



Priti International Limited

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PRITI INTERNATIONAL LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

PRITI INTERNATIONAL LIMITED

Registered Office: PLOT NO. F-43, BASNI 1ST PHASE
JODHPUR, RAJASTHAN -342001 INDIA

CIN: L36994RJ2017PLC058454

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I. PREAMBLE:

PRITI INTERNATIONAL LIMITED (hereinafter referred to as the “Company”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner.

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) requires every listed entity to frame a Policy for Determination of Materiality of Events and give suitable information to Stock Exchanges, based on the criteria specified in Regulation 30 of the Listing Regulations.

The Board of Director of the Company, in its meeting dated **March 25, 2023**, has adopted the Policy on determination of materiality of events or information (the “Policy”), in supersession of all the previous policies of the Company in this regard, that warrants disclosure to investors and has been framed in compliance with the requirements of the Listing Regulations.

Further, The Board of Directors, in its meeting held on July 08, 2023, amended this Policy, in order to incorporate the changes brought into by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“SEBI Amendment Regulations”)

This Policy shall be effective from the date of its approval by the Board, that is, from March 25, 2023.

The amendments to the Policy shall be effective from the effective date of SEBI Amendment Regulations.

All the words and expressions used in this Policy, shall have the same meaning as respectively assigned to them in the Companies Act, 2013, SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder.

II. OBJECTIVES OF THE POLICY:

The objectives of this Policy are as follows:

- a) To ensure that the Company complies with the disclosure obligations to which it is subject as an Equity Listed Company as laid down by the Listing Regulations.
- b) To ensure that the information disclosed by the Company is timely and transparent.
- c) To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d) To protect the confidentiality of material/ price sensitive information within the context of the Company’s disclosure obligations.

- e) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f) To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.
- g) To provide Shareholders, Investors and the Market with timely, direct and equal access to material information issued by the Company.
- h) To assist the employees of the Company in identifying any potential material event or information and reporting the same to the person(s) responsible for disclosure.

III. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:

The following are the criteria/ guidelines for determination of materiality of events/ information:

Qualitative Criteria

- 1) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available in public domain; or
- 2) The omission of an event or information which is likely to result in significant market reaction if the said omission came to light at a later date; or
- 3) In case where the criteria specified in sub-clauses (1) and (2) above or the quantitative criteria specified below, are not applicable, an event/ information may be treated as being material in the opinion of the Board of Directors of Company, such event/information will be considered material.
- 4) The Company shall also disclose all such events/information with respect to subsidiaries, if any, which are material for the Company.
- 5) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
- 6) The Company may on its own initiative also, confirm or deny any reported event/information to stock exchange(s).

Quantitative criteria

An event or information, shall be considered material, where the value or the expected impact in terms of value, of event or information or omission thereto, exceeds any of the following:

- 2% of the Gross Turnover as per latest Audited Financial Statements; or
- 2% of the Net Worth as per latest Audited Financial Statements; or
- 5% of three - year average of absolute value of profit/loss after tax, as per the last three Audited Standalone Financial Statements.

**Dissemination or Communication to public through social media intermediaries / mainstream media / news channel / otherwise by the Company's official(s), being directors, promoters, key managerial personnel or senior management personnel, in relation to any event or information which is material in terms of regulation 30 of SEBI Listing Regulations and is not already made available in the public domain by the Company, shall be disseminated after giving due intimation to Stock Exchanges.*

Timelines for Disclosure of Material Event or Information

An event or information, required to be disclosed in terms of this policy, or in terms of Regulation 30 of the SEBI Listing Regulations, shall be disclosed, within following timelines:

- 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; or
- twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity; or
- 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.

Without prejudice to the above, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the SEBI Listing Regulations, shall be made within such timelines.

IV. PERSON(S) RESPONSIBLE FOR DISCLOSURE

The Managing Director, Chief Financial Officer, and Company Secretary (“**The Authorised personnel**”) are authorised for the purpose of determining materiality of an event/ information and for the purpose of making disclosures to stock exchange(s) under this policy and Regulation 30 of the Listing Regulations.

The contact details of the Authorised personnel are as follows:

Name	Designation	Contact No.	Email ID
Priti Lohiya	Managing Director	0291-2435699	office.pritiinternationaltd@gmail.com
Ritesh Lohiya	Chief Financial Officer	0291-2435699	office.pritiinternationaltd@gmail.com
Rashi Shrimal	Company Secretary	0291-2435699	cs.pritiinternationaltd@gmail.com

IV(A). RESPONSIBILITY ON EMPLOYEES OTHER THAN AUTHORISED PERSONNEL

The Employees of the Company shall be under an obligation, to disclose to the Authorised Personnel mentioned above, any event or information, for which they have knowledge, and which may be deemed to be material in terms of this policy.

The Authorised personnel shall, in turn determine the materiality of such event or information, according to provisions of this Policy and SEBI Listing Regulations, make necessary disclosures to the Stock Exchange, if required.

V. DISCLOSURE OF MATERIAL EVENTS/ INFORMATION:

The Authorised personnel of the Company shall observe the following criteria for proper and timely disclosure of any material events/ information:

- 1) The events/ information specified in Para A of Part A of Schedule III of Listing Regulations shall be deemed to be material events/ information and the same shall be disclosed without applying any test of materiality;
- 2) The events/ information specified in Para B of Part A of Schedule III shall be considered material if such events/ information qualifies the test of materiality specified in Clause III above and the same shall be disclosed if considered material;
- 3) Any events/ information which are not covered in point 1) and 2) above, but which are considered material, in the opinion of the Board of Directors, the same shall be disclosed by the Company at the appropriate stage.
- 4) All above disclosures shall be made within the timelines as specified in Clause III above or as specified in Listing Regulations, as applicable. The disclosure made to the Stock Exchange(s) under this Policy shall also be disclosed.
- 5) The Company shall make disclosures, updating material developments in the event/information covered above, on a regular basis, till such time the event/information is resolved/closed, with relevant explanations.

V(A). DISCLOSURE OF CERTAIN AGREEMENTS TO WHICH LISTED ENTITY IS NOT A PARTY:

All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of Company, who are parties to the *Specified Agreements*, shall inform the Company about the agreement to which Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements, and the Company shall in turn disclose all such agreements to the Stock Exchanges and on its website.

Specified Agreements:

Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company 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 Company or impose any restriction or create any liability upon the Company, including any rescission, amendment or alteration of such agreements, whether or not the Company is a party to such agreements:

Provided that such agreements entered into by Company in the normal course of business shall not be included in above definition, unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company.

VI. AMENDMENT:

The Board (including its duly constituted committees, wherever permissible), shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

Any subsequent amendment / modification in the Act and the SEBI Regulations and / or any other laws in this regard shall automatically apply to this Policy.

VII. REVIEW:

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

VIII. COMMUNICATION:

This Policy shall be uploaded on the website of the Company.

This policy shall also be disseminated to the employees of the Company.

The policy shall coexist with the Code of fair disclosure of Unpublished Price Sensitive Information.

Any questions and clarifications relating to this Policy should be addressed to the Company Secretary at cs.pritiinternationaltd@gmail.com

IX. COMPLIANCE:

The Authorised personnel of the Company shall be responsible for supervision of the Policy.

X. INTERPRETATION:

In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.