

A dark blue vertical bar on the left side of the page, with a blue arrow pointing to the right, overlapping it.

**POLICY ON DETERMINATION OF MATERIALITY  
OF EVENTS AND INFORMATION**

A dark blue vertical bar on the left side of the page, with several thin, light blue lines extending upwards from the bottom left corner, overlapping it.

**DHABRIYA POLYWOOD LIMITED  
(FORMERLY KNOWN AS DHABRIYA AGGLOMERATES LTD)  
B-9D(1), MALVIYA INDUSTRIAL AREA, JAIPUR - 302017**

## POLICY ON DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

### **1. BACKGROUND**

SEBI has vide its notification dated 2<sup>nd</sup> September, 2015 introduced SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred to as “The Regulations”, which will be effective from 1<sup>st</sup> December, 2015. As per Regulation 30 of the said Regulations, the Company is required to frame a policy for Determination of Material Events and Information.

### **2. OBJECTIVE**

The objective of the policy is to determine materiality of events and information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

### **3. DEFINATIONS**

In this Policy, unless the context requires otherwise:-

- a) “Act” means the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- b) “Board” shall mean the Board of Directors of Dhabriya Polywood Limited.
- c) “Company” shall mean Dhabriya Polywood Limited.
- d) “Key Managerial Personnel shall mean the key managerial personnel as defined under sub section (51) of section 2 & as designated u/s 203 of the Act.
- e) “Listing Agreement” shall mean an agreement that is to be entered into between the Company and the Stock Exchanges where the securities of the Company are listed pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) “Regulations” shall mean SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- g) “Schedule” means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- h) “Policy” means this policy on criteria for determining materiality of events or information and as may be amended from time to time.
- i) “Subsidiary” shall mean a company shall be considered as Subsidiary if it falls within the criteria defined under Section 2(87) of the Act.

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

#### 4. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Events/information shall be considered as material if it meets any of the following criteria:

- a) The event or information is in any manner unpublished price sensitive information;
- b) The omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly;
- c) 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; and
- d) Any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

#### 5. DISCLOSURE OF EVENTS OR INFORMATION

- a) Events specified in Annexure A are deemed to be material events and the Company shall make such disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such 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 delay.

- b) The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining materiality as per clause 4 of this Policy.
- c) The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- d) The Company shall disclose all events or information with respect to its subsidiaries.
- e) The Company shall provide specific and adequate reply to all queries raised by the stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- f) In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.
- g) All the above disclosures would be hosted on the website of the Company for a minimum period of a five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

## 6. AUTHORITY TO KEY MANAGERIAL PERSONNEL

The below mentioned Key Managerial Personnel of the Company shall have the authority to determine materiality of any event or information and ensure disclosures of the same are made to the Stock Exchange(s), subject to the provisions of this policy.

Sr. No.	Name & Designation	Address	Contact No. & E-mail Id
1.	Mr. Digvijay Dhabriya Chairman & Managing Director	B-9 D(1), Malviya Industrial Area, Jaipur- 302017	0141-4057171 <a href="mailto:digvijaydhabriya@polywood.org">digvijaydhabriya@polywood.org</a>
2.	Mr. Mahendra Karnawat Whole-Time Director		0141-4057171 <a href="mailto:mahendrakarnawat@polywood.org">mahendrakarnawat@polywood.org</a>
3.	Mr. Hitesh Agrawal Chief Financial Officer		0141-4057171 <a href="mailto:hitesh@polywood.org">hitesh@polywood.org</a>
4.	Mr. Sparsh Jain Company Secretary		0141-4057171 <a href="mailto:cs@polywood.org">cs@polywood.org</a>

## 7. AMENDMENTS

The board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the policy entirely with the new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

## 8. EFFECTIVE DATE

The Policy as approved by the Board of Directors shall be effective from December 1, 2015.

## 9. Continuous Disclosures

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

## 10. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this policy and Listing Agreement; the Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement/ the Companies Act, 2013 or statutory enactments, rules shall prevail over this policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

## 11. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company. This Policy shall also be hosted on Company's intranet.

## Annexure – “A”

### Events which shall be disclosed without any application of the guidelines for materiality:

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. – ‘Acquisition’ shall mean, –

- i. acquiring control, whether directly or indirectly; or,
  - ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
    - a) the company holds shares or voting rights aggregating to five 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 and such change exceeds two per cent 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 Credit Rating(s).
  4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the 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 dividend with reasons thereof;
    - 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 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(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 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.
  6. Fraud/defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Independent Directors, Chief Financial Officer, Company Secretary etc.), Auditors 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 Company.
13. Proceedings of Annual and extraordinary general meetings of the Company.
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 company to analysts or institutional investors.
16. Material changes in relation with subsidiaries.

## Annexure – “B”

**Illustrative list of Events which shall be disclosed upon application of the guidelines for materiality:**

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 piece meal).
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 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. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) 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.
13. 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.