



OMNIPOTENT INDUSTRIES LIMITED

POLICY ON DETERMINING MATERIALITY OF EVENTS / INFORMATION

SCOPE

This policy is prepared in accordance with the requirements of the provisions of Regulation 30(4)(ii) of the SEBI (Listing Obligation and Disclosure) Regulation, 2015 (“Listing Regulations”). The Board of Directors (“Board”) of Omnipotent Industries Limited (“Company”) has adopted this policy at its meeting held on August 27, 2021, for determination of materiality of events / information in order to enable the Company to broadly classify, categorize and promptly disclose to the stock exchanges material events / information, in accordance with the Regulations.

OBJECTIVE

The Company believes in principles disclosure and transparency and understands that timely disclosure of relevant information to the shareholders of the Company is important to protect the interests of shareholders of the Company. Non-compliance with the principles of disclosure and transparency can present potential risks to Company including by way of loss of shareholder confidence, non-compliance risks of the various regulations to the Company and may raise questions about the governance practices in the Company.

This policy on the determination of materiality of Events / Information, as required under 30(4)(ii) of the Regulation is laid down to express the policy of the Company for identification/determination of material Events / Information which require prompt disclosure to the Stock Exchanges in accordance with the Regulations.

This Policy may be amended at any time by the Board of the Company and is subject to further guidance from SEBI or amendments to or re-enactment of Regulations.

APPLICABILITY & DETERMINATION OF MATERIALITY OF EVENT/INFORMATION

Information relating to material events and which is price sensitive in nature, shall be promptly disseminated to the Stock Exchanges. For this purpose, material event means any information which relates to the Company and which, if published is likely to materially affect the price of shares of the Company.

The Company shall make disclosure of events specified in Annexure 1 (Events specified in Para A of Part A of Schedule III of the Listing Regulations and as may be amended from time to time), without applying any test of materiality to the stock exchanges within specified timelines.

The Company shall make disclosure of events specified in Annexure 2 (Events specified in Para B of Part A of Schedule III of the Listing Regulations and as may be amended from time to time), based on application of the guidelines for materiality, to the stock exchanges within specified timelines, as specified below:



Quantitative Criteria	Qualitative Criteria
Quantitative Criteria would be calculated based on audited financial statements of the last audited financial year, and would mean event/information where the value involved or the impact exceeds 20% (twenty percent) of the Annual Turnover of the Company	Qualitative Criteria would mean an event/information: i. have a bearing on the performance/operation of the Company. ii. Which is considered to be unpublished price sensitive information as per the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and as evaluated by the Authorized KMP's. iii. In case where the criteria specified in sub-clauses (i) and (ii) are not applicable, an event/information may be treated as being material, if in the opinion of the Board of Directors of Company / Authorized KMP's, the event / information is considered material.

In order to ensure that the Company complies with the disclosure obligations under Regulations 30 of the Listing Regulations, the Board has established an internal system for reporting any event / information which may require disclosure, so that the event / information can be properly assessed and decision can be made regarding its disclosure to the Stock Exchanges.

Under the system, Chairman, Managing Director / Chief Financial Officer / Head of the Departments who are responsible for relevant areas of the Company's operations ("Responsible Officers") must report to the Managing Director/Compliance Officer of the Company of any event / information which may possibly be material or of which the Responsible Officer is unsure as to its materiality. The event / information should be reported immediately after a Responsible Officer becomes aware of it.

On receipt of the communication of potential material event / information, the Compliance Officer / Company Secretary would:

- ✓ Review event / information and to take whatever steps necessary to verify its accuracy;
- ✓ Assess whether the event / information is required to be disclosed to the Stock Exchanges under the Listing Regulations;
- ✓ Report the matter to the Managing Director / Chief Financial Officer / Company Secretary that event / information is material and requires disclosure under Regulation 30 of the Listing Regulations.

AMENDMENT

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as may be required, at any point of time.



Annexure -1

The following shall be the events, as specified in Para A of Part A of Schedule III of the Listing Regulations 2015 and as may be amended from time to time, upon occurrence of which the Company shall make disclosures to the Stock Exchanges.

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), if any.
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:
 - i. 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;
 - ii. any cancellation of dividend with reasons thereof;
 - iii. the decision on buyback of securities;
 - iv. the decision with respect to fund raising proposed to be undertaken;
 - v. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched;
 - vi. 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;
 - vii. short particulars of any other alterations of capital, including calls and financial results;
 - viii. decision on voluntary delisting by the company from stock exchange(s).
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.
8. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
9. Resignation of Independent Director including reasons for resignation.
10. Appointment or discontinuation of share transfer agent.
11. Resolution plan / Restructuring in relation to loans / borrowings from banks / financial institutions.
12. One time settlement with a bank.
13. Reference to BIFR and winding-up petition filed by any party / creditors.
14. 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.
15. Proceedings of Annual and extraordinary general meetings of the listed entity.
16. Amendments to memorandum and articles of association of listed entity, in brief.
17.
 - a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.
 - b) Audio or video recordings and transcripts of post earnings / quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
 - (i) the presentation and the audio / video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls.
18. Initiation of Forensic audit.



Annexure – 2

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.
