



## DALMIA BHARAT LIMITED

Regd. Office: Dalmiapuram – 621651, Dist: Tiruchirapalli, Tamil Nadu [CIN: L14200TN2013PLC112346]

### POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

#### 1. PREFACE

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Regulations**"), the Company is required to disclose events or information which, in the opinion of the Board of Directors of the Company, are material.

#### 2. DEFINITIONS

In this Policy, unless the context requires otherwise, the following words and expressions used shall have the meaning as defined herein:

- a) **Expected Impact in terms of value** shall mean the monetary impact of an event or information, whether immediate or over a period of time, directly relatable to or occasioned by the event or information, whether, on turnover, net worth, or profit/ loss of the Company, as ascertained or expected at the time of occurrence of the event or information.
- b) **Relevant Employee(s)** shall include such employee(s), personnel(s), heads of various departments, divisions or functions, KMPs, Senior Management Personnels (SMPs), as identified based on the criteria laid by the Disclosure Committee from time to time.
- c) **Stakeholder Communication** means any communication issued by or on the authority of the Company, including any information filed by the Company with one or more Exchange, or information disseminated by the Company as a part of its quarterly, half yearly or annual financial statement, or any other communications addressed either to a section of stakeholders or to public at large.

Words and expressions used but not defined in this Policy, but defined in the SEBI Act 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment or clarification, thereto, as the case may be.

#### 3. BROAD LAYOUT

The Regulations classify disclosure of such events, into following categories:

- 1) Type 1 Events: Events which are deemed to be material events and must be disclosed without application of the "materiality criteria". These events are specified by SEBI in para A of part A of Schedule III of the Regulations.

- 2) Type 2 Events: Events which need to be disclosed based on the application of the “materiality criteria”. These events are specified by SEBI in para B of part A of Schedule III of the Regulations.
- 3) Type 3 Events: Other events as specified by SEBI in para C and D of part A of Schedule III of the Regulations.

Regulation 30(4)(ii) of the Regulations requires that the Company shall have a “**Policy for Determination of Materiality**” based on the criteria mentioned in the Regulations, duly approved by the Board of Directors.

In compliance with the above, this Policy for Determination of Materiality of Events (hereinafter referred to as “**Policy**” or “**this Policy**”) is framed and approved by the Board of Directors of Dalmia Bharat Limited (“**Company**”).

#### 4. **AUTHORITY**

The Board has constituted a Disclosure Committee (hereinafter referred to as “**Committee**”), consisting of Chief Financial Officer (CFO) and Group Company Secretary as Members. Further, the Group General Counsel shall be a permanent invitee of the Committee.

The members of the Committee shall have power to invite the CEO and CFO of subsidiaries, National Manufacturing Head, Plant Head, Head of Investor Relations and/or any other officer of the Company and/or its subsidiaries to aid the Committee to ascertain the materiality of any event or information.

#### 5. **DECISION MAKING OF THE DISCLOSURE COMMITTEE**

The Disclosure Committee members and the permanent invitee(s) may meet physically or may interact through e-mails or virtual meetings or any other digital communication as the member of the Committee may deem fit.

#### 6. **ROLES AND RESPONSIBILITIES**

The Roles and Responsibilities of the Committee shall include the following:

1. To ensure compliance with the disclosure requirements under Regulation 30 of the Regulations and such other Circulars as may be specified by SEBI in this regard from time to time;
2. To take a view on the **materiality** of an event or on the **price sensitivity** of an event that qualifies for disclosure under Regulation 30 of the Regulations;

3. To determine the **appropriate time** at which the disclosures are to be made to the stock exchanges which shall be in adherence to the requirements of Regulation 30 of the Regulations;
4. To review and finalize the **details** to be disclosed. The contents of the disclosure shall be in line with the Regulations and SEBI Circulars issued in this regard, and as may be amended from time to time.
5. From the effective date, as notified by SEBI, to confirm, deny or clarify any rumour in the Mainstream Media, which is giving details of some impending material event/information, not yet disclosed by the Company in accordance with the requirements of Regulation 30 of the Regulations.
6. To arrange for **training(s)**, awareness session(s) and to provide necessary assistance to Relevant Employees in identifying any potential material event or information and reporting the same to the Committee;
7. To consider such **other events** that may require disclosure to be made to the stock exchanges which are not explicitly defined in any Annexures and determine the materiality, appropriate time and contents of disclosure for such matter;
8. To disclose material developments (with relevant explanations), in respect of disclosures already made under this Policy, on a regular basis till the time such event is resolved / closed / terminated.
9. To suggest amendment(s) to the Policy as may be required from time to time in compliance with law and/or as the circumstances may demand.

