

# ORIENT BEVERAGES LIMITED

(CIN - L15520WB1960PLC024710)

The Bisleri logo consists of a teal square on the left and the word "Bisleri" in white, sans-serif font on the right.

Regd. Office : AELPE COURT, 3rd Floor, 225C, A. J. C. Bose Road, Kolkata-700020, W.B.

Phone : 033-3052-7001/2/3, Fax : 033-3052-2001, Website : [www.obl.org.in](http://www.obl.org.in), Email : [orientbeverages@rediffmail.com](mailto:orientbeverages@rediffmail.com)

## POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

[Pursuant to Regulation 30 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]



## INTRODUCTION

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) requires every Listed Company to disclose events/information which, in the opinion of the Board of the Directors of a Company, are material.

In context to above, the following Policy has been perused by the Audit Committee of the Company and further adopted at the meeting of the Board of Directors of M/s Orient Beverages Ltd. held on 11<sup>th</sup> February, 2016, with the objective to determining materiality of events/information.

This Policy shall known as “Policy on determination of materiality of events/information” and effective from 11<sup>th</sup> February, 2016.

## OBJECTIVE AND SCOPE

This Policy is intended to provide guidance to Board/Key Managerial Personnel (KMP) for identification, categorization and review of events/information which may have a bearing on the performance of the Company and which may materially affect the share prices of the Company. This Policy also sets the guidelines for disclosure of material events/information to Stock Exchanges and dissemination of the same in the website of the Company at [www.obl.org.in](http://www.obl.org.in) pursuant of the LODR.

In terms of Regulation 30 of the LODR, the events/information requiring disclosure(s) by the Companies are provided as follows:

- a. Events specified in Para A of Part A of Schedule III of the LODR (Attached as **Annexure - A** to this Policy) are deemed to be material events/information and the Company is required to make disclosure of such events/information to Stock Exchanges.
- b. Events specified in Para B of Part A of Schedule III of the LODR (Attached as **Annexure - B** to this Policy) is based on the application of the guidelines/criteria for determination of materiality which may be material in nature in the opinion of the Board/KMP.

This Policy shall also apply to the events/information which are not reflected in Para A or Para B of Part A of Schedule III but may have material effect on the Company.

## CRITERIA FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION

The following criteria shall be applied for determination of materiality of events/information:

- a. The omission of an events/information, which is likely to result in discontinuity or alteration of events/information already available publicly; or
- b. The omission of an events/information is likely to result in significant market reaction if the said omission came to light at a later date;
- c. In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an events/information may be treated as being material if in the opinion of the Board/KMP, the events/information is considered material.

The Board/KMPs shall take into consideration the facts and circumstances surrounding the particular events/information to take a view on whether the information is market sensitive or not.

### **DISCLOSURE PROCESS**

1. The Chairman and Managing Director of the Company shall severally be responsible and authorised for ascertaining/determining events/information which are purported to be reportable under Regulation 30 of LODR. Any other events/information, even if not covered under the Regulations but is potentially of price sensitive nature, must also be determine by aforesaid officials, after further evaluation of same.
2. The Chairman and Managing Director of the Company, after evaluation, shall inform material events/information to Chief Financial Officer and/or Company Secretary of the Company, who are also responsible and authorised for further disclosures to Stock Exchanges where securities of the Company are listed.
3. The Company shall use the permitted mode provided by the Stock Exchanges for dissemination of the information and may subsequently disclose the same on the website of the Company.
4. Statutory time-frames for disclosure shall be adhered to. Delay, if any, shall be sufficiently explained along with the disclosure.
5. Regular updates, where relevant, shall be made with relevant explanations.
6. All disclosures shall be available on the Website of the Company for a minimum period of 5 years.

### **REVIEW AND MODIFICATION OF THE POLICY**

This policy is in conformity with the provisions of the LODR as notified on 2<sup>nd</sup> September, 2015. In case of any subsequent amendments to the Regulations which make any of the provisions in the Policy inconsistent, the provisions of the Regulations shall prevail. The modified Policy shall be reviewed by the Audit Committee of the Company and further approved by the Board so as to align the same with amendments or to incorporate the changes as may be felt appropriate and necessary.

The list of events/information in Annexure, as it stands today may be updated, from time to time, by authorised persons, to reflect any changes to the Regulations and the updated version be issued and published as necessary without any requirement approval of the Board.

### **ANNEXURE - A**

(Same as Para A of Part A of Schedule III)

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of LODR:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation.- For the purpose of this sub-para, the word '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 listed entity 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. 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.
3. Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
  - a) 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;
  - b) any cancellation of dividend with reasons thereof;
  - c) the decision on buyback of securities;
  - d) the decision with respect to fund raising proposed to be undertaken;
  - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - f) 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 to subscribe to;
  - g) short particulars of any other alterations of capital, including calls;
  - h) financial results;
  - i) decision on voluntary delisting by the listed entity from Stock Exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), 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.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

**ANNEXURE - B**

(Same as Para B of Part A of Schedule III)

B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of Regulation 30 of LODR:

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

C. Any other events/information viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any changes 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 Listed entity which may be necessary to enable the holders of securities of the Listed entity to appraise its position and to avoid the establishment of false market in such securities.

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Dated: 11<sup>th</sup> February, 2016

The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700 001 Ref: Security Code: 025050

Dear Sir/Madam,

Sub: Authorisation under Regulation 30(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, this is to inform that the Board of Directors of the Company have severally authorised the following Key Managerial Personnel to determine materiality of an event or information and for making disclosures to Stock Exchanges under Regulation 30(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (i) Sri Narendra Kumar Poddar, Chairman  
Email Id: obl\_nkp@yahoo.com  
Phone: 033- 3052 7001
- (ii) Sri Akshat Poddar, Managing Director  
Email Id: akshatpoddar@obl.net.in  
Phone: 033- 3052 7001

Further, following Key Managerial Personnel are authorised to make disclosure under the aforesaid Regulations as under:

- (i) Sri Arun Kumar Singhania, Chief Financial Officer  
Email Id: aksinghania@obl.org.in  
Phone: 033- 3052 7001
- (ii) Sri Jiyut Prasad, Company Secretary  
Email Id: cs@obl.org.in  
Phone: 033- 3052 7001

Kindly take the above on record and acknowledge.

Thanking you,  
Yours faithfully,  
For **Orient Beverages Ltd.**

Sd/-  
Jiyut Prasad  
Company Secretary

CC to:  
BSE Ltd.  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001 Ref: Security Code: 507690