



POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION [AS UPDATED ON MAY 08, 2025].

I. PREAMBLE

DIC India Limited (“**DIC India**” or “**Company**”) is committed to be open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner.

II. PREFACE

- 2.1 As per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**” or “the **Regulations**”), as amended periodically, each corporate entity, with its equity shares listed, is obligated to disclose certain events or information which are deemed ‘material’ as per the SEBI LODR Regulations.
- 2.2 SEBI, through a third amendment to the SEBI LODR Regulations dated December 12, 2024 (“**Amended Regulations**”), has introduced certain changes pertaining to the disclosure of material events.
- 2.3 Further, Securities and Exchange Board of India (“**SEBI**”), vide circular bearing number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated February 25, 2025, has issued “Industry Standard Note on Regulation 30 of SEBI LODR Regulations” (“**Industrial Standards**”). Industry Standards Forum (“**ISF**”) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, has formulated the Industrial Standards, in consultation with SEBI, for implementation of the requirement to disclose material events under Regulation 30 of SEBI LODR Regulations. It has been implemented to facilitate a uniform approach in complying with the requirements to make disclosures under Regulation 30 and set out the Standard Operating Procedure (“**SOP**”) for compliance with the continuous disclosure requirements. The Industrial Standards will be deemed to be part and parcel of this Policy.
- 2.4 This Policy is being adopted by the Company in accordance with Regulation 30(4) of the SEBI LODR Regulations. This Policy aims to provide guidance on the determination of the materiality of events that require disclosure under the SEBI LODR Regulations read with Industrial Standards and such other regulations/ circulars as may be prescribed from time to time. These alterations have now been seamlessly integrated into this updated policy, which has been endorsed by the Board of Directors on May 08, 2025.
- 2.5 For avoidance of doubts, it is stated that all such words and expressions used, but not defined, in this Policy, shall have the same meaning as respectively ascribed to them under the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”), Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder.

III. PURPOSE

The purpose of this Policy is to provide an overall governance framework for ascertaining the materiality of events or information relating to the Company and to ensure that the Company disseminates such events and information promptly to the stock exchanges on which the securities



of the Company are listed. It is clarified that this Policy does not aim to dilute any requirement specified under SEBI LODR Regulations or otherwise mentioned in any circular/ statute/ notification. As such, in case of any discrepancy between this Policy and the statutory requirement, the latter shall prevail.

IV. DEFINITIONS

- a. “Board” shall mean the Board of Directors of DIC India.
- b. “Chief Financial Officer” or “whole time finance director” or “head of finance”, by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognized stock exchange(s) in its filing under the Regulations;
- c. “Key Managerial Personnel” means and includes (i) the Chief Executive Officer or the managing director or the manager; (ii) the company secretary; (iii) the whole-time director; (iv) Chief Financial Officer; (v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and (vi) such other officer as may be prescribed under the Companies Act, 2013.
- d. “Subsidiary” means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

V. REGULATORY FRAMEWORK FOR DISCLOSURE OF MATERIAL EVENTS TO THE STOCK EXCHANGES

- 5.1 Under the SEBI LODR Regulations, the Company has to make disclosures in primarily three categories, one- mandatory disclosures irrespective of their materiality, second - disclosure of events which may be considered material basis the qualitative/ quantitative factors, as specified under the SEBI LODR Regulations, and third- other such events that may be considered relevant for disclosure by the Board, which are prescribed as follows:
 - Events/information as specified in Part A Para A of Schedule III without considering the criteria of materiality (“**Para A**”);
 - Events/information as specified in Part A Para B of Schedule III after considering the criteria of materiality (“**Para B**”).
 - Events/ information which in the opinion of the board of directors of the listed company is material.
- 5.2 Events/ information specified in Para A and Para B of Part A of Schedule III of the SEBI LODR Regulations are annexed herewith as **Annexure A**. In case of any discrepancy between Annexure-A of this Policy and SEBI LODR Regulations or Industrial Standards, the SEBI LODR Regulations/ Industrial Standards shall prevail.
- 5.3 In terms of Para C of Part A of Schedule-III of the SEBI LODR Regulations, any information/event viz. any development that is likely to affect the business of the Company is also required to be disclosed. For instance, the emergence of new technologies, expiry of patents, any change of accounting policy, etc., and any other information that is exclusively known to the listed entity that may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- 5.4 In terms of Para D of Part A of Schedule-III of the SEBI LODR Regulations, any other information/ event not covered in the above-mentioned categories may also be disclosed, as may be specified by the Board.



