



SCANDENT IMAGING LIMITED

[Formerly known as, COUNT N DENIER (INDIA) LIMITED]

CIN NO: L93000MH1994PLC080842

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POLICY FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION *[Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

1. PREFACE:

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**herein after referred to as SEBI-LODR**), every listed entity shall make disclosures of material events or information to Stock Exchange(s). The listed entity is required to frame a policy for determination of materiality of events/information under Regulation 30(4) (ii) of the SEBI-LODR for the purpose of adequate, accurate, explicit and timely disclosures of the same to the Stock Exchanges.

Accordingly, the Board of Directors of M/s. Scandent Imaging Limited ("Company") has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy.

2. EFFECTIVE DATE :

The Policy shall be effective from 1st December, 2015.

3. OBJECTIVE OF THE POLICY:

The Company being a listed entity is obliged to comply with the disclosure requirements under Regulation 30 of the SEBI-LODR. The primary objective of the Policy is to determine the material events or information, considering the criteria mentioned in the Regulation 30(4) (i) of the SEBI-LDOR and needs to be disclosed to the Stock Exchanges in the time frame provided therein.

The Policy intends to provide guidance to the Board of Directors, Key Managerial Personnel and other employees of the Company in understanding and making decisions about disclosure of such events or information which may materially affect the performance/operation of the Company and thereby the prices of the listed securities of the Company.

Further, the Policy is designed for systematic identification, categorization, review and disclosure to the stock exchanges and hosting on the Company's website and regular updation of the events/ information which may have material bearing on the performance /operation of the Company and as a result, affect the market prices of the listed securities of the Company.



4. DEFINITIONS:

“**Audit Committee**” means the Audit Committee as constituted from time to time by the Board of Directors of the Company from time to time under provisions of SEBI LODR, 2015, and/or the Companies Act, 2013.

“**Board of Directors**” means the Board of Directors of M/s. Scandent Imaging Limited (“Company”) as constituted from time to time.

“**Company**” means M/s. Scandent Imaging Limited.

“**Key Managerial Personnel**” (**KMP**) of the Company includes Managing / Whole-time Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary, who may be authorized individually or collectively to disclose events to Stock Exchange.

“**Policy**” shall mean this Policy for determining materiality of events/information for disclosure to Stock Exchanges and as amended from time to time.

Words/Expressions used but not defined in the Policy shall have the same meaning as assigned to them in the SEBI-LODR or any modification thereto.

5. CATEGORIES FOR EVENTS/ INFORMATION :

Category-A

In terms of Regulation 30(6) (Sub Para 4 of Para A of Part A of Schedule-III) of SEBI LODR, the following events/information shall be disclosed **within 30 minutes** of the conclusion of the Meeting of the Board of Directors:

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/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 exchange(s).



Category-B

In terms of Regulation 30(6) (Para A of Part A of Schedule-III) of SEBI-LODR, the following events/information shall be disclosed **not later than 24 hours** of the occurrence of the event without any application of the guidelines for materiality specified in sub-regulation (4)(i) of the 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 Company or any other restructuring.
For the purpose of the above 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) above and such change exceeds 2% 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 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.
5. Fraud/defaults by promoter or key managerial personnel or by the Company 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 Company.
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 Company to analysts or institutional investors.



Category-C

In terms of Regulation 30(3) (Para B of Part A of Schedule-III) of SEBI-LODR, the following events/information shall be disclosed not later than 24 hours of the occurrence of the event if the impact of such event / information on the Company exceeds 10% of its gross turnover or 10% of its net worth, whichever is higher, such turnover / net worth to be based on the latest audited annual financial statements of the Company:

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, lock outs, etc.
7. Effect(s) arising out of change in the regulatory frame work 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 the 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.

In case the materiality threshold indicated above cannot be applied to a particular event/information, the Company will disclose such event/information:

- (a) when 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) when 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) above are not applicable, an event/information may be treated as material if in the opinion of the Managing Director and Company Secretary of the Company the event / information is material.



Category- D

In terms of Para C of Part A of Schedule-III of SEBI-LODR any other information/event viz. major development that is likely to affect business shall be disclosed **not later than 24 hours** of the occurrence of the event e.g. emergence of new technologies; expiry of patents; and 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.

Further in terms of Regulation 30(12) of the SEBI-LODR in case where an event occurs or any information is available with the Company, which has not been indicated above in category A or category B or category C but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

Category - E

Managing Director and/or Company Secretary shall without prejudice to the generality of **Category A , B, C and D** specified above, may disclose any other event/information within the prescribed time as required by the SEBI.

6. PROCEDURE FOR DISCLOSURE:

The Functional Director(s)/Head of Department(s) of the Company shall be communicated regarding the requirements under this Policy. The concerned Functional Director/ Head of Department shall bring all the events/information to the attention of the Managing Director and Company Secretary in writing for their consideration. The said written communication shall contain all the required information as required under SEBI-LODR and shall be communicated to the Managing Director and Company Secretary well in time so that the requirements of this Policy can be adhered to. Any such event/ information, which is brought to the notice of the Managing Director and Company Secretary and they opine that the same is required to be disclosed to the Stock Exchange(s), shall be disclosed in terms of this Policy.

7. AUTHORITY TO KEY MANAGERIAL PERSONNEL:

The Managing Director and Company Secretary are designated as Key Managerial Personnel ("KMP") by the Board of Directors, who is authorized on behalf of the Company to determine whether the event / informations are material or not for disclosure to the Stock Exchanges in accordance with this Policy.



8. DELAY IN DISCLOSURES/UPDATION/REPLIES TO THE STOCK EXCHANGE(S):

- (a) In case any disclosure of any event or information required to be made in accordance with this Policy is made to the Stock Exchange(s) 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) Any event/information which has been disclosed to the Stock Exchange(s) in accordance with this Policy shall be updated regularly on the basis of any material development till the event is resolved / closed with relevant explanations.
- (c) The Company shall provide specific and adequate reply to all queries raised by any Stock Exchange(s) with respect to any events or information.

9. UPDATION OF COMPANY'S WEBSITE AND DISCLOSURES TO STOCK EXCHANGE(S):

The Company shall update all disclosures of events made under the Policy to the Stock Exchange(s) on its website and such disclosures shall be continued to be hosted on the website of the Company.

10. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES:

The Company shall disclose such events/information about the subsidiary Companies if any, which are considered material in nature for the Company by the Board.

11. DEALING WITH UNAPPROVED DISCLOSURE EVENT OR INFORMATION AND/ OR RUMOURS:

The Company Secretary is hereby authorized to accept/deny any reported event/information, which is accidentally disclosed without approval or is made public by any means whatsoever including but not limited to media, electronic means. They are further authorized to respond to the rumors amongst the general public, having no basis or documentation, in the interest of the Company.

12. COMPLIANCE OFFICER:

The Company Secretary shall be the Compliance Officer for the purpose of complying with the provisions of the SEBI-LODR and shall ensure overall compliance of this Policy, including making disclosure to the Stock Exchange(s) of material event/ information.



13. AMENDMENT:

The Board of Directors is authorized to amend or modify this Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

14. POLICY REVIEW:

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

