

## **SAMTEL INDIA LIMITED**

### **POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION PURSUANT TO REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

#### **1. PREAMBLE**

The Board of Directors (The “Board”) of Samtel India Limited (the “Company”) has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.

This Policy will be applicable to the Company with effect from February 13, 2016 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”).

#### **2. OBJECTIVE & SCOPE**

- To determine the events and information which in the opinion of the Board are material and needs to be disclosed to the Stock Exchanges as per the timeline hitherto defined.
- The purpose of this document is to present a high level policy statement for Samtel India Limited (SAMTEL) regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The policy is intended to define Samtel’s policy on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in Samtel in making decisions regarding its responsibility about making public disclosure of such events / information which may materially affect the performance of the Company and thereby the share prices of the Company.
- The policy is framed for the purpose of systematic identification, categorization, review, disclosure, information / events which are considered material or not but

which may have a bearing on the performance of the Company and which may materially affect the share prices of the company and updation of website thereof.

3. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI (LODR) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued there-under, and as amended from time to time.

#### 4. DEFINITIONS

- “Board of Directors or Board” means the Board of Directors of Samtel India Limited, as constituted from time to time.
  
- “Company” means Samtel India Limited (SAMTEL).
  
- “Independent Director” means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and Listing Agreement entered into with the stock exchanges.
  
- “Policy” means Policy on Disclosure of Material Events/Information.
  
- “Material Events” are those that are specified in Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015.
  
- “Other Events” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation(4).
  
- “SEBI (LODR) Regulations, 2015” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  
- “Key Managerial Personnel” (KMP) of the Company includes Chairman & Managing Director (CMD) / Whole-time Directors, Chief Financial Officer and Company Secretary, who may be authorised individually or collectively to disclose events to Stock Exchange and /or as defined in the Companies Act 2013

## **5. CRITERIA FOR DISCLOSURE OF EVENTS / INFORMATION**

- ✓ The omission of an event or information would 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;
  
- ✓ In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

## **6 . EVENTS CONSIDERED MATERIAL**

- ✓ Events/Information upon occurrence of which SAMTEL is required to make disclosure as per Schedule III of the SEBI (LODR) Regulations, 2015..
  
- ✓ The events /information mentioned under Part A of the Schedule III of the SEBI (LODR) Regulations, 2015 shall be disclosed at the earliest not later than 24 hours from the occurrence of events/information. If disclosure could not be made within stipulated time then disclosure made shall provide an explanation for the delay.
  
- ✓ Disclosure with respect to outcome of the decision of the Board meeting pertaining to specified events are required to be disclosed within thirty minutes of the conclusion of the board meeting or such time as may be permitted under relevant Law/Regulations.
  
- ✓ In addition to the above, any event /information so decided by the Exchange/SEBI to be material shall also be disclosed as per directions of Stock Exchange /SEBI.

## **7. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION.**

The Chairman & Managing Director (CMD) is hereby authorised to determine whether the event / information is material or not and in turn about its time line for disclosure of

information as specified above to the stock exchanges, subject to such information being placed at the earliest before the Board after the said information being made public.

#### **8. WEBSITE UPDATION / UPDATES TO STOCK EXCHANGES.**

- The Company shall update all disclosures made under the regulations to the stock exchanges on its website and shall continue to host on the website for a minimum period of five years.
- The Compliance Officer of the company shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

#### **9. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES**

Chairman & Managing Director of the company shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

#### **10. REFERENCE TO THE CODE OF PRACTICE AND FAIR DISCLOSURE**

In addition to above, the stipulations in the Code of Practice and Fair Disclosure (Pursuant to SEBI Prohibition of Insider Trading Regulations, 2015) dealing with disclosure of Unpublished Price Sensitive Information (U PSI) shall also be taken into account for disclosure of any information to the Stock Exchange.

#### **11. COMPLIANCE OFFICER.**

The Compliance Officer for the purpose of complying with the provisions of SEBI (LODR) Regulations, 2015 shall be the Company Secretary of the Company.

#### **12. POLICY AMENDMENT**

Any or all provisions of this policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant Stock Exchange /SEBI, from time to time with the approval of the Chairman & Managing Director.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

### **13. POLICY REVIEW**

This policy shall be subject to review as may be deemed necessary to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.