

**POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION**

*(Approved by the Board of Directors of the Company at its meeting held on 8th November, 2023)*

***TITLE***

This policy shall be called as ‘**Uniphos Enterprises Limited - Policy on Determination and Disclosure of Materiality of Events and Information.**

***SCOPE AND REGULATORY FRAMEWORK***

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) read with amendments made thereunder from time to time, with respect to disclosure of material events and information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the “Policy for Determination of Materiality of Events or Information”. This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“**LODR Amendments**”) and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (“**SEBI Disclosure Circular**”).

The Board shall review, and if found required, may amend this Policy from time to time.

***OBJECTIVES OF THIS POLICY***

The objective of this Policy is to assist the employees of the Company in identifying potential material events or information in an objective manner that may originate at the ground level which can be promptly escalated and reported to the authorised Key Managerial Personnel or other officers of the Company, as specified in this Policy, for determining the materiality of the said event or information and for making necessary disclosure to the Stock Exchanges where the equity shares are listed. All provisions of Regulation 30 read with Schedule III of the LODR Regulations shall hereby be deemed to be incorporated in this Policy, by reference.

***DEFINITIONS***

**In this Policy, unless the context otherwise requires:**

“**Act**” means the Companies Act, 2013 including the Rules framed thereunder, as amended from time to time.

“**Board of Directors**” in relation to a Company means the collective body of the directors of the Company constituted in accordance with the provisions of SEBI LODR Regulations and the Act.

“**Company**” means Uniphos Enterprises Limited.

“**Designated Persons**” shall mean and include the persons identified as “Designated Persons” under the Company’s “Code of Conduct for Monitoring and Prevention of Insider Trading” as amended from time to time.

“**Fair Disclosure Code**” for the purpose of this Policy shall mean “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” which is part and parcel of the Company’s “Code of Conduct for Monitoring and Prevention of Insider Trading” as amended from time to time.

“**Key Managerial Personnel**” shall have the same meaning as defined under the Act.

“**Net Worth**” shall have the same meaning as defined under the Act.

“**Policy**” means this policy, as amended from time to time.

“**Rules**” means the rules made under the Act, as amended from time to time.

“**SEBI**” means Securities and Exchange Board of India.

“**SEBI LODR Regulations**” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [As amended from time to time]

“**Stock Exchange(s)**” means BSE Limited and the National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”) where the equity shares are listed.

“**Turnover**” shall have the same meaning as defined under the Act.

All other words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the SEBI LODR Regulations, the Act, the SEBI Act, 1992 (“**SEBI Act**”) and the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”).

#### ***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 LODR Regulations (as applicable from time to time) (“**Para A Events**”) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the SEBI LODR Regulations. Details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

#### ***EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY***

The Company shall disclose all such material events or information, specified in Para B of Part A of Schedule III of the SEBI LODR Regulations (“**Para B Events**”) subject to application of guidelines for materiality, as set out under the SEBI LODR Regulations.

#### ***ANY OTHER EVENT CONSIDERED MATERIAL BY THE “AUTHORISED KEY MANAGERIAL PERSONNEL”***

As required under SEBI LODR Regulations the Company Secretary in consultation with the Chief Financial Officer shall implement this procedure for ensuing availability of relevant information with Authorized Key Managerial Personnel (“Authorized KMP”) on an immediate basis upon occurrence, with adequate supporting data / information to facilitate a prompt and appropriate disclosure including Event, even if not covered under the SEBI LODR Regulations but is potentially of price sensitive nature or non-disclosure of which would result in discontinuity or alteration of publicly available information or is likely to result in a significant market reaction if disclosed at a later date, must also be informed, for further evaluation to the Authorised KMP.

Designated Persons shall share the necessary information about the Material Event with Compliance Officer or Chief Financial Officer or Chief Investor Relations Officer appointed as per Company’s Fair Disclosure Code to ensure that there is timely and adequate disclosure of Information particularly Unpublished Price Sensitive Information and that is handled on a need-to know basis and shared only for Legitimate Purpose and the same is made available or disseminated to all the investors simultaneously including verifying the rumours reported in mainstream media.

#### ***GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:***

**Quantitative criteria** would be calculated based on audited financial statements and would mean the omission of an event/information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

- (a) **2% (two per cent) of turnover**, as per the last audited financial statements of the Company; or
- (b) **2% (two per cent) of net worth** as per the last audited financial statements of the Company (except in case the arithmetic value of the net worth is negative)); or
- (c) **5% (five percent) of average of absolute value of profit or loss after tax for last 3 years**, as per the last 3 (three) audited financial statements of the Company.

In terms of the SEBI Disclosure Circular, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

**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; 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; or
- (c) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.

