

POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES
OF
UTIQUE ENTERPRISES LIMITED

A. INTRODUCTION

Equity shares of Utique Enterprises Limited ("the Company") are traded in India on BSE Limited.

The requirements under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") and other relevant rules and statutes have been considered while drafting this Policy for determining Materiality for Disclosures ("the Policy").

The Policy applies in respect of disclosure of material events occurring within the Company and its subsidiaries.

B. AUTHORIZED PERSONS

The Company Secretary will be the custodian of the disclosure process.

The Company's CFO and Key Managerial Personnel shall have the authority to make determination of materiality and distribution covered by this Policy with respect to the information disclosed about the Company.

The Company Secretary will be the single point of contact who is authorized to determine materiality and make distributions covered by this Policy. The contact details of the Company Secretary are:- Mr. P. B. Deshpande, Company Secretary, Email:- info@utique.in and telephone:- 022-2288 6100.

The Board of Directors, CFO, Key Managerial Personnel, Subsidiary and all other words not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, the Companies Act, 2013 or any other applicable laws or regulations, as the case may be.

C. MATERIALITY ASSESSMENT

Information should be regarded as "material" if there is a substantial likelihood that a reasonable investor would consider such information important in making a decision to buy, sell, or hold a security or where such information is likely to have a significant effect on the market price of the security. Either positive or negative information may be material.

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. The approach for determining materiality will be both qualitative and quantitative criteria, which are outlined in this document.

Examples of information that would normally be regarded as “material” include the following, although the list is not exhaustive:-

- Financial performance, financial condition, projections or forecasts.
- Known but unannounced future earnings or losses.
- Significant corporate events, such as a pending or proposed acquisition or joint venture.
- Plans to launch new products or product defects that have significant impact.
- Significant developments involving business relationships with customers, suppliers or other business partners.
- Changes in auditors as per statutory requirement or otherwise or auditor notification that the issuer may no longer rely on an audit report.
- Events regarding the Company's securities (such as repurchase plans, stock splits or changes in dividends, changes to the rights of security holders, public or private sales of additional securities or information related to any additional funding).
- Bankruptcies, receiverships or financial liquidity problems.
- Positive or negative developments in outstanding litigation, investigations or regulatory matters with significant impact on financial results.
- Any changes to the Company's Board of Directors or the Company's Key Managerial Personnel and key agreements with them.
- Any significant changes to the Company's capital structure.

For the avoidance of doubt, events listed in Schedule III, Part A of the Listing Regulations shall be disclosed without application of the criteria listed below.

For the purpose of assessing whether a particular transaction or the amounts involved in that transaction are “material”, the following information will also be considered, although the list is not exhaustive:-

- The consideration involved in the transaction as a percentage of the Company's annual revenue.
- The consideration involved in the transaction as a percentage of the Company's fixed assets and as a percentage of the Company's total assets.
- Whether the transaction is in the ordinary course of business.
- Whether a related party is involved in the transaction.
- Whether the transaction is an exit from, or entry into, a significant line of business.
- Other qualitative factors relevant to a transaction.

D. DISCLOSURE OF THE POLICY

This Policy will be uploaded on the website of the Company.

E. EVENTS/INFORMATION WITH RESPECT TO SUBSIDIARIES

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

F. LIMITATION AND AMENDMENT

In case there is any conflict between the provisions of this Policy and of the Act or the Listing Regulations or any other statutory enactments, rules, then in that event, the provisions of such Act or the Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment/modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.
