SHREE VASU
LOGISTICS LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

I. BACKGROUND

Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") requires the Company to frame a policy for determination of materiality of events/information based on the criteria specified in Regulation 30 for disclosure to the Stock Exchanges and hosting it on the website of the Company.

II. DEFINITIONS

In this policy unless the context otherwise requires-

a) **"Act"** means the Companies Act, 2013 and rules made thereunder, as amended from time to time.
b) **"Authorized Persons"** shall have the same meaning ascribed to it under clause V of this Policy.
c) **"Board"** or **"Board of Directors"** shall mean the Board of Directors of Shree Vasu Logistics Limited, as may be re-constituted from time to time.
d) **"Financial Year"** shall have the same meaning ascribed to it under the Act.
e) **"Key Managerial Personnel [KMP]"** shall have the same meaning ascribed to it under the Act.
f) **"Policy"** means Policy on Determination and Disclosure of Materiality of events/information.

III. APPLICABILTY OF THE POLICY GUIDELINES

This Policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the Policy.

IV. OBJECTIVES OF THE POLICY

The objectives of this Policy are as follows:

a) To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the SEBI Listing Regulations, various Securities Laws and any other legislations, as applicable.
b) To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
c) To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
d) To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.
e) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.

f) To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

V. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

The Company shall consider the following criteria for determination of materiality of event/ information specified in Annexure 2 to this policy as and when they occur:

Where the omission of an event/ information, is likely to result in:

a) discontinuity or alteration of event/ information already available publicly; or
b) a significant market reaction if the said omission came to light at a later date.

Where it would be difficult to report the events/information based on criteria as stated in points a) and b) above, the same may be considered as material for disclosure, upon meeting materiality thresholds as mentioned herein below.

This Policy shall also apply to the events to which neither Para A nor Para B of Part A of Schedule III (reproduced as Annexure 1 and Annexure 2 of this Policy) apply but have a material effect on the Company. The Managing Director and the Chief Financial Officer of the Company are jointly authorised for identifying and determining the materiality of such an event.

The Company shall disclose major developments that are likely to affect its 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 any other information which is exclusively available with the Company and which may be necessary to enable the holders of securities to review their position and to avoid creation of a false market for equity shares of the Company.

VI. MATERIALITY THRESHOLDS

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determining materiality of event or information:

a. The omission of an event or information which is likely to:
   (i) result in a discontinuity or alteration of an event or information already available publicly; or
   (ii) result in significant market reaction if the said omission came to light at a later date;

b. The omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:
   (i) two percent (5%) of turnover, as per the last audited consolidated financial statements of the Company; or

(ii) Two percent (2%) of net worth, except in case of the arithmetic value of the networth is negative, as per the last audited consolidated financial statements of the Company;
(iii) Five percent (5%) of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

Accordingly, any transactions exceeding the lower of i, ii or iii above, with an annual impact in value, will be considered for the above purposes.

c. In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.

VII. GUIDANCE ON OCCURRENCE OF EVENT / AVAILABILITY OF INFORMATION

The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.

In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.

In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

Disclosure regarding any material development shall be made on a regular basis, till such time the event is resolved/closed with relevant explanations.

VIII. POWERS AND RESPONSIBLITIES OF THE AUTHORISED PERSON FOR DETERMINING MATERIAL EVENTS OR INFORMATION WITHIN THE COMPANY.

a) To review and assess the materiality of an event that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at that point in time.
b) The disclosure shall be finalised in consultation with the Managing Director and CFO and in his absence with the Company Secretary. For this purpose, the relevant details of event or information shall be sent to the Authorised Persons promptly or as soon as practicable to enable its disclosure to the stock exchanges.
c) To make required disclosures within the stipulated time of actual occurrence of an event or information, after ascertaining facts.
d) To disclose material developments on a regular basis, till such time the event or transaction is resolved/closed, with relevant explanations.
e) To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.

f) To disclose material events or information with respect to the subsidiaries of the Company.

IX. DISCLOSURE

1. Disclosure of events enumerated in item number d of Annexure 1 relating to "Outcome of meetings of the Board of Directors" shall be made within thirty minutes of the closure of the Board Meeting at which such events were considered or discussed. The intimation of outcome of meeting of the Board of Director shall also contain the time of commencement and conclusion of the Meeting.

2. All other events mentioned shall be disclosed within twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity; and within twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity. The Company shall explain to the Stock Exchanges any delay in such disclosure beyond prescribed time of the occurrence of the event or information.

3. The disclosure of events/information of price sensitive nature (such as decision on declaration of dividend) shall be made on receipt of approval of the event by the Board of Directors pending the shareholder's approval.

X. AMENDMENTS

The Board 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.

