



## **ITALIAN EDIBLES LIMITED**

(Formerly known as  
*"ITALIAN EDIBLES PRIVATE LIMITED"*)

### **POLICY FOR DETERMINING MATERIALITY OF AN EVENT**

**Approved by Board: 25<sup>th</sup> September, 2023**  
**Amended by Board: 06<sup>th</sup> March, 2025**



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## **INTRODUCTION:**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 ('SEBI Listing Regulations'), the Board of Directors of the Company have adopted a **policy for determination of materiality for disclosure of event / information to the Stock Exchange(s)**.

## **PREAMBLE:**

The Board of Directors (the 'Board') of **ITALIAN EDIBLES LIMITED** (the 'Company') has adopted the following policy and procedures for the purpose of determination of materiality for disclosure of event / information to the Stock Exchange(s). The Board may review and amend this policy from time to time.

This Policy is approved by the Board of Directors on September 25, 2023 and will be applicable to the Company effective from September 25, 2023.

## **OBJECTIVE:**

The purpose of this Policy is to ensure that the Company shall make disclosure to the Stock Exchange(s) in a timely manner in respect of events/ information specified in Para A of Part A of the Schedule III to the SEBI Listing Regulations and to determine materiality of events and information as specified in Para B and C of Part A of Schedule III based on the criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations.

The Policy shall be published on the website of the Company.

## **COMPULSORY DISCLOSURE OF EVENTS / INFORMATION:**

Events / Information as specified in Para A of Part A of the Schedule III to the SEBI Listing Regulations would per se be Material Event/Information and such event/information will be disclosed to the Stock Exchange(s).

## **CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION:**

Events/ Information as specified in Para B and C of Part A of the Schedule III to the SEBI Listing Regulations or any other information/event would be deemed as material based on the application of the following criteria for materiality:

- 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 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 listed entity
  - ii. two percent 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. 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 listed entity
- d) in case where the criteria specified in sub-clauses (a) (b) and (c) is not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event /information is considered material.

#### **IMPLEMENTATION:**

In terms of Regulation 30(5) of the SEBI Listing Regulations, the Board of Directors has authorized **Mr. Ajay Makhija and Mr. Akshay Makhija- Managing Director** and **Director & Chief Executive Officer** for the purpose of determining materiality of any event/information, classify it as a Material Event/Information, decide the appropriate time at which disclosure is to be filed with the stock exchange(s) and details that may be filed in the best interest of present and potential investors.

Accordingly, the event/information would be deemed as Material Information which in the opinion of **Mr. Ajay Makhija and Mr. Akshay Makhija** is significant to the operations or performance of the Company considering the following factors:

1. Whether there would be any direct or indirect impact on the reputation of the Company; or
2. Whether non-disclosure can lead to creation of false market in the securities of the Company; or
3. Whether there would be a significant impact on the operations or performance of the Company.
4. Any other event which in the opinion of the approving authority should be determined as material event which could result in:
  - a. Discontinuity or alteration of event or information already available publicly; or
  - b. Significant market reaction if the said omission came to light at a later date; or

In case where the criteria specified above 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.

**Mr. Ajay Makhija and Mr. Akshay Makhija** shall have the following responsibilities for determining the material events or information:



1. To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
2. To determine the appropriate time at which the disclosures are to be made to the stock exchanges and on the Company's, website based on an assessment of actual time of occurrence of an event or information.
3. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.
4. To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such event or information.

Provided that any confidential information which if disclosed is likely to put at risk the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the Stock Exchange(s).

In order to ensure that the Company complies with the disclosure obligations under the SEBI 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 Exchange(s).

**THE PROCEDURE TO BE FOLLOWED IN RELATION TO THE DISCLOSURE OF ANNOUNCEMENT OF MATERIAL EVENT / INFORMATION IS AS FOLLOWS:**

**i. Prepare draft announcement to Stock Exchange(s):**

The Company Secretary or failing him the Chief Financial Officer, will prepare & finalize the announcement to be disclosed to the Stock Exchange(s) which is factual and expressed in clear manner after the approval of **Mr. Ajay Makhija and Mr. Akshay Makhija**.

**ii. Announcement to Stock Exchange(s):**

Anyone of **Mr. Ajay Makhija and Mr. Akshay Makhija**, Managing Director and Director & Chief Executive Office respectively shall on behalf of the Company disclose the announcement with the Stock Exchange(s), as soon as reasonably possible and in any case not later than the following:

- (a) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken:

Provided that in case the meeting of the board of directors 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 listed entity 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 of directors 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.

- (b) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity
- (c) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity

and in case the disclosure is made after the specified time, the Company shall provide the explanation for delay

**iii. Updation on website:**

After lodgment of the announcement with the Stock Exchange(s), the Company Secretary or failing him the Chief Financial Officer will arrange to place it on the website of the Company.

All the announcements made under this Policy shall be kept on the Company's website as per the Archival Policy of the Company, subject to a minimum period of 5 years.