VI. GUIDELINES FOR DETERMINING THE MATERIALITY OF AN EVENT/ INFORMATION

- 6.1 Materiality has to be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/ event.
- 6.2 As per Regulation 30(4)(i), in order to determine whether a particular event/information is material in nature, the Company shall consider the criteria as mentioned below:
- 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 that is likely to result in a significant market reaction¹ 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 (“**2-2-5 Criteria**”):
 - i. **two percent** of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. **two percent** of net worth, as per the last audited consolidated financial statements of the Company, except in cases where the arithmetic value of the net worth is negative;
 - iii. **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 Company.

As per Clause 2 of the Industrial Standards, for computation of the “value or the expected impact in terms of value” for the 2-2-5 Criteria, the expected impact in 4 quarters has to be considered, in the following manner:

- If the event occurred within first 60 days of the start of the quarter: include four ensuing quarters including the quarter in which the event has occurred. For instance, if an event has occurred on May 29, 2023, which is a date in the first 60 days of the quarter, then the four ensuing quarters would begin on April 1, 2023 till March 31, 2024.
- If the event occurs after the first 60 days of the quarter- the ongoing quarter for the four ensuing quarters would not be taken into consideration. For instance, if an event has occurred on June 1, 2023, which date is not in the first 60 days of the quarter, then the computation of four ensuing quarters would be from July 1, 2023 till June 30, 2024.

It is clarified that any disclosure/non-disclosure is considered to be complied as per Industrial Standards, if, while undertaking the assessment, listed entity places reliance on principles of measurement set out under accounting standard (such as PPR Test under Ind AS 37), illustratively mentioned as under:

- Consistency between Stock Exchange disclosures and financial statements;
- Disclose if “Probable” or “Possible” in PPR Test
- Do not disclose if “Remote” under PPR Test.

It is also clarified that 2-2-5 Criteria has to be evaluated for each line item of Para B to assess the disclosure requirement and as per Annexure – A of the Industrial Standards (*also refer to Annexure B of this Policy*), the principle of Reddendo Singula Singulis to be applied and the relevant event to be evaluated against relevant parameter (*turnover/ net worth/ profit*).

As per Clause 3 of the Industrial Standards, the last audited consolidated financial statement shall mean the annual audited consolidated financial statement of the Company.

¹ As per Clause 4 of the Industrial Standards, significant market reaction may differ from company to company and may be assessed against scrip price, as per the parameters specified by the stock exchange(s).



- d) Regardless of the above criteria, an event or information may be treated as material if in the opinion of the board of directors of the listed entity, the event or information is considered material.
- e) As per the Industrial Standards, all three criterias i.e. 2-2-5 may not be relevant in all situations/cases. As such, detailed parameters and guidance on applicability of criteria basis a particular event to be followed for making the disclosures is mentioned in **Annexure B of this Policy**.

VII. TIME LIMIT FOR DISCLOSURES

- 7.1 As per Regulation 30(6) of the SEBI LODR Regulations, the Company shall first disclose to the stock exchange(s) all events or information that are material in terms of the SEBI LODR Regulations, as soon as possible and in any case not later than the following:

- (i) Thirty (30) 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;

Provided that in case the meeting of the Board 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:

Provided further that in case the meeting of the Board 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.

As per Clause 11 of the Industrial Standards, the above timelines are for disclosures in PDF format and disclosures in Extensible Business Reporting Language (XBRL) format may be made within 24 hours from the conclusion of the meeting.

- (ii) Twelve (12) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) Twenty-four (24) hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

As per Clause 10.1 of the Industrial Standards, the timelines stipulated for disclosures Regulation 30(6) would begin once an officer of the listed entity has become aware of the occurrence of an event / information, through credible and verifiable channels of communication. For the purpose of this paragraph 10, the term 'officer' shall have the same meaning ascribed to it under section 2(59) of the Companies Act, 2013 i.e. includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board or any one or more of the directors is or are accustomed to act.

Provided that 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 Para B of Part A of Schedule III of the SEBI LODR Regulations, is maintained in the structured digital database of the listed entity 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.

