

## GENESIS FINANCE COMPANY LIMITED

### POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION

#### 1. INTRODUCTION

- a. The equity shares of Genesis Finance Company Limited (“the Company”) are traded on the Metropolitan Stock Exchange of India Limited (“the Stock Exchange”).
- b. The Securities and Exchange Board of India, on 2<sup>nd</sup> September, 2015, had released Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- c. By virtue of the Listing Regulations, the Company recognizes the need to frame a policy to determine the Material Events (hereinafter referred to as the ‘Policy’) as required under Regulation 30 of Regulations 2015 for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s) and the same is also required to be disclosed on the Company’s website.

#### 2. OBJECTIVE OF POLICY

- a. The Company being a Listed Entity is obliged to comply with the disclosure requirements under the Listing Regulations and all the stakeholders of the Company have equal right to access information that may affect their investment decisions and believes that full and fair disclosure of material information to the public is the keystone.
- b. In view of the above, the broad objectives of this Policy are as follows:
  - i. Identification of the material events or information of the Company.
  - ii. Ensure timely and adequate disclosure of the identified material events or information to the Stock Exchanges, public and on the website.
  - iii. Provide shareholders, investors and the market with timely, direct and equal access to material information issued by the Company;
  - iv. Promote investor confidence in the integrity of the Company and its securities.

#### 3. AUTHORISATION FOR DETERMINATION OF MATERIALITY

The Board of Directors of the Company have jointly authorized any two following authorised representatives of the Company for the purpose of determining materiality of an event or information:

Sr. No.	Name of the authorized representatives	Designation	Contact information
1.	Mr. Naresh Garg	Chairman cum Managing Director	ngarg@genesisfinance.net
2.	Mr. Gopal Bisht	Whole Time Director cum Chief Financial Officer	gbisht@genesisfinance.net

#### 4. POLICY

Taking into account the Listing Regulations and other applicable legal provisions, the policy on determination of materiality for disclosures of events or information is being made as per the following criteria:

- a. the omission of an event or information 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. where the criteria specified in above clause (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.

#### 5. MATERIAL EVENTS AND INFORMATION

- a. The following events or information will be considered as 'Material':
  - i. **Deemed Material Events or Information** – The list of events or information mentioned under para A of Part A of Schedule III of Listing Regulations will be considered as deemed material events or information and shall be disclosed without any application of the criteria mentioned in Clause 4 above.
  - ii. **Identified Material Events or Information** – The list of events or information mentioned under para B of Part A of Schedule III of Listing Regulations will be considered material on application of the criteria mentioned in the Clause 4 of this Policy, as determined or decided by the authorised representatives or Board of Directors of the Company.
  - iii. **Any other event or information** 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. will be material event or information.
  - iv. Any other information which is exclusively known to the Company which may be necessary to enable the security holders of the Company to appraise its position and to avoid the establishment of a false market in such securities.
  - v. The Company may make disclosures of such event/information as specified by the Board from time to time and which has not been covered under the above sub-clause.
- b. The Company shall release material developments on the above information till such time the event is resolved/closed.
- c. In case of any difficulty while determining the materiality of the events or information, the criteria as mentioned in the Clause 4 above should be applied.

#### 6. DISSEMINATION OF ANY OCCURRED MATERIAL EVENTS OR INFORMATION

The procedure for dissemination of any occurred material event or information will be as follows:

- a. The authorised representative (as mentioned under Clause 3) shall be the authorized official to make all the disclosures, covered under this Policy, to the Stock Exchanges.
- b. The details of the material events or information as provided under para A of Part A of Schedule III of Listing Regulations is to be disclosed to the Stock Exchange as soon as reasonably possible and not later than 24 hours of its occurrence.
- c. The events mentioned under Sub-para 4 of Para A of Part A of Schedule III of Listing Regulations shall be disclosed within 30 minutes of the closure of the Board Meeting. In such case, the intimation of outcome of meeting of the Board of Directors shall also contain the time of commencement and conclusion of the meeting.
- d. The events mentioned under Para B of Part A of Schedule III of the Listing Regulations, if identified to be material as per the Sub-clause a of Clause 4 of the policy and have occurred as per Clause 5 of the policy, shall be promptly informed to the Stock Exchanges. The expression '*promptly inform*' shall imply that the Stock Exchange must be informed as soon as practically possible and without any delay and that the information shall be given first to the Stock Exchange(s) before providing the same to any third party.
- e. In case the disclosure is made after the above specified time period, the Company shall provide explanation for the delay along with the disclosure(s) made to the Stock Exchanges.
- f. The Company shall provide specific and adequate reply/clarification to all the queries raised by the Stock Exchange with respect to any event or information, whether material or immaterial, as soon as reasonably practicable.

## **7. DISCLOSURE OF THE POLICY**

- a. The disclosures of all events or information made to the Stock Exchanges shall also be hosted on the website of the Company for a period of 5 years and thereafter as per the archival policy of the listed entity, as disclosed on its website.
- b. The Company shall make disclosures updating material developments on regular basis, till the event is resolved/closed;
- c. the contact details of authorized Key Managerial Personnel.
- d. This policy will be uploaded on the website of the Company.

## **8. REVIEW AND AMENDMENT**

- a. The Board shall review this policy from time to time and is authorized to make such alterations to this policy as considered appropriate, subject, however, to the condition that such alterations shall be in accordance with the Listing Regulations.
- b. Any subsequent amendment/modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this policy.