

NATIONAL CEREALS PRODUCTS LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. BACKGROUND

The Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI (LODR) Regulations” or the “Listing Regulations”] mandates that every listed company shall make disclosures of any events or information which, in the opinion of the Board of Directors of the Company, is material as well as any price sensitive information. The Company shall frame a policy for determination of materiality, based on the specified criteria duly approved by its board of directors, which shall be disclosed on its website.

The Board of Directors of the Company shall authorize one or more Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of the same, this “Policy for determination of Materiality of Events or Information” of National Cereals Products Limited (“the Company” or “NCPL”) has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters / makes influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI (LODR) Regulations.

2. DEFINITIONS

- i. **Authorized Key Managerial Personnel:** Authorized Key Managerial Personnel means Executive Director, Chief Financial Officer or Company Secretary & Compliance Officer of the Company, who are authorized, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).
- ii. **Compliance Officer:** Compliance Officer means "Company Secretary" of the Company.
- iii. **Material events:** Material Events means the individual transaction or arrangement which, in the opinion of the Authorized Key Managerial Personnel is significant to the operations or performance of the Company as well as any price sensitive information.
- iv. **Market Sensitive Information:** 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.
- v. **Policy or This Policy:** Policy or this policy means “Policy for determination of Materiality of Events or Information”.
- vi. **Price Sensitive Information:** Price-sensitive information means any information which relates, directly or indirectly, to the Company that is not generally available

and which upon becoming generally available is likely to materially affect the price of securities of the Company.

- vii. **Stock Exchanges:** Stock Exchanges means where the Securities of the Company are listed.

3. INTERPRETATION

Terms that have not been defined in this policy shall have the same meaning assigned to them in the SEBI (LODR) Regulations and Companies Act, 2013 as amended from time to time.

4. POLICY

The Company shall, as soon as reasonably possible, inform the Stock Exchange(s) of all the events or information which will have material impact on the performance/ operations of the Company, as well as any price sensitive information.

The "Authorized Key Managerial Personnel" shall be entitled to take a view on the materiality of an event or information which are qualifying for disclosure as provided in Para B of Part A of Schedule - III of the SEBI (LODR) Regulations and to decide the appropriate time at which such disclosure is to be made with the Stock Exchange(s) and details that may be disclosed in the best interest of present and potential investors.

5. REPORTING AND DISCLOSURE

Regulation 30 of SEBI [LODR] Regulations, 2015, have categorized material events and information which will have bearing on the performance / operations of the Company. The disclosures of events and information which the Company shall make to the Stock Exchange(s) as broadly categorized under these regulations are as under –

- i. Events specified in **Annexure - A** shall be **deemed to be material** and have to be necessarily disclosed without applying any test of materiality.
- ii. Events specified in **Annexure – B** should be disclosed **if considered material**.
- iii. Any other material event or information which have not been covered under **Annexure- A & Annexure - B above**, shall also be disclosed to the Stock Exchanges upon application of guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4).

6. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS OR 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; 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) above are not applicable, an event / information may be treated as being material, if the event or information have an impact over 10% of total revenue or over 10% of net worth whichever is lower, on the Company.

- (d) Any other events or information, in the opinion of the Board of Directors of the Company, be treated as being material.

7. DISSEMINATION OF INFORMATION

- (a) The policy shall be disclosed on website of the company.
- (b) The contact details of authorized Key Managerial Personnel shall be disclosed to the Stock Exchange(s) and also on the Company's website www.nationalcereals.com.
- (c) The company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under Listing Regulations and such disclosures shall be hosted on the website of the company for a minimum period of five years and thereafter as per the archival policy of the company, if any.

8. TIME LIMIT FOR DISCLOSURE OF MATERIAL EVENT / INFORMATION

- (a) **Within Thirty Minutes of the conclusion of Board Meeting** - Disclosure with respect to events specified in **Para 4 of Annexure - A** shall be made within thirty minutes of the conclusion of the Board meeting.
- (b) **Within twenty four hours from occurrence of the event/ information** - The Company shall first disclose to stock exchange(s) all events, as specified in **Annexure - A** (except para 4) & **Annexure - B** or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.

Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the company shall, along with such disclosures, provide explanation for delay.

- (c) **Updation of event/ information on regular basis** - The Company shall, with respect to disclosures referred to in Regulation 30 of the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (d) **Queries by Stock Exchanges** – (i) The company shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information. (ii) The Company may, at its own initiative, also confirm or deny any reported event or information to the Stock Exchange(s).

9. EVENTS/ INFORMATION WITH RESPECT TO SUBSIDIARIES

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

10. POLICY REVIEW / AMENDMENT

The Board may, from time to time, review and amend this policy so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

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.- For the purpose of this sub-para, the word '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 listed entity 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two percent 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 Rating(s).
 4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Stock 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 Company from the 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(is)/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 listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Executive Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), Auditor 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 Company, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

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 piecemeal).
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 the 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 listed entity to appraise its position and to avoid the establishment of a false market in such securities.
