



**POLICY FOR DETERMINATION OF MATERIALITY OF INFORMATION AND EVENTS
OF SHYAM DHANI INDUSTRIES LIMITED**

**(Pursuance to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations 2015)**



POLICY FOR DETERMINATION OF MATERIALITY OF INFORMATION OR EVENT

SHYAM DHANI INDUSTRIES LIMITED ("Company") believes in adequate and accurate disclosures of Information on an ongoing basis, in order to enable investors to make well informed and timely investment decisions. This would ensure transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

• **PURPOSE OF THE POLICY**

The purpose of this policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Obligations") and to ensure that the Company shall make disclosure of events/information specified in Para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

• **DEFINITIONS**

• In these regulations, unless the context otherwise requires:-

- a) "Board of Directors" means the board of Directors, of SHYAM DHANI INDUSTRIES LIMITED as constituted from time to time;
- b) "Company" means SHYAM DHANI INDUSTRIES LIMITED inclusive of its registered office.
- c) "Key Managerial Personnel" means key managerial personnel as defined in sub section (51) of section 2 of the Companies Act, 2013;
- d) "Policy" shall mean this policy on the criteria for determining Materiality of events or information and as amended from time to time;
- e) "Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- f) "Schedule" means a schedule annexed to these Regulations.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Regulations or any other applicable law or Regulations to the extent applicable to the Company.



- **POLICY**

CRITERIA FOR DETERMINATION OF MATERIALITY:

- a) The events specified in **PARA A of PART A of SCHEDULE III** are deemed to be material events and (refer **ANNEXURE-1**) shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30).
- b) The events specified in **PARA B of PART A of SCHEDULE III** (refer **ANNEXURE-2**) shall be disclosed upon application of the guidelines for materiality referred sub regulation (4) of regulation (30).
 - Pursuant to which, the following criteria should be considered for determination of materiality of event/information:
 - 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;
 - c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 1. two percent of turnover, as per the last audited financial statements of the listed entity;
 - 2. two percent of net worth, as per the last audited financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - 3. five percent of the average of absolute value of profit or loss after tax, as per the last three audited financial statements of the listed entity;
 - d. In case where the criteria specified in sub-clauses (a), (b) and (c) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of Company, the event / information is considered material.



- **DISCLOSURES**

a) The Company shall timely disclose the occurrence of all events and information as specified herein to the Stock Exchange not later than twenty four hours from the occurrence of event or information in the following manner:

- i. Inform the stock exchange on which the securities of the Company are listed;
- ii. Upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall along with such disclosure(s) provide an explanation for the delay.

- b) The Company shall, with respect to disclosures referred to in the regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations;
- c) The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the regulation, and such disclosure shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the standards of the Company, as disclosed on its website;
- d) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information;
- e) The Company will on its own initiative also, confirm or deny any reported event or information to stock exchange(s), in case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it.



AUTHORIZATION TO ONE OR MORE KEY MANAGERIAL PERSONNEL FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE(S) AS WELL AS ON THE COMPANY'S WEBSITE UNDER THE LISTING REGULATION.

The Board of the Company has severally authorized Ms. Ambika Sharma, and Mr. Ajay Kumar Sharma, Key Managerial Personnel of the company for the purpose of determining materiality of an event or information and making disclosures in that regard.

The Contact details of aforesaid Key Managerial Persons are provided here under:

- 1) Ms. Ambika Sharma
E-mail: cs@shyamspices.co.in
- 2) Mr. Ajay Kumar Sharma
E-mail: Ajay@shyamspices.co.in

• **COMMUNICATION OF THIS POLICY**

Communication of this Policy for all new Employees and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, along with other policies. For all existing Employees and Directors, a copy of this Policy shall be handed over within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the web-site of the Company.



- **AMENDMENTS IN THE POLICY**

- a) The Board of Directors are authorized to make modifications/amendments to this policy in consonance to the provisions of Listing Regulation and any amendment thereto and the decision of the board in this respect shall be final and binding.
- b) Any subsequent amendment/modification in the Regulation and/or other applicable laws in this regard shall automatically apply to this policy.



ANNEXURE-1

Disclosure of events and information as specified in Part A of Schedule III to the Listing Regulations.

- A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):
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. New Rating (s) or Revision in Rating(s).
 4. Outcome of Meetings of Board of Directors. The Company shall disclose to the Exchange(s), within 30 minutes of the closure of any meeting held to consider the following:
 - a) Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/ dispatched;
 - b) Any cancellation of a dividend with reasons therefore;
 - c) The decision on buyback of securities;
 - d) The decision with respect to fund raising proposed to be undertaken;
 - e) Increase in capital by issue of bonus shares through capitalization of reserves 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 which may be to subscribed to;
 - g) Short particulars of any other alterations of capital, including calls;
 - h) Financial results;
 - i) Decision on voluntary delisting by the Company from stock exchange(s)
(Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered).
 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

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binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. 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.

7. Fraud/defaults by a company, promoter, director or 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.
8. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer. Resignation of independent director.
9. Appointment or discontinuation of share transfer agent.
10. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.
11. One time settlement with a bank.
12. Winding-up petition filed by any party / creditors.
13. 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.
14. Proceedings of Annual and extraordinary general meetings of the Company.
15. Amendments to memorandum and articles of association of Company, in brief.
16. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.
17. Events in relation to the corporate insolvency resolution process (CIRP) under the Insolvency Code.
18. Initiation of Forensic audit.

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19. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a 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.
20. 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.
21. 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.
22. 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.



ANNEXURE-2

Disclosure of events and information as specified in Para B of Part A of Schedule III to the Listing Regulations.

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

- A. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- B. 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).
- C. Capacity addition or product launch.
- D. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- E. 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.
- F. 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.
- G. Effect(s) arising out of change in the regulatory framework applicable to the Company.
- H. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the company.
- I. Frauds or defaults by employees of the company which has or may have an impact on the company.
- J. Options to purchase securities including any ESOP/ESPS Scheme.
- K. Giving of guarantees or indemnity or becoming a surety by whatever named called, for any third party.
- L. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals. Etc.
- M. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.



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