POLICY ON MATERIALITY OF EVENTS

(Regulation 30 of SEBI Listing Regulations, 2015)

Policy on Material Events

1. INTRODUCTION

The Board of Directors (the "Board") of Milestone Global Limited (the "Company" or "Milestone"), has adopted the following policy 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.

This policy is made in pursuance of Regulation 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"). The Board may review and amend this policy from time to time.

2. SCOPE& OBJECTIVE

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") notified on Sept 02, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 and in pursuance of Reg. 30 of the Listing Regulations, it is mandatory that every listed company which has its equity shares and/or other convertible securities listed on stock exchanges needs to frame a policy for determination of materiality, based on the criteria as specified by it based on the new regulations. The said policy was approved by the Board of directors at the Meeting held on 12th February, 2016 and effective forthwith.

As per the Policy, the Company is required 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 span hitherto defined.

The policy is intended to define Company's policy on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in the Company 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.

The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updating of website the details of information / events which are considered material or not but which may have a bearing on the performance of the Company and which may materially affect the share prices of the company.

3. DEFINITIONS

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI's LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

"Audit Committee or Committee" means Audit Committee constituted by the Board of Directors of the Company, from time to time under provisions of SEBI LODR, 2015, and/or the Companies Act, 2013.

"**Board of Directors or Board"** means the Board of Directors of Milestone Global Limited, as constituted from time to time.

"**Independent Director**" means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI's LODR, 2015 entered into with the stock exchanges.

"Key Managerial Personnel" (KMP) of the Company includes Managing / Whole-time Directors, Chief Financial Officer, Company Secretary and such other Senior Executives, who were authorised by the Board as KMP.

"LODR" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

"**Material Events"** are those that are specified in Para A of Part A of Schedule III of the LODR.

"**Other Events"** are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation (4).

"**Policy"** means Policy on Disclosure of Material Events.

4. PURPOSE

As per the Policy, the Company shall make disclosures of any events or information which, in the opinion of the board of directors of the company, is material.

- Events specified in Para A of Part A of Schedule III are deemed to be material events and listed entity shall make disclosures of such events.
- Events specified in Para B of Part A of Schedule III shall be disclosed by the listed entity, based on application of the guidelines for materiality.

For this purpose, the company needs to frame a policy for determination of materiality, based on the criteria as specified, duly approved by its board of directors, which will be disclosed on its website.

5. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

Pursuant to Reg. 30(4), 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.

6. DISCLOSUREOFEVENTS/INFORMATIONANDPRESERVATIONTHEREOF

The Company shall first disclose to stock exchange of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than 24 hours from the occurrence of event or information.

Provided that in case the disclosure is made after 24 hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

Provided further that the disclosure of events specified in sub-para 4 of Para A of Part A of Schedule III i.e., Outcome of Board Meeting, shall be made within 30 minutes of the conclusion of the Board Meeting.

In addition to the above, the Company shall ensure the following:

(a) It shall disclose on its website all such events or information which has been disclosed to stock exchange and such disclosures shall be hosted on the website of the company for a minimum period of 5 years and thereafter as per the archival policy of the company, as disclosed on its website.

(b) It shall disclose all events or information with respect to subsidiaries, if any which are material for the Company.

(c) It shall provide specific and adequate reply to all queries, if any, which may be raised by stock exchanges with respect to any events or information.

(d) In the event of any event or information is available with the Company, which has not been included in Part A of Schedule III, but which the Company may feel that it will have material effect on it, is required to make adequate disclosures in regard thereof.

7. EVENTS/INFORMATION UNDER PARA A & B OF PART A OF SCHEDULE III

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

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:

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 listed entity or any other restructuring.
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
   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 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.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity 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 a 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

Note: If the Management is not in a position to inform the stock exchange within 24 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.

CATEGORY B - Events which shall be disclosed upon application of the guidelines for materiality referred 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 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. 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 listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
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.

8. PERSONNEL RESPONSIBLE FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

The Chairman and/ or Directors of the Company are responsible, severally, for the purpose of determining the materiality of any event or information which has bearing on the performance/share price of the Company. They shall inform to the Company Secretary about the materiality of any information/event which shall then be intimated by the Company Secretary to the Stock exchanges as a part of Disclosure compliance.

However, other KMPs including employees working at Senior management level of the Company shall, from time to time, bring to the notice of the Chairman and/or Directors about the material events in their respective functional areas which in their opinion may materially affect the share price/performance of the Company and the Chairman and/or Diretors then based on the information brought to their notice by the respective KMPs including Senior management employees, consider the materiality of the said event/information and inform to the Company Secretary for onward submission to the Stock exchanges.

9. DISCLOSURES

The Policy for determining materiality of events/information is available on the Company's website at www.milestonegloballimited.com.

10. ACCEPTING / DENYINGREPORTEDEVENTORINFORMATION

The Chairman shall suo-moto accept / deny reporting of any event or information, which has been unauthorized made public by media or by any other means including but not limited to electronic means. Further he may authorise the Company Secretary or such other Key Managerial Personnel as he may deem fit 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 Chairman shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

11. POLICYREVIEW

The Board of Directors reserves the right to amend or modify this Policy in whole or in part, at any point of time.