Fabtech®
Technologies Cleanrooms Ltd.
(Formerly known as Fabtech Technologies Cleanrooms Private Limited)

POLICY FOR DETERMINATION OF MATERIAL EVENT AND DISCLOSURE

+91 22 6159 2900 fabtechnologies.com quote@fabtechnologies.com
615, Janki Centre, Off Veera Desai Road, Andheri (W), Mumbai 400053, India
CIN: U74999MH2015PLC265137

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POLICY FOR DETERMINATION OF MATERIAL EVENT AND DISCLOSURE

A. Preamble

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"). The objective of the Policy is to determine materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.

Accordingly, the Board of Directors of the Company on July 25, 2024 has adopted the policy for determination of materiality of event/disclosure ("**Policy**").

B. Objective and Scope

The objectives of this Policy are as follows:

1. To ensure that the Company complies with the disclosure obligations to which it is subject to as a publicly-traded company as laid down by the Listing Regulation, various Securities Laws and any other legislations;

2. To ensure that the information disclosed by the Company is adequate, timely and transparent;

3. To ensure that all investors have equal access to important information that may affect their investment decisions;

4. To protect the confidentiality of Material / Price sensitive information within the context of the Company's disclosure obligations;

5. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company and avoiding establishment of false market in the securities of the Company;

6. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures;

7. To determine the principles of materiality based on which the Company shall make disclosures of events or information.

The information covered by this Policy shall include information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions ("**Material Information**") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality. The Board vide this Policy has attempted to prescribe guidance for

deciding the magnitude of the materiality of events and information.

C. Definitions

"***Act***"	shall mean the Companies Act, 2013 and Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof;
"***Board***"	shall mean Board of Directors of Company and shall include any Committee thereof authorised for the purpose;
"***Director***"	shall mean Directors of the Company;
"***Circular***"	shall mean SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023;
"***Committee˜***	shall mean any committee formed under the delegated authority of the Board;
"***Company***"	shall mean Fabtech Technologies Cleanrooms Limited, incorporated under the Act.
"***Key Managerial Personnel***"	shall mean— a. the Chief Executive Officer or the Managing Director or the Manager b. the Company Secretary; c. the Whole-time Director; d. the Chief Financial Officer; e. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and f. such other officer as may be prescribed under the Act.
"***Material Event***" or "***Material Information***"	shall mean event or information as set out in the Schedule or as may be determined in terms of Clause E of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly
"***Net worth***"	shall mean the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited

	balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
"***Paid-up share capital***" or "***share capital paid-up***"	shall mean such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also include any amount credited as paid-up in respect of shares of the Company, but does not include any otheramount received in respect of such shares, by whatever name called;
"***Listing Regulations***"	shall mean SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any modifications, amendments, clarifications, circulars or re-enactment thereof;
"***SEBI Regulations***"	shall mean and would include all the acts, regulations, circular, notifications etc. issued by the Securities Exchange Board of India from time to time;
"***Schedule***"	shall mean the Schedule III of Listing Regulations.
"***Stock Exchange***"	shall mean a recognized stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956 on which Equity shares of the Company are listed;
"***Subsidiary***"	shall mean a company shall be considered as Subsidiary if it falls within the criteria definedunder Section 2(87) of the Act;
"***Turnover***"	as defined under Section 2(91) of the Act means the gross amount of revenue recognized in the profit and loss account from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year.

Words and expressions used and not defined in the Policy shall have the same meanings respectively assigned to them in the Act and / or Regulations.

D. Authority to determine Materiality of Event

1. The respective Head of the departments and functions ("**Designated Officers**") who are responsible for relevant areas of the Company's operations to which any item of information relates must report to the Chief Financial Officer ("**CFO**") of the Company any event / information which is material as defined in this policy or of which Designated Officer are unsure as to its materiality. The event / information should be reported immediately after a Designated Officer becomes aware of it. The Company Secretary of the Company shall always be marked on such communication.

2. On receipt of a communication of a potential material event / information, the CFO will:

   a) Review the event / information and take necessary steps to verify its accuracy;
   b) Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations under this policy.

3. If the CFO is not certain about the materiality of any event / information, he may refer matter to the board or take external legal advise as directed by the board..

4. CFO or Company Secretary shall thereafter make necessary disclosures to Stock Exchanges.

E. Guidelines for determining Materiality of Events or Information

1. Materiality will be determined on a case-to-case basis depending on nature of the events, specific facts, magnitude of likely impact in case such event is omitted to be disclosed, and the circumstances relating to the information or event.

2. Certain information is Material Information as defined in the Regulations. An illustrative list of such Material Information is attached as Annexure I.

3. Besides per se Material Information, materiality of an event / information must be subject to the following two criteria:

   a) Qualitative Criteria: Where the omission of the event/ information result in discontinuity/ alteration of information already available publicly or where the omission of the event / information can lead to creation of false market in the securities of the Company or any other event / information which should be treated as being material in the opinion of the Board of Directors of the Company. (Subjective test)

   b) Quantitative Criteria: Where the event results into change exceeding 10% of total revenue during the previous audited accounting year or exceeding 20% of the net worth, whichever is lower, basis the consolidated accounts of the Company as on the last date of the previous accounting year.

      An illustrative list of such Material event/ information is attached as Annexure II.

F. Disclosures of events and information

a) The Policy sets forth the guidelines for disclosure of material events or information.

1. Category A – Events or information. Events specified in Annexure A are deemed to be material events and the Company shall make disclosure of such events or information as soon

as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:

(i) inform the stock exchanges on which the securities of the Company are listed;
(ii) upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall along with such disclosure(s) provide an explanation for the delay.

