

**VENKY'S (INDIA) LIMITED**  
**POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT OR INFORMATION**

1. Preamble

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations), Venky's (India) Limited (the Company) is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges. Accordingly, the Company has adopted this "Policy for determination of materiality of any event or information" ("Policy"). The policy is effective from 1<sup>st</sup> December 2015.

2. Criteria for determination of materiality of event or information:

The Company shall consider the following criteria for determination of materiality of event or information:

- the event or information is in any manner unpublished price sensitive information;
- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- 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;
- any other event or information which is treated as being material in the opinion of the Board of Directors of the Company.

3. Events which are deemed to be material:

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations, as soon as reasonably possible and not later than the time limits specified in the Listing Regulations as amended from time to time.

4. Events which are dependent on application of guidelines for materiality:

The Company shall disclose all such material events pertaining to itself, specified in Para B of Part A of Schedule III of the Listing Regulations subject to application of guidelines for materiality, as soon as reasonably possible and not later than the time limits specified in the Listing Regulations as amended from time to time.

5. Disclosure of events or information:

The Company shall undertake the following steps for disclosure of an event or information under this policy or in other cases as specified herein:

- Inform to stock exchange(s) in which the securities of the Company are listed within the prescribed timeline;
- Upload on the corporate website of the Company.
- Disclose updating material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.
- Provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
- Confirm or deny any event or information to stock exchange(s), on own initiative.

6. Authority to Key Managerial Personnel :

The Chief Financial Officer and Company Secretary of the Company shall, in consultation with the Managing Director / Chairman shall have the authority to determine materiality of any event or information and ensure disclosures of the same are made to stock exchange(s) and uploaded on the website of the Company, subject to the provisions of this Policy. Any other employee of the Company who is aware of any such act, event or information which can be construed as material information under this policy shall immediately inform the same to the KMP.

7. Amendment :

The Board of Directors may subject to the applicable laws amend any provision(s) 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.

8. Scope and Limitation:

In the event of any conflict between the provisions of this Policy and the SEBI Listing Regulations, Companies Act, 2013, or any other statutory enactments, rules, the provisions of such statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

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