

# DHABRIYA POLYWOOD LIMITED

## Policy on Determination of Materiality for Disclosure of Events or Information (Amended on May 23, 2025)

### 1. BACKGROUND AND APPLICABILITY

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires every listed entity to disclose events or information which, in the opinion of the Board of Directors or the Authorized Key Managerial Personnel (“Authorized KMP”), are material.

In this context, this Policy on Determination of Materiality of Events (“Policy”) has been framed by the Board of Directors (“Board”) of Dhabriya Polywood Limited. (“DPL”/ “Company”) with the objective of determining materiality of events and information for the purpose of making disclosure to the stock exchange. Further, it also lays down guidelines to assist the Relevant Employees in identifying any potential material event or information and reporting the same to the Authorized KMP.

### 2. DEFINITIONS

- A. **“Act”** means the Companies Act, 2013 including the Rules, Schedules and clarifications, issued by the Ministry of Corporate Affairs and any amendment thereto and/or modification thereof from time to time;
- B. **“Board”** means the Board of Directors of the Company, as constituted from time to time.
- C. **“Company”** means Dhabriya Polywood Limited;
- D. **“Key Managerial Personnel” or “KMP”** shall have the meaning as defined under Regulation 2(1)(o) of the SEBI Listing Regulations read with Section 2(51) of the Companies Act, 2013, each as amended from time to time and includes any person so authorized and designated by the Board of Directors of the Company as KMP.
- E. **“Net Worth”** shall have the meaning assigned to it in Section 2(57) of the Act;
- F. **“Officer”** shall have the same meaning assigned to it under the Act .
- G. **“Stock Exchange(s)”** means the stock exchanges where the Securities of the Company are listed.
- H. **“Subsidiary”** shall have the meaning assigned to it under sub-section (87) of section 2 of the Act;

- I. “Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

All other words and phrases not defined herein shall have the same meaning and definition as specified under the Listing Regulations and the Companies Act, 2013 including amendments thereto.

### **3. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION:**

- a) The Company will determine the materiality of an event/ information based on the criteria specified in Regulation 30(4)(i) of the Listing Regulations, as amended from time to time.
- b) Events specified in Para A of Part A of Schedule III to the Listing Regulations are deemed to be Material events and the Company shall make disclosure of such events without any application of the guidelines for materiality as specified in sub-Regulation (4) of Regulation 30.
- c) The Company will make the disclosure of events specified in Para B of Part A of Schedule III of the Listing Regulations based on the criteria for determination of materiality of events/ information as mentioned below:
  1. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
  2. 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
  3. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    - i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
    - ii. two percent 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. 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 listed entity;
- d) In case 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 listed entity, the event or information is considered material:

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the Company within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

- e) An event/information may be treated as being material if in the opinion of the Board of Directors of the Company or the Key Managerial Personnel as authorized in clause 4 below of this Policy, such event/ information is considered material.

#### **4. GUIDANCE ON WHEN AN EVENT/INFORMATION IS DEEMED TO BE OCCURED FOR THE PURPOSE OF DISCLOSURE TO THE STOCK EXCHANGE**

- a. The events/information shall be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of the Board of Directors;
- b. The events/ information that may be of price sensitive nature such as declaration of dividends, etc., on receipt of approval of the event by the Board of Directors, pending Shareholder's approval;
- c. The events/information 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;

#### **5. AUTHORISATION TO DETERMINE MATERIALITY OF AN EVENT OR INFORMATION**

As per requirements of Regulation 30(5) of the Listing Regulations, the Board of Directors shall authorise one or more Key Managerial Personnel (KMPs) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under the Listing Regulations and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the website of the Company.

Accordingly, the Board of Directors of the Company has authorized the Managing Director (MD) and the CFO of the Company severally for the purpose of determining materiality of an event or information. The Board has also authorized the MD, the CFO and the Company Secretary of the Company for making disclosures to stock exchange(s) under Regulation 30 of the Listing Regulations.

#### **6. TIMELINE FOR DISCLOSURE**

1. The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:
  - a) 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  
[Provided that in case the meeting of the board of directors 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, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting;

Provided further that in case the meeting of the board of directors 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.]

- a) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- b) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of subparagraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.

Provided that Disclosure with respect to events for which timelines have been specified in Part A of Schedule III read with Table 1 of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December, 2024, including any amendments and modification thereof, shall be made within such timelines.

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

2. The Company shall, with respect to disclosures referred to in the Regulation 30, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

“Provided that the top 100 listed entities (with effect from October 1, 2023) and thereafter the top 250 listed entities (with effect from April 1, 2024) shall 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 specific material event or information in terms of the provisions of this regulation are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the reporting of the event or information: Provided further that if the listed entity confirms the reported event or information, it shall also provide the current stage of such event or information.

3. The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Regulation 30, and such disclosures 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.

4. The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
5. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
6. The promoter, director, key managerial personnel or senior management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company in order to ensure compliance with the requirements under clause 9 as above and the Company shall disseminate the response received from such individual(s) promptly to the stock exchanges.
7. In case an event or information is required to be disclosed by the Company in terms of the provisions of Listing Regulation pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

## **7. AMENDMENT**

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this Policy does not, and shall not, in any manner, dilute any of the requirements set out under Regulation 30 read with Schedule III of the Regulations