

**POLICY ON DETERMINING  
MATERIALITY OF EVENTS/ INFORMATION FOR DISCLOSURES  
UNDER SEBI LISTING REGULATIONS**

**SILVER CONSUMER ELECTRICALS LIMITED**  
CIN: U46539GJ2021PLC122633

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**SCOPE AND PURPOSE**

Silver Consumer Electricals Limited (the “**Company**”) is required to frame a policy to determine the material events/ information under Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) for the purpose of adequate, accurate, explicit and timely disclosure of the same to the stock exchange(s) and to assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, in terms of sub-regulation (5), for determining the materiality of the said event or information and for making the necessary

disclosures to the stock exchanges. The policy has been duly approved by the board of directors of the Company (the “**Policy**”).

The Company is committed to being open and transparent with all its stakeholders and believes in disseminating information in a fair and timely manner. This Policy is aimed at providing guidelines to the management of the Company to broadly classify, categorize and promptly and adequately disclose to the stock exchanges, the material events/information, in accordance with the SEBI Listing Regulations. In view of the same, this “Material Events Policy” of the Company has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters / makes influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI Listing Regulations.

#### **DISCLOSURE REQUIREMENTS**

- a) Notwithstanding anything mentioned in this Policy, the Company shall, at all times, disclose all such events or information pertaining to itself and/or its material subsidiary(ies), which are specified in Para A of Part A of Schedule III of the SEBI Listing Regulations (as may be applicable / amended from time to time), without any application of the guidelines for materiality as specified in this Policy or SEBI Listing Regulations.
- b) The Company shall, disclose all such events or information pertaining to itself and/or its material subsidiary(ies), which are specified in Para B of Part A of Schedule III of the SEBI Listing Regulations pursuant to this Policy based on application of criteria for materiality.

#### **CRITERIA FOR DETERMINING MATERIALITY OF CERTAIN EVENTS/INFORMATION:**

As per the requirement under the SEBI Listing Regulations, the board of directors of the

Company (the “**Board**”), has laid down the following criteria for determination of materiality of an event or information for disclosure to the stock exchange(s) where the shares of the Company are listed:

- 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, which is likely to result in significant market reaction if the said omission came to light at a later date; or
- c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
  - (i) two percent of turnover, as per the last audited consolidated financial statements of the Company;
  - (ii) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
  - (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;
- d) In case where the criteria specified in (a), (b) and c) are not applicable, an event or information may be treated as being material if in the opinion of the Board, the event or information is considered material.

### **DISCLOSURE OF MATERIAL EVENT/ INFORMATION**

In case of an event not indicated in Para A or Para B of Part A of Schedule III of SEBI Listing Regulations, but having material impact on the Company, as identified by the Board, adequate disclosures shall be made by the Company to the stock exchanges.

The Company shall disclose any other event or information as specified in Para C of Part A of Schedule III of the SEBI Listing Regulations 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 Company which may

be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

Further, in accordance with the SEBI Listing Regulations, the Company shall first disclose to the stock exchange(s), all events or information which are material in terms of the provisions of this Policy as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;

Provided that in case the meeting of the Board closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting;

Provided further that in case the meeting of the Board is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity:

All disclosures made in compliance with Regulations 30 of the SEBI Listing Regulations shall contain minimum information as prescribed under the SEBI Listing Regulations.

The Company shall make disclosure with respect to events for which timelines have been specified in the SEBI Listing Regulations, within such timelines.

In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

Additionally, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.

Further, the Company shall disclose all events or information with respect to subsidiaries which are material for the Company. In case an event or information is required to be disclosed by the Company in terms of the provisions of the SEBI Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

#### **POWER TO DETERMINE MATERIALITY:**

The Managing Director, and Chief Financial Officer and Company Secretary & Compliance Officer of the Company, if authorised by Managing Director (“**Authorized Person**”) are severally authorised to determine the materiality of an event or information and for the purpose of making disclosure to the stock exchanges.

The Authorized Person(s) shall have the powers and responsibilities as specified hereunder:

- a) to take a view on the materiality of an event or information which may qualify for disclosure and resolve any computation and interpretation issues whilst making the materiality assessment;
- b) to determine the appropriate time at which the disclosures are to be made to the Stock Exchanges, based on an assessment of actual time of occurrence of an event to be reported;
- c) to review and finalize the details to be disclosed;
- d) to make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations;
- e) to provide specific and adequate reply to all queries raised by the stock exchange(s) with respect to any event or information;
- f) to consider such other events that may require disclosure to be made to the stock exchange(s) which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters;
- g) to formulate operational guidelines for deployment of this Policy, if required.

#### **GUIDELINES FOR IDENTIFICATION AND REPORTING MATERIAL EVENTS BY RELEVANT EMPLOYEES**

Any identified potential material events or information shall promptly be reported by the relevant employees to identified Authorized Persons. Thereafter, Authorized Persons shall determine the materiality of said events or information and make necessary disclosures to stock exchange(s). In case of any questions with respect to potential material events, the relevant employees may reach out to any Authorized Persons for seeking clarification.

#### **GUIDANCE ON OCCURRENCE OF EVENT / AVAILABILITY OF INFORMATION**

- a) The timing of occurrence of an event and/or availability of information has to be decided on a case-to-case basis.
- b) In matters, materiality of which would depend on the stage of discussion,

negotiation or approval, the event can be said to have occurred upon significant development therein or receipt of approval by the Board or shareholders, as the case may be for such disclosure.

### **INTERPRETATION**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the SEBI Listing Regulations and Companies Act, 2013 as amended from time to time. In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule or regulation governing the Company, the law, rule, or regulation will take precedence over this Policy and procedures until the time this Policy is amended to be in line with the law, rule or regulation.

### **REVIEW OF POLICY:**

This Policy shall be reviewed by the Board as may be deemed necessary and in accordance with any statutory /regulatory requirements so that the policy remains compliant with applicable legal requirements. In case of any change/amendment in applicable statutes/regulations, the Policy shall stand revised to the extent thereto. This Policy shall be hosted on the website of the Company.