

AMOL DICALITE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

Introduction:

The Securities and Exchange Board of India (SEBI) on 2nd September, 2015 issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) with the aim to consolidate and streamline the provisions of existing listing agreements thereby ensuring better enforceability and bringing the basic framework governing the regime of Listed Entities in line with the Companies Act, 2013 and at the same time compiling all the mandates of varied SEBI Regulations / Circulars governing Equity as well as Debt segments of capital market.

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

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.

Definition:

- (a) “Act” means the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- (b) “Company” means Amol Dicalite Limited.
- (c) “Board of Directors” means the Board of Directors of the Company include any Committee thereof authorized for the purpose.
- (d) “Key Managerial Personnel” means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- (e) “Regulations” shall mean SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any modifications, amendments, clarifications, circulars or re-enactment thereof.

- (f) "Stock Exchange" means a recognized 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.

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:

The events to be disclosed by the Company are broadly divided in to two categories:

Category A:

Category A refers to such events or information which are deemed to be material events or information without application of materiality test. The indicative list of such events or information is given as an **Annexure I**.

Category B:

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, of
- (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.

The indicative list of such event or information is given as an **Annexure II**.

However, the list of events / information given in Annexure I & II 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 Annexure I or Annexure II of the policy.

General Obligation for Disclosers:

1. Any one of Chairman and Managing Director or Chief Financial Officer of the Company is severally authorised for the purpose of determining materiality of an event/ information and intimate to the Company Secretary to disclose the said event or information to the Stock Exchanges.

2. The Company shall disclose all material events / information to Stock Exchange(s) as soon as reasonably possible and not later than twenty four hours from the occurrences of event or information. Provided that in case the disclosure is made after twenty four hours of occurrence of events or information, the Company shall provide reasons of delay along with the disclosure.

Disclosure with respect to events specified in sub para 4 of Category A shall be made within thirty minutes of conclusion of Board Meeting.

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 archival policy of the Company as disclosed on its website.
4. 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.

Amendments:

The Board of Directors shall alter, amend or modify the clauses of this Policy from time to time in line with the requirement of the SEBI Guidelines or any other rules, regulations etc., which may be amended and applicable from time to time.

Contact details of Key Managerial Personnel:

Pursuant to Regulation 30 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. Shreyas C. Sheth – Chairman and Managing Director
Email: shreyas.sheth@amoldicalite.com
Phone: 079-40246246
2. Mr. Naishadh Desai - Chief Financial Officer
Email: naishadh.desai@amoldicalite.com
Phone: 079-40246246

Annexure I

Indicative List of events or information deemed to be material without application of Materiality test:

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;

["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 listed company holds shares or voting rights aggregating to 5% 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 and such change exceeds 2% 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 held to consider or decide the following:

4.1. 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;

4.2. any cancellation of dividend with reasons thereof;

4.3. the decision on buyback of securities;

4.4. the decision with respect to fund raising proposed to be undertaken;

4.5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;

4.6. 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;

4.7. short particulars of any other alterations of capital, including calls;

4.8. financial results;

4.9. 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), 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 the 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. One time settlement with 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 the Company;
15. Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

Annexure II

Indicative List of events or information on which the Company may apply materiality test:

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 line(s) of business or closure of operations of any unit/division;
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, revision(s) or amendment(s) and 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) with impact;

9. Frauds/ defaults by directors (other than key managerial personnel) or employees of the Company;
10. Options to purchase securities including any ESOP / ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party not in ordinary course of business;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.