XI. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy, Companies Act, 2013 and Regulations or any other statutory enactments, rules, the provisions of Companies Act, such Regulations, or any 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.

XII. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company for such minimum period as mandated by the provisions of Listing Regulations and thereafter as per archival policy of the Company.

SHREE VASU
LOGISTICS LIMITED

CONTACT DETAILS OF KEY MANAGERIAL PERSONNEL WHO ARE AUTHORIZED FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION

Name	Designation	Email ID	Contact No.
Atul Garg	Managing Director	atulgarg@logisticpark.biz	7415040000
Newaj Patel	Chief Financial Officer	newaj.patel@shreevasulogistics.in	7000183517
Monali Makhija	Company Secretary	cs@logisticpark.biz	7000681501

Effective Date

The Policy has been effective December 1st, 2015 and the amended Policy, shall be effective from August 14th, 2023.

SHREE VASU
LOGISTICS LIMITED

Annexure 1

EVENTS WHICH A LISTED ENTITY NEEDS TO DISCLOSE FOR THE EVENTS THAT ARE DEEMED TO BE MATERIAL AS SPECIFIED IN PARA A OF PART A OF SCHEDULE III OF THE LODR REGULATIONS

a. 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. Here, the acquisition shall mean, acquiring control, whether directly or indirectly or acquiring or agreeing to acquire shares or voting rights in a company, directly or indirectly.

b. 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.

c. Revision in Rating(s).

d. 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 buy back 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.]

e. 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.

f. Proceedings of Annual and Extraordinary General Meetings of the Company.

g. Amendments to Memorandum and Articles of Association of the Company

h. Agreement (Shareholder Agreement(s), Joint Venture Agreement(s), Family Settlement Agreement(s) (to the extent that it impacts management and control of the Company) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof

i. Fraud/defaults by promoters or Key Managerial Personnel or by the Company or arrest of Key Managerial Personnel or promoter.

j. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc), Auditor and Compliance Officer.

[(1) In case of resignation of the auditor of the listed entity, 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 twenty four hours of receipt of such reasons from the auditor.

(2) Resignation of [Independent director] including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

[(2.i.) The letter of resignation along with] detailed reasons for the resignation as given by the said director.]

(2.ii.). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.]

(2.iii.) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.

(2.iv.) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the [disclosures] as specified in sub-clause (2.ii) [and (2.iii)] above.]

k. Appointment or discontinuation of share transfer agent.

The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.
f) Appointment/ Replacement of the Resolution Professional;
g) Prior or post-facto intimation of the meetings of Committee of Creditors;
h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
i) Number of resolution plans received by Resolution Professional;
j) Filing of resolution plan with the Tribunal;
k) Approval of resolution plan by the Tribunal or rejection, if applicable;
l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
   (i) Pre and Post net-worth of the company;
   (ii) Details of assets of the company post CIRP;
   (iii) Details of securities continuing to be imposed on the companies' assets;
   (iv) Other material liabilities imposed on the company;
   (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
   (vi) Details of funds infused in the company, creditors paid-off;
   (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
   (viii) Impact on the investor – revised P/E, RONW ratios etc.;
   (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
   (x) Brief description of business strategy.]
   (xi) Any other material information not involving commercial secrets.}
   (xii) [Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS; o) Quarterly disclosure of the status of achieving the MPS;
   (xiii) The details as to the delisting plans, if any approved in the resolution plan.]

l. One time settlement with a bank.

m. Reference to BIFR and Winding-up petition filed by any party/ Creditors.

n. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

o. [(a). Schedule of analysts or institutional investors meet and presentations made by the listed entity 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:

The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.;]

p. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:

i) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
ii) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.]

SHREE VASU
LOGISTICS LIMITED

Annexure 2

EVENTS WHICH A LISTED ENTITY NEED TO DISCLOSE FOR EVENTS ON WHICH THE LISTED ENTITY SHALL APPLY MATERIALITY IN TERMS OF PARA B OF PART A OF SCHEDULE III OF THE LODR REGULATIONS

a. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division.
b. 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).
c. Capacity addition or product launch.
d. Awarding, bagging/receiving, amendment or termination of awarded/ bagged orders/ contracts not in the normal course of business.
e. 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.
f. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, floods, fire etc), force majeure (means Unforeseeable circumstances that prevent someone from fulfilling a contract) or events such as strike, lock outs etc.
g. Effect(s) arising out of change in the regulatory framework applicable to the Company.
h. Litigation(s)/dispute(s)/regulatory action(s) with impact.
i. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
j. Option to purchase securities including any Employee Stock Option/Employee Stock Purchase Scheme
k. Giving of guarantees or indemnity or becoming a surety for any third party.
l. Granting, withdrawal, surrender, cancellation or suspension of Key Licenses or regulatory approvals.