

NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED

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[POLICY TO DETERMINE MATERIALITY OF EVENTS]

I. PREAMBLE

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) mandates disclosure of any events or information which, in the opinion of the Board of Directors of the Company (the “Board”), is material.

Regulation 30(4) of the SEBI Listing Regulations requires the Company to frame a policy for determination of materiality of events or information for disclosure, based on the criteria specified therein. Accordingly, Northlink Fiscal and Capital Services Limited (the “Company”) has formulated this policy (“Policy”) in relation to determination of materiality of events or information which could affect the investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

II. OBJECTIVE

The objective of this Policy is to serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed investment decisions with regard to the securities of the Company.

III. DEFINITION

1. **“Act”** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.
2. **“Board of Directors”** means Board of the Directors of the Company.
3. **“Company”** means Northlink Fiscal and Capital Services Limited.
4. **“Key Managerial Personnel”** mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.
5. **“Material Event”** or **“Material Information”** shall mean such event or information as set out in the Schedule or as may be determined in terms of this Policy.
6. **“Officer”** means any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors are accustomed to act and shall also include promoter of the Company.

7. **“Policy”** means this Policy on Determination of Materiality of events and information and as may be amended from time to time.
8. **“Listing Regulations”** mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
9. **“Schedule”** means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

IV. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations.

- (i) **Within 30 minutes** of closure of the Board meeting: Items specified in Point 4 of Para A of Part A of Schedule III of the Listing Regulation.
- (ii) **Within 24 hours** of the happening of events: Para A of Part A of Schedule III of the Listing Regulation. (Except Items specified in Point 4)

V. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events pertaining to itself or its subsidiaries, if any, specified in Para B of Part A of Schedule III of the Listing Regulations subject to application of guidelines for materiality.

GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

- **Quantitative factor for determining materiality**

A transaction is considered to be material if it is more than or equal to 10% of the Annual Consolidated Turnover.

- **Qualitative criteria** would mean an event/ information:

The Company shall consider the following criteria for determination of materiality of events/ information which is subject to the Quantitative factor mentioned below:

- (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) any other event/information may be treated as being material if in the opinion of the Board of Directors of Company, the event / information is considered material.

VI. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION

The Company shall make disclosures of any events or information which in the opinion of the board of directors is material or required under the Listing Regulations.

The Company will also disclose to the Stock Exchanges, with respect of its Subsidiaries, events and information which are material for the Company. The Listing Regulations have divided the events that needs to be disclosed as follows:

Category 1	Events have to be necessarily disclosed without applying any test of materiality. The events indicated in Para A of Part A of Schedule III of the Listing Regulation.
Category 2	Events should be disclosed, upon application of the guidelines for materiality as stated in the above clause V. These events are indicated in Para B of Part A of Schedule III of the Listing Regulation.
Category 3	Any other information or event viz. major development that is likely to affect the business and brief details thereof and any other information exclusively known to the Company which may be necessary to enable the securities holders of the Company to appraise its position and to avoid establishment of a false market in such securities.
Category 4	Without prejudice to the generality of category (1), (2) and (3) above, any other event or information as may be specified by the SEBI from time to time.

VII. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE

The following KMPs are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) (**“Authorized Person(s)”**):

- a. Managing Director;
- b. Chief Executive Officer;
- c. Chief Financial Officer.

The materiality of events outlined above is indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person should exercise his/her own judgment while assessing the materiality of events associated with the Company.

VIII. CONTACT DETAILS

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the following KMP, who is in charge of administering, enforcing and updating this Policy.

Managing Director of Company
Northlink Fiscal and Capital Services Limited
86, Mall Road, Civil Lines, Ludhiana-141001 (Punjab)
Telephone:0161-2449890
Email:northlink86mall@gmail.com

IX. MODIFICATION OF THE POLICY

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