



Policy for determination of Material Disclosure

1. Introduction

The Board of Directors (the “Board”) of DIC India Limited (the “Company” or “DIC”), has approved the “Policy for determination of Material Disclosures” (“Policy”) in compliance with the provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and SEBI Circular no. CIR/CFD/CMD/4/2015 dated 9th September 2015.

The Policy will be applicable to the Company with effect from 1st December 2015.

This Policy may be modified/amended/altere d by the Board of Directors of the Company from time to time except in case of any statutory modification/amendment/alteration of the provisions of LODR by SEBI or any other statutory authority, which shall be deemed to be implemented in the Policy immediately on such notification for modification/amendment/alteration etc. coming into effect.

2. Purpose

The purpose of this Policy is to determine the materiality of any event or information or to identify such event or information which may not be material but may be sensitive enough requiring its disclosure or to dissemination to the Stock Exchanges in terms of the requirements of Regulation 30 read with Schedule III of LODR.

3. Scope

This policy applies to such events or information which are deemed to be material or sensitive as specified hereinafter and upon occurrence of which, the Company shall make such disclosure(s) to the Stock Exchanges in this regard in respect of each such event or information as per the requirements of Regulation 30 read with Schedule III of LODR. In case there are any provisions/requirements in this Policy which are inconsistent with the provisions/requirements carried by LODR (as applicable from time to time), then the provisions/requirements of LODR shall prevail over those carried by this Policy.

4. Events or Information which shall be disclosed to Stock Exchange(s) (without any application of guidelines for materiality)

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;
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 the Company held to consider the following:
 - a. declaration of dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which
 - b. dividend shall be paid/dispatched;
 - c. any cancellation of dividend with reasons thereof;
 - d. the decision on buyback of securities;
 - e. the decision with respect to fund raising proposed to be undertaken
 - f. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited /dispatched;
 - g. 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;
 - h. short particulars of any other alterations of capital, including calls;
 - i. financial results;
 - j. 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 Company or arrest of Key Managerial Personnel or promoter;
7. Change in Directors, Key Managerial Personnel, auditor and Compliance Officer;
8. Appointment or discontinuation of share transfer agent;
9. Corporate debt restructuring;
10. One time settlement with a bank;
11. Reference to BIFR and winding-up petition filed by any party / creditors;
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;
13. Proceedings of Annual and Extraordinary General Meetings of the Company;

14. Amendments to memorandum and articles of association of Company, in brief;
15. Schedule of analyst or institutional investor meet and presentations on financial
16. results made by the Company to analysts or institutional investors;

5. Events or Information which shall be disclosed subject to the application of the guidelines for materiality:

Guidelines for determination of materiality:

The Company shall consider the following guidelines/criteria for determination of materiality in respect of certain events or information for its disclosure to Stock Exchanges:

- ✓ the omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly or;
- ✓ 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;
- ✓ in case where the criteria specified in clause 5(i) and (ii) above, are not applicable, any event or information be treated as being material if such event or information is material in the opinion of the board of directors of the Company.

(A) Events or Information to which the aforesaid guidelines/criteria of materiality to be applied for its disclosure to Stock Exchanges and the details to be disclosed

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 lines of business or closure of operations of any unit/division (entirety or 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) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;

7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

6. Disclosures updating materials developments

The Company shall, with respect to the disclosures referred to above, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations. The contents of the disclosure shall be as per guidance issued by SEBI Circular no. CIR/CFD/CMD/4/2015 dated 9th September 2015 or such amendments as may be issued from time to time. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).

7. Authorisation to the Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information

The Key Managerial Personnel (KMP) shall be is/are authorised by the Board of Directors of the Company for the following purpose:

- a) for the purpose of determining materiality of an event or information as stated hereinabove or
- b) for determining any event or information other than those enumerated above, as having material effect on the Company and requiring disclosure and
- c) for the purpose of making disclosures to the Stock Exchange(s) of any material event or information.

8. Timing of disclosure of material events or information

- (i) Disclosures as required to be disclosed under the aforesaid clauses 4 and 5 i.e. Events or Information which shall be disclosed to Stock Exchange(s) (without any application of guidelines for materiality) and Events or Information which shall be disclosed subject to the application of the guidelines for materiality, apart from disclosures to be made under clause 4.4 i.e. Outcome of Meetings of the Board of Directors shall be disclosed by the Company to the Stock Exchanges as soon as reasonably possible and not later than twenty four hours from the occurrence of the event or information.

For this purpose, the events/information such as natural calamities, disruption etc. can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties

- (ii) Disclosures as required to be disclosed under the aforesaid clause 4.4 i.e. Outcome of the Meetings of the Board of Directors shall be disclosed within thirty minutes of the conclusion of the concerned Board Meeting.

9. Uploading of the disclosures made Stock Exchange(s) on the Website of the Company

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under this Policy and such disclosure shall remain hosted on the website of the company for a minimum period of five years and thereafter the same shall be treated as per the Preservation of documents and archival Policy of the Company.