2. Category B - Events or information. The Company shall make the disclosure of events/information as specified in Annexure B based on application of guidelines for determining Materiality as per the Policy.

b) Category B refers to such events or information which are proved to be material on the application of the materiality test. For determining materiality of events, the following criteria shall be applied:
(i) omission of which is likely to result in discontinuity or alteration of event or information already available publicly;
(ii) omission of which is likely to result in significant market reaction if the said omission came to light at a later date; or
(iii) whose value or the expected impact in terms of value, exceeds the lower of the following:

i. 2% of the revenue from operations of our Company on a consolidated basis;

ii. 2% of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;

iii. 5% of the profit after tax, on a consolidated basis, derived from the most recently completed fiscal year as per the Restated Consolidated Financial Information included in such Issue Document. , as disclosed in the Issue Documents.

(iv) which are in the opinion of Board of Directors or any Committee thereof or any other person authorized for the purpose considered to be material.

c) Without prejudice to the generality of Annexure A and B, the Company may make disclosures of event/information as specified by SEBI from time to time such as SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

d) All the above disclosures will be hosted on the website of the Company for a minimum period of five years and thereafter archived in accordance with the Company's policy for Preservation and Archival of Documents.

e) However, the list of events / information given in Annexure I & II are indicative and not exhaustive and the necessity or obligation to make the requisite disclosure depends upon magnitude of impact of such events or information and on the facts of each case. Any event or information which is considered material in accordance with the Policy shall also be disclosed even if it is not specially listed in Annexure I or Annexure II of the Policy.

G. Communication and dissemination of the policy

For communication and dissemination of the Policy to all the Directors and employees of the Company, a copy of this Policy shall be posted on the intranet and the website of the Company.

H. Policy review

The Designated Officers may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors.

I. Amendments

1. The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with 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.

2. In the event of any inconsistency between the terms of the Policy and the Listing Regulation, the provisions of the Listing Regulation shall prevail.

3. Any amendments to the Listing Regulation shall *mutatis mutandis* be deemed to have been incorporated in this Policy.

J. GENERAL

As per the provisions of the Listing Regulations the Policy shall be disclosed on the website of the Company. 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.

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ANNEXURE I

Events or Information that are to be disclosed without application of Materiality Guidelines listed in the Policy

a)	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring. Explanation: '**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 Company 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 and such change exceeds two per cent of the total shareholding or voting rights in the said company. c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30
b)	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.
c)	New Rating(s) or Revision in credit rating(s)
d)	Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of any meeting held to consider the following: 1. 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; 2. any cancellation of a dividend with reasons thereof; 3. the decision on buyback of securities; 4. the decision with respect to fund raising proposed to be undertaken; 5. increase in capital by issue of bonus shares through capitalization of reserves including the date on which such bonus shares shall be credited/dispatched; 6. 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 which may be to subscribed to; 7. short particulars of any other alterations of capital, including calls;

	8. financial results; 9. decision on voluntary delisting by the Company 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.
e)	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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.
f)	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements: Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.
g)	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad
h)	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.
i)	In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
j)	<u>Resignation of independent director including reasons for resignation</u>: In case of resignation of an independent director of the Company shall, within seven days from the date of resignation, disclosures the following to the stock exchanges:

	(i) the letter of resignation along with detailed reasons for the resignation as given by the Independent Director; (ii) names of listed entities in which the resigning Independent Director holds directorships, indicating the category of directorship and membership of board committees, if any; (iii) the Independent Director shall, along with the disclosures, also provide a confirmation that there is no other material reasons other than those provided; (iv) The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons as specified in sub-clause (i) and (ii) above.
k)	In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect
l)	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
m	Appointment or discontinuation of share transfer agent.
n)	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions
o)	One-time settlement with a bank
p)	Winding-up petition filed by any party / creditors
q)	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 Company
r)	Proceedings of Annual and extraordinary general meetings of the Company
s)	Amendments to memorandum and articles of association of the Company, in brief.
t)	a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the 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:
	u) The following events in relation to the corporate insolvency resolution process (CIRP) of a listed 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** Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as: (i) Pre and Post net-worth of the company; (ii) Details of assets of the company post CIRP; (iii) Details of securities continuing to be imposed on the companies' assets; (iv) Other material liabilities imposed on the company; (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;

	(vi) Details of funds infused in the company, creditors paid-off; (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.; (viii) Impact on the investor – revised P/E, RONW ratios etc.; (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control; (x) Brief description of business strategy. **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.
v)	Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company: 1. The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; 2. Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
w)	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.
x)	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) search or seizure; or (b)re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;along with the following details pertaining to the actions(s) initiated, taken or orders passed: i. name of the authority; ii. nature and details of the action(s) taken, initiated or order(s) passed; iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv. details of the violation(s)/contravention(s) committed or alleged to be committed; v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible

y)	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:(a) suspension; (b) imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) initiated, taken or orders passed: i.name of the authority; ii. nature and details of the action(s) taken, initiated or order(s) passed; iii.date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv.details of the violation(s)/contravention(s) committed or alleged to be committed; v.impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
z)	Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013

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ANNEXURE II

Events or information that are to be disclosed based on materiality Guidelines listed in the Policy

a)	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
b)	Any of the following events pertaining to the listed entity: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division or subsidiary (in entirety or in piece meal).
c)	Capacity addition or product launch.
d)	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
e)	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.
f)	Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
g)	Effect(s) arising out of change in the regulatory framework applicable to the Company.
h)	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity
i)	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity
j)	Options to purchase securities including any ESOP/ESPS Scheme.
k)	Giving of guarantees or indemnity or becoming a surety for any third party.
l)	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
m)	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority