

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

BACKGROUND

The new SEBI Regulation has made provisions for disclosure of all material events/information to Stock Exchanges (where the securities of a company are listed) relating to the company and its material subsidiaries, if any, and complying with requirements in this regard in order to attain transparency and good corporate governance.

SEBI LAW

The applicable law is Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 which is in effect from 01-12-2015. Following are the requirements to be laid down in the form of a Policy by a Company through the approval of its Board of Directors.

DEFINITION

“**Act**” shall mean Companies Act, 2013 and the rules frame there under, including any modifications, clarification, circulars or re-enactment thereof.

“**Board of Directors**” or “**Board**” means the Board of Directors of Axon Ventures Limited as constituted from Time to Time.

“**Company**” means Axon Ventures Limited.

“**Key Managerial Personnel**” mean key managerial personnel as defined in sub section 51 of section 2 of the Companies Act, 2013.

“**Policy**” means this policy on criteria for determining materiality of events or information as amended from time to time.

“**Regulation**” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

“**Schedule**” means a Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

MATERIALITY AND DISCLOSURE

I. Disclosure to Stock Exchanges of following events or information DEEMED to be material (as soon as reasonably possible but not later than 24 hours from their occurrence):

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.- For the purpose of this sub-para, the word 'acquisition' shall mean,-

(i) Acquiring control, whether directly or indirectly; or,

(ii) Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –

(a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

(b) There has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

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. **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).

4. 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.

5. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
6. Appointment or discontinuation of share transfer agent.
7. Reference to BIFR and winding-up petition filed by any party /creditors.
8. Amendments to memorandum and articles of association of listed entity, in brief.

Any disclosure made after 24 hours of occurrence of material event or information the company shall along with such disclosures provide explanation for delay.

II CRITERIA FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION:

Event /information shall be considered as material:-

- (a) if 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) if 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.

III. OTHER MATERIAL EVENTS/INFORMATION

The company shall make disclosure to Stock Exchanges of any other material events or information as specified by the Board of Directors from time to time.

Authority to Key Managerial Personnel (KMP)

The Board of Directors of the company have jointly or severally authorised following key managerial personnel for the purpose of determining materiality of an event or information and to intimate to Stock Exchange regarding material event or information.

1. Mr. Girraj Kishor Agrawal (Managing Director)
2. Mr. Ashok Vishwakarma (CFO)

Other Provisions

- All the applicable provisions of the Listing Agreement and other law/s, as amended from time to time are to be complied in letter and spirit in implementing this policy.
- The company shall make disclosures of any events or information to the stock exchanges which, in the opinion of the Board of Directors of the Company, are material.
- The Company shall also make disclosure of all the events or information with respect to its material subsidiary, if any
- The Company with respect to the disclosure/s mentioned hereinabove shall also inform to the Stock Exchanges the updating material developments on a regular basis, till such time the events is resolved/ closed, with relevant explanation.
- The Company shall disclose in its Web site all event and information disclosed to the Stock Exchanges as per this Policy which shall remain in the Web Site for minimum five continuous calendar years.
- The Company shall provide specific and adequate reply to all queries raised by the Stock Exchanges on any event or information as per this Policy. It may also on its own initiative, confirm or deny any reported events or information to the Stock Exchanges.

Amendments

The Board of Directors shall subject to the applicable laws amend any provisions or substitute any of provisions with new provisions or replace the Policy entirely with a new policy. However no such amendments shall be inconsistent with applicable provisions of any law time being in force.

Disclosures

This policy shall be disclosed in the Company's Website.