

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION AND
WEB ARCHIVAL POLICY**

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1. Preface:

Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Archival Policy.

Accordingly, Seamec Limited (the 'Company') herein sets out a Policy for determination of materiality of events and information and disclosure thereof and Web Archival Policy (hereinafter referred to the 'Policy').

2. Definitions:

In this policy, unless the context otherwise required: -

"Audit Committee or Committee" means Audit Committee constituted by the Board of Director of the Company, from time to time under provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

"Board of Directors or Board" means the Board of Directors of the Company.

"Company" means Seamec Limited.

"Key Managerial Personnel" (KMP) of the Company includes Managing Director, President & Chief Financial Officer and President-Corporate Affairs, Operations & Company Secretary, who may be authorized individually or collectively to disclose events to Stock Exchanges.

"Listing Regulations or LODR" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Material Events" means individual transactions or arrangements which in the opinion of authorised Key Managerial Personnel is significant to the operations and performance of the Company read with Schedule III of the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Price Sensitive Information" means any information which relates directly or indirectly to the Company that is not generally available and which upon becoming generally available is likely to affect the price of securities of the Company.

“Stock Exchanges” means the recognized Stock Exchanges where the Equity Shares of the Company are listed.

3. Interpretations

Terms that have not been defined in this policy shall have the same meaning assigned to them under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 as amended from time to time.

4. Criteria for determination of materiality of events / information

Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, the Company shall consider the criteria(s) mentioned below.

- 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; or
- c. If in the opinion of the Board of Directors, the event / information is considered material.

5. Guidance on occurrence of event / availability of information

The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.

In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.

In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

6. Disclosures of events / information

The events to be disclosed by the Company are broadly divided into following five Categories:

CATEGORY A

Covers the events to be disclosed without applying any test of materiality as per para A of Part A of Schedule III of Regulation 30.

The Company shall first disclose to stock exchange(s) of all events, as specified in Para A of Part A of Schedule III as reproduced below, or information as soon as reasonably possible and **not later than twenty four hours** from the occurrence of event or information without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of Listing Regulations:

Sr. No.	Material Events (as per Para A of Schedule III)
1.	<p>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.</p> <p>Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean, -</p> <ul style="list-style-type: none"> (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 - <ul style="list-style-type: none"> 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.	Revision in Rating(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 thereof.
5.	Fraud/ defaults by promoter or key managerial personnel or by listed entity or arrest of Key managerial personnel or promoter.
6.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor

	and Compliance Officer.
7.	Appointment or discontinuation of share transfer agent.
8.	Corporate debt restructuring
9.	One time settlement with a bank.
10.	Reference to BIFR and winding-up petition filed by any party / creditors
11.	Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
12.	Proceedings of Annual and extraordinary general meetings of the Company.
13.	Amendments to memorandum and articles of association of the Company, in brief.
14.	Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.
15.	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <ol style="list-style-type: none"> Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default; Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default; Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ; Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code; List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; Appointment/ Replacement of the Resolution Professional; Prior or post-facto intimation of the meetings of Committee of Creditors; Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; Number of resolution plans received by Resolution Professional; Filing of resolution plan with the Tribunal; Approval of resolution plan by the Tribunal or rejection, if applicable; Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified; Any other material information not involving commercial secrets.

Note: In case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

CATEGORY B

Covers the material events as per sub – para 4 of Part A of Schedule III of Regulation 30.

The Company shall disclose to the Stock Exchanges all events as specified in sub-para 4 of Para A of Part A of Schedule III **within thirty minutes** of the closure of the meeting of Board of Directors / Committee of Directors held to consider the following, without any application of the guidelines for materiality.

Sr. No.	Material Events (As per Sub-para 4 of Para A of Part A of Schedule III)
1.	Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid or dispatched.
2.	Any cancellation of dividend with reasons thereof,
3.	The decision on buyback of securities.
4.	The decision with respect to fund raising proposed to be undertaken,
5.	Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched,
6.	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;
7.	Short particulars of any other alterations of capital, including calls;
8.	Financial results.
9.	Decision on voluntary delisting by the Company from stock exchanges

CATEGORY C

Covers the events to be disclosed, if considered material as per sub-regulation 4 of Regulation 30.

The Company shall disclose to stock exchange(s) of all events within 24 hours, as specified in Para B of Part A of Schedule III as reproduced below, based on application of the guidelines for materiality, as specified in sub-regulation (4) of Regulation 30 of Listing Regulations:

Sr. No.	Events (As per Para B of Part A of Schedule III)
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
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 employees of listed entity
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.

CATEGORY D

Covers information / events with major development within 24 hours as per para C of Part A of Schedule III of Regulation 30.

Events (As per Para C of Part A of Schedule III)
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.

CATEGORY E

Covers disclosure as per Para D of Part A of Schedule III of Regulation 30.

Events (As per Para D of Part A of Schedule III)
Without prejudice to the generality of the categories for disclosures stated above, the Company shall, make disclosures updating material developments on a regular basis, as specified by the Securities and Exchange Board of India from time to time.

5. Disclosure of events/ information w.r.t Subsidiaries

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company. The materiality of all such events / information shall be determined of the persons authorized under this Policy based on the criteria stated hereinabove.

6. Authorization for determining materiality of events and making disclosures thereof

The Managing Director, President (Corporate Affairs, Operations & Company Secretary) and President & Chief Financial Officer of the Company are severally and/or jointly authorised by the Board of Directors for the purpose of determining the materiality of an event / information for the purpose of making disclosure to the Stock Exchanges under this Policy.

The President (Corporate Affairs, Operations & Company Secretary) is authorized for making disclosures to the Stock Exchanges as well as uploading the information on Company's Website. The Contact details of the above personnel's (KMPs) will be intimated to the Stock Exchanges. Any Change therein as maybe determined by the Board of Directors from time to time shall also be intimated to the Stock Exchanges by the Authorized Persons.

The materiality of the events/information outlined above are indicative in nature. There may be likelihood of some unforeseen events emerging during the course of business scenario time to time, hence, the persons as authorized above should consider the criteria stated above and exercise necessary judgement while accessing the materiality of the event associated with the Company.

7. Website Disclosures and Archival Policy

The event / information disclosed to the stock exchanges under this Policy shall also be placed on the website of the Company for a minimum period of five years or for such other period, if the period prescribed shall be more than five years by the aforesaid Regulations and /or the Securities Laws as defined in the aforesaid Regulations.

After completion of the minimum period of five years or such other period as prescribed by the Regulations and/or Securities Laws, the events or information may cease to be displayed on the website of the Company. The Company shall also make disclosure of events / information as may be specified by the Securities and Exchange Board of India from to time.



8. Amendment:

The Board may subject to the applicable laws amend any provisions 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.

9. Scope and Limitation

In any circumstance where the provisions contained in this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Policy stated hereinabove.

10. Dissemination of the Policy

This Policy shall be hosted on the website of the Company for the information of stakeholders.
