

POLICY FOR
DETERMINATION
OF MATERIALITY
OF AN EVENT /
INFORMATION

NAGA DHUNSERI GROUP LIMITED
(CIN: L01132WB1918PLC003029)

POLICY FOR DETERMINATION OF MATERIALITY OF AN EVENT /
INFORMATION

Preamble:

All listed entities as per Chapter IV Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter known as 'Listing Regulations') shall frame a Policy for Determination of Materiality of an Event or Information (hereinafter known as 'Policy'), duly approved by its Board of Directors, which shall be disclosed on the website of the Company.

Under these circumstances, the Company has formulated the Policy to safeguard the interests of its Stakeholders, Directors, Employees and Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) under Regulation 30 of the Listing Regulations.

Policy:

A policy for determining materiality of an event or information and authorisation of KMP for determining materiality has been approved by the Board of Directors which is given hereunder:

Materiality of an Event and Information:

The Company shall first disclose to the Stock Exchange(s) of all events, as specified in Part A of Schedule III of the Listing Regulations, 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 listed entity shall, along with such disclosures provide explanation for delay:

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 listed entity shall disclose to the 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 listed entity 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 listed entity), 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.
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, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 - 7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities 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 auditor including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 - i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.
 - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
 - iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.
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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

Further, the events in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code as mentioned in the Schedule III of the Listing Regulations is also required to be disclosed.

Apart from all the above information or event, the listed entity shall consider the following criteria for determination of materiality of events/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) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event/information is considered material.

The Company with respect to above policy, make disclosures updating material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.

The contact details of KMP / Persons authorised by the Board for determination of materiality of an event and reporting to the Stock Exchange(s) are as mentioned below:

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| <p>Mr. Chandra Kumar Dhanuka Designation: Chairman & Director Address: “Dhunseri House”, 4A, Woodburn Park, 3rd Floor, Kolkata-700020 Email ID : ckd@dhunseritea.com</p> | <p>Name : Mr. Ayush Beriwal Designation: Chief Financial Officer Address: “Dhunseri House”, 4A, Woodburn Park, 3rd Floor, Kolkata-700020 Email