## **7. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:**

In terms of the Regulations, materiality has to be determined on a case to case basis depending on the specific facts and circumstances relating to the event/ information. A particular event/information would be considered as material in nature if it satisfies either of the criteria proposed below:

### **QUALITATIVE CRITERIA:**

- (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

**QUANTITATIVE CRITERIA:**

- (c) the omission of an event or information, whose value or the Expected Impact in terms of value, exceeds the least of the following:
- (i) 2% of turnover, as per the last audited consolidated financial statements of the listed entity;
  - (ii) 2% 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;
  - (iii) 5% 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;

However, where the last financial statements are not audited at the time of determining materiality of an event, the latest audited financial statements may be considered for the said purpose.

The Committee shall determine the Expected Impact of an Event/ Information, at the time of its occurrence, in terms of value as specified above.

For such events/information, as mentioned in para B of Part A of Schedule III of the Regulations, SEBI has prescribed indicative guidelines along with quantitative criteria (para 7(c) above) for determining materiality of an event or information, and which can be considered by the Disclosure Committee for the purpose of disclosure of such events/information to the Stock Exchanges, without diluting the same in any manner. The Committee may, from time to time, modify or amend existing indicative guidelines or specify new guidelines to ascertain materiality of events/ information in this regard, without diluting the requirement of the Regulations.

**8. TIMELINE FOR DISCLOSURE**

The events/information shall be first disclosed to the Stock Exchanges as soon as reasonably possible but 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;

In case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting. Further, in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

- 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.

If all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company.

The disclosure with respect to the events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

From the effective date, as notified by SEBI, the Company shall respond to Market Rumours as soon as reasonably possible but not later than 24 hours from the reporting of the event/information.

In case the disclosure is made after the timelines specified, the Company shall, along with such disclosure provide the explanation for the delay.

The timelines specified herein are inclusive of non- working day/ trading holiday.

## **9. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES**

The Company shall disclose all events/information to Stock Exchanges, with respect to subsidiaries which are material for the Company.

## **10. RESPONDING TO THE QUERIES OF THE STOCK EXCHANGES**

The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.

## **11. WEBSITE UPDATION**

This Policy shall be disclosed on the website of the Company and all the events or information disclosed to the Stock Exchanges under Regulation 30 of the Regulations shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company, as disclosed on its website.

## **12. AUTHORITY TO DISCLOSURE TO STOCK EXCHANGES**

The Compliance officer of the Company, and in the case of his absence due to any reason, the Chief Financial Officer of the Company, shall be authorized for making disclosure to the Stock Exchanges. The contact details of Compliance officer and the Chief Financial Officer shall be also disclosed to the stock exchange(s) and as well as on the website of the Company.

## **13. SCOPE AND LIMITATION**

In the event of any conflict between the provisions of the Policy and the Regulations / Companies Act, 2013 or any other statutory enactments, rules, clarification, the provisions of such Regulations / Companies Act, 2013 or statutory enactments, rules, clarification shall prevail over this Policy.

## **14. AMENDMENTS TO THE POLICY**

The Committee may suggest amendment(s) to the Policy as may be required from time to time in compliance with law and/or as the circumstances may demand. The summary of the changes made in the Policy should be placed at the subsequent meeting of the Board of Directors. The Board is authorized to amend this Policy as may be required from time to time, subject to applicable laws.

*Note: This Policy was adopted by the Board of Directors of the Company at its meeting held on October 15, 2018, further amended on its meeting held on July 27, 2021, further amended at its meeting held on July 20, 2023 and further amended at its meeting held on January 21, 2025.*