



A Govt. Recognised One Star Export House

Vinny Overseas Limited

MFG. OF RAYON - COTTON - POLYESTER - FASHION WEAR OF FABRICS

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POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – As Amended)

Company: Vinny Overseas Limited

1. OBJECTIVE

The Securities and Exchange Board of India (“SEBI”) has notified the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)**, as amended from time to time.

In compliance with **Regulation 30**, the Board of Directors of **Vinny Overseas Limited (“Company”)** has adopted this Policy to define the framework for:

- Determining the **materiality of events or information**
- Ensuring **timely, accurate, and adequate disclosures** to Stock Exchanges
- Maintaining **fair disclosure practices** and **investor transparency**

This Policy shall guide the Company in making disclosures that are **timely, consistent, credible, and compliant** with applicable laws.

2. APPLICABILITY

This Policy applies to all **employees, officers, Key Managerial Personnel (KMPs), and Directors** of the Company.

3. AUTHORIZED PERSONS FOR MATERIALITY DETERMINATION

Authorised key managerial personnel shall mean the Key Managerial Personnel as authorised by the Board of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under Listing Regulations and the contact details of such personnel shall also be disclosed to the stock exchanges and as well as on the listed entity’s website. Managing Director, Company Secretary and Chief Financial Officer are identified as the

authorised key managerial personnel under this policy.

4. ROLES & RESPONSIBILITIES OF AUTHORIZED PERSONS

Authorized Persons shall:

- Review and determine materiality of events or information
 - Verify facts and supporting documents
 - Ensure disclosures within **SEBI-prescribed timelines**
 - Coordinate with business heads and legal teams
 - Finalize disclosure content in consultation with MD/CFO
 - Ensure disclosures are accurate, complete, and not misleading
 - Provide continuous updates until closure of an event
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5. EVENTS DEEMED MATERIAL (SCHEDULE III – PART A – PARA A)

The following events **must be disclosed without applying any materiality threshold**:

Corporate & Structural Events

- Mergers, acquisitions, demergers, restructuring
- Sale or disposal of business units
- Corporate insolvency or liquidation

Securities & Capital Events

- Issuance, forfeiture, buyback, split, consolidation
- Alteration in securities or capital structure

Board Meeting Outcomes (Disclosure within 30 Minutes)

- Dividend declaration or cancellation
- Fund raising decisions
- Buyback approvals
- Bonus issue approvals
- Financial results approval
- Voluntary delisting decisions

Governance & Compliance Events

- Change in Directors, KMPs, Auditors
- Fraud or default by promoter or KMP
- Regulatory penalties or enforcement actions
- Arrest or detention of promoter or KMP
- Appointment or removal of share transfer agent

Legal & Investor Events

- Winding-up petitions
 - Shareholder notices, circulars, AGM/EGM proceedings
 - MOA/AOA amendments
 - Analyst/investor meetings and presentations
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6. EVENTS SUBJECT TO MATERIALITY THRESHOLD (SCHEDULE III – PART A – PARA B)

The following events shall be disclosed **only if determined to be material**:

- Commencement or delay of commercial production
 - Capacity expansion or product launches
 - Material contracts or agreements outside ordinary course
 - Major order wins, losses, or contract termination
 - Disruption due to strike, natural disaster, or force majeure
 - Litigation or regulatory actions having impact
 - Change in regulatory framework affecting operations
 - Fraud by employees or non-KMP Directors
 - Granting guarantees or indemnities
 - Suspension or cancellation of licenses or approvals
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7. MATERIALITY DETERMINATION CRITERIA

Materiality shall be determined using both **quantitative and qualitative criteria**.

7.1 QUANTITATIVE MATERIALITY THRESHOLDS

An event shall be considered material if it exceeds **any** of the following:

- **2% of Annual Turnover**, OR
- **2% of Net Worth**, OR
- **5% of Average Net Profit (last 3 financial years)**

(Whichever is highest)

These thresholds serve as a **benchmark**, and do not limit disclosure if qualitative impact exists.

7.2 QUALITATIVE MATERIALITY CRITERIA

An event shall be treated as material if it:

- Could influence **share price or investor decisions**
- Affects **business continuity or profitability**
- Impacts **corporate reputation or brand value**
- Could result in **market speculation or volatility**
- Has **strategic, regulatory, or governance significance**
- May cause **discontinuity or distortion of publicly available information**

8. DISCLOSURE TIMELINES (UPDATED SEBI REQUIREMENTS)

Event Type	Disclosure Timeline
Board Meeting outcomes	Within 30 minutes
Fraud, arrest, KMP or Auditor change	Within 24 hours
Other material events	Within 12 hours
Additional updates	As soon as reasonably possible

9. DISCLOSURE PROCESS

- Relevant departments shall **immediately notify Authorized Persons** upon occurrence of any event
- Authorized Persons shall assess materiality and verify accuracy
- Disclosure shall be prepared in consultation with **Managing Director and CFO**
- Legal or external advisors may be consulted if required
- Disclosures shall be submitted electronically to Stock Exchanges

10. CONTINUOUS DISCLOSURE OBLIGATION

Material events shall be **updated periodically** until:

- Event resolution
- Completion of transaction
- Final conclusion of litigation or dispute

11. CONFIDENTIALITY & FAIR DISCLOSURE

- Price-sensitive information shall be kept **strictly confidential**
- Selective disclosure is prohibited
- Any information leakage must be promptly reported and addressed

12. INTERNAL ESCALATION MECHANISM

Where materiality determination is uncertain:

- Matter shall be escalated to the **Managing Director**
 - If required, final determination may be made by the **Board of Directors**
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13. POLICY REVIEW & AMENDMENTS

This Policy shall be reviewed periodically to ensure compliance with:

- SEBI LODR amendments
- Companies Act, 2013 updates
- Regulatory or judicial changes

In case of conflict, **SEBI Regulations shall prevail.**

14. CONTACT DETAILS

Compliance Officer:

Email: cs@vinnyoverseas.in

15. EFFECTIVE DATE:

The Policy is applicable to the company from the date of listing of the equity shares of the Company and amended policy will be applicable to the company w.e.f. November 14, 2025.