



# Yuvraaj Hygiene Products Limited

## POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT / INFORMATION

### 1. PREFACE

The Board of Directors (the "Board") of Yuvraaj Hygiene Products Limited (the "Company") has adopted the policy and procedures with regard to determination of Materiality of Events / Information which are required to be disclosed to the Stock Exchanges, in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (the "Policy"). This Policy has been formulated in accordance with Clause (ii) of sub regulation (4) of Regulation 30 of the SEBI Listing Regulations.

### 2. PURPOSE OF THE POLICY

The purpose of this Policy is to determine materiality of events / information based on critererified under clause (i) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations and to ensure that the Company shall make proper and timely disclosure of events / information specified in para A and B of Part A of Schedule III of the SEBI Listing Regulations to the Stock Exchanges.

### 3. DEFINITIONS:

"Act" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

"Board of Directors" or "Board" shall mean the Board of Directors of Yuvraaj Hygiene Products Limited, as constituted from time to time.

"Company" shall mean Yuvraaj Hygiene Products Limited.

"Compliance Officer" shall mean the Company Secretary of the Company.

"Chief Financial Officer" or "Head of Finance", by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognized stock exchange(s) in its filing under SEBI Listing Regulations.

"Key Managerial Personnel" means a key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.□

1. Chief Executive Officer (CEO)/ Managing Director (MD)/ Manager
2. Whole-time Director (WTD)
3. Chief Financial Officer (CFO)
4. Company Secretary (CS)

For Yuvraaj Hygiene Products Ltd.  
*Vishal Komarpant*  
- Managing Director

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5. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
6. Such other officer as may be prescribed.

"Officer" means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 and shall include Promoters of the Company.

"Promoter" means as assigned to the term in clause (oo) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

"Senior Management" shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

"Material Events" or "Material Information" shall mean such events / information as set out in the Annexures or as may be determined in terms of Clause 5 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.

"Policy" shall mean this Policy for Determination of Materiality of events / information and as amended from time to time.

"SEBI Listing Regulations" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

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

The Company shall consider the criteria as specified in clause (i) of sub-regulation 4 of Regulation 30 of the SEBI Listing Regulations for determination of materiality of events / information.

#### **5. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION:**

Certain information is per se Material Information as defined in the Regulations read with Para A of Part A of Schedule III of the Regulations and the Company is required to disclose the same. An illustrative list of such Material event / information is attached as **Annexure A**.

Besides per se Material Information, materiality of an event / information must be subject to the following criteria:

- a) the omission of an event / information, which is likely to result in discontinuity or alteration of event / information already available publicly; or



- b) the omission of an event / information is likely to result in significant market reaction if the said omission came to light at a later date; or
- c) the omission of an event / information, whose value or the expected impact in terms of value, exceeds the lower of the following:
  - (1) two percent of turnover, as per the last audited consolidated financial statements of the Company;
  - (2) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
  - (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;
- d) In case where the criteria specified in sub-clauses (a), (b) and (c) is 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.

## **6. DISCLOSURE OF EVENTS / INFORMATION**

Events specified in Part A are deemed to be material events/information and the Company shall make disclosure of such events / information as soon as reasonably possible and in any case not later than the following:

- a. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event / information has been taken;
- b. twelve hours from the occurrence of the event / information, in case the event / information is emanating from within the Company;
- c. twenty-four hours from the occurrence of the event / information, in case the event / information is not emanating from within the Company.

The information shall be disclosed in the following manner

- 1. Inform the stock exchanges on which the securities of the Company are listed; and
- 2. Upload on the corporate website of the Company.

Provided that in case the disclosure is made after the aforementioned timelines, the Company shall along with such disclosure(s) provide an explanation for the delay.

The Company shall make the disclosure of events/information as specified in Annexure B based on application of guidelines for determining Materiality as per clause 5 of the Policy.

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

## **7. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS:**

The respective Heads of the Department (Designated Officers) who are responsible for relevant areas of the Company's operations to which any item of information relates must report to Key Managerial

For Yuvraj Hygiene Products Ltd.

*Vishal Kumar*

- Managing Director

Personnel of the Company, any event / information which is material as defined in this policy or of which Designated Officer is unsure as to its materiality. The Company Secretary of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.

On receipt of a communication of a potential material event / information, the key managerial personnel shall:


- i. Review the event / information and take necessary steps to verify its accuracy;
- ii. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations under this policy and take necessary actions as per Clause 5&6 of this policy.

If the key managerial personnel are not certain about the materiality of any event / information, they may refer matter for external legal advice for appropriate guidance thereafter.

#### **8. AMENDMENT:**

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

The Policy was adopted by the Board of Directors on February 17, 2016 and is effective from February 17, 2016. This policy is amended pursuant to the amendment in the Regulations and the amended policy is effective from the date of approval of the Board of Directors viz. September, 02nd 2023.

For Yowra Hygiene Products Ltd.  
  
