

HYGIENE PLUS LIMITED

Policy for Determination of Materiality of Events or Information

[Pursuant to provisions of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 & amendments made thereto]

Regd. Office:

**Plot No. - 417, KA ME- 417, KHA ME- 418, 418, KHA ME- 423, 424, Village Nagla
Chamru, Tehsil-Dadri, Gautam Buddha Nagar, Sikandrabad, Uttar Pradesh-
203205**

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INTRODUCTION

Hygiene Plus Limited (the “Company”) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. This Policy for Determination of Materiality of Events or Information (“Policy”) is aimed at providing guidelines to the management of Company, to determine the materiality of events or information, which could affect investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchange(s).

This Policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

OBJECTIVE AND COMMENCEMENT

The Objectives of the Policy are to:

1. enable the investors to make well-informed investment decisions
2. take a view on the Materiality of an event that qualifies for disclosure under "the Regulations";
3. ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the Listing Regulations, various securities laws and any other legislations.
4. ensure that the information disclosed by the Company is timely and transparent.
5. ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
6. protect the confidentiality of material/ price sensitive information within the context of the Company’s disclosure obligations.

The board of directors of the Company have adopted the Policy in the Board meeting held on [REDACTED] and the Policy shall come into force with effect from the date Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 takes effect with respect to the Company.

DEFINITIONS

1. “Act” means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.
2. “Board of Directors” means the Board of Directors of the Company.
3. “Company” means One 97 Communications Limited.
4. “Key Managerial Personnel” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
5. “Listing Regulations / SEBI (LODR)” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

6. “Policy” means this policy, as amended from time to time.
7. “SEBI” means the Securities and Exchange Board of India.
8. “Rules” means the rules made under the Act.
9. “Stock Exchange” means such stock exchange where the equity shares of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be

DISCLOSURE OF EVENTS /INFORMATION

A subsidiary of the Company shall be regarded as Material Subsidiary if it falls under the definition provided above.

The Audit Committee shall on annual basis review such details / information as may be required to determine the ‘Material Subsidiaries’.

EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall, disclose all such events pertaining to itself and/or its material subsidiary(ies), which are specified in Para B of Part A of Schedule III of the Listing Regulations pursuant to this Policy.

The guidelines for determining materiality of events or information are set out below.

- a. omission of any disclosure which is likely to result in alteration (including but not limited to discontinuation) of information that was previously made publicly available by the Company;
- b. the omission of which is likely to result in significant market reaction if the said omission came to light at a later date; or
- c. which in the opinion of the Board of Directors of Company, is considered material.

DISCLOSURE OF OTHER EVENTS OR INFORMATION

Events of the Company to which neither Para A nor B of Schedule III apply, shall be disclosed if such events are considered as material by the Company.

The Company shall disclose major developments that are likely to affect its 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 any other information which is exclusively available with the Company and which may be necessary to enable the holders of securities to review their position and to avoid creation of a false market for equity shares of the Company.

The Company may at its own discretion, confirm or deny any reported event or information to stock exchange(s).

AUTHORIZED KMP FOR DETERMINING THE MATERIALITY OF EVENTS OR INFORMATION

The following KMPs are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) (“Authorized Person(s)”):

- a. Chief Executive Officer (CEO) & Managing Director
- b. Chief Financial Officer
- c. Company Secretary

Powers and Responsibilities of Authorized KMP

- a. To take a view on the materiality of an event which may qualify for disclosure and resolve any computation and interpretation issues whilst making the materiality assessment.
- b. To determine the appropriate time at which the disclosures are to be made to the stock exchanges, based on an assessment of actual time of occurrence of an event to be reported.
- c. To review and finalize the details to be disclosed, in consultation with Managing Director of the Company (“MD”).
- d. To make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- e. To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters
- f. To formulate operational guidelines for deployment of this Policy.

The materiality of events outlined above are indicative in nature. Accordingly, the Authorized Person/s shall exercise his/her own judgment while assessing the materiality of events / information associated with the Company.

DISCLOSURE

- a. The disclosures in respect of events and information specified in sub-para 4 of Para A of Part A of Schedule III of Listing Regulations shall be made within 30 minutes of the conclusion of the Board meeting in which the respective event or information is approved.
- b. All other events and information falling under Part A of Schedule III of Listing Regulations apart from those specified in (a) above shall be disclosed to the Stock Exchanges as soon as reasonably possible but not later than twenty four hours from the occurrence of event or information. In case the disclosure is made after 24 hours of occurrence of the event or information, the Company shall provide explanation for the delay along with the disclosure.
- c. The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved/closed, with relevant explanations.

AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the SEBI Regulations or any other statutory enactments or rules, the provisions of Listing Regulations/Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy.

DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.
