

S Kumar Online Limited
(Formerly Known as S Kumar.Com Limited)

**POLICY
FOR
DETERMINATION
OF
MATERIALITY OF EVENTS/INFORMATIONS**

Background

The Securities and Exchange Board of India (SEBI) on 2nd September, 2015 issued the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Regulations") with the aim to consolidate and streamline the provisions of existing listing agreements thereby ensuring better enforceability and bringing the basic framework governing the regime of Listed Entities in line with the Companies Act, 2013 and at the same time compiling all the mandates of varied SEBI Regulations / Circulars.

Regulation 30 of the Regulations deals with disclosure of material events / information by the Company whose equity are listed and are required to make disclosure of events / information specified under the relevant Schedule of Regulation 30. The Regulations requires Company to frame a policy for determination of materiality, based on criteria specified in the Regulations, to be approved by Board of Directors of the Company and further to be disclosed on the website of the Company. Accordingly this policy has been approved and adopted by the Board of Directors of the Company at their meeting held on 11th February, 2016.

1. APPLICABILITY:

This Policy shall be applicable to all the events relating to the Company as and when they fall under the criteria as mentioned in clause 3 of this Policy. This Policy shall be read together with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated and adopted by the Company to lay down the procedures and practical guidelines that would be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

The purpose of this Policy is to determine materiality of events/information based on criteria specified under Regulation 30 of the Listing Regulations and to ensure that the Company shall make timely disclosures of events/information specified under the Regulations to the Stock Exchanges.

The disclosures made under the Regulations shall also be hosted on the website of the Company (www.skumaronline.com) and simultaneously communicated to the Stock Exchanges in the permitted mode. All disclosures shall be available on the website of the Company for a period of 5 years in accordance with the Archival Policy of the Company.

2. DEFINITIONS:

3.1. "BIFR" means Board for Industrial & Financial Reconstruction.

3.2. "Board of Directors" means the Board of Directors of the Company.

3.3. "Company" means S Kumar Online Limited.

3.4. "Compliance Officer" means the Company Secretary of the Company.

3.5. "Key Managerial Personnel" means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.

3.6. "Promoter" shall have the same meaning as assigned in clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

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3.7. "Stock Exchange" means a recognised stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956.

3. DISCLOSURE OF MATERIAL EVENTS/INFORMATIONS:

The events to be disclosed by the Company are broadly divided into three categories:

Category A:

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

Category B:

Events which shall be disclosed upon application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30).

Category C:

Any other information/event.

CATEGORY A:

Below are the Events which shall be disclosed as earlier as possible upon availability of such events/information but not later than 24 hours (Except point 4 of Category A) without any application of the guidelines for materiality (as given in Clause 4 of this Policy) as specified in sub-regulation (4) of regulation (30):-

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 Company or any other restructuring;

["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 company holds shares or voting rights aggregating to 5% 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 this explanation and such change exceeds 2% 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;

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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 Company), 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 the Company 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 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 Company;

13. Proceedings of annual and extraordinary general meetings of the Company;

14. Amendments to memorandum and articles of association of the Company, in brief;

15. Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

CATEGORY B:

Events which shall be disclosed as earlier as possible upon availability of such events/information but not later than 24 hours upon application of the guidelines for materiality (given in Clause 4 of this Policy) as given in sub-regulation (4) of regulation (30):

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 line(s) of business or closure of operations of any unit/division;

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, revision(s) or amendment(s) and termination(s) thereof;

6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;

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7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Frauds/ defaults by Directors (other than Key Managerial Personnel) or employees of the Company;
10. Options to purchase securities including ESOP / ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party not in the normal course of business;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

CATEGORY C:

Any other information/event viz. major development that is likely to affect business 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 a false market in such securities, which shall, inter alia, include:

1. Emergence of new technologies;
2. Expiry of patents;
3. Change in Accounting Policy with significant impact on accounts;
4. Any market sensitive information or event determined as material by the Key Managerial Personnel or the Board of Directors of the Company.

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATIONS:

The Company shall consider the following criteria for determination of materiality of events / information:

- (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) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event/information is considered material.*

5. AUTHORISED KEY MANAGERIAL PERSONNEL FOR MAKING DISCLOSURES UNDER THIS POLICY:

The Whole Time Director, Chief Financial Officer and Company Secretary of the Company are severally / jointly authorized for the purpose of determining materiality of an event / information and for the purpose of making disclosures to stock exchange(s) under this Policy, the contact details of whom are available on the website of the Company.

6. AMENDMENT TO THE POLICY:

The Board of Directors shall alter, amend or modify the clauses of this Policy from time to time in line with the requirement of the SEBI Guidelines or any other rules, regulations etc., which may be amended and applicable from time to time.

01st December, 2015

To,
BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P.J.Towers,
Dalal Street,
Mumbai - 400 001.

Sir/Madam,

Ref: Company's Script Code No. 532316

Sub: Contact Details of Authorised Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under Regulation 30(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is with reference to the captioned subject and in compliance of the aforesaid section, the Authorised Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under Regulation 30(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and their contact details are as follow:

Name of the KMPs	Contact Details
Mr. O. P. Pacheria, Whole-Time Director	Shree Ram Mills Compound, Avadh, Avadesh Parisar, G. K. Marg, Worli, Mumbai, 400018, Maharashtra, India Contact No: 022-24914795 E-mail id: pacheriaop@gmail.com ; sameerpatil@skumarsonline.com ; cs.skumaronlinelimited@gmail.com
Mr. Sameer S. Patil, Chief Financial Officer	
Mr. Hitendrakumar M. Ranka, Company Secretary and Compliance Officer	

Kindly take the same on your record and acknowledge the receipt.

Thanking you,

Yours faithfully,
For S Kumar Online Limited

Hitendra

(Hitendrakumar M. Ranka)
Company Secretary & Compliance Officer

S Kumars Online Limited

CIN : L45400MH1999PLC119875

Registered & Corporate Office : "Avadh", Avadesh Parisar, G. K. Marg, Worli, Mumbai - 400 013. (INDIA)
Tel.: 022-2491 4795 • Fax : 022-2498 0390 • E-mail : skumars.support@gmail.com