Managing Director



## ANNEXURE-A

Events which shall be mandatorily disclosed without any further consideration of the guidelines for materiality:

- 1) "Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring) or sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the Company or any other restructuring.

Explanation (1) - 'Acquisition' shall mean-

- i. acquiring control, whether directly or indirectly; or
- ii. acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, 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 point (a) of and such change exceeds two per cent of the total shareholding or voting rights in the said company; or
  - c. the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in Clause 5 of the Policy.

Explanation (2) - "sale or disposal of subsidiary" and "sale of stake in associate company" shall include-

- i. an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the Company; or
- ii. an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in Clause 5 of the Policy.

Explanation (3)- "undertaking" and "substantially the whole of the undertaking" shall have the same meaning as given under Section 180 of the Act."

- 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) New Rating(s) or 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) declaration of 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);

*Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.*

- 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) Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

*Provided that such agreements entered into by a Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company.*

Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that Company shall or shall not act in a particular manner.

- 7) Fraud or defaults by a Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad:

Explanation:

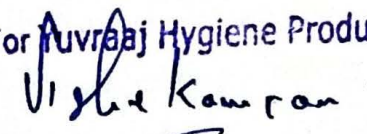
- i. 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- ii. 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.



Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company."

- 8) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.
- 9) In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than 24 hours of receipt of such reasons from the auditor.
- 10) In case of resignation of an independent director of the Company, within Seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
  - i. (a) The letter of resignation along with Detailed reasons for the resignation as given by the said director shall be disclosed by the listed entities to the stock exchanges.  
(b) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
  - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
  - iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub clause (i) and (ii) above;
- 11) In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.
- 12) In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than fortyfive days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
- 13) Appointment or discontinuation of share transfer agent;
- 14) Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
  - i. Decision to initiate resolution of loans/borrowings;
  - ii. Signing of Inter-Creditors Agreement (ICA) by lenders;
  - iii. Finalization of Resolution Plan;
  - iv. Implementation of Resolution Plan;

For **Muvraaj Hygiene Products Ltd.**  
  
Managing Director



v. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders;

- 15) One-time settlement with a bank;
- 16) Winding-up petition filed by any party / creditors;
- 17) 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;
- 18) Proceedings of Annual and Extraordinary General Meetings of the Company;
- 19) Amendments to memorandum and articles of association of Company, in brief;
  - (a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the Company to analysts or institutional investors.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.
  - (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
    - i. the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
    - ii. the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls;
- 20) Events as specified in the SEBI Listing Regulations in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Bankruptcy and Insolvency Code 2016.
- 21) In case of initiation of forensic audit (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:
  - a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
  - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
- 22) Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company according to the thresholds specified in Clause 5 of this Policy and is not already made available in the public domain by the Company.

For Yuvraaj Hygiene Products Ltd.  
Vishal Kamran  
Managing Director



Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

23) Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:

- i. search or seizure; or
- ii. re-opening of accounts under section 130 of the Act; or
- iii. investigation under the provisions of Chapter XIV of the Act;

along with the following details pertaining to the actions(s) initiated, taken or orders passed:

- i. name of the authority;
- ii. nature and details of the action(s) taken, initiated or order(s) passed;
- iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
- v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

24) Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:

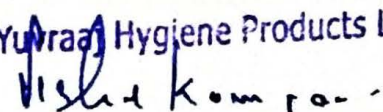
- a. suspension;
- b. imposition of fine or penalty;
- c. settlement of proceedings;
- d. debarment;
- e. disqualification;
- f. closure of operations;
- g. sanctions imposed;
- h. warning or caution; or
- i. any other similar action(s) by whatever name called;

along with the following details pertaining to the actions(s) initiated, taken or orders passed:

- i. name of the authority;
- ii. nature and details of the action(s) taken, initiated or order(s) passed;
- iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
- v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

25) Voluntary revision of financial statements or the report of the board of directors of the Company under Section 131 of the Act.

26) Such other information / events as may be specified under SEBI Listing Regulations from time to time.

For YuVraaj Hygiene Products Ltd.  
  
Managing Director

## ANNEXURE B

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:

- 1) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
- 2) Any of the following events pertaining to the Listed entity:
  - (a) arrangements for strategic, technical, manufacturing, or marketing tieup; or
  - (b) adoption of new line(s) of business; or
  - (c) closure of operation of any unit, division or subsidiary (in entirety or in 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) Pendency of any litigation(s) / dispute(s) or the outcome thereof which may have an impact on the Company;
- 9) Fraud/defaults by employees of Company which has or may have an impact on the Company;
- 10) Options to purchase securities including any ESOP/ESPS Scheme;
- 11) Giving of guarantees or indemnity or becoming a surety by whatever names called, for any third party;
- 12) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- 13) Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority;
- 14) Any other information/event/ 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;

- 15) any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof;
- 16) 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;
- 17) Such other information / events as may be specified under SEBI Listing Regulations from time to time.

For Yuvraaj Hygiene Products Ltd.  
Vishal Kumar  
Managing Director