



Smiths & Founders (India) Limited

(Formerly Shimoga Technologies Limited)

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGES

This policy for determination of materiality of events and information for disclosure to the Stock Exchanges (hereinafter referred to as "the Disclosure Policy or this / the Policy") is framed in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Regulations 2015')

A. The following decision or approval will be disclosed to the Stock Exchanges within 30 minutes of the closure of the meeting of Board of Directors of the Company (hereinafter referred to as the 'Board'):

- a) recommendation of dividend to the shareholders or declaration of interim dividend including the date on which dividend recommended/declared shall be paid/dispatched;
- b) decision not to recommend dividend ;
- c) decision on buyback of securities;
- d) decision with respect to fund raising proposed to be undertaken;
- 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) approval of financial results;
- i) decision on voluntary delisting of Company's securities from stock exchange(s).

B. The following events/information will be disclosed to the Stock Exchanges as soon as possible but not later than 24 hours of the occurrence of the event/information:

- 1. Approval of the board for acquisition, directly or indirectly, of control of a Company or entering into agreement for this purpose.
- 2. Acquiring or agreeing to acquire, directly or indirectly, shares or voting rights of a company, such that the shareholding/voting rights aggregate



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five per cent* or more of that Company's total shareholding or voting rights.

3. Changes in shareholding in a Company from the last disclosure made to the Stock Exchanges under of Clause (2) above, when such change exceeds two per cent* of that Company's total shareholding or voting rights.
4. Recommendation by the Board to the Shareholders of a Scheme of Arrangement for amalgamation/merger/demerger or restructuring.
5. Approval of the Board/Recommendation by the Board to the Shareholders for sale or disposal of the manufacturing unit(s), division(s) of the Company or sale or disposal of a Subsidiary of the Company
6. Issue of shares by way of rights, bonus shares or in any other manner, alteration of capital and sub-division or consolidation of shares.
7. Forfeiture of securities, re-issue of forfeited securities or alteration of call(s) on securities.
8. Redemption of securities of the Company.
9. Buyback of securities of the Company.
10. Recommendation by the Board to the Shareholders for alteration in the terms of securities of the Company.
11. Imposition of any restriction on transferability of securities of the Company by any authority.
12. Rating of securities of the Company by a credit rating agency including its revision, if any.
13. Change in Directors, Key Managerial Personnel (KMP), Auditor and Compliance Officer of the Company.
14. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), 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.
15. Fraud/defaults by Promoter or KMP or by the Company or arrest of KMP or Promoter.
16. Approval of the Board for appointment or discontinuation of Share Transfer Agents.
17. Corporate debt restructuring and One time settlement with banks.
18. Reference to BIFR and winding-up petition filed by any party/creditors.
19. 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.
20. Proceedings of General Meetings held by the Company.



21. Recommendation by the Board to the Shareholders for amendments to Memorandum and Articles of Association of the Company.
22. Schedule of Analysts or Institutional investors' meet organized by the Company and presentations on financial results made by the Company to analysts or institutional investors at such meeting.

C. The following events/information shall be disclosed to the Stock Exchanges as soon as possible but not later than 24 hours of the occurrence of the event/information

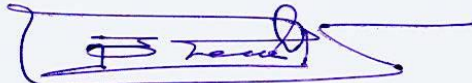
1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
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. Entering into agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or 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.
7. Change in the regulatory framework impacting the business of the Company.
8. Litigation(s) / dispute(s) / regulatory action(s) against the Company or its KMP and its impact.
9. Occurrence of Fraud/defaults etc. by directors or employees, other than KMP of the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Any other significant development/event/ information that is likely to impact the Company's business.
14. Any other material event / information which is exclusively known to the Company and needs to disclose to enable the shareholders to appraise the Company's position.



In addition to the disclosures to the Stock Exchanges under Clause (A), (B) and (C) above, the Company shall also make disclosure of event/information as specified by the Board of Directors of the Company from time to time.

The Disclosure Policy will be posted on the Company's website www.smithsandfoundersindia.com and events and information disclosed to the Stock Exchanges in terms of this Policy will also be posted on the website for atleast five years* from the date of such event / information is posted.

This Disclosure Policy was adopted by the Board in their meeting held on November 19, 2015 and will be reviewed as and when deemed necessary.



Suresh Shastry
Chairman & Managing Director

** or such other limit or time period as may be prescribed under the Regulations 2015 from time to time.*

