

ZEAL GLOBAL SERVICES LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

SCOPE

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 issued by the Securities and Exchange Board of India (the "Listing Regulations"), this policy for Determination of Materiality of Events and Information (the "Policy") provides a framework for determining materiality of events and information for the purpose of making disclosure to the Stock Exchanges. This policy aims to ensure timely and adequate disclosure of all material and price sensitive information to the Stock Exchanges.

MATERIAL EVENTS AND INFORMATION

The material events and information to be disclosed to the Stock Exchanges are broadly divided into the following categories:

1. Events and information specified in Para A of Part -A of Schedule III of the Listing Regulations ("Para A") including any amendment thereto, required to be mandatorily disclosed to the Stock Exchanges. These events are mentioned below in brief:
 - i. Outcome of the Board meetings held to consider the recommendation / declaration of dividend, buyback of securities, fund raising, increase in capital by issue of bonus shares, reissue of forfeited shares or securities, financial results, voluntary delisting, etc.
 - ii. Amalgamation/merger/demerger/restructuring.
 - iii. Issuance or forfeiture of securities, split or consolidation of shares, etc.
 - iv. Revision in Rating(s).
 - v. Shareholders' Agreement, Joint Venture agreements, Family settlement agreements (to the extent it impacts the management and control of the Company).
 - vi. Fraud/defaults by Promoters or Key Managerial Personnel or the Company.
 - vii. Change in Directors/Key Managerial Personnel/Auditors.
 - viii. Appointment or discontinuation of share transfer agent.
 - ix. Corporate debt restructuring.
 - x. One time settlement with a bank.
 - xi. Issuance of Notices/other documents to shareholders/creditors
 - xii. Proceedings of general meetings
 - xiii. Amendments to Memorandum and Articles of Association of the Company
 - xiv. Schedule of Analyst/investor meet and presentation on financial results to analysts/institutional investors.
2. Events and information as specified in Para B of Part A of Schedule III of the Listing Regulations ("Para B") including any amendment thereto, required to be disclosed to the Stock Exchanges, if they are material. Materiality of the events shall be decided by applying the Test of Materiality explained in paragraph 3 of the Policy. These events are mentioned below in brief:
 - i. Commencement/postponement of commercial production or commercial operations of any unit/division.
 - ii. Change in the general character/nature of business.



- iii. Capacity addition or product launch.
 - iv. Awarding, receiving contracts and amendment or termination of contracts not in the normal course of business.
 - v. Loan agreements and any other agreement not in the normal course of business.
 - vi. Disruption of operations of any unit/division due to natural calamity.
 - vii. Effect(s) arising out of change in the regulatory framework.
 - viii. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 - ix. Fraud/defaults by Directors/Employees.
 - x. ESOP/ESPS Scheme.
 - xi. Giving guarantees/indemnity or becoming surety for any third party.
 - xii. Grant/surrender of key licenses or regulatory approvals.
3. Any other information or event viz. major development that is likely to affect the 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 exclusively known to the Company which may be necessary to enable the securities holders of the Company to appraise its position and to avoid establishment of a false market in such securities.
 4. Without prejudice to the generality of paragraphs (1), (2) and (3) above, any other event or information as may be specified by the Board of Directors from time to time.

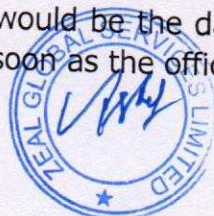
CRITERIA FOR DETERMINING MATERIALITY OF EVENTS AND INFORMATION

The Company shall consider the following criteria for determining materiality of events and information mentioned at paragraph 2 above (the "Test of Materiality of Events and Information"):

- The omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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;
- Events and information, where the criteria specified in Para (A) and (B) of Part A of Schedule III are not applicable, shall be considered material for the purpose of disclosure to the stock exchanges where the impact of such event or information is more than 10% of the revenue, Earnings before Interest, Taxes and Depreciation (EBITDA) or capital employed, as applicable. These threshold limits shall be determined on the basis of audited consolidated financial statements of the Company for the preceding financial year.

GUIDANCE ON OCCURRENCE OF AN EVENT OR INFORMATION

- The occurrence of an event or information shall differ on a case to case basis and would depend on the stage of discussion, negotiation or approval. For example, events like issue of Rights Shares can be said to have occurred on approval of the Board of Directors. Events like declaration of dividend would be deemed to have occurred when the dividend is approved by the Board of Directors and the shareholders. However, considering the price sensitivity involved in events like declaration of dividends, etc., disclosure shall be made on receipt of approval of the Board of Directors, pending Shareholders' approval.
- For events and information like natural calamities or disruptions, etc. which do not involve any discussion or approval, the date of occurrence would be the date when the Company becomes aware of such events or information or as soon as the officer of the Company has



or ought to have reasonably come into possession of such information in the course of performance of his duties.

The term 'officer' includes any Director, Manager or Key Managerial Personnel or any person accordance with whose directions or instructions the Board of Directors or any one or more Directors is or are accustomed to act and shall also include the promoters of the Company.

AUTHORITY

The Chairman shall be authorized to decide on the materiality of events and information for the purpose of making disclosure to the Stock Exchanges. The Chairman shall also decide upon the requirement to respond to any queries raised or requests made by the Stock Exchanges in respect of matters covered under Regulation 30 of the Listing Regulations.

DISSEMINATION OF INFORMATION

Company Secretary is authorized for timely disclosure of information as decided by Chairman under Regulation 30 of the Listing Regulations.

DISCLOSURES OF MATERIAL EVENTS AND INFORMATION

- The disclosures in respect of events and information specified at paragraph 1(i) above and detailed in Para A shall be made within 30 minutes of the conclusion of the Board meeting in which the respective event or information is approved.
- The events and information other than those specified in Para-A of Part -A of Schedule III shall be disclosed to the Stock Exchanges as soon as reasonably possible but not later than twenty four hours from the occurrence of event or information. In case the disclosure is made after 24 hours of occurrence of the event or information, the Company shall provide explanation for the delay along with the disclosure.
- The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved/closed, with relevant explanations.
- The Company shall also disclose all events and information with respect to its subsidiaries which are material for the Company.
- Events and information which have been disclosed to the Stock Exchanges under this Policy shall be placed on the website of the Company and shall be hosted on the website for a minimum period of five years. On expiry of the period of five years, such disclosures shall be dealt with in accordance with the Archival Policy of the Company.

DISCLOSURE ON WEBSITE

This Policy shall be disclosed on the Company's website.

REVIEW / AMENDMENT

The Board may amend, abrogate, modify or revise any or all clauses of this Policy in accordance with the applicable provisions of the Listing Regulations and amendment(s) thereto notified by the Securities and Exchange Board of India and/or the Stock Exchanges, from time to time. However, amendments in the Listing Regulations shall be binding even if not incorporated in this Policy.

