

DALMIA BHARAT REFRACTORIES LIMITED

Registered Office: Dalmiapuram Dist. Tiruchirappalli 621651 Tamil Nadu

(CIN: U26100TN2006PLC061254)

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

Preface

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations** or **Regulations**”), as amended from time to time, every entity whose equity shares are listed needs to make disclosures of events or information which, in the opinion of the Board of Directors (herein after known as ‘**Board**’) of the listed company, is material. Events specified in Para A of Part A of Schedule III of the Regulations are deemed to be material events and must be disclosed to the Stock Exchanges. Whereas, the events specified in Para B of Part A of the said Schedule III need to be disclosed based on application of the guidelines for materiality. Sub Regulation (4) (ii) requires that every listed entity shall have a policy for determination of materiality duly approved by the Board. Similarly, an entity whose debentures or preference shares are listed is required to disseminate all price sensitive information or any action which may affect the payment of interest or redemption of non-convertible debt securities or preference shares to the Stock Exchanges.

This policy for determination of materiality of events (hereinafter referred to as “the Policy” or “this Policy”) is framed in terms of sub-regulation (4)(ii) of regulation 30 of the said Regulations.

- 1) This policy is named as the “Policy for Determination of Materiality of Events”.
- 2) In terms of the regulation 30 read with schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the following disclosures are required to be made:
- 3) Listed entity or Company shall stand for “**Dalmia Bharat Refractories Limited**”.

A. Disclosure of Deemed Material Events to the Stock Exchanges:

1. The following events/information shall be disclosed to the Stock Exchanges within 30 minutes of the conclusion of the meeting of the Board of Directors of the Company (hereinafter referred to as “the Board”) at which these are considered:
 - a) Dividends and/or cash bonuses recommended or declared or decision to pass any dividend and the date on which dividend shall be paid/ dispatched.
 - b) Any cancellation of dividends 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 way of 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; and

- i) Decision on voluntarily delisting by the Company from Stock Exchanges.

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.

2. The following events/information shall be disclosed to the Stock Exchanges as soon as reasonably possible but not later than 24 hours from the occurrence of the event/information provided that in case the disclosure is made after 24 hours of the event/information, an explanation for the delay shall be provided:
 - a) 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.
 - b) 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.
 - c) Revision in Rating(s).
 - d) 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)/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.
 - e) Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
 - f) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 - g) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
 - h) In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 - i. The letter of resignation along with detailed reasons for the resignation of independent directors] as given by the said director shall be disclosed by the listed entities to the stock exchanges.
(Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.)
 - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub- clause (i) and (ii) above.
 - i) Appointment or discontinuation of share transfer agent.
 - j) Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:

- i. Decision to initiate resolution of loans/borrowings;
 - ii. Signing of Inter-Creditors Agreement (ICA) by lenders;
 - iii. Finalization of Resolution Plan;
 - iv. Implementation of Resolution Plan;
 - v. Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders
- k) One-time settlement with a bank.
- l) Reference to BIFR and winding-up petition filed by any party/ creditors.
- m) 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.
- n) Proceedings of Annual and extraordinary general meetings of the listed entity.
- o) Amendments to memorandum and articles of association of listed entity, in brief.
- p) (i) Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;
(ii) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
 - a) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - b) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:
- q) The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
 - i. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - ii. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - iii. Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
 - iv. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
 - v. List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - vi. Appointment/ Replacement of the Resolution Professional;
 - vii. Prior or post-facto intimation of the meetings of Committee of Creditors;
 - viii. Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - ix. Number of resolution plans received by Resolution Professional;
 - x. Filing of resolution plan with the Tribunal;
 - xi. Approval of resolution plan by the Tribunal or rejection, if applicable;
 - xii. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including the details such as:

- a. Pre and Post net – worth of the company;
- b. Details of assets of the company post CIRP;
- c. Details of securities continuing to be imposed on the companies' assets;
- d. Other material liabilities imposed on the Company;
- e. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities
- f. Details of funds infused in the Company, creditors paid off
- g. Additional liability on the incoming investors due to the transaction, source of such funding etc;
- h. Impact on the investor – revised P/E, RONW ratio etc;
- i. Names of the new promoters, key managerial persons, if any and their past experience in the business or employment. In case where promoters and companies, history of such company and names of natural persons in control;
- j. Brief description of business strategy.
- xiii. Any other material information not involving commercial secrets.
- xiv. Proposed steps to be taken by the incoming investor/ acquirer for achieving the MPS
- xv. Quarterly disclosure of the status of achieving the MPS;
- xvi. The details as to the delisting plans, if any approved in the resolution plan.
- r) Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by Company:
 - i. The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - ii. Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.