- 7.2 The disclosures with respect to events for which timelines have been specified in Part A of Schedule III, shall be made within such timelines.
- 7.3 In case the disclosure is made after the timelines specified in the Regulation, the Company shall, along with the disclosure, provide an explanation for the delay.

As per Clause 10.2 of the Industrial Standards, the following shall be a permissible defence for delayed disclosure: (a) Force majeure events; (b) Time taken for prima facie assessment of materiality for certain relevant events (such as orders, fraud, winding-up petitions, action initiated,



claims made against listed entity, etc.); (c) Information/event related to a subsidiary/ director/ KMP/ SMP/ promoter (where the listed entity is not directly involved). In such events, the explanation of delay should be provided with the disclosure.

Further, as per Clause 10.1 of the Industrial Standards, the Company is required to ensure following be done for the necessary compliance with this Policy and SEBI LODR Regulations:

- formulate and implement appropriate systems for prompt internal reporting of events;
- training sessions at regular intervals may be conducted in order to ensure awareness within the Company and all heads of the departments.

VIII. GUIDANCE ON WHEN AN EVENT/ INFORMATION CAN BE SAID TO HAVE OCCURRED

- 8.1 The timing of the occurrence of an event and/or availability of information has to be decided on a case-to-case basis and applying the principles prescribed under the SEBI LODR Regulations and the Industrial Standards.
- 8.2 In case of natural calamities, disruptions, etc., the events/ information can be said to have occurred when the Company becomes aware of the information.
- 8.3 In matters which would depend on the stage of discussion, negotiation, or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

Clauses 8.1, 8.2, and 8.3 as mentioned above, shall be subject to guidance provided by the SEBI LODR Regulations, other circulars or notifications as well as the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as amended from time to time.

As per Clause 2.3 of Industrial Standards, disclosure of an event under Para B, Part A of Schedule III would be required to be made if the gross amount involved in such event exceeds the materiality threshold. However, Company may disclose details of indemnity and insurance claims which could mitigate the expected impact, if any, in respect of such event to provide more context while making the disclosure.

IX. REGULAR UPDATES TO DISCLOSURES

As per Regulation 30(7) of the SEBI LODR Regulations, the Company, with respect to the disclosures made under Regulation 30, shall make disclosures updating material developments on a regular basis, till such time that the event is closed/ resolved, with relevant explanations.

What will be considered a material development shall be determined in accordance with the criteria laid down in Part A, Para A and Para B, of Schedule III of the SEBI LODR Regulations, along with applicable industry standards and this Policy.

X. GUIDELINES FOR RUMOUR VERIFICATION

The Company may also, if the Board of Directors, so desires, confirm or deny any reported event/information to stock exchanges, including matters reported in the news or otherwise in the public domain. However, with specific reference to any reported event or information in the mainstream media that is not general in nature and which indicates that rumours of an impending specific material event or information are circulating amongst the investing public, the Company shall, based on its market capitalization, to be determined as at the end of the immediate preceding financial year, comply with such additional disclosure requirements as specified in the proviso to Regulation 30(11) of the SEBI LODR Regulations.



XI. AUTHORIZED OFFICIALS FOR DETERMINING MATERIALITY OF EVENTS/ INFORMATION

- 11.1 In accordance with Regulation 30(5) of the SEBI LODR Regulations, for the purposes of this Policy, the Chief Financial Officer in consultation with the Managing Director and the Compliance Officer of the Company shall be responsible for determining the materiality of events reportable to the stock exchanges, in accordance with the framework and criteria detailed above.
- 11.2 The Chief Financial Officer and/or the Compliance Officer shall be responsible to make the necessary disclosure(s) to the stock exchange(s) of material event(s) in accordance with this Policy and the SEBI LODR Regulations.

XII. DISCLOSURE ON THE COMPANY'S WEBSITE

- 12.1 The Compliance Officer shall be responsible for publishing this Policy and making any changes therein as required (*as may be approved by the Board from time to time*) on the website of the Company.
- 12.2 The Compliance Officer shall, in compliance with Regulation 30(8) of the SEBI LODR Regulations, also publish all disclosures made to the stock exchanges on the Company's website, in terms of Regulation 30 of the SEBI LODR Regulations. The same shall remain published on the website for a minimum period of five (5) years.

