



The Dharamsi Morarji Chemical Company Limited

Policy on determining Materiality of Events

Document Controls

Version No.	Author	Approved By	Date of Approval	Remark
1.0	Secretarial & Legal Function	Board of Directors	February 09, 2020	Existing Policy reviewed by the Board
1.1	Secretarial & Legal Function	Board of Directors	September 23, 2021	Amended by authorizing additional KMP to determine material events

POLICY ON DETERMINING MATERIAL EVENTS

INTRODUCTION

Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) on 2nd September, 2015 vide Notification No. SEBI/ LAD-NRO/ GN/ 2015-16/013 read with Circular No. CIR/ CFD/ CMD/ 4/2015 dated 9th September 2015.

REQUIREMENT

Regulation 30 of the Listing Regulations requires the listed companies to frame a Policy on determining the materiality of Events, duly approved by its Board of Directors. The Board of Directors of "The Dharamsi Morarji Chemical Company Limited ('the Company') has accordingly approved this Policy.

OBJECTIVE

The Listing Regulations deals with disclosure of material events by the listed entity and divide the events that need to be disclosed broadly in two categories.

- The events that have to be necessarily disclosed without applying any test of materiality are indicated in Para A of Part A of Schedule III of the Listing Regulations; and
- Para B of Part A of Schedule III indicates the events that should be disclosed by the entity, if considered material.

The objective of the Policy is to identify the events which fall under the Listing Regulations and make appropriate and timely disclosures to the Stock Exchange wherein the shares of the Company are listed so as to enable the shareholders to take informed decisions.

MATERIAL EVENTS

Following events which are stated under Para A of Part A of Schedule III of Listing Regulations are deemed to be material without the application of test of materiality and would be required to be disclosed by the Company upon their occurrence:

1. Acquisition, Scheme of Arrangement (amalgamation, merger or demerger) or sale or disposal of any units, divisions or subsidiary.
2. Issuance or forfeiture of securities, redemption of securities.
3. Revision in credit ratings;
4. Outcome of the Meetings of the Board of Directors within 30 minutes of the closure of the meeting to consider the following items:
 - a) Dividend and / or cash bonuses declared or recommended and the date on which dividend will be paid / dispatched.
 - b) Any cancellation of dividend and the reasons thereof.
 - c) Decision on buyback of securities.
 - d) The decision with respect to fund raising proposed to be undertaken.
 - e) Increase in capital by way of issue of bonus shares through capitalization including the date on which the bonus shares shall be credited/ dispatched.
 - f) Reissue of the forfeited shares
 - g) Short particulars of the any other alterations of capital
 - h) Financial results
 - i) Decision on voluntary delisting

5. Agreements (viz., shareholder agreement), joint venture agreement, family settlement agreement.
6. Frauds / defaults of the Promoter or Key Managerial Personnel
7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer and Company Secretary), Auditor and Compliance Officer.
8. Appointment or discontinuation of the share transfer Agent
9. Corporate Debt restructuring
10. One Time settlement with Bank
11. Reference to BIFR and winding-up Petition filed by any party/ creditors
12. Issuance of Notices, call letters, resolutions, circulars sent to shareholders or advertised in the media.
13. Proceedings of the Annual and Extra Ordinary General Meeting
14. Schedule of Analyst of Institutional Investor meet and presentations on financial results made to analysts or institutional investors.

DISCLOSURE OF EVENTS/ INFORMATION BASED ON MATERIALITY

Regulation 30 of the Listing Regulations provides for the following criteria for determining of materiality of events / information:

- a) The omission of event or information which is likely to result in discontinuity or alteration of event or information already available publicly.
- b) The omission of event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- c) In the event point numbers (a) and (b) above are not applicable, an event / information may be treated as being material if in the opinion of the Board of directors of the Company, the event/ information is considered to be material.

The events specified in Para B of Part A of the Schedule III of the Listing Regulations, are listed below:

1. Commencement or 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 arrangement.
3. Capacity addition or product launch.
4. Awarding, bagging / receiving, amendment or termination of awarded / bagged orders/ contracts not in normal course of business.
5. Agreements (viz., loan agreement (as borrower) or any other agreement) which are binding and not in normal course of business and revision (s) or amendments or termination (s) or thereof.
6. Disruption of operations or any one or more units or divisions due to natural calamity, force majeure or events such a strikes, lockouts etc.
7. Effects arising out of change in the regulatory framework applicable to the company
8. Litigations/ disputes/ regulatory actions with impact.
9. Frauds / defaults by Directors (other than Key Managerial Personnel) or employees.
10. Options to purchase securities including any ESOP/ ESPS.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting withdrawal, surrender or cancellation or suspension of key licenses or regulatory approvals.

Any other events / information 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 apprise its position and to avoid the establishment of the false market in the securities of the Company.

TIMELINE FOR SUBMISSION OF INFORMATION / EVENT

The Company shall disclose the information falling within Regulation 30 read with Part A / Part B of Schedule III of the Listing Regulations to the Exchange where the shares of the Company are listed as soon as possible and not later than twenty-four hours from the occurrence of the event.

The event shall also be posted by the Company on its website and shall be hosted for a minimum period of five years.

Regular updates would be required to be provided to the Exchange from time to time.

The Company shall disclose to the Stock Exchange all events or information with respect to subsidiary which are material for the Company.

Authority to disclose the event/ information

In terms of provisions of Regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), the following Key Managerial Personnel ("KMP") are authorised by the Board of Directors of the Company at their meeting held on 23rd September, 2021, for the purpose of determining materiality of an event or information and for making disclosures to stock exchanges under Regulation 30 of SEBI (LODR), 2015:

Sr. No.	Name of KMP	Designation	Contact Details
1	Shri Bimal Lalitsingh Goculdas	Managing Director and CEO	+91 22 22048881-2-3 blg@dmcc.com
2	Shri Dilip Trimbak Gokhale	Executive Director	+91 22 22048881-2-3 dgokhale@dmcc.com
3	Shri Chirag Jaswant Shah	Chief Finance Officer	+91 22 22048881-2-3 cshah@dmcc.com
4	Shri Omkar Chandrakant Mhamunkar	Company Secretary & Compliance Officer	+91 22 22048881-2-3 omhamunkar@dmcc.com

Amendments to the Policy

Any or all provisions of this policy would be subject to the revision/amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.