#### ***IDENTIFICATION OF THE POTENTIAL MATERIAL EVENT AND REPORTING OF THE SAME***

Employees including Designated Persons shall communicate the Policy and its requirements to such team members, whose roles are such that they could have first-hand knowledge of any event that would be a Material event for the purpose of this Policy.

The list of material events or information falling under Para A of Part A of Schedule III to SEBI LODR Regulations are specified in Para A of Part A of Schedule III of the LODR Regulations (as applicable from time to time) ("**Para A Events**") without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the SEBI LODR Regulations.

The list of material events or information falling under Para B of Part A of Schedule III to SEBI LODR Regulations are specified in Para B of Part A of Schedule III of the SEBI LODR Regulations (as applicable from time to time) ("**Para B Events**") subject to application of guidelines for materiality, as set out under the SEBI LODR Regulations.

Employees who have the knowledge of potential Event (Para A events where materiality is not applicable and Para B where it is applicable) shall forthwith communicate the same to the Authorised KMP.

Intimation to Stock Exchange shall be given immediately / within given timeline for all the events where such intimation is necessary.

Authorised KMP shall record the decision in writing and shall receive updates as regards change/development of an Event for giving necessary updates to the Stock Exchanges, wherever necessary.

#### ***GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION & ITS TIMELY DISCLOSURE***

The occurrence of material events/information could be either emanating from within or outside the listed entity by the Company's own accord or for reasons not in the hands of the Company. It can be categorized as under:

- (a) depends upon the stage of discussion, negotiation or approval; and
- (b) in case of natural calamities disrupting operations etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events under (a), the events/information can be said to have occurred upon receipt of approval of the Board of Directors, e.g., further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e., Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g., decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. Approvals other than final approvals, such as in-principle approvals, exploratory approvals etc. will not require disclosure under this Code.

In respect of the events under (b), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties. The term 'officer' shall have the same meaning as defined under the Act and shall also include Promoter of the Company.

#### ***AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE***

A Disclosure Committee comprising of the following KMPs and officers of the Company are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/ information requires Stock Exchange disclosures, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines (“**Authorized KMP**”):

1. Managing Director
2. Chief Financial Officer
3. Company Secretary and Compliance Officer

The materiality of events/ information outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person KMP should exercise his/her own independent judgement while assessing the materiality of events associated with the Company. The relevant Authorized Person KMP may also consult the Chairman or any other Director of the Company while assessing the materiality of an event or information, and for evaluating whether the event/ information requires a Stock Exchange Disclosure.

Details of the above referred Authorized KMP and officers shall be disclosed to the Stock Exchange(s) and shall be displayed on the Company's website.

#### ***DUTIES OF THE AUTHORIZED KEY MANAGERIAL PERSONNEL (KMP)***

1. To Determine the materiality of an event or information for the purpose of making disclosures to Stock Exchanges.
2. To Give specific and adequate reply to all queries raised by the stock exchanges with respect to any event or information.
3. To confirm, deny, or clarify any reported material event or information which is not general in nature in the manner as prescribed under SEBI LODR.
4. In case of an ongoing material event or information, make disclosures updating material development on a regular basis, till such time an event is resolved or closed, with relevant explanations.
5. 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 to be reported.
6. To assist relevant employees of the Company in identification of potentially material event / information through regular communications and guidance.
7. To Consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI LODR and determine the materiality, appropriate time and contents of disclosure for such matters

#### ***DISCLOSURE***

All events/information identified as material in line with the regulation and under this Policy shall be disclosed as soon as reasonably possible and, in any case, not later than the following:

- (i). For all material events/ information for which decision is taken in a Board meeting within **30 (thirty) minutes** from the closure of the board meeting.
  - (ii). For all material events/ information emanating from within the Company within **12 (twelve) hours** from the occurrence of the event or information.
  - (iii). For all material events/ information relating to the Company but emanating from outside the Company within **24 (twenty-four) hours** from the occurrence of the event or information.
- a) In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.
  - b) The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

#### ***REVIEW AND AMENDMENTS OF THIS POLICY***

The Board of Director may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this Policy does not, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the LODR Regulations.

For administrative convenience, any change in this Policy herein shall be made by the Company Secretary in consultation with the Chief Financial Officer. Any material change that substantially impacts the implementation of the existing Policy shall be approved by the Board.

#### ***SCOPE AND LIMITATION***

In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the SEBI LODR Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

Any amendments made in SEBI LODR Regulations shall be effective and binding on the Company even if such amendments are not incorporated in the Policy.

#### ***DISSEMINATION OF POLICY***

This Policy shall be hosted on the website of the Company.