



DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

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POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

PREFACE

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

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 immediate impact or impact spread over a period of time on turnover, net worth and profit/ loss of the Company but ascertainable in terms of value as specified in Regulation 30(4)(c) of the Regulations at the time of occurrence of the event/ information;
- b. Relevant Employee(s) shall include employee(s)/ personnel/ heads of various departments/ divisions and functions, KMPs, Senior Management Personnel (SMPs), as recognized by the Company from time to time, as well as the list of employees identified as Designated Persons (DPs) under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations');
- c. Significant Market Reaction (SMR) shall mean a movement in Company's shares prices, based on a moving average of [o] trading days, whereby the prices of the equity shares of the Company have moved up or moved down by not less than 5%, while there hasn't been any Stakeholder Communication or such other criteria as may be approved by the Committee;

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 thereto, as the case may be.

BROAD LAYOUT

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

- (i) Events which are deemed to be material events and must be disclosed without application of the “materiality criteria”. These events as specified by SEBI are mentioned in **Annexure A** to this Policy along with timelines for disclosure.
- (ii) Events which need to be disclosed based on the application of the “materiality criteria”. These events as specified by SEBI are mentioned in **Annexure B** to this Policy along with timelines for disclosure.
- (iii) Other events as specified by SEBI are mentioned in **Annexure C** and D to this Policy.
- (iv) Events / information not mentioned in Schedule III, but which may have material impact on the Company

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 “**the Policy**” or “**this Policy**”) is framed and approved by the Board of Directors of Dalmia Bharat Sugar and Industries Limited (“**Company**”).

1. AUTHORITY

The Board has constituted a Disclosure Committee (hereinafter referred to as “**the Committee**”), comprising of the Chief Executive Officer, Chief Financial Officer and the Company Secretary as Members. Further the Chief Executive Officer – Sugar Business shall be a permanent invitee of the Committee.

The Committee shall have the power to invite Unit Head(s) and/or any other officer of the Company to aid the Committee to ascertain the materiality of any event or information.

2. 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.

The decision(s) of Committee from time to time shall be recorded in writing and signed



by the Committee members and all the invitees and maintained as record of the Company for a period of five (5) years.

3. 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/Notifications as may be notified by SEBI in this regard from time to time;
2. To determine 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 accordance with Regulation 30 of the Regulations;
4. To review and finalize the details to be disclosed in line with the Regulations and SEBI Circulars issued in this regard, from time to time.
5. To confirm, deny or clarify any reported event or information in the Mainstream Media which is not general in nature and which indicates that rumors of an impending material event/ information in terms of Regulation 30 of the Regulations are circulating among the investing public, if and from when the requirement becomes applicable.
6. To arrange for training(s), awareness session(s) and to provide necessary assistance to 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 to 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.

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:

In terms of the Regulations, materiality of events specified in Para B of Part A of Schedule III of the Regulations and as mentioned in Annexure B to this Policy, 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 lower 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 figure as per the Quantitative Criteria above shall be calculated every year and circulated to the Committee and the Relevant Employees by the Chief Financial Officer on the date of approval of the audited financial statements of the Company by the Board of Directors, to assist them in identification of material events/

information;

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

In cases where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an 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.

For such events/information (mentioned in Annexure B), the SEBI has prescribed indicative guidelines along with quantitative criteria (para 4 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.

5. 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;
- 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.

The disclosure with respect to the events for which timelines have been specified in Part A of Schedule III [enclosed herein as Annexure I] shall be made within such timelines.

With effect from April 1, 2024, the Company shall respond to rumors [as mentioned in Para 3(5) above] 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 shall be inclusive of non- working day/ trading holiday.

6. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES

The Company shall also disclose all events/information to Stock Exchanges, which are material, with respect to its subsidiaries, if and when become applicable.

7. 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 event or information;

8. 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.

9. 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.

10. 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, the provisions of such Regulations / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

11. 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 Board is authorized to amend this Policy as may be required from time to time, subject to applicable laws.

Note: This Policy has been adopted by the Board vide its resolution dated November 06,

2015 and amended vide its resolution(s) dated October 24, 2019 and August 01, 2023.

ANNEXURE A		
A.	Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):	Timeline for disclosure
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/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 the associate company of the listed entity or any other restructuring.	Within 12 hours *
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.	Within 12 hours *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the board of directors.	Timeline as specified in sub-para 4 of Para A of Schedule III.
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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).

5A.	<p>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.</p>	<p>Within 12 hours * (for agreements where listed entity is a party);</p> <p>Within 24 hours (for agreements where listed entity is not a party).</p>
6.	<p>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 whether occurred within India or abroad.</p>	<p>Within 24 hours</p>
7.	<p>Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.</p>	<p>Within 12 hours * (except in case of resignation);</p> <p>Within 24 hours (in case of resignation)</p>

7A.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Twenty-four Hours of receipt of such reasons from the auditor.
7B.	Resignation of independent director including reasons for resignation.	Within 7 days from the date of resignation.
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Within 7 days from the date that 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).	Within 12 hours *
8.	Appointment or discontinuation of share transfer agent.	Within 12 hours *
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One-time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
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.	Within 12 hours *
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours *
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours *
15.	Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. Audio or video recordings and transcripts of post	Timeline as specified in sub-para 15 of Para A of Schedule III.

	earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	<p>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:</p> <p>The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</p> <p>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.</p>	<p>Within 12 hours * (if initiated by the listed entity);</p> <p>Within 24 hours (if initiated by external agency).</p>
18.	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.	Within 24 hours
19.	<p>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:</p> <p>(a) search or seizure; or</p> <p>(b) re-opening of accounts under section 130 of the</p>	Within 24 hours

	Companies Act, 2013; or (c) Investigation under the provisions of Chapter XIV of the Companies Act, 2013.	
20.	Action(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;	Within 24 hours
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.	Within 12 hours *
ANNEXURE B		
B.	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	Within 12 hours *

2.	Any of the following events pertaining to the listed entity: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours *
3.	Capacity addition or product launch.	Within 12 hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
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.	Within 12 hours* (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
6.	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.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours *
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours *
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours

13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *
ANNEXURE C		
C.	Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, 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 listed entity which 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.	Within 24 hours
ANNEXURE D		
D.	Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.	Timeline as specified by the Board.