



ANDHRA PAPER LIMITED

Policy for disclosure of events or information to Stock Exchanges under SEBI Listing Regulations

1) Preamble:

This Policy is formulated in terms of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. (hereinafter referred to as "Listing Regulations")

2) Objective:

Andhra Paper Limited as a listed Company is obligated to comply with the disclosure requirements under the Listing Regulations and is committed to disclose full and fair disclosure of material information to the public.

The Company has framed this Policy to define a framework for fair disclosure of all material events or information that could impact the price of the Company's share listed on BSE & NSE. This Policy is subject to the provisions of Listing Regulations. This Policy will be applicable to the Company effective December 1, 2015.

3) Information covered under this Policy:

This Policy covers guidelines for determination of materiality of the events or information which need to be disclosed to the Stock Exchanges.

4) The basic principles regarding fair disclosure of events or information: This Policy aims to follow the following principles:

a) Timeliness:

Regulation 30(6) of the LODR Regulations specifies that the listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the LODR Regulations 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.

Further, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the LODR Regulations shall be made within such timelines.



- b) **Transparency:** Disclosure of material information with sufficient details that fosters investor's confidence.
- c) **Fairness:** Ensure wide dissemination of information avoiding the selective disclosure.
- d) **Confidentiality:** Maintaining the confidentiality of price sensitive information having regard to the disclosure obligations.
- e) **Need to know basis:** Ensure that all the price sensitive information is made available only on a need to know basis and provide guidance to the persons on the means to handle such information.
- f) **Materiality:** Ensures that all materiality information is made generally available.

5) Disclosure of events which are deemed to be material:

In accordance with Regulation 30 (2) of the LODR regulations, the Company shall make disclosure of the Events specified in Para A of Part A of Schedule III of the LODR Regulations, 2015 as amended from time to time which are deemed to be material events. These Events have to be necessarily disclosed without applying any test on materiality.

6) Determination of materiality of disclosure of events or information:

Materiality has to be determined on a case to case basis depending upon specific facts and circumstances relating to information or event. In order to determine whether particular event or information is material in nature, the company may consider the following quantitative or qualitative criteria as mentioned below:

a) Quantitative Criteria:

The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
- (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
- (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;

b) Qualitative Criteria to determine materiality shall become applicable to an event or information:

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

- i. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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 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 the Company, the event/information is considered material.

In circumstances where quantitative test may not be applicable, qualitative test may be applied to determine materiality.

If a particular information or event satisfies any of the qualitative or quantitative criteria, the company shall disclose the same to the Stock Exchanges.

7) The persons designated for determining the materiality of events or information:

The Company Secretary is authorized to determine the materiality of an event or information in consultation with the CEO of the Company and make necessary disclosures to the Stock Exchanges under this Policy.

The Company Secretary shall be guided by the following principles while approving the disclosures.

- a) He should be reasonably satisfied that the disclosures did not contain any misrepresentation and is not misleading or untrue.
- b) If any part of the disclosure includes quotes from a report statement or opinion made by an expert.
- c) He should ensure that written consent of the expert to the use of the report statement or opinion in the disclosure has been obtained.
- d) If the Company Secretary is of the opinion that an issue of an announcement is unduly detrimental to the company's interest, he may determine the period for which the confidentiality shall be maintained and shall issue directions regarding the following:
 - i) To ensure that all the connected persons who are aware of the information, know that it is confidential and they are obligated to keep the material facts confidential.
 - ii) To ensure that there is no selective disclosure of confidential material information to third parties.
 - iii) To ensure that no one with the knowledge of material information has traded in the securities of the Company and in the securities of other company affected by material information and causing connected person to refrain from the trading in the securities till the information is made public.

8) Disclosure of Events or Information:

- a) In accordance with Regulation 30 (4) of the LODR regulations, the Company shall make disclosure of the events specified in Para B of Part A of Schedule III, based on application of the criteria for materiality as specified in Clause 6 of this policy.
- b) All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of a listed entity 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 these regulations, shall inform the listed entity about



the agreement to which such a listed entity is not a party, within 2 working days of entering into such agreements or signing an agreement to enter into such agreements and listed entity shall in turn disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.

- c) The listed entity shall disclose the number of agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, their salient features, including the link to the webpage where the complete details of such agreements are available, in the Annual Report for the financial year 2022-23 or for the financial year 2023-24. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change 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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

Without prejudice to the generality of paras (a) and (b) above, the Company may make disclosures of event/information as specified by SEBI from time to time.

9) Disclosures to the Stock Exchanges:

Disclosure of information as mentioned in this Policy shall be made to the Stock Exchanges in accordance with the provisions of the Listing Regulations.

The Policy shall also be uploaded on the website of the company www.andhraper.com