

# JUMBO BAG LIMITED

CIN: L36991TN1990PLC019944

“S.K Enclave”, New No.4, (Old No. 47) Nowroji Road, Chetpet, Chennai 600031

## POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

### **BACKGROUND**

Jumbo Bag Limited having its securities listed on BSE Limited is committed to making disclosures of information or events as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are in the opinion of the Board of Directors are material in nature. As per the Listing Regulations the listed entities shall frame a policy for determination of materiality duly approved by the Board of Directors for disclosure of such material events information to the investors.

### **OBJECTIVES**

- a. To ensure the disclosure of events or information to the investor as mandated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. To ensure timely and adequate disclosure of information by the Company.
- c. To provide the guidelines of determination of materiality of events or information for disclosure by the Company.
- d. To maintain transparency in running the business of the Company.

### **DEFINITIONS**

For the purposes of this policy references to the following shall be construed as

“**Applicable Law**” shall mean the Companies Act, 2013 and the rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and include any other statute, law, standards, regulations or other governmental instruction with the amendments thereto as may be applicable to the Company from time to time.

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

“**Company**” refers to Jumbo Bag Limited.

“**Compliance Officer**” shall mean Company Secretary of the Company

“**Key Management Personnel**” means Chairman, Managing Director, Company Secretary, Whole Time Director, Chief Financial Officer and such other Officer as may be prescribed under Applicable law.

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

“**Material Events**” are those that are specified in Para A of Part A of Schedule III of the LODR.

“**Policy**” means the contents herein including any amendments made by the Board of Directors of the Company.

All terms not defined herein shall take their meaning from the Applicable Law.

## **AUTHORISED PERSONS**

The authority for the purpose of determining materiality of the event or information and disclosure of the same to the Stock Exchange will be made jointly by Managing Director, Chief Financial Officer and Company Secretary of the Company.

The event or information disclosed to the stock exchange and the contact details of the authorized personnel shall be hosted in the website of the Company as per the Regulation.

## **MANNER AND TIME OF DISCLOSURE**

a. The List of events given in the Annexure A as specified in Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 shall be disclosed forthright on occurrence without any application of the guidelines for materiality.

b. The List of events given in the Annexure B as specified in Para B of Part A of Schedule III of SEBI (LODR) Regulations, 2015 shall be disclosed forthright upon determination by application of the guidelines for materiality.

c. The Company shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information, except that the outcome of Board Meetings considering the specified business as per Regulation shall be disclosed within 30 minutes of the closure of the meeting.

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.

Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time.

## **CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION**

Following are the criteria for determination of materiality of events/ information:

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(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 in the opinion of the board of directors, the event / information is considered material.

## **ANNEXURE A**

### **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 Company or any other restructuring.

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;

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- i) decision on voluntary delisting by the listed entity 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 listed entity 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 listed entity.
- 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 listed entity to analysts or institutional investors;

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## **ANNEXURE B**

### **Events which shall be disclosed upon application of the guidelines for materiality referred 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 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.

### **Below are the contact details of authority for the purpose of determining materiality of the event or information and disclosure of the same to the Stock Exchange:**

<b>S.No</b>	<b>Name &amp; Designation</b>	<b>Contact Details</b>
1.	G S Anil Kumar – Managing Director	Jumbo Bag Limited “S.K Enclave”, New No-4, (Old No. 47), Nowroji Road, Chetput, Chennai 600031.  Tel: 91-44-26452325 Email: csjbl@blissgroup.com
2.	GPN Gupta – Whole Time Director cum CFO	
3.	R. Pramod Kumar - Company Secretary	