

NDA SECURITIES LIMITED

POLICY FOR DETERMINATION OF MATERIALITY

Under Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 regard with the schedule III of the said Regulations

1. PREAMBLE:

The Board of Directors (Board) of NDA Securities Limited (the company) has adopted the following policy and procedure with regard to determination of materiality as defined below. The Board will review and may amend this policy from time to time.

2. PURPOSE:

This policy is framed as per requirement of Regulation 30(4) (ii) of SEBI (Listing Obligations and Disclosures of Requirement) Regulations, 2015

3. INTRODUCTION:

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India ("SEBI"), under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with respect to disclosure of events and information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors of the Company in its meeting held on November 09, 2015 approved the "Policy for Determination of Materiality of Events or Information". The Board shall review, and if found required, may amend this Policy from time to time.

This Policy will be applicable to the Company effective December 1, 2015.

4. DEFINITIONS:

- I. Act: Means the Companies Act , 2013
- II. Board of Directors: Board of Directors of NDA Securities Limited
- III. The Company: NDA Securities Limited
- IV. LODR Regulation: Means SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015
- V. Compliance Officer: The Officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.
- VI. SEBI: The Securities Exchange Board of India



- VII. Rules: Rules made under the Companies Act, 2013
- VIII. Regulation: Regulation made under the SEBI Act
- IX. Material Event: Reasonably be expected to affect a company's stock price
- X. BSE Limited: Stock Exchange, where the equity shares of Company are listed.

5. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS:

The Company shall disclose all such material events which are specified in Para A of Part A of Schedule III of the LODR Regulation.

The Following shall be events upon occurrence of which company shall make disclosure to BSE without any application of guideline for materiality as specified in sub –regulation (2) 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 Board 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 issue of shares or securities held in reserve for future issue or 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 Company from Stock Exchange(s)
5. Agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), Agreement(s)/treaty (ies) contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendments(s) and termination(s) thereof.
6. Fraud/defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter.





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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 media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the company.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or Institutional Investor meet and presentations on financial results made by the Company to analyst or institutional investors;

6. EVENTS WHICH ARE DEPEND ON APPLICATION OF GUIDELINES; THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS

The Company shall disclose all such material events specified in Para B of Part A of schedule III of LODR Regulation subject to application of guidelines for materiality.

The following shall be events upon occurrence of which company shall make disclosure to BSE subject to application of the guidelines for materiality as specified in sub regulation (3) of regulation 30:-

- I. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- II. 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 (entirely or piecemeal)
- III. Capacity addition or product launch.
- IV. Awarding, bagging/receiving, amendment or termination of awarded /bagged orders/contracts not in the normal course of business.
- V. 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 amendments(s) or termination(s) thereof.
- VI. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.) force majeure or events such as strikes, lockouts etc.
- VII. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
- VIII. Litigation(s)/dispute(s) regulatory action(s) with impact.





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IX. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.

X. Options to purchase securities including any ESOP/ESPS scheme.

XI. Giving of guarantees or indemnity or becoming a surety for any third party.

XII. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

7. ANY OTHER INFORMATION/EVENT WHICH IS TO BE DISCLOSED BY THE COMPANY

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 company which may be necessary to enable of as false market in such securities.

8. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE

The following KMP's are authorized by board of directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange :-

1. Managing Director
2. Company Secretary & Compliance Officer

Details of above KMP's shall also be disclosed to the stock exchange and as well as on the company's website.

9. TIME LIMIT FOR DISCLOSURES OF EVENT OR INFORMATION TO THE STOCK EXCHANGE

The company shall disclose to stock exchange all events, as specified in Part A of schedule III of LODR regulation, or information within twenty four hours from the occurrence of event or information.

In case the disclosure is made after twenty four hours of occurrence of the event or information, the company shall, along with such disclosures provide explanation for delay.

Disclosure with respect to events specified in sub-Para 4 of Part A of Part A of schedule III of lord regulation shall be made within thirty minutes of the conclusion of the Board Meeting.





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10. DISCLOSURES ON COMPANY'S WEBSITE AND DISCLOSURES PRESERVATION PERIOD

The company shall disclose on its website all such events or information which has been disclosed to stock exchange under this policy and such disclosures shall be hosted on the website of the company for minimum period of five years and thereafter as per the documents preservation policy of the company, as disclosed on its website.

11. REVIEW OF THE POLICY

The Board of director of the Company shall review the policy on annual basis. The authorized person shall provide regular assurance to board of directors on the effectiveness of the policy.

Note: the above said policy was approved by the board of directors at their meeting held on 9th November, 2015 and shall become applicable w.e.f. 1st Dec., 2015.

For NDA Securities Limited

Sanjay Agarwal
Managing Director
DIN: 00010639

Vanshika Rastogi
Company Secretary & Compliance Officer
ACS-36254

Date: 09.11.2015
Place: New Delhi

