

## **P.H. CAPITAL LTD.**

Policy for determination and reporting of Material Events/Information under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

## **1. Background:**

The Securities and Exchange Board of India (SEBI) has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) on September 2, 2015 to be effective from December 1, 2015. The Regulation 30 of these Listing Regulations deals with disclosure of Material Events/Information by the listed entity specified under Part A of Schedule III of the Listing Regulations. Further, SEBI has issued a circular on ‘Continuous Disclosure Requirements for Listed Entities’ on September 9, 2015 indicating the details that need to be provided while disclosing above events. Therefore, in order to bring the Company’s “Policy on Reporting of Material Events/Information” in line with the requirements under the Listing Regulations and the SEBI Circular, the Company has framed its “Policy on Reporting of Material Events/Information”.

## **2. Objective:**

The objectives of the policy are as follows:

- a) Determine the materiality of an event/information based on the criteria specified under Regulation 30(4) of Listing Regulations as amended from time to time that qualifies for disclosures under Regulation 30;
- b) To decide appropriate time when the above mentioned disclosures shall be made to the stock exchanges based on the guidance provided in the SEBI circulars issued from time to time;
- c) To decide the details of disclosures to be made that is in the best interest of the present and potential investors based on the guidance provided in the SEBI circulars issued from time to time; and

## **3. Material Events/Information:**

The Listing Regulations divide the events that need to be disclosed broadly in two categories:

1. The events that have to be necessarily disclosed without applying any test of materiality are indicated in Para A of Part A of Schedule III of the Listing Regulation, as amended from time to time.
2. Para B of Part A of Schedule III, as amended from time to time, indicates the events that should be disclosed by the listed entity, if considered material.

As per Regulation 30(3) of the Listing Regulations, the Company shall make disclosure of events specified in Para B of Part A of Schedule III based on application of the guidelines for materiality, as specified in Regulation 30 (4), as follows:

- (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) 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 the Company, the event / information is considered material.

In case of any modification, addition or deletion of these guidelines, in future, the Company shall accordingly make requisite disclosures.

#### **4. Competent Authority for determining material events/information and making disclosures:**

The Listing Regulations requires the Board of Directors to authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information which qualifies for disclosure under Regulation 30 of Listing Regulations and to decide the timeline within which such disclosure is required to be disseminated to the stock exchanges.

The Board of Directors has authorized Whole time Directors, CFO and Company Secretary, the Key Managerial Personnel for compliance of these disclosures.

The Whole time Director or CFO or Company Secretary shall decide whether the event falls under Para A or Para B of Part A of Schedule III of Listing Regulations and if it falls under Para B then whether it is material in nature and by when it needs to be reported to the stock exchanges.

After deciding whether event or information is material by the Whole time Director or CFO or Company Secretary, the Whole time Director, Company Secretary or CFO shall disseminate the same to the stock exchanges with covering letter and upload the same on the website of the Company.

#### **5. Contact Details of the Authorized Key Managerial Personnel:**

<b>Name</b>	<b>Designation</b>	<b>Contact Details</b>
Mr. Rikeen Dalal	Whole time Director	<b>PH CAPITAL LTD.</b> Address: 5D, Kakad House, 5th Floor, A Wing Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai, Maharashtra, 400020 Tel No: 022-22019473 / 22019417 <b>Email:</b> <a href="http://www.phcapital.in">www.phcapital.in</a>
Mr. Samir Desai	CFO	Same as above

#### **6. Review of the Policy:**

In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended at the next possible opportunity. However, the amended regulatory requirements will supersede the Policy, till the time, this Policy is suitably amended.