XIII. AMENDMENT TO THE POLICY

- 13.1 The Board may review and revise this Policy, in whole or in part, from time to time, as per the requirements of SEBI LODR Regulations or any other enactments/amendments/rules/applicable statutes. This Policy is in furtherance to, and not in derogation of, the provisions of the SEBI LODR Regulations.
- 13.2 At any point in time, if there is any inconsistency between the terms of this Policy and the SEBI LODR Regulations, the provisions of latter shall prevail.

XIV. Change in Law

Any change, amendment, or introduction of applicable laws, rules, regulations, or directives by any regulatory authority shall be deemed to be automatically incorporated into this Policy and shall take effect from the date such change comes into force, without the need for any formal amendment to this Policy. The Company shall take necessary steps to ensure compliance accordingly.

XV. Dissemination of Policy

Either this Policy or the important provisions of this policy shall be disseminated to all functional and operational employees and other concerned persons of the Company and shall be hosted on the website of the Company and web link thereto shall be provided in the annual report of the Company. The Policy will also be available for the stakeholders at the official website of the Company.



ANNEXURE A

(Para A of Part A of Schedule III)

Events which are mandatorily required to be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) of SEBI LODR Regulations

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.

Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-

(i) acquiring control, whether directly or indirectly; or

(ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –

(a) the listed entity holds shares or voting rights aggregating to twenty 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-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said company; or

(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30:

Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.

Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-

(i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or

(ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3)- For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.

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. New Rating(s) or] Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s) the outcome of meetings of the board of directors held to consider the following : a) dividends recommended or declared or the decision to pass any 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 including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method; 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; i) decision on voluntary delisting by the listed entity 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 listed entity), 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.

(5A) Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations. Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.

6. Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

(i) ‘Fraud’ shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

(ii) ‘Default’ shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1-In case of revolving facilities like cash credit, an entity would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2-Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.

Explanation 3 – Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity.

In instances where the fraud relates to the listed company, the timelines stipulated in this Regulation for making disclosures to the stock exchanges would begin: (i) once a prima facie assessment of fraud having occurred is completed, or (ii) upon the expiry of 4 weeks from the time when the listed company becomes aware of the alleged fraud, whichever is earlier. Further, the listed entities will be required to make final disclosure once the investigation is fully concluded.

In instances where the allegation of fraud does not involve the listed company or is not in relation to the affairs of such listed entity, but pertains to its promoter, director, key managerial personnel, senior management or subsidiary, the obligation of the listed company to make a disclosure shall trigger once



an officer of that listed company has become aware of the occurrence of fraud, through credible and verifiable channels of communication in relation to the relevant parties.

7.Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), senior management, Auditor and Compliance Officer.

(7A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

(7B) Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

i. The letter of resignation along with] detailed reasons for the resignation as given by the said director.

(ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.

ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.

iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause and (ii) above.

(7C)²In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.

(7D) In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

8.Appointment or discontinuation of share transfer agent.

9.Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:

(i)Decision to initiate resolution of loans/borrowings;

(ii)Signing of Inter-Creditors Agreement (ICA) by lenders;

(iii) Finalization of Resolution Plan;

(iv) Implementation of Resolution Plan;

² As per Clause 14 of the Industrial Standards, in cases of key managerial personnel, senior management, compliance officer and non-independent directors of a listed entity, the phrase “resignation comes into effect” as used in Para A(7C) shall mean the last date of the concerned person in the listed entity, and the timelines for disclosure as per ParaA(7C) shall be calculated accordingly.

When disclosing a copy of the resignation letter of the key managerial personnel, senior management, compliance officer or director, other than an independent director, to stock exchanges, the listed entity may redact portions from such resignation letter, other than the detailed reasons for resignation.



(v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.

10. One time settlement with a bank.

11. winding-up petition filed by any party/creditors.

Listed entities while considering whether a winding up petition requires disclosure can restrict themselves to disclosing those winding up petitions validly filed by eligible parties under Sections 271 and 272 of the Companies Act, 2013 (once such matter is admitted by NCLT).

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 listed entity.

13.³ Proceedings of Annual and extraordinary general meetings of the listed entity.

14. Amendments to memorandum and articles of association of listed entity, in brief.

15 (a) (i) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) ; (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.

Explanation [I]: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means. Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity.]

