



khaitan (India) Limited
CIN No. L10000WB1936PLC008775

Phone : (033) 4050 5000
Fax : (033) 2288 3961

POLICY ON DISCLOSURE OF MATERIAL EVENTS/INFORMATION



Introduction

Khaitan (India) Limited (the Company) stands committed to adherence of disclosure requirements and obligations relating thereto specified by SEBI pursuant to notification dated 2nd September 2015 titled SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“ Listing Regulations ”) . The Board of Directors of the Company believes in total transparency in the matter of disclosures as required under the Listing Regulations including material events as and when they occur. This policy aims to ensure that all the information which are necessary for the stakeholders to assess the Company’s performance including financial matters are disclosed to public adequately and timely.

Objective

This Policy is intended to lay down the criteria for determination of materiality of event / information which shall be disclosed to the Stock Exchanges where the equity shares of the Company are listed.

Regulatory

In alignment with Regulation 30 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), every listed entity shall frame a policy for determination of materiality (this “Policy”) based on criteria specified in the Listing Regulations. This Policy will be hosted on the website of the Company.

Disclosure of Material Events/ Information/ Developments

As per clause 30 (1) of the Listing Regulations, the Company is required to make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material. As per clause 30 (2) of the Listing Regulations, the Company is required to make disclosures of any events specified in Para A of Part A of Schedule III. As per clause 30 (3) of the Listing Regulations, the Company is required to make disclosures of any events specified in Para B of Part A of Schedule III, based on application of the guidelines for materiality, as specified in sub-regulation (4).

Criteria for disclosure of events/information

As per clause 30 (4) of the Listing Regulations, the Company shall consider the following criteria for determining the materiality of events/information:

1. The omission of an event or information would 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;



3. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

Authorisation

The Board will authorize 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 the Stock Exchanges. The Key Managerial Personnel, authorized for the purpose, will be responsible for administering this Policy, determining the materiality of events or information in relation to the Company and monitoring compliance by the Company with disclosure obligations applicable to it. The contact details of the Key Managerial Personnel, so authorized, will be disclosed to the Stock Exchanges and will be placed on the website of the Company.

Process of information disclosure

With reference to regulation 30 (6), the Company shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than 24 hours from the occurrence of event or information. Provided that in case the disclosure is made after 24 hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay. Provided further that disclosure with respect to events specified in sub-para 4 of Para A of Part A of schedule III shall be made within 30 minutes of the conclusion of the Board Meeting.

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

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company, as disclosed on its website.

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, the Company is required to make adequate disclosures in regard thereof.

Website updation/updates to stock exchanges

The Company shall upload all disclosures made under the regulations to the stock Exchanges on its website and where it shall be continued to be hosted for a minimum period of five years and thereafter archived as per the document retention policy of the Company.



Review

This policy shall be reviewed by the Board and if thought appropriate, may be modified from time to time as may be necessary.

This disclosure policy has been adopted by the Board of Directors of Khaitan (India) Ltd. on 01-04-2022 and will be reviewed as and when it is needed.

Annexure to the policy on determination of materiality of events/ information

(SCHEDULE III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Part A: Disclosures of events or information

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

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 listed entity or any other restructuring.
Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean,-
 - acquiring control, whether directly or indirectly; or,
 - acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - a. the listed entity holds shares or voting rights aggregating to 5% 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-para and such change exceeds 2% of the total shareholding or voting rights in the said company.
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 Directors:**

The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:



- 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;
 - any cancellation of dividend with reasons thereof;
 - the decision on buyback of securities;
 - the decision with respect to fund raising proposed to be undertaken
 - increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - 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;
 - short particulars of any other alterations of capital, including calls;
 - financial results;
 - decision on voluntary delisting by the listed entity 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 listed entity), agreement(s)/ 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 listed entity or arrest of key managerial personnel or promoter.
 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), 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 listed entity.
 13. Proceedings of Annual and extraordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;



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

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 Company
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc., by Directors (other than KMP) 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.

C. 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.

D. Without prejudice to the generality of para (A), (B) and (C) above,

The Company may make disclosures of event/information as specified by the Board from time to time.