



SHAH METACORP LIMITED

(FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)

Regd Office: Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830

CIN: [L27209GJ1999PLC036656](#) website: www.gyscoal.com

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION



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BACKGROUND

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), a listed entity is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in Regulation 30 of the said Regulations and the same is also required to be disclosed on the Company's website. It is in this context that the Policy on Determination of Materiality for Disclosures (“Policy”) is being framed and implemented.

SCOPE

The Policy has been prepared in accordance with the applicable provisions of Listing Regulations and Companies Act 2013 and rules made thereunder. Any subsequent amendment/ modification in the applicable statutes in this regards shall automatically apply to this Policy.

This Policy describes, inter alia, the illustrative list of events or information which are considered to be material as per the Regulations and/ or in the opinion of Board. The Board vide this Policy has attempted to prescribe guidance for deciding the magnitude of the materiality of events and information.

This policy shall be put on the website of the company.

OBJECT OF THE POLICY

The objectives of this Policy are as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the SEBI Listing Regulations, various Securities Laws and any other legislations, as applicable.
- b. To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.



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e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.

f. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

DEFINITIONS & INTERPRETATIONS

In this Policy, unless the context otherwise requires:

- a) "Act" means the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- b) "Board" shall mean the Board of Directors of the Company and shall include any Committee thereof authorized for the purpose.
- c) "Company" shall mean Shah Metacorp Limited (Formerly known as Gyscoal Alloys Limited).
- d) "Committee" means any Committee formed under the delegated authority of the Board.
- e) "Key Managerial Personnel", in relation to a company, means as defined in the section 2 (51) of the Companies Act, 2023 and amendment made thereto and interpret as
 - i. the Chairman and Executive Director;
 - ii. Chief Financial Officer;
 - iii. Company Secretary;
 - iv. Chief operating officer;
 - v. Chief Executive Officer
- f) "Net worth" means net worth as defined in sub-section (57) of section 2 of the Companies Act, 2013
- g) "Paid-up share capital" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;



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- h) "Regulations or SEBI Listing Regulation" shall mean SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- i) "Stock Exchange" means a recognised stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956 on which Equity shares of the Company are listed.
- j) "Material Subsidiary" means a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the company and its subsidiaries in the immediately preceding accounting year.
- k) "Turnover" as defined under Section 2(91) of the Act means the aggregate value of the realisation of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year.

The Words and expressions used and not defined in the Policy shall have the same meanings respectively assigned to them in the Act and / or Regulations.

DISCLOSURE OF EVENTS AND INFORMATION

This policy sets forth the guidelines for disclosure of material events or information.

1. Category A – Events or information

Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

2. Category B - Events or information



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Category B refers to such events or information which are proved to be material on the application of materiality test. For determining materiality of events, the following criteria shall be applied:

- i. omission of which is likely to result in discontinuity or alteration of event or information already available publicly,
- ii. omission of which is likely to result in significant market reaction if the said omission came to light at a later date, or
- iii. which are in the opinion of Board of Directors or any Committee thereof or any other person authorised for the purpose considered to be material.

Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.

However, the list of events / information given in Schedule III are indicative and not exhaustive and the necessity or obligation to make the requisite disclosure depends upon magnitude of impact of such events or information and on the facts of each case. Any event or information which is considered material in accordance with the policy shall also be disclosed even if it is not specially listed in the regulation.

PRINCIPLES FOR DETERMINING MATERIALITY OF EVENTS

Determination of Materiality: (Materiality test)

- (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; or
- (c) 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;
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an



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event or information may be treated as being material if in the opinion of the board of directors of the company, the event or information is considered material:

Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.

GUIDELINES FOR RUMOUR VERIFICATION

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority, if it is applicable as per Listing Regulation..

GENERAL OBLIGATION FOR DISCLOSURE

1. Any one of, Chairman cum Managing Director or Whole-time Director or Chief Financial Officer or Company Secretary of the Company, is severally authorised to take a view on whether the event or information falls within the materiality threshold as mentioned under Clause VI of this policy, which qualifies for disclosure under Regulation 30 (5) of the Listing Regulations and intimate to the Company Secretary to disclose the said event or information to the Stock Exchanges. The contact details of shall also be disclosed to the Stock Exchange(s) as well as on the website of the Company.
2. The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation 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 Company;
 - (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.



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3. The information disclosed to the Stock Exchange(s) shall be also placed on the website of the Company and the Company shall ensure that such information is hosted for a minimum period of 5 years. Thereafter the information may be handled as per the of the Company as disclosed on its website.
4. The Company shall disclose all events or information which are material for the Company with respect to its material subsidiaries in accordance with this policy.
5. The Company shall provide specific and adequate reply to all queries raised by stock exchange with respect to any events or information.
6. The Company shall also on its own initiative, confirm or deny any reported event or information to the stock exchange(s).
7. The material events or information which are not contained in the Policy but are considered to be material in the opinion of the Company shall also be disclosed to the Stock Exchange.

Policy Review:

The KMP(s) may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

AMENDMENT

1. The Board or Management Committee so authorised for the purpose shall have the powers to review or amend any of the provisions of this Policy, substitute any of the provisions with a new provisions or replace this Policy entirely with a new Policy.
2. The Board or Management Committee so authorised for the purpose may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

CONTACT DETAILS OF KEY MANAGERIAL PERSONNEL

Pursuant to Regulation 30 (5), the contact details of the Key Managerial Personnel authorised for the purpose of determining the materiality of event or information are as under:

1. Mr. Viral M Shah –CEO
E mail: viral@gyscoal.com
Phone : 079 66615727



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2. Mr. Mona Shah -- Chairman and Executive Director
Email: info@gyscoal.com
Phone : 079 66615727

3. Chief Financial Officer
Email: cfo@gyscoal.com
Phone: 079 66614508

4. Company Secretary
Email: cs@gyscoal.com
Phone: 079 666145