



POLICY FOR DETERMINATION OF MATERIALITY

[Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

VALENCIA NUTRITION LTD.
CIN: L51909MH2013PLC381314

REGISTERED OFFICE:
SH-4, A Wing, Bldg. No. 34, Tilak Nagar Chembur Sahvas Co-operative HSG
Soc, Mumbai Mumbai – 400089

1. PURPOSE:

Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, requires every Listed Company, whose specified securities are listed on any recognized Stock Exchange(s) shall frame a Policy for Determination of Materiality duly approved by the Board of Directors specifying the criteria for determination and classification of any event / information as 'Material'. Therefore, the purpose of this policy is to determine the materiality of any event / information on the basis of selected criteria, so that the disclosure to the Stock Exchange(s) can be made promptly.

2. EFFECTIVE DATE:

This policy shall be effective from 01.08.2018.

3. DEFINITIONS:

- 3.1 **"Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- 3.2 **"Company"** means Valencia Nutrition Limited.
- 3.3 **"Material event / information"** means such event or information determined based on applicability of the guidelines for materiality as specified in Regulation 30(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. In the policy, the words, "material" and "materiality" shall be construed accordingly.
- 3.4 **"Policy"** means Policy for Determination of Materiality of event or information
- 3.5 **"Authorized Person"** means Managing Director/ Whole Time Director/ Chief Executive Officer, Chief Finance Officer, and Company Secretary.
- 3.6 **"Schedule"** means Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. POLICY:

- 4.1 This Policy applies only to the event Specified in Para B of Part A of Schedule III of the Regulation.
- 4.2 The Authorized Persons, *collectively* shall determine the materiality of any event / information and classify it as a material event / information and decide the appropriate time at which disclosure is to be filed with Stock Exchange(s). All event / information which are classified as material shall be disclosed as soon as reasonably possible and not later than 24 hours from the occurrence of the event or information and in case the disclosure is made after 24 hours from the occurrence of the event / information, the Company shall along with such disclosure provide an explanation for the delay. An illustrative list of all material event / information as mentioned above which may require reporting to the Stock Exchange(s) is enclosed in 'Annexure A'.
- 4.3 The Authorized Persons shall collectively frame their opinion on a case to case basis, based on specific facts and circumstances relating to the materiality of the event / information and while doing so, they may consider , among other factors, the following facts:
- (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;
 - (c) The amount / consideration involved in the transaction as a percentage of total turnover or total assets of the company.
 - (d) Whether the event and transaction has occurred or entered into in the ordinary course of business

5. AMENDMENT TO THE POLICY:

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

'ANNEXURE
A'

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit / division, launch or commencement of any project
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.