

DATE: 07 NOVEMBER 2015

## **MMF POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION**

### **1. Statutory Mandate**

- 1.1 The Board of Directors (The “Board”) of M M FORGINGS LIMITED (“MMF”) has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.
- 1.2 This Policy will be applicable to the Company with effect from 1 December, 2015 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

### **2. Policy Objective and Scope**

- 2.1 The Objective of this Policy is to determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges as per the time defined.
- 2.2 The policy is intended to define MMF’s policy on disclosure of events / information and to provide guidance to the Board of Directors, Key Managerial Personnel (KMP) and other executives and staff working in MMF in making decisions and undertaking regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.
- 2.3 This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

This policy was approved by the Board of Directors at its meeting held on 07 November 2015.

### **3. Policy of disclosure**

#### **List of KMPs**

Vidyashankar Krishnan- Vice Chairman and Managing Director  
K.Venkatramanan – Joint Managing Director  
R. Venkatakrishnan – Chief Financial Officer  
J.Sumathi – Company Secretary  
N.Ramnath – President- Commercial

3.1 Upon the decision taken by the Vice Chairman and the Managing Director, the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

### 3.1.1 **CATEGORY A**

Events considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within **24 hours** of the decision taken at the Board Meeting are:

- 3.1.1.1 Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
- 3.1.1.2 Any alteration in the terms or structure of existing securities.
- 3.1.1.3 Any agreement / contracts/ joint venture , that impacts management and control of MMF, which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- 3.1.1.4 Fraud / default by promoters or KMP (s) and arrest of KMP(s) or promoter(s).
- 3.1.1.5 Reference to BIFR and winding-up petition filed by any party / creditors.
- 3.1.1.6 Revision in ratings.

Note : If the Management is not in a position to inform the stock exchange within 48 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

### 3.1.2 **CATEGORY B**

Events / Decisions considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within **30 minutes of the closure of the Board Meeting** are:

- 3.1.2.1 Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them.
- 3.1.2.2 Cancellation of dividend with reasons thereof;
- 3.1.2.3 Buyback of shares
- 3.1.2.4 Fund raising proposed to be undertaken.
- 3.1.2.5 Increase in capital by issue of bonus shares and relevant details to the issue
- 3.1.2.6 Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
- 3.1.2.7 Financial results
- 3.1.2.8 Voluntary delisting from stock exchanges

### 3.1.3 CATEATORY C

Other Events / Decisions not considered Material in view of the Board of Directors which however, needs to be disclosed to the stock exchanges within **as soon as it is possible but in any case not later than thirty days from the day of occurrence of the event which are :**

- 3.1.3.1 Change in Directorships, KMP(s), Auditor and Compliance Officer
- 3.1.3.2 Appointment and discontinuance of share transfer agent
- 3.1.3.3 Corporate debt restructuring
- 3.1.3.4 One time settlement with bank.
- 3.1.3.5 Issuance of Notices, call letters, resolutions and circulars sent to shareholders, or creditors or any class of them or advertised in the media by the listed entity.
- 3.1.3.6 Proceedings of the Annual or Extra General Meeting
- 3.1.3.7 Amendments to Memorandum and Articles of Association.
- 3.1.3.8 Schedule of Analyst or Institutional Investor meet and presentations on financial results made.

### 3.1.4 CATEGORY D

Miscellaneous Events / Decisions not considered Material in view of the Board of Directors which however, needs to be disclosed to the stock exchanges within **as soon as it is possible when the necessary information is ready to be publicised** which are:

- 3.1.4.1 Commencement or postponement of the date of commercial production or operation of any unit / division.
  - 3.1.4.2 Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tie-up, new line of business or closure of operations of any unit / division
  - 3.1.4.3 Capacity addition or new product launch.
  - 3.1.4.4 Awarding, bagging / receiving or termination of award/ contracts/ bagged orders not in the normal course of the business.
  - 3.1.4.5 Agreements for loan not in the normal course of business.
  - 3.1.4.6 Disruption of operation of any one or more units due to natural calamity.
  - 3.1.4.7 Effects arising out of change in regulatory framework applicable to MMF
  - 3.1.4.8 Litigation / dispute / regulatory action(s) with impact.
  - 3.1.4.9 Options to purchase securities including ESOP/ESPS scheme
  - 3.1.4.10 Giving of guarantees or indemnity or becoming a surety for any third party
  - 3.1.4.11 Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
  - 3.1.4.12 Emergence of new technologies,
  - 3.1.4.13 Change in accounting policy.
  - 3.1.4.14 Any other information that may be deemed necessary jointly and severally by the KMPs of the Company who would consider that it is necessary for the holders of the securities of the listed entity to appraise its position and to avoid the establishment of a false market.
- 3.2 The Board may in its discretion also authorise the KMPs to disclose such events, information or material that in its wisdom may be necessary for the Members of the exchange to know the information.

- 3.3 The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchanges.

While deciding the material events, the Management shall take these Criteria for disclosure of events / information

- i. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly.
- ii. 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;
- iii. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

4. **Website Updation / Updates to stock exchanges**

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

5. **Authorisation to KMPs to Suo Moto accept / deny reported event or information**

The KMP ( s) are hereby jointly and severally authorised to Suo Moto accept / deny any report event or information, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means. They are further authorised to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.