

POLICY FOR DETERMINATION OF MATERIALITY OF AN EVENT OR INFORMATION

1. OBJECTIVE

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Regulations**”) read with SEBI’s Circular bearing reference CIR/CFD/CMD/4/2015 dated 9th September 2015, the Board of Directors (the “**Board**”) of Finkurve Financial Services Limited has adopted this Policy at its meeting held on 3rd November, 2015 for determination of materiality based on the criteria mentioned in the said regulation (“**Material Information**”) such that required information can be promptly disclosed to the stock exchanges, as required under applicable regulations in compliance with the SEBI Regulations.
The Policy is effective from 1st December, 2015.

2. DEFINITIONS

In this policy unless the context otherwise requires

- a. “**Act**” means the Companies Act, 2013 and rules made there under, as amended from time to time.
- b. “**SEBI Regulations**” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.
- c. “**Company**” means Finkurve Financial Services Limited.
- d. “**Policy**” means Policy for Determination of Materiality as amended / modified from time to time.
- e. “**Authorized Persons**” shall have the same meaning ascribed to it under Clause 3 of this Policy.
- f. “**Board**” or “**Board of Directors**” shall mean the Board of Directors of Finkurve Financial Services Limited.
- g. “**Financial Year**” shall have the same meaning ascribed to it under the Act.
- h. “**Material Information / event**” shall mean information / event as listed under Clause 5 & Clause 6 of this Policy.

The words or expressions used but not defined herein, but defined under Companies Act, 2013 or the SEBI Regulations shall have the same meaning assigned therein.

3. AUTHORISED PERSONS

1. The materiality or otherwise, of an information or event in terms of the SEBI Regulations will be determined by the CFO and Company Secretary. The Authorised person may consult with the concerned Department head before recommending the materiality or otherwise of the information or event.

2. The authorized persons will also decide the appropriate period / stage at which disclosure is to be filed with the stock exchanges and details that may be filed.

4. THE GUIDELINES TO ASCERTAIN MATERIALITY OF AN EVENT OR INFORMATION

- (i) Regulation No.30 (4) (i) of the SEBI Regulations:
 - (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - (b) 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;
 - (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event / information may be treated as being material if in the opinion of the Board of Directors of Company, the event / information is considered material.
- (ii) Materiality will be determined on a case to case basis depending on specific facts and circumstances relating to the information / event. In order to determine whether a particular event / information is material in nature, 'quantitative' and 'qualitative' factors also as the case may be, criteria will be applied.

In circumstances where 'quantitative' test may not be applicable or cannot be applied, a 'qualitative' or a 'subjective', criteria as under will be applied to determine materiality.

Authorized Persons as defined under Clause 3 above are authorized, in their absolute discretion, to revise the quantitative or qualitative materiality threshold specified below.

5. DEEMED MATERIAL EVENTS OR INFORMATION

Events or information specified below will be deemed to be material events / information and will be disclosed irrespective of application of any quantitative or qualitative materiality thresholds.

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) 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 listed entity or any other restructuring.
*Explanation.- The word 'acquisition' shall mean, -
where the Company acquires direct or indirect control or where the Company acquires five percent or more of the shares/voting rights of a listed Company or where the Company holds five percent or more of the share of a listed Company, any further change in such shareholding occurs to the extent of two percent or more.*
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 listed entity 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 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 listed entity from stock exchange(s).
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 listed entity), 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. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel, 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 the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
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 listed entity to analysts or institutional investors;

B. The events or information which will be disclosed based on application of materiality criteria are as under:

- I. The events / information and corresponding materiality criteria pursuant to Para B of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 4 of this Policy:

Sr. No.	Event / Information
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit / division.
2	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).
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 listed entity 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 listed entity
8	Litigation(s) / dispute(s) / regulatory action(s) with impact.
9	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10	Options to purchase securities including any ESOP / ESPS Scheme.
11	Giving of undertaking or indemnity or becoming a surety for any third party.
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Notwithstanding anything stated above, the Authorized Persons may apply qualitative criteria for deeming an event / information to be material or not in cases where aforementioned quantitative criteria cannot be ascertained / applied reasonably.

- II. Any other information / event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy, natural calamities or disruption 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.
- III. Without prejudice to the generality of above, the Company may make disclosures of event / information as specified by the Board from time to time.

6. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company and all such events or information which has been disseminated to the Stock Exchanges under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival process followed by the Company.

7. GENERAL

Where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this policy until such time as this policy is changed to conform to the law, rule, regulation or standard.