

POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

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1. OBJECTIVE:

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

2. DEFINITIONS:

- a. **“Authorized Key Managerial Personnel”** shall mean Managing Director, Whole Time Director and CFO who are authorized, individually or jointly, for determining the materiality of event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).
- b. **“Act”** shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.
- c. **“Board of Directors”** or **“Board”** means the Board of Directors of Stampede Capital Limited, as constituted from time to time.
- d. **“Company”** means Stampede Capital Limited.
- e. **“Key Managerial Personnel”** mean key managerial personnel as defined in sub- section (51) of section 2 of the Companies Act, 2013;
- f. **“Listing Agreement”** shall mean an agreement that is to be entered into between a recognised stock exchange and the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015
- g. **“Material Event”** or **“Material Information”** shall mean such event or information as set out in the Schedule or as may be determined in terms of **Clause 3** of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

- h. **“Policy”** means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.
- i. **“Regulations”** mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- j. **“Schedule”** means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015
- k. **“Stock Exchanges”** means BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

Events / information shall be considered as Material if it meets any of the following criteria:

- a. The event or information is in any manner unpublished price sensitive information;
- b. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- c. 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; and
- d. Any other event / information which is treated as being material in the opinion of the Board of Directors of the Company.

4. DISCLOSURES OF EVENTS OR INFORMATION:

- A. **Para A of Part A of Schedule III** of Regulations provides that those events which have to be considered as material and accordingly disseminated. In respect of such events, the company shall have no discretion in deciding whether they need to be reported to the exchanges or not. Such events as mentioned in Para A of part A of Schedule III therein shall be reported to the exchange as being material.
- B. **Para B of Part A of Schedule III** of Regulations lists out the events which are to be disclosed by the company upon application of the guidelines for determination of materiality as provided under clause 3 of this policy. Those events as mentioned in Para B of Part A of Schedule III therein shall be reported to the exchange upon application of the guidelines for determination of materiality as provided under clause 3 of this policy.

5. AUTHORITY TO KEY MANAGERIAL PERSONNEL:

The Authorized Key Managerial Personnel of the Company shall severally have the authority to determine materiality of any event or information and make the disclosures of such material event or information to stock exchange(s).

The Company Secretary of the Company shall have the authority of making the disclosures of such material event or information to stock exchange(s), subject to the provisions of this Policy.

As required by the Regulations, the company shall provide to the stock exchange(s), the contact details of the above named persons and update the same from time to time. Their details shall also be provided on the company's website.

6. AMENDMENTS:

The Board of Directors 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.

7. DISSEMINATION OF POLICY:

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