

POLICY FOR
DISCLOSURE OF
MATERIAL EVENTS OR
INFORMATION AND
DISCLOSURE &
DETERMINATION OF
MATERIALITY OF EVENTS
OR INFORMATION

DAPS Advertising Limited

1. Introduction

The Policy for determination of materiality of events or information ("Policy") for disclosure to the Stock Exchanges is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

The Board of Directors of the listed entity shall authorise one or more Key Managerial personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

2. Objective

DAPS Advertising Limited being a listed entity, is obligated to comply with the disclosure requirements under the Listing Regulations and is committed to the premise that the all persons investing in the publicly traded securities have equal right to access information that may affect their investment decisions and believes that full and fair disclosure of material information to the public is the cornerstone to the integrity of the Capital Market.

3. Definition

- i. **"Act"** shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.
- ii. **"Board of Directors" or "Board"** means the Board of Directors of DAPS Advertising Limited, as constituted from time to time.
- iii. **"Key Managerial Personnel (KMP)"** mean key managerial personnel as defined in subsection(51) of section 2 of the Companies Act, 2013.
- iv. **"Listing agreement"** shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015.
- v. **"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 Clause 5 of the Policy and Para A of Part A of Schedule III to the Listing Regulations. In the Policy, the words, "material" and "materiality" shall be construed accordingly.
- vi. **"Independent Director"** means a Director of the Company within the meaning of Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.
- vii. **"Policy"** means this Policy for Determination of Materiality as may be amended from time to time.
- viii. **"Key Managerial Personnel or KMP"** means Key Managerial Personnel of the Company and includes Executive Chairman, Managing Director, Whole-Time Director, Chief Executive Officer, Manager, Chief Financial Officer and the Company Secretary, who may be authorized individually or collectively to determine materiality of events or information and disclose to Stock Exchange(s).
- ix. **"Regulations I 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.
- x. **"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 Agreement, Regulations or any other applicable laws or regulations to the extent applicable to the Company.

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4. Criteria for determining Materiality of events or information

DAPS Advertising Limited shall consider the following criteria for determination of Materiality of Events/information: -

- A. Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.
- B. The events as specified in (A) of Part A of Schedule III of the Listing Regulations shall be disclosed irrespective of Materiality.
- C. The events as specified in (B) of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for Materiality.
- D. All information as specified in Part B of Schedule III of the Listing Regulations shall be disclosed which shall have bearing on performance / operation of the company or is price sensitive or shall affect payment of interest or dividend or redemption payment of non-convertible securities.
- E. The Company shall apply the following guidelines for determination of Materiality of event(s) / information covered by point B above:
 - 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; and
 - c) The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% of turnover, as per the last audited consolidated financial statements of the Company;
 - 2% of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.
 - d) In case where the criteria specified in (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.
- F. In case an event or information is required to be disclosed by the listed entity in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- G. The Company shall confirm, deny or clarify any reported event or information in the mainstream media (as defined under Listing Regulations) which is not general in nature, and which indicates that rumours of an impending specific material event or information in terms of the provisions of the Listing Regulations being circulated amongst the investing public. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations.
- H. The format of disclosure shall be as prescribed by SEBI under Listing Regulations from time to time.

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5. Guidelines On Occurrence Of An Event / Information & Its Timely Disclosure

The occurrence of material events/information could be either emanating from within or outside the listed entity by the Company's own accord or for reasons not in the hands of the Company. It can be categorized as under:

- i. depends upon the stage of discussion, negotiation, or approval; and
- ii. in case of natural calamities disrupting operations etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events under 5(i), the events/information can be said to have occurred upon receipt of approval of the Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders. However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends, etc. disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. Approvals other than final approvals, such as in-principle approvals, exploratory approvals, etc. will not require disclosure under this Code. In respect of the events under 7(ii), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties. The term 'officer' shall have the same meaning as defined under the Act and shall also include the Promoter of the Company.

6. Disclosures of events or information

6.1 Disclosures of all events/information identified as material in line with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and under this Policy shall be disclosed as soon as reasonably possible and, in any case, not later than the following:

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

Note: In case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

6.2 Disclosure requirements for certain types of agreements binding the Company:

All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, and employees of the Company or of its holding, subsidiary, and associate company, who are parties to the agreements specified in clause 5A of para A of part A of Schedule III to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, shall inform the Company about the agreement-

- to which such a Company is not a party, within 24 hours of entering into such agreements or signing an agreement to enter into such agreements,
- to which such a Company is a party, within 12 hours of entering into such agreements or signing an agreement to enter into such agreements.

6.3 The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

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6.4 The Company shall disclose all events or information with respect to its Material Subsidiaries, (if any),

6.5 The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further, it shall confirm or deny any event or information to stock exchange(s) reported in the media.

6.6 The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

6.7 The company shall make all the disclosures within the timeframes as specified under Regulation 30, 30 A and Schedule III to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.

Scope and Limitation

In the event of any conflict between the provisions of this Policy and the Listing Regulations, Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

Amendment

The Board of Directors may subject to the applicable laws amend any provision or substitute any of the provision with the new provision 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.

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