



APL APOLLO TUBES LIMITED

POLICY FOR DETERMINING MATERIALITY OF EVENTS

*[Pursuant to Regulation 30 of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

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1. PREAMBLE

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), every listed entity is required to make timely and adequate disclosure of events or information which, in the opinion of the Board of Directors of the company, are material.

This Policy sets out:

- a. Guidelines and criteria for relevant employees of the Company to identify any potential material event or information and reporting the same to the authorised key managerial personnel, for determining materiality of the said event or information and making necessary disclosure to the relevant stock exchange, as required under Regulation 30 of SEBI Listing Regulations.
- b. Timelines for disclosing material events.

2. DEFINITION

- a. **Board** means Board of Directors of the Company.
- b. **Company** means APL Apollo Tubes Limited.
- c. **Normal trading hours** shall mean time period for which the recognized stock exchanges are open for trading for all investors.

3. CRITERIA FOR DETERMINATION OF MATERIALITY

The Company shall consider the following criteria for determination of materiality of events/ information:

- 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. 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 consolidated financial statements of the Company; or
 - ii. two percent of net worth, a. per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; or
 - iii. five percent of the average of absolute value of profit or loss after tax ("**PAT**"), as per the last three audited consolidated financial statements of the Company.

However, in certain instances, all of the three parameters specified above may not be relevant to an event. Applying the principle of *Reddendo Singula Singulis* (by assigning each one to each one) to the materiality provisions of SEBI Listing Regulations, it can be said that since there are separate thresholds of 2% of turnover, 2% of net worth and 5% of average PAT, each of such values can be applied individually and a particular threshold would be relevant and applicable depending on the nature of the event/ information being assessed. For instance, any event which has an impact on the turnover or profits of the Company can be considered material by comparing the value of such event/ information with 2% of the consolidated turnover or 5% of the average PAT respectively.

Accordingly, for every event / information the listed in Para B - Part A of Schedule III of the SEBI Listing Regulations, reference can be made to the Industry Standards Note (“ISN”) or any other circular(s), FAQ(s) issued by SEBI or Stock Exchanges from time to time in this regard.

- d. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.

4. DISCLOSURES OF EVENTS OR INFORMATION

- a. All events, as specified in Part A of Schedule III of the SEBI Listing Regulations shall be deemed to be material without any application of the guidelines for materiality.
- b. All events, as specified in Para B of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed upon application of the guidelines for materiality referred in clause III above: -
- c. 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 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.
- d. Without prejudice to the generality of sub-para (a), (b) and (c) above, the Company may make disclosures of event/information as specified by the Board from time to time.

5. DISCLOSURE REQUIREMENTS AND TIMELINES

- a. The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation 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.

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

- ii. **twelve hours** from the occurrence of the event or information, in case the event or information is emanating from within the Company.
- iii. **twenty four hours** from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided further that if all the relevant information including pendency or outcome thereof, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, which may have an impact in the Company, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company.

Provided further that in case the disclosure is made after the timelines specified as above, the Company shall, along with such disclosures provide explanation for delay.

Provided further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

- b. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- c. All the above disclosures shall be posted on the website of the Company for a minimum period of five years and thereafter archived as per Archival Policy of the Company.
- d. The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
- e. In respect of the clarification sought by the Stock Exchanges in relation to any events or information disclosed, the Compliance Officer of the Company will furnish reply to the stock exchange within period as stated by the Exchanges.
- f. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

- g. In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the listed entity shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

6. AUTHORISATION OF KEY MANAGERIAL PERSONNEL

The Managing Director, Whole-time Director, Chief Financial Officer and the Company Secretary of the Company jointly, all being Key Managerial Personnel (KMPs), have been authorised to determine materiality of any event or information subject to the provisions of this Policy.

The said KMPs have been authorised severally to make disclosures to the stock exchange(s).

7. POWER TO AMEND THE POLICY

Any amendment to this policy shall be made with the approval of Board of Directors of the Company. However, the Company Secretary of the Company is authorized to make necessary amendments to this policy as required to align with amendments in statutory provisions or regulatory requirements.

Should there be any inconsistency between the terms of the Policy and the SEBI Listing Regulations, the provisions of the SEBI Listing Regulations shall prevail.