company are broadly divided into following Five Categories:

1. CATEGORY A

Covers the events to be disclosed without applying any test of materiality as per para A of Part A of Schedule III of Regulation 30.

The Company shall first disclose to stock exchange(s) of all events, as specified in Para A of Part A of Schedule III as reproduced below, or information as soon as reasonably possible and **not later than twenty four hours** from the occurrence of event or information without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of Listing Regulations:

Sr. No.	Material Events (as per Para A of Schedule III)
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 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.	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 thereof.
5.	Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of Key managerial personnel or promoter.
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 Company.
13.	Amendments to memorandum and articles of association of the Company, 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.

Note: 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.

2. CATEGORY B

Covers the material events as per sub - para 4 of Part A of Schedule III of Regulation 30.

The Company shall disclose to the Stock Exchanges all events as specified in sub-para 4 of Para A of Part A of Schedule III **within thirty minutes** of the closure of the meeting of Board of Directors / Committee of Directors held to consider the following, without any application of the guidelines for materiality.

Sr. No.	Material Events (As per Sub-para 4 of Para A of Part A of Schedule III)
1	Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid or dispatched.
2	Any cancellation of dividend with reasons thereof,
3	The decision on buyback of securities.
4	The decision with respect to fund raising proposed to be undertaken,
5	Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched,
6	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;
7	Short particulars of any other alterations of capital, including calls;
8	Financial results.
9	Decision on voluntary delisting by the Company from stock exchanges

3. CATEGORY C

Covers the events to be disclosed, if considered material as per sub-regulation 4 of Regulation 30.

The Company shall disclose to stock exchange(s) of all events within 24 hours, as specified in Para B of Part A of Schedule III as reproduced below, based on application of the guidelines for materiality, as specified in sub-regulation (4) of Regulation 30 of Listing Regulations:

Sr. No.	Events (As per Para B of Part A of Schedule III)
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 listed entity
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.

4. CATEGORY D

Covers information / events with major development within 24 hours as per para C of Part A of Schedule III of Regulation 30.

Events (As per Para C of Part A of Schedule III)

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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

5. CATEGORY E

Covers disclosure as per Para D of Part A of Schedule III of Regulation 30.

Events (As per Para D of Part A of Schedule III)

The Company shall, with respect to disclosures referred to in Listing Regulations, make disclosures updating material developments on a regular basis, as specified by Board from time to time.



5. Disclosure of events/ information on Subsidiaries

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

6. Criteria for Determination of Materiality of Events or Information:

Pursuant to Reg. 30(4). Listed entity 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 insignificant market reaction if the said omission came to light at a later date;

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 in the opinion of the Board of directors of the Company, the event / information is considered material.

7. Authorization for determining materiality and making disclosure.

The Managing Director, President (Corporate Affairs, Operations & Company Secretary) and President & Chief Financial Officer of the Company are severally and jointly authorised by the Board for the purpose of determining the materiality of an event / information for the purpose of making disclosure to the Stock Exchanges under this policy. The President (Corporate Affairs, Operations & Company Secretary) is authorised for making disclosures to the Stock Exchanges as well as uploading to the Company's Website. The Contact details of the above personnel's (KMPs) will be intimated to the Stock Exchanges. Any Change therein as maybe determined by the Board from time to time shall also be intimated to the Stock Exchanges by the authorised Personnel.

The materiality of the event outlined above are indicative in nature. There may be likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time, hence, the relevant authorised person should exercise their judgement while accessing the materiality of the event associated with the Company.

8. Website Updation / Updates to Stock Exchanges

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continues to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention & archival policy of the Company.



9. Amendment:

The Board may subject to the applicable laws amend any provisions 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.

10. Scope and Limitation

In the event of any conflict between the provisions of this policy and the Act or listing regulations or any other statutory enactments or rules, the provisions of the listing regulations of act your statutory enactments rules shall prevail over this policy.

11. Dissemination of the policy.

The above shall be hosted on the website of the Company.
