



DUROPLY INDUSTRIES LIMITED

POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION (As revised and approved by the Board of Directors on 03.08.2023)

1. Statutory Mandate

The Board of Directors (The “Board”) of Duroply Industries Limited (the “Company”) has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.

This Policy is applicable to the Company with effect from December 01, 2015 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulation”) as amended from time-to-time

2. Policy Objective and Scope

The objective of this Policy is to serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed investment decisions with regard to the securities of the Company.

The purpose of this document is to present a high level policy statement for the “Company” regarding disclosure of material events / information in accordance with the provisions of the “Regulation”.

The Policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation on website, the details of information / events which are considered material or not but may have an impact on the performance of the Company and it may also materially affect the share prices of the Company.

3. All the words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the “Regulation” and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made / issued there under, as amended from time to time.

4. Definitions

“Acquisition” shall mean-

- a. acquiring control of the Company, whether directly or indirectly; or
- b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly
or indirectly, such that –

- i. 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
- ii. there has been a change in holding from the last disclosure made under sub-clause (i) of clause (b) above and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- iii. the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

“Agreement” shall include shareholder agreement, joint venture agreement, family settlement agreement to the extent the same impacts the management and control of the Company and agreement, treaty or contract with media companies, which are binding and not in normal course of business and revision, amendment and termination thereof.

“Board of Directors or Board” means the Board of Directors of Duroply Industries Limited as constituted from time to time.

“Company” means Duroply Industries Limited.

“Compliance Officer” means the Company Secretary of the Company

“Designated securities” means-

- a. Specified securities;
- b. Non-convertible debt securities;
- c. Non-convertible redeemable preference shares;
- d. Perpetual debt instrument;
- e. Perpetual non-cumulative preference shares;
- f. Indian Depository Receipts;
- g. Securitised debt instruments;
- h. Security receipts;
- i. Units issued by mutual funds;
- j. Zero Coupon Zero Principal Instruments and
- k. Any other securities as may be specified by the Securities and Exchange Board of India;

“Information or Market Sensitive Information” shall mean information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company’s sector.

“Policy” means Policy on Disclosure of Material Events.

“Material Event” or **“Material Information”** shall mean such event or information as set out in this Policy or as may be determined in terms of the SEBI Listing Regulations. In this Policy, the words, “material” and “materiality” shall be construed accordingly.

“LODR” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Key Managerial Personnel” (KMP) of the Company includes Managing Director, Wholetime Director, Chief Financial Officer and Company Secretary, who may be authorized individually or collectively to disclose events to Stock Exchanges.

“Sale or disposal of subsidiary” and sale of stake in associate company shall include-

(i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the Company; or

(ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

“Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer”

“Stock Exchange” means a recognized stock exchange as defined under clause (f) of Section 2 of the Securities Contract (Regulation) Act, 1956

“Undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.”

5. INTERPRETATION

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the law, rule, regulation or standard.

6. Disclosure of Events

i) EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of the Listing Regulations.

ii) EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events pertaining to itself, specified in Para B of Part A of Schedule III of the Listing Regulations subject to application of guidelines for materiality.

Guidelines for determining Materiality of Events or Information:

Qualitative criteria would mean an event/ information:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.
- 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.

Quantitative criteria would mean the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- a) two percent of turnover, as per the last audited consolidated financial statements of the listed entity.
- b) 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.
- c) 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.

In case where the criteria specified above 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.

7. DISCLOSURE PROCESS AND TIMELINES :

The Managing Director and Chief Financial Officer shall observe the following for proper and timely disclosure of any material events/ information as defined hereon:

The Company 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:

- (i) 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;
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

(iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity;

Provided that disclosure with respect to events for which timelines have been specified in the Act/Law shall be made within such timelines;

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

8. Guidelines for Communication

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, 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.

9. Authority for determination of Materiality of Events / Information

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Wholetime Director, Chief Finance Officer and Company Secretary hereby jointly and severally, in consultation with the Senior Management are authorized to determine the materiality of an event or information and to make appropriate disclosure on a timely basis.

Contact details of the Authorized Persons shall be disclosed to the Stock Exchanges and also provided on the website of the Company.

They shall assist the relevant employees of the Company to identify any potential material event / information and to report the same to the above Authorized Persons for determining the materiality of the said event / information, to enable the above Authorized Persons for making necessary disclosures to the Stock Exchanges.

They shall have the following powers and responsibilities for determining the material events or information:

- a) To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
- b) To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
- c) To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.
- d) To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.

- e) To disclose all events or information with respect to the subsidiaries which are material for the Company.

10. Obligations of Internal Stakeholders and KMPs for Disclosure

- a) Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations shall be forthwith informed to the KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- b) The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines.
- c) On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

11. Authorisation to KMPs to *suo motu* accept / deny reported event or information

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Chief Financial Officer and the Company Secretary are hereby jointly and severally authorized to confirm, deny or clarify any reported event or information in the mainstream media, which is not general in nature and indicates that rumours of an impending specific material event or information that are circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

12. Website Updation / Updates to Stock Exchanges

The Company shall ensure timely disclosure of a material event or information to the Stock Exchange.

The Company shall first disclose to the Stock Exchanges all events / information, which are considered material in terms of this Policy / the Listing Regulations, as soon as reasonably possible and in any case within the time limits prescribed under the Listing Regulations. In case of any delay, the Company shall, along with such disclosures, provide explanation for such delay.

However, events or information specified in Part A of Schedule III of the Listing Regulations, shall be disclosed within such time limit as may be prescribed under the Listing Regulations from time to time.

The Company shall disclose on its website all such events or information which have been disclosed to the Stock Exchanges as stated above and such disclosures shall be hosted on the website of the Company for a period of 5 (five) years and thereafter as per the Policy for Preservation of Documents & Archival Process of the Company.

13. **Policy Review**

This Policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

14. **Amendment to the Policy:**

The Board of Directors shall alter, amend or modify the clauses of this Policy from time to time in line with the requirement of the SEBI Guidelines or any other rules, regulations etc., which may be amended and applicable from time to time.

The Contact details of Authorised Personnel under this Policy:

The contact details of persons authorized to determine materiality of an event/ information pursuant to the Company's Policy for determination materiality of events and information for disclosure to the Stock Exchange(s):

Name	Designation	Contact No.	E-mail Id
Mr. Sudeep Chitlangia	Managing Director	Tel: (033) 2265 2274	investors@duroply.com
Mr. Akhilesh Chitlangia	Executive Director & Chief Operating Officer		
Mr. Pawan Kumar Verma	Chief Financial Officer		
Ms. Komal Dhruv	Company Secretary cum Compliance Officer		