(b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:

(i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;

(ii) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;

(iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls. 16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;

b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;

³ As per Clause 20 of the Industrial Standards, a listed entity shall disclose voting results of annual and extraordinary general meetings as per the timelines provided in Regulation 44(3) of the LODR Regulations. However, certain specific details, such as, date of meeting and brief details of items deliberated, should be disclosed within 12 hours as per Regulation 30(6)(ii) of the LODR Regulations.



c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;

d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;

e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

f) Appointment/ Replacement of the Resolution Professional;

g) Prior or post-facto intimation of the meetings of Committee of Creditors; h) Brief particulars of invitation of resolution plans under section 25(2)

(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

i) Number of resolution plans received by Resolution Professional;

j) Filing of resolution plan with the Tribunal;

k) Approval of resolution plan by the Tribunal or rejection, if applicable;

l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:

(i) Pre and Post net-worth of the company;

(ii) Details of assets of the company post CIRP;

(iii) Details of securities continuing to be imposed on the companies' assets;

(iv) Other material liabilities imposed on the company;

(v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;

(vi) Details of funds infused in the company, creditors paid-off;

(vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;

(viii) Impact on the investor – revised P/E, RONW ratios etc.;

(ix) Names of the new promoters, key managerial personnel, if any, and their past experience in the business or employment. In case where promoters are companies, the history of such company and names of natural persons in control;

(x) Brief description of business strategy.

m) Any other material information not involving commercial secrets.

n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;

o) Quarterly disclosure of the status of achieving the MPS;

p) The details as to the delisting plans, if any approved in the resolution plan.



17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:

a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;

b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.

Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity.

18.⁴ Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

19.^{5 6} Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

(a) search or seizure; or

(b) re-opening of accounts under section 130 of the Companies Act, 2013; or

(c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:

i. name of the authority;

ii. nature and details of the action(s) taken, initiated or order(s) passed;

⁴ In case of any premature announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, while making the requisite disclosure under this provision, the listed entity shall be required to issue necessary clarification in respect to such announcement / communication.

⁵ Listed entity while considering whether a matter involving directors, key managerial personnel, senior management, promoter or subsidiary requires disclosure can restrict themselves to disclosing such matters which are “in relation to the listed entity” and have an impact on operations, financial position or reputation of the listed entity.

⁶ For disclosures to be made under Part A, Para A (19) and (20), the Company while evaluating the expected impact (and subsequently, the disclosure requirement) of order / action initiated or taken may also consider whether the same is confidential in nature under any applicable law and/or requirement / direction of any regulatory, statutory, judicial or quasi-judicial authority, or any tribunal.



iii.date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;

iv.details of the violation(s)/contravention(s) committed or alleged to be committed;

v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

20.⁷Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

(a) suspension;

(b) imposition of fine or penalty;

(c) settlement of proceedings;

(d) debarment;

(e) disqualification;

(f) closure of operations;

(g) sanctions imposed;

(h) warning or caution; or

(i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) taken or orders passed:

i.name of the authority;

ii.nature and details of the action(s) taken, or order(s) passed;

iii.date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;

iv.details of the violation(s)/contravention(s) committed or alleged to be committed;

v.impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

- (i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator⁸ or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.*

⁸ The Company may identify its sector regulator by referring to Annexure B of the Industrial Standards. However, for the purposes of disclosure under Para A(20) of Part A, Schedule III, the sector regulators for the Company



- (ii) *disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.*

As per Clause 8 of the Industrial Standards, receipt of a show cause notice would not trigger a disclosure requirement under this sub-paragraph. However, receipt of a show cause notice from any regulatory, statutory, enforcement authority would come under Para B (8) of Part A of the Schedule III, and require disclosure upon application of the guidelines for materiality, as specified in Regulation 30(4).

21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

(Para B of Part A of Schedule III)

Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)

- 1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.*
- 2. Any of the following events pertaining to the listed entity: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).*
- 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) 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.*

As per Clause 7 of the Industrial Standards, for litigations or disputes having similar question of law and/or factual matrix such that there is a likelihood of similar outcome of proceedings, the listed entity should disclose such matters, if the aggregate / cumulative amount involved in all such matters cross the materiality threshold.

