



**POLICY FOR DETERMINATION OF MATERIALITY OF ANY  
EVENT/ INFORMATION**

## **1. PREFACE**

As per Regulation 30 of SEBI (Listing Obligations and disclosure requirements) Regulation, 2015 (“Listing Regulations”) read with SEBI’s Circular bearing reference CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September 2015, the Board of Directors of The Byke Hospitality Limited has adopted this Policy for determination of material events and information (“Material Information”) such that required information can be promptly disclosed to the stock exchanges, as required under applicable SEBI regulations and shall be disclosed on its website.

## **2. PURPOSE OF THE POLICY**

The purpose of the policy is to determine materiality of events and information based on criteria specified under clause (i) of sub- regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosures of events / information specified in para A and B of Part A of the Listing Regulations to the Stock Exchanges.

## **3. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION**

The following criteria shall be considered for determination of materiality of events / information to be disclosed to the Stock Exchanges [as specified in clause (i) of sub- regulation 4 of Regulation 30 of the Listing Regulations, as amended from time to time]:

- (a) the omission of an event / information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- (b) the omission of an event / information is likely to result in significant market reaction if the said omission came to light at a later date;
- (c) the event or information is in any manner unpublished price sensitive information;
- (d) any other event/information which is considered as being material in the opinion of the Board of Directors of the Company.

## **4. DISCLOSURE OF EVENTS OR INFORMATION**

- a. Events specified in Para A of part A of Schedule III of the Listing Regulations as amended by SEBI from time to time shall be deemed to be material events and the Company shall make disclosure to of such events or information as soon as reasonably possible and not later than twenty-four hours from the occurrence of the same. (Annexure A).
- b. The Company shall make disclosure of events specified in Para B of part A of Schedule III of the Listing Regulations as amended by SEBI from time to time, based on application of Guidelines for materiality, as specified in this Policy (Annexure B).
- c. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/ closed, with relevant explanations.

- d. The Company shall disclose all events or information with respect to its Material Subsidiaries.
- e. The Company shall provide specific and adequate reply to all queries raised by stock exchange with respect to any events or information. Further, on its own initiatives shall confirm or deny any event or information to stock exchange reported in the media.
- f. In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

#### **5. WHEN AN EVENT / INFORMATION CAN BE SAID TO HAVE OCCURRED**

In certain instances, the occurrence of material events / information would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required e.g. in case of natural calamities, disruptions etc., it would depend upon the timing when the company became aware of the events / information.

The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term “officer” shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the company.

#### **6. PROCEDURAL GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION**

- a. The Board of Directors of the Company has authorized the Managing Director and/or Chief Financial Officer of the Company for the purpose of determining materiality of an event or information.
- b. Under the guidance and advice of the Managing Director and/or Chief Financial Officer of the Company, the Company Secretary of the Company will make disclosure of such material event or information to the Stock Exchange.

#### **7. DISSEMINATION OF THIS POLICY**

This policy shall be disclosed on the Company’s website [www.thebyke.com](http://www.thebyke.com). Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.

Questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary and Compliance Officer, who is in charge of administering, enforcing and updating this policy.

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## **8. REVIEW**

The policy will be reviewed by the Company as and when required.

The policy and any amendment thereof as and when carried out, shall be disclosed on the Company's website.

## **9. AMENDMENT**

The Board of Directors of the Company is authorized to make necessary changes to the above policy as and when required. If any change is necessary to be made due to statutory amendments, the same may be made with the approval of the Managing Director of the Company and the same shall be placed at the next meeting of the Board of Directors for its information and ratification. However, no such amendment or modification shall be inconsistent with these Regulations or any law for the time being in force.

## ANNEXURE A

### **Events which shall be disclosed without any application of the guidelines for Materiality Referred to:**

1. 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.  
Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,-
  - (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 -
    - (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. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
  - a. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
  - b. any cancellation of dividend with reasons thereof;
  - c. the decision on buyback of securities;
  - d. the decision with respect to fund raising proposed to be undertaken
  - e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - f. 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;
  - g. short particulars of any other alterations of capital, including calls;
  - h. financial results;
  - i. decision on voluntary delisting by the listed entity from stock exchange(s):  
Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

5. 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(s) thereof.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
  - 7A. resignation of the auditor
  - 7B. Resignation of the Independent Director including the reason of resignation.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. 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.
13. Proceedings of Annual & extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.
16. Events in relation to the corporate insolvency resolution process (CIRP) where company is a corporate debtor under the Insolvency Code:
  - (a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - (b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - (c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
  - (d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - (e) 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;
  - (f) Appointment/ Replacement of the Resolution Professional;
  - (g) Prior or post-facto intimation of the meetings of Committee of Creditors;

- (h) 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;
- (i) Number of resolution plans received by Resolution Professional;
- (j) Filing of resolution plan with the Tribunal;
- (k) Approval of resolution plan by the Tribunal or rejection, if applicable;
- (l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- (m) Any other material information not involving commercial secrets;
- (n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- (o) Quarterly disclosure of the status of achieving the MPS;
- (p) The details as to the delisting plans, if any approved in the resolution plan;
- (q) Initiation of Forensic audit.

## ANNEXURE B

### **Illustrative list of events which shall be disclosed upon application of the guidelines for materiality referred to in:**

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 listed entity 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 listed entity
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.
13. 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.

The details required to be disclosed while intimating the events mentioned in the Annexure A and Annexure B shall be in accordance with the SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 and amendments thereto from time to time.