

INDIA CEMENTS CAPITAL LIMITED
CHENNAI

POLICY FOR DETERMINATION
OF MATERIALITY OF EVENTS OR INFORMATION

1.0 INTRODUCTION

In terms of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity is required to frame a Policy for determination of materiality of events or information, which are required to be disclosed to the Stock Exchanges. This Policy is framed pursuant to the said Regulation with respect to disclosure of events or information and the same was approved by the Board of Directors.

2.0 DEFINITIONS

- (a) "Act" means The Companies Act, 2013 and the Rules made thereunder including any amendments or modifications thereof for the time being in force.
- (b) "Board" or "Board of Directors" means collective body of Directors of the Company, as constituted from time to time.
- (c) "Company" means India Cements Capital Limited.
- (d) "KMP" means Key Managerial Personnel of the Company.
- (e) "Material Event(s)" or "Information" means such events or information as may be determined based on the guidelines provided in the Regulations or based on the guidelines for materiality as specified in Clause 4 of this Policy.
- (f) "Policy" means Policy for Determination of Materiality of Events or Information.
- (g) "Regulations" or "SEBI (LODR) Regulations" mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modifications, amendments, circulars or re-enactment thereof for the time being in force.
- (h) Any other term not defined herein shall have the same meaning as defined in the Act, the Regulations or any other applicable law or Regulation to the extent applicable to the Company.

3.0 OBJECTIVE

The objective of this Policy is to determine the materiality of events or information of the Company, based on the criteria specified in this Policy, so that such events or information can be promptly disclosed to Stock Exchange(s).

4.0 GUIDELINES FOR DETERMINING MATERIALITY OF EVENT OR INFORMATION

In order to determine whether a particular event / information is material in nature, the following criteria shall be considered:

- 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, which is likely to result in significant market reaction, if the said omission came to light at a later date;
- c) The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (2) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - (3) 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 Company
- d) In case where the criteria specified in sub-clauses (a), (b) and (c) above are not applicable, an event / information may be treated as being material, if in the opinion of the Board of Directors of the Company, the event / information is considered material.

5.0 DISCLOSURE OF EVENTS OR INFORMATION

- 5.1 An illustrative list of events / information which shall be disclosed to the Stock Exchanges without any application of guidelines for materiality is given as **Annexure A**.

- 5.2** The events / information which shall be disclosed on application of the guidelines for materiality listed in this Policy are given as **Annexure B**.
- 5.3** Any other information / events 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.
- 5.4** Without prejudice to the generality of Para 5.1 to 5.3 above, the Company may make disclosure of event / information as specified by the Board from time to time.
- 5.5** The Company shall disclose all events or information with respect to its material subsidiary.
- 5.6** The Company shall make 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 / closed.

6.0 AUTHORISED PERSON TO DETERMINE MATERIALITY OF EVENTS OR INFORMATION

In terms of the authority given by the Board, the KMP viz., Chief Executive Officer is authorised to determine the materiality of any event or information and the Company Secretary is authorised to disclose such events or information to the Stock Exchanges.

7.0 WEBSITE UPDATION

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of 5 years and thereafter archived as per the Archival Policy of the Company.

8.0 REVIEW OF POLICY AND DISCLOSURE

The Board shall have the authority to amend the contents of this Policy, whenever necessary to bring them in line with any change(s) / amendment(s) in the provisions of the regulatory framework. This Policy (as amended from time to time) shall be hosted on the website of the Company and the address of such web link shall be provided in the Annual Report of the Company.

ANNEXURE-A

LIST OF 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 whole or substantially the whole of the undertaking(s) or subsidiary or sale of stake in the associate company of the Company or any other restructuring.
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. New Ratings / Revision in Rating(s).
4. Outcome of Meetings of the Board of Directors 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 Company 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.
- 5A. Agreements entered into by the shareholders, promoters, promoter group entities,

related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

However such agreements entered into by the Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.

6. Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad.
7. Change in directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management Personnel, Auditor and Compliance Officer.
- 7A. In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
- 7B. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:
 - i. The letter of resignation along with detailed reasons for the resignation as given by the said director.
 - ia. 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 Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.

- 7C. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.
- 7D. In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
8. Appointment or discontinuation of Share Transfer Agent.
9. 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.
10. One time settlement with a bank.
11. 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 the Company, in brief.
15. (a) Schedule of analyst(s) or institutional investor(s) meet at least 2 working days in advance (excluding the date of intimation and the date of meet) and presentations made by the Company to analysts or institutional investors.
- (b) 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:
- (i) 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;
- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:
16. All events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code as listed in the Part A of Schedule III of the Listing Regulations.
 17. 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 the Company:
 - a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
 18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company as per policy in compliance with the Regulations and is not already made available in the public domain by the Company.
 19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of search or seizure or re-opening of accounts or investigation under respective provisions of the Act.
 20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:
 - a) suspension;
 - b) imposition of fine or penalty;
 - c) settlement of proceedings;
 - d) debarment;
 - e) disqualification;
 - f) closure of operations;
 - g) sanctions imposed;
 - h) warning or caution; or
 - i) any other similar action(s) by whatever name called.
 21. Voluntary revision of financial statements or the report of the board of directors of the Company under Section 131 of the Act.