

## **DIAMINES AND CHEMICALS LIMITED**

**POLICY REFERENCE** Policy for Disclosure of Events or Information to Stock Exchanges under Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations)

**POLICY OWNER SECRETARIAL & LEGAL DEPARTMENT**

<b>VERSION</b>	<b>DATE OF INTRODUCTION</b>	<b>APPROVED BY</b>	<b>DESCRIPTION</b>
1	01.12.2015	Board of Directors	Policy for Disclosure of Events or Information to Stock Exchanges under SEBI Listing Regulations

## **DIAMINES AND CHEMICALS LIMITED**

### **POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION**

#### **1. Statutory Mandate**

The Board of Directors (The “Board”) of Diamines and Chemicals 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 will be applicable to the Company with effect from December 1, 2015 and is in terms of Clause 30 of Chapter IV of SEBI Listing Regulations.

#### **2. Policy Objective and Scope**

The object of the Policy is to determine the events and information which, in the opinion of the Board, are material and needs to be disclosed to the Stock Exchanges as per the time span hitherto defined.

The purpose of this document is to present a policy statement for the Company regarding disclosure of material events / information in accordance with the provisions of SEBI Listing Regulations.

The policy is intended to define the Company’s policy on disclosure of events / information and to provide guidance to the Board of Directors, Key Managerial Persons and other executives and staff working in the Company in making decisions and undertaking regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.

The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation on Company’s website the details of information / events which are considered material or not, but which may have a bearing on the performance of the Company and which may materially affect the share prices of the company.

### 3. Policy

Based on the recommendation of the Audit Committee of Directors or suo moto, the Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which need to be disclosed to the stock exchanges as per the time span specified against each category.

#### **CATEGORY A**

Events considered Material which need to be disclosed to the Stock Exchanges within **24 hours** of the decision taken at the Board Meeting are :

- Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the listed entity or any other restructuring, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, buyback, reissue of forfeited securities, calls, redemption of securities etc.
- Shareholder agreement, Joint Venture Agreements, Family settlement agreement, agreement / treaty / contract with media companies.
- Fraud / default by promoters or key managerial personnel and arrest of KMP or promoter
- Reference to BIFR and winding-up petition filed by any party / creditors
- Revision in ratings

**Note:** If the Management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

#### **CATEGORY B**

Events / Decisions considered material which need to be disclosed to the stock exchanges within **30 minutes of the closure of the Board Meeting** are:

- Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them
- Cancellation of dividend with reasons thereof
- Buyback of shares
- Fund raising proposed to be undertaken
- Increase in capital by issue of bonus shares
- Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
- Alteration of Capital
- Financial Results
- Voluntary delisting from Stock Exchanges

### **CATEGORY C**

Other Events / Decisions not considered Material in the view of the Board of Directors which however, need to be disclosed to the stock exchanges **as soon as it is possible but in any case not later than 30 (thirty) days from the day of occurrence of the event** which are :

- Change in Directors, Key Managerial Personnel, Auditor and Compliance Officer
- Appointment and discontinuance of share transfer agent
- Corporate debt restructuring
- One time settlement with bank
- 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
- Proceedings of the Annual or Extra-ordinary General Meeting
- Amendments to Memorandum and Articles of Association

### **CATEGORY D**

Miscellaneous Events / Decisions not considered Material in the view of the Board of Directors which however, needs to be disclosed to the stock exchanges within **as soon as it is possible when the necessary information is ready to be publicised** which are:

- Schedule of Analyst or institutional investor meet and presentation

- Commencement or postponement of the date of commercial production or operation of any unit / division
- Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tie-up, new line of business or closure of operations of any unit / division
- Capacity addition or new product launch
- Awarding, bagging / receiving orders not in the normal course of business.
- Agreements for loan not in the normal course of business
- Disruption of operation of any one or more units due to natural calamity
- Effects arising out of change in regulatory framework applicable to the listed entity
- Litigation / dispute / regulatory action(s) involving substantial amounts with impact
- Options to purchase securities including ESOP/ESPS scheme
- Giving of guarantees or indemnity or becoming a surety for any third party
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals
- Emergence of new technologies
- Expiry of patents
- Change in accounting policy
- Any other information that may be deemed necessary jointly and severally by the KMPs of the Company who would consider that it is necessary for the holders of the securities of the listed entity to appraise its position and to avoid the establishment of a false market
- The Board may in its discretion also authorise the KMPs to disclose such events, information or material that in its wisdom may be necessary for the Members of the exchange to know.

The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchanges.

#### **4. Criteria for disclosure of events / information**

- i. The omission of an event or information which would likely result in discontinuity or alteration of event or information already available publicly.

- ii. The omission of an event or information likely to result in significant market reaction, if the said omission came to light at a later date.
- iii. 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.

#### **5. Authority for determination of Materiality of events / information**

The Chairman & Managing Director/Executive Directors are hereby jointly and severally authorised to determine whether the event / information is material or not and in turn about its time line for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

#### **6. Website Updation / Updates to Stock Exchanges**

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of **5 (five) years** and thereafter archived as per the document retention policy of the Company.

The Compliance Officer, of the Company, shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

#### **7. Disclosure of events / information on Subsidiaries**

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

#### **8. Authorisation to suo moto accept / deny reported event or information**

The Chairman & Managing Director / Executive Directors are hereby jointly and severally authorised to suo moto accept / deny any report event or information, which has been unauthorisedly made public by media or by

any other means including but not limited to electronic means. They are further authorised to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by them shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

## **9. Compliance Officer**

The Compliance Officer for the Purpose of complying with the provisions of SEBI Listing Regulations shall be the Company Secretary of the Company.

## **10. 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.

## **11. Board's Approval**

This policy was approved by the Board of Directors on November 4, 2015.

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