B. Disclosure of Events, if material to the Stock Exchanges:

- (1) The following events/information shall be disclosed to the Stock Exchanges as soon as reasonably possible but not later than 24 hours from the occurrence of the event/information, if the event or information relating to the Company has an impact which exceeds 10% of its gross turn-over or 10% of its net worth as per its latest Standalone audited financial statements of the immediately preceding financial year, whichever is higher, or such higher limit as may be determined in the sole discretion of the Chief Financial Officer, provided further that in case the disclosure is made after 24 hours of the event/information, an explanation for the delay shall be provided:
- a. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
 - b. 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);
 - 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) (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;
 - 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 listed entity;
 - h. Litigation(s) / dispute(s) / regulatory action(s) with impact;
 - i. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
 - j. Options to purchase securities including any ESOP/ESPS Scheme;
 - k. Giving of guarantees or indemnity or becoming a surety for any thirdparty;
 - l. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
- (2) 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 listed entity to appraise its position and to avoid the establishment of a false market in such securities; and
- (3) The Chief Financial Officer shall determine the limits for materiality based on the following criteria: -
- (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) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors, the event/information is considered material.

C. Disclosure of information to Stock Exchanges in respect of Debt Securities, if any

The following events/information relating to the listed Debentures and or Preference Shares shall be disclosed to the Stock Exchanges as soon as reasonably possible but not later than 24 hours from the occurrence of the event/information provided that in case the disclosure is made after 24 hours of the event/information, an explanation for the delay shall be provided:

- a. expected default in the timely payment of interest, dividend or redemption payment or both in respect of the non-convertible securities and also default in the creation of security for non-convertible debt securities as soon as the same becomes apparent;
- b. any attachment or prohibitory orders restraining the listed entity from transferring non-convertible securities from the account of the registered holders along-with the particulars of the numbers of securities so affected, the names of the registered holders and their demat account details;

- c. any action which shall result in the redemption, reduction, cancellation, retirement in whole or in part of any non-convertible securities;
- d. any action that shall affect adversely payment of interest on non-convertible debt securities or payment of dividend on non-convertible redeemable preference shares including default by issuer to pay interest on non-convertible debt securities or redemption amount and failure to create a charge on the assets;
- e. any change in the form or nature of any of its non-convertible securities that are listed on the stock exchange(s) or in the rights or privileges of the holders thereof and make an application for listing of the securities as changed, if the stock exchange(s) so require;
- f. any changes in the general character or nature of business / activities, disruption of operation due to natural calamity, and commencement of commercial production / commercial operations;
- g. any events such as strikes and lock outs. which have a bearing on the interest payment/ dividend payment / principal repayment capacity;
- h. details of any letter or comments made by debenture trustees regarding payment/non-payment of interest on due dates, payment/non- payment of principal on the due dates or any other matter concerning the security, listed entity and /or the assets along with its comments thereon, if any;
- i. delay/ default in payment of interest or dividend/principal amount/redemption for a period of more than three months from the due date
- j. failure to create charge on the assets within the stipulated time period;
- k. any instance(s) of default/delay in timely repayment of interests or principal obligations or both in respect of the debt securities including, any proposal for re-scheduling or postponement of the repayment programmes of the dues/debts of the listed entity with any Investor(s)/lender(s).

Explanation- For the purpose of this sub-para, 'default' shall mean Non- payment of interest or principal amount in full on the pre-agreed date and shall be recognized at the first instance of delay in servicing of any interest or principal on debt.

- l. any major change in composition of its board of directors, which may amount to change in control as defined in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2018
- m. any revision in the rating;
- n. the following approvals by board of directors in their meeting:
 - i. the decision to pass any interest payment;
 - ii. short particulars of any increase of capital whether by issue of bonus securities through capitalization, or by way of right securities to be offered to the debt security holders, or in any other way;
- o. all information, report, notices, call letters, circulars, proceedings, etc. concerning non-convertible debt securities;
- p. The listed entity shall disclose the outcome of meetings of the board of directors to the Exchange(s), within thirty minutes of the closure of the meeting, held to consider the following:
 - i. the decision with respect to fund raising proposed to be undertaken by way of non-convertible securities;
 - ii. financial results:



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.

Subsidiaries

The Company shall disclose all events and information with respect to subsidiaries which are material for the Company.

Authorized officials for determination of materiality

The Chief Financial Officer/ Compliance Officer in consultation with the Managing Director/ Chief Executive Officer, shall be responsible to determine the occurrence of material event reportable to the Stock Exchanges in accordance with the criteria and materiality detailed above. The Chief Financial Officer/ Compliance Officer shall make necessary disclosure(s) to the stock exchanges of material event(s).

Disclosure on the website

The Compliance Officer shall be responsible to disclose this Policy for determination of materiality of events and any changes therein as may be approved by the board from time to time on the website of the Company.

The compliance officer shall also disclose on the Company's website the disclosures made to the stock exchanges in terms of Regulation 30 of the SEBI Listing Regulations and the same shall be retained for a period of 5 years.

Amendments to the Policy

The Board may review or amend this Policy, in whole or in part, from time to time, as per the requirements of the Regulations or any other enactments/rules/amendments as may be made applicable. This Policy is in addition to and not in derogation of the provisions of the Regulations. In case of any inconsistency between this Policy and the Regulations, the provisions of the Regulations shall prevail.

Note: This policy was adopted by the Board of Directors of the Company at its Meeting held on October 29, 2022.