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1. INTRODUCTION

The Board of Directors (the “Board”) of HOEC (the “Company”) has adopted the following policy and procedures with regard to disclosure of information and determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This policy has been adopted and approved by the Board of Directors at its meeting held on 18 January 2016.

2. PURPOSE OF THE POLICY

The purpose of this policy is to ascertain the requirement of disclosure of events or information to stock exchange(s) and defining criteria for determining materiality of events and information specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations, 2015.

3. DISCLOSURE OF EVENTS OR INFORMATION

The company shall make disclosure of any events or information to the stock exchanges on a timely basis as follows:

1. Events or information as stated in Annexure-1 shall be disclosed immediately in line with the Clause 5 mentioned herein below.
2. Events or information as stated in Annexure-2 shall be disclosed based on the application of materiality as referred in Clause 4 in line with Clause 5 mentioned herein below.
3. Any other events or information viz. major development that is likely to affect business, e.g. emergence of new developments in blocks, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the company which may be necessary to enable the holders of securities of the company to appraise its position and to avoid the establishment of a false market in such securities, shall be disclosed by the company in line with the Clause 5 mentioned herein below.
4. Events or information with respect to subsidiaries which are material for company shall be disclosed by the company in line with the Clause 5 mentioned herein below.
5. Events or information which may have a material effect on the company and/or as specified by the Board of Directors and recommended by Audit Committee of the Company from time to time and/or such other events or information prescribed by the SEBI or any other authority for disclosure, from time to time shall be disclosed by the company in line with the Clause 5 mentioned herein below.

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION AND PROCEDURE FOR DISCLOSURE THEREOF

The company shall consider the following criteria for determination of materiality of an event or information:

- i. The omission of disclosure of such event or information shall lead to discontinuity or alteration of event or information already available publicly.
- ii. The omission of disclosure of such event or information is likely to result in significant market reaction if the said omission came to light at a later date.
- iii. An event or information shall be considered to have a material effect on the company in case such event or information may have an impact of over 10% of consolidated turnover or 10% of consolidated profit before tax, whichever is lesser, on the company.
- iv. the event or information is in any manner unpublished price sensitive information;
- v. In case where the criteria specified in (i), (ii), (iii) and (iv) are not applicable, an event / information may be treated as being material if in the opinion of the Board of Directors of the Company, the event / information is considered material.

In order to ensure that the Company complies with the disclosure obligations under Regulations 30 of the Listing Regulations, the Board has established an internal system for reporting any event or information which may require disclosure so that the event or information can be properly assessed and decision can be made regarding its disclosure to the Stock Exchanges. Under the system, Chief Financial Officer, Chief Operating Officer, Presidents, Vice Presidents, Head of the Departments and Financial Heads who are responsible for relevant areas of the Company's operations (Responsible Officers) must report to Managing Director and / or Whole Time Director of the Company about any event or information.

In case such event or information is required to be disclosed or material in nature is not in the knowledge of responsible officer or comes to his knowledge subsequently, the responsible officer shall report immediately upon becoming aware of it to the Executive Director(s).

Contact details for above purpose:

1. Mr. P. Elango
Managing Director
'Lakshmi Chambers', 192, St. Mary's Road, Alwarpet, Chennai – 600018
Email - elango@hoec.com
Ph: 044-66229000

2. Mr. R. Jeevanandam
Whole Time Director & CFO
'Lakshmi Chambers', 192, St. Mary's Road, Alwarpet, Chennai – 600018
Email - jeeva.r@hoec.com
Ph: 044-66229000

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On receipt of communication by the Executive Director(s) of any such event or information or the matter will be reviewed and accessed in regard to its accuracy and necessity of disclosures of such event or information. The Executive Director(s) be and are hereby jointly / severally authorised to decide on the such event or matter and the decision of any one of the Executive Director(s) shall be final & binding.

Where the Company is not certain about materiality of event/information, it may refer the matter to the external legal advice.

The procedure to be followed in relation to the lodgement of announcement of event / information is as follows:

i. Prepare draft announcement to the Stock Exchanges:

The Company will prepare draft announcement to the Stock Exchanges which is factual and expressed in clear manner.

ii. Lodge Announcements:

Once the event or information is decided, the Company Secretary / Managing Director / Whole-Time-Director are hereby severally authorised on behalf of the Company to lodge or arrange for lodgement of the announcement with the Stock Exchanges.

iii. Post announcement on website:

After lodgement of the announcement with the Stock Exchanges, the Company will arrange to place it on the website of the Company. All the announcements made under this Policy shall be kept on the website as per the Archival Policy of the Company.

5. TIME LIMIT FOR DISCLOSURE

The Company shall make disclosure to Stock Exchange(s) of all events specified in Clause 3 of this policy, as soon as reasonably possible but not later than twenty-four hours from the occurrence of event or information and /or on becoming aware of it.

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

Provided further that disclosure with respect to events specified in Point 4 of Annexure-1 of this policy, shall be made within thirty minutes of the conclusion of the board meeting.

6. AMENDMENT

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

7. COMMUNICATION OF THIS POLICY

Copy of this policy duly approved shall be placed before the Board and circulated among all the Director of the Company for their necessary action. Human Resource and Administration

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Department are required to notify & communicate the existence and contents of this policy to the employees, functional heads, head of departments, presidents, vice presidents, Directors and CFO of the Company. The new employees shall be informed about the policy by the Human Resource and Administration department. This policy as amended from time to time shall be made available at the Web site of the Company.

8. CONTACT

All query(ies) relating to this policy can be made to their concerned Manager / Whole-Time-Director / Company Secretary / Managing Director.

ANNEXURE 1

Events which shall be disclosed without any application of the test of materiality:

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 company or any other restructuring.

Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean, -

i). acquiring control, whether directly or indirectly; or,
ii). acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that-

a) The company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

b) There has been a change in holding from the last disclosure made under sub-clause a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

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 Company 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 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;

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- i) decision on voluntary delisting by the company 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 company(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 company 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. Onetime 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 company.
- 13. Proceedings of Annual and extraordinary general meetings of the company.
- 14. Amendments to memorandum and articles of association of company, in brief.
- 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the company to analysts or institutional investors;

ANNEXURE 2

Events which shall be disclosed upon application of test of materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division other than in the ordinary course of business;
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 launches other than in ordinary course of business;
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 company 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 company.
8. Litigation(s) / dispute(s) / regulatory action(s).
9. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for an y third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.