

DAI-ICHI KARKARIA LIMITED
POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

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Details of adoption and modifications of the Policy as approved by the Board of Directors:

Sr. No	Version	Effective date
1	Original Version	29.1.2016
2	Modified Version 1	11.8.2023
3	Modified Version 2	16.5.2025

1. Scope and Purpose:

Dai-ichi Karkaria Limited ("Company") is required to frame a policy to determine the Material Events/ Information under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the purpose of adequate, accurate, explicit and timely disclosure of the same to the Stock Exchange and to assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange.

2. Definition:

"**Act**" shall mean the Companies Act, 2013 including the Rules made thereunder.

"**Board of Directors**" or "**the Board**" means the Board of Directors of Dai-ichi Karkaria Limited, as constituted from time to time.

"**Company**" means Dai-ichi Karkaria Limited.

"**Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"**Material Events/information**" means events/information as specified under Regulation 30 of the Listing Regulations read with Part A of Schedule III to the Listing Regulations thereto, as amended from time to time and upon the occurrence of which the Company shall make disclosures to stock exchange and host such disclosures on the Company's website.

"**Policy**" means Policy for Determination of Material Events or information.

3. Determining Material Events/information:

- A) The events specified in Para A of Part A of Schedule III of the Listing Regulations (listed in **Annexure 1** to the policy), as amended from time to time, are **deemed** to be material events and such events shall be disclosed without any application of guidelines for materiality as specified in Regulation 30(4) of the Listing Regulations.
- B) In respect of events specified in Para B of Part A of Schedule III of the Listing Regulations, (listed in **Annexure 2** to the policy) shall be disclosed upon application of the following criteria for determining materiality of events or information:
- i. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
 - ii. 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;
 - iii. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- (a) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (b) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - (c) 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.
- iv. in case where the criteria specified in sub-clauses i, ii & iii are not applicable, an event or information may be treated as being material if in the opinion of the authorised Key Managerial Personnel, the event or information is considered material.
- C) The events/information as stated under Para C of Part A of Schedule III of the SEBI Listing Regulations (listed in **Annexure 3** to the policy)

Without prejudice to the generality of para (A), (B) and (C) above, Company may make disclosures of event/information as specified by the Board from time to time.

4. Timelines for making the disclosures:

A. The Company shall first disclose to the stock exchange all events or information which are material in terms of the provisions of Listing Regulations or stated in this policy, as soon as reasonably possible and unless separate timelines are specified in the SEBI Listing Regulations as per the following criteria:

- (i) within thirty minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken in case the meeting of the Board closes within Normal trading hours;
- (ii) within three hours from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken 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.

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.

‘Normal trading hours’ shall mean time period for which Stock Exchange are open for trading for all investors.

- B. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- C. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.
- D. within seventy-two hours of receipt of claims made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, if all the relevant information pertaining to such claims is maintained in the structured

digital database of the Company in terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Provided further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the SEBI Listing Regulations shall be made within such timelines.

For the material events/information pertaining to the Subsidiary of the Company, the Authorized Officer may as soon as reasonably practicable, considering the nature of the events/information, disclose the particular event/information to the Stock Exchange.

5. Verification of Rumours:

i. The Company shall confirm, deny or clarify upon material price movement (as specified under the framework prescribed by Stock Exchange/SEBI) any reported event or information in the Mainstream Media which is not general in nature and which indicates that rumour of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible but in any case not later than twenty four hours from the trigger of material price movement or such other timelines as specified in the SEBI Listing Regulations. Further, if the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

The criteria for determination of 'Material Price Movement' shall apply for determination of significant market reaction.

6. Persons responsible for disclosures and process of disclosure of events/information:

The Board of Directors of the Company have severally authorized following Key Managerial Personnel for the purpose of determining materiality of events or information and for the purpose of making disclosure to the Stock Exchange;

- i) Chairperson & Whole-time Director; or
- ii) Managing Director; or
- iii) Chief Financial Officer; or
- iv) Company Secretary

The name, designation and contact details of the above Key Managerial Personnel has been disclosed to the Stock Exchange.

To details to be provided while disclosing material event/information shall be based on the requirements /guidance/principles laid down under the Regulations or circulars issued thereunder from time to time.

The employees of the Company on identifying any potential material event or information shall report the same to the authorized Key Managerial Personnel for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange.

The Authorised Key Managerial Personnel shall be responsible to determine the materiality of an event/information for the purpose of the policy and disclose the same to the stock exchange.

The details to be provided while disclosing a Material event/information shall be based on the requirements/guidance/principles laid down under the SEBI Listing Regulations or circulars issued thereunder from time to time.



The Authorised Officer shall, with respect to the disclosures made under the Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Authorised Officer shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any event/information.

7. Disclosure: The Policy will be disclosed on the website of the Company viz. www.dai-ichiindia.com

8. Amendments to the Policy:

In case of any amendment(s), clarification(s), circular(s), notification(s), etc. issued by the relevant authorities under the SEBI Listing Regulations or any other governing Act/Rules/Regulations or re-enactment thereof, not being consistent with the provisions laid down under the Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc., even if not expressly incorporated in this Policy.

Annexure I

List of events/information as stated under Para A of Part A of Schedule III of the SEBI Listing 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 Company, sale of stake in associate company of the Company 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 Company 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 Company; 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, 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.

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.

(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 the Company 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 Company 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 the Company shall or shall not act in a particular manner.

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

For the purpose of this sub- paragraph, the terms “Fraud” and “Default” shall have such meanings and explanations as stated in sub-paragraph 6 of Para A of Part A of Schedule III of the SEBI Listing Regulations.

7. Change in directors, key managerial personnel i.e. Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc., Senior management, Auditors and Compliance Officer.
- 7A. In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchange 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 Company, within seven days from the date of resignation.
- 7C. In 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 exchange by the Company within seven days from the date that such resignation comes into effect.
- 7D. In case the Managing Director or Chief Executive Officer of the Company 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.
8. Appointment or discontinuation of share transfer agent.
9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including as specified in the SEBI Listing Regulations.
10. One-time settlement with a bank.
11. 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, 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 Company 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 Company.

(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. Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code as specified in the SEBI Listing Regulations.

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 the Company:

- 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 Company 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, misappropriation, 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 Company.

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

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. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company 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 as specified in the SEBI Listing Regulations.
20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, 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

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 regulator 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.
 - (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.
21. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

Annexure 2

List of events/information as stated under Para B of Part A of Schedule III of the SEBI Listing Regulations:

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 Company:
 - (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 listed entity 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 Company.
9. Frauds or defaults by employees of the listed entity which has or may have an impact on the Company.
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.
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.

Annexure 3

C. List of events/information as stated under Para C of Part A of Schedule III of the SEBI Listing Regulations:

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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.