It is clarified that the requirement of aggregation / cumulation will not be applicable only on the account of (i) the opposite party being the same person in more than one matter; or (ii) the litigation involving listed entity and its subsidiaries. It is clarified that the likelihood of similar outcome of proceedings, shall refer to a negative outcome for the listed entity in one proceeding which may lead to similar negative outcomes in the other matters. For instance, in case of tax matters, the tax authorities may initiate different proceedings against a listed entity for different financial years or in different states, around the same set of facts and legal issues. If it is expected that if one proceeding is held against the entity on merit or law, then the others will also be held against the listed entity, then all such matters should be cumulated. However, matters involving the tax authorities (as common opposite party) with different facts and outcome of which are not inter-related, should not be cumulated. Similarly, matters initiated by

shall not be restricted to the said Annexure B and will include any regulatory/ statutory/ enforcement body, as may be decided by the Company.



or against the listed entity and its subsidiary against or by a common opposite party, with different facts and outcome of which are not inter-related, should not be cumulated. As per

As per Clause 8 of the Industrial Standards, receipt of a show cause notice would trigger a disclosure requirement under this sub-paragraph. Further, as per Clause 9 of Industrial Standards, the Company while evaluating the expected impact (and subsequently, the disclosure requirement) may also consider whether the same is confidential in nature under any applicable law and/or requirement / direction of any regulatory, statutory, judicial or quasi-judicial authority, or any tribunal.

- 9. Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.*
- 10. Options to purchase securities including any ESOP/ESPS Scheme.*
- 11. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.⁹*
- 12. Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals.*
- 13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority*

⁹ As per Clause 17 of Industrial Standards, listed entities may exclude indemnity/guarantee/surety, by whatever name called, provided for their wholly-owned subsidiaries which are consolidated in their financials from the scope of third-party indemnity/ guarantee/ surety. However, listed entities would be required to disclose such indemnity/ guarantee/ surety pertaining to their wholly-owned subsidiary, if the concerned entity ceases to be a wholly owned subsidiary of the listed entity.

The disclosure requirement shall not extend to contractual performance guarantees given by listed entities, involved in business activities where such performance guarantees are required to be furnished in the normal course of business. However, disclosure should be made upon invocation of such performance guarantees.

Additionally, guarantees, indemnity or surety bonds given by listed banking companies and surety insurance provided insurance companies in the normal course of their business, will not trigger a disclosure requirement. However, disclosure would be required upon invocation of such guarantees, indemnity or surety bonds. Further, all material indemnity/ guarantee/ surety pertaining to their wholly-owned subsidiary would be required to be disclosed by the listed entity in cases where such indemnity/ guarantee/ surety is invoked.



ANNEXURE B

PARAMETER FOR DETERMINING MATERIALITY FOR 2-2-5 CRITERIA

Sr. No.	Para B Items	Comparable with individual threshold limit (Numerator to Denominator) (Lower of the 0 items)				
		Expected impact on turnover to 2% of Consolidated turnover;	Expected impact on profit/loss to 5% of average PAT	Capital invested or to be invested to 2% of consolidated net worth	Expected capital expenditure to 2% of consolidated net worth	Expected impact on balance sheet (increase in liability in terms of amount of loan) to 2% of consolidated net worth
1. 1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	0	0			
2.	Arrangements for strategic, technical, manufacturing, or	0	0	0		



	marketing tie-up					
3.	adoption of new line(s) of business;	0	0	0		
4.	closure of operations of any unit, division or subsidiary (in entirety or in piecemeal)	0	0			
5.	Capacity addition	0	0	0		
6.	product launch	0	0	0		
7.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	0	0		0	
8.	Agreements (viz. loan agreement(s) or any other	0	0			0



	agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof					
9.	Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts, etc.	0	0			
10.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	0	0			



11.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity	0	0			
12.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity	0	0			
13.	Options to purchase securities Including any ESOP/ESPS Scheme	0	0			
14.	Giving of guarantees or indemnity or becoming a surety, by whatever named called,		0			0



	for any third party					
15.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals	0	0			
16.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority	Threshold to be linked with Para A(20) - imposition of penalty.				

Notes:

- a. The above comparison of numerator to denominator for each event shall be applied basis on the assessment available with the Company, whether internal or external including any press release, transaction documents, insurance, board presentation, management review, etc., for determining such expected impact on turnover, capital expenditure, profits, etc.
- b. Expected impact to be ascertained basis the criteria prescribed hereabove
- c. Consolidated turnover, net worth and profit/loss shall be as per the last audited consolidated financial statements of the listed entity and the average PAT shall be average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity.