



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

POLICY FOR DETERMINATION OF MATERIALITY OF INFORMATION OR EVENT

I. PREAMBLE:

Vishnu Prakash R Punglia Limited (“Company”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner.

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) requires every listed entity to frame a ‘Policy for Determination of Materiality of Events’ and give suitable information to stock exchanges, based on the criteria specified in Regulation 30 of the Listing Regulations.

The Board of Directors (“Board”) of the Company, in its meeting dated 1st March, 2023 has adopted the Policy on determination of materiality of events or information (“Policy”) that warrants disclosure to investors and has been framed in compliance with the requirements of the SEBI Listing Regulations. The Board of directors in its meeting dated May 29, 2025 has revised the policy in accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. OBJECTIVES OF THE POLICY:

The objectives of this policy are as follows:

- (a) To ensure that the company complies with disclosure obligations to which it is subject as an equity listed company as laid down by the SEBI Listing Regulations, various securities laws and any other legislations.
- (b) To ensure that the information disclosed by the Company is timely and transparent.
- (c) To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- (d) To protect the confidentiality of material/ price sensitive information within the context of the Company’s disclosure obligations.
- (e) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- (f) To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.
- (g) To provide shareholders, investors and the Market with timely, direct and equal access to material information issued by the Company.

III. DEFINITIONS

The capitalized terms used in this Policy shall have the meaning ascribed to such terms in the Companies Act, 2013, rules made thereunder and the SEBI Listing Regulations (collectively, the ‘Statutory Provisions’), as the case may be.



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

IV. GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:

The following factors shall be considered for determining materiality of any event/information:

- (1) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available in public domain; or
- (2) The omission of an event or information which is likely to result in significant market reaction if the said omission came to light at a later date; or
- (3) In case where the criteria specified in sub-clauses (1) and (2) above are not applicable, an event/ information may be treated as being material if in the opinion of the Board of Company, such event/information will be considered material.
- (4) The Company shall also disclose all such events/information with respect to subsidiaries, if any, which are material for the Company.
- (5) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
- (6) The Company may on its own initiative also, confirm or deny any reported event/information to stock exchange(s).

V. DISCLOSURE OF MATERIAL EVENTS/ INFORMATION:

- A. The Company shall mandatorily disclose the events as specified in Para A of Part A of schedule III of the SEBI Listing Regulations, without applying any test of materiality forming part of this policy as Annexure I.
- B. The Company shall make disclosure of the events specified in Para B of Part A of Schedule III of the Listing Regulations, based on application of the guidelines for materiality, forming part of this policy as Annexure II.

VI. Guidelines for Determining Materiality

Subject to provisions of the Regulations, materiality has to be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information. In order to determine whether a particular event/information is material in nature or not, the following criteria shall be followed:

- a. **Quantitative criteria:** The Company shall consider the following quantitative criteria for determination of whether an event / information is material or not:

The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- i. two percent of turnover, as per the last audited financial statements of the Company;
- ii. two percent of net worth, as per the last audited financial statements of the Company, except in case the arithmetic value of the net worth is negative;



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

iii. five percent of the average of absolute value of profit or loss after tax, for last three years, as per the last three audited financial statements of the Company.

b. **Qualitative criteria:** The Company shall consider the following qualitative criteria for determination of whether an event / information is material or not:

- i. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- ii. 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; or

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 it has a material effect on the Company or in the opinion of the Board, the event / information is considered material.

VII. Disclosure to the stock exchanges

Events/ information specified in **Annexure I** of this Policy are deemed to be material events and the Company shall make disclosure of such events or information to the stock exchange(s), without application of guidelines for materiality as mentioned in clause 4 of this Policy, as soon as reasonably possible and in any case not later than the following:

- i. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- iii. twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity.

Provided further that in case the disclosure is made within the specified period of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

The Company shall make disclosure of events/ information as specified in **Annexure II** of this Policy, if considered material after application of guidelines for determining materiality as given under Clause V of this Policy within the specified period of the occurrence of such event/ information.

Apart from the events/information given under Annexure I and Annexure II of this Policy, any other material 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 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



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities, shall also be disclosed to the stock exchange(s).

The Company shall disclose to the stock exchange(s) material updates on the events/information disclosed under this Policy till such time the event is resolved/ closed, with relevant explanations.

Without prejudice to the generality of provisions of this Policy, the Company may make disclosures of event/information as specified by the Board from time to time.

VIII. Disclosure on Company's website

All the events/information disclosed to the stock exchange(s) shall be uploaded on the Company's website for a minimum period of 5 years and thereafter as per archival policy (refer Company's Policy for Archival of Documents).

IX. AUTHORITY:

The Managing Director and Chief Financial Officer of the Company are severally authorised for determining materiality of event/ information as specified in Annexure II of this Policy.

The Managing Director, Chief Financial Officer and the Company Secretary of the Company are severally authorised for disclosing such material events/information to the stock exchange(s).

X. AMENDMENT:

The Board (including its duly constituted committees, wherever permissible), shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. In any case, any subsequent amendment to the SEBI Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

XI. REVIEW:

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

XII. INTERPRETATION:

In case of any conflict between the provisions of this Policy and of Statutory Provisions, the Statutory Provisions shall prevail over this Policy. Any subsequent amendment/ modification in the Statutory Provisions shall automatically apply to this Policy. In case of any clarification required with respect to this Policy, kindly contact the Company Secretary of the Company.



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

This Policy shall be disclosed on the website of the Company i.e. <https://www.vprp.co.in/>

Annexure I

Mandatory Disclosures

Listed companies shall inform stock exchanges about specific events or information as outlined below:

1. Business Changes:

Acquisitions & Restructuring: Notify if a company acquires, merges, splits, sells, or restructures its business units, subsidiaries, or major stakes in another company. Starting or postponing the start of commercial production or operations in any unit/division.

2. Changes in Securities:

Issuing new shares, splitting/consolidating shares, buybacks, or restrictions on transfers or any other type of issue or reissue of forfeited securities.

3. Credit Ratings Updates: Report new credit ratings or changes to existing ones.

4. Outcome of Board meeting of directors

5. Certain Agreements: Agreements (like shareholder agreement, joint venture agreement, family settlement agreement to the extent that it impacts management and control of the listed entity, agreement/treaty/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof. (JV agreement entered for any of the construction works in the normal course of business could be avoided)

5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

6. Fraud or Defaults/ Arrest warrant/legal proceedings

Any event of Fraud or defaults by entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity. Any allegation of fraud or default is also to be reported. (Fraud shall include unfair trade practices in securities market)

‘Default’ shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

7. Appointment/ resignation/ change in position of Directors, auditors, Senior management personnel independent director or any designated SMP or KMP.

8. Appointment or discontinuation of RTA (registrar and share transfer agent)

9. Restructuring in relation to loans/borrowings from banks/financial institutions and one time settlement with banks

10. One time settlement with a bank

11. Winding-up petition filed by any party / creditors

12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, or creditors or any class of them or advertised in the media by the listed entity.

13. Disclosure of proceedings of AGMs and EGMs with shareholders of the listed entity

14. Any amendment to Memorandum and articles of association of company

15. Meetings with investors: Announce schedule (at least two working days in advance), presentations, and recordings of meetings with investors or analysts.

16. Events in relation to corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code

17. **Forensic Audits:** Report audits conducted to investigate potential fraud or mismanagement.

18. Social Media Announcements of any material information-

Disclose any important company announcements made on social media or in the press in relation to any event or information which is material for the listed entity and is not already made available in the public domain by the listed entity.

19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

- (a) search or seizure; or
- (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
- (c) investigation under the provisions of the Companies Act, 2013;

20. Regulatory Actions/orders against the Company: Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

- (a) suspension;
- (b) imposition of fine or penalty*;
- (c) settlement of proceedings;
- (d) debarment;
- (e) disqualification;
- (f) closure of operations;
- (g) sanctions imposed;
- (h) warning or caution; or
- (i) any other similar action(s) by whatever name called;

***Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:**

(i) disclosure of fine or penalty of *rupees one lakh or more* imposed by sectoral regulator or enforcement agency and fine or penalty of *rupees ten lakhs or more* imposed by other authority or judicial body shall be disclosed *within twenty-four hours*.

(ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.

21. Voluntary revision of Financial Statement: - Report any changes made to previously published financial statements.

22. Any market rumours prevailing in media/social media/news/locally published articles or any other source should be reported.

Annexure II

List of events/ information to be disclosed to the stock exchange(s) if considered material.

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER

An ISO 9001: 2015 Certified Company

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 Company 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 Company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employee of Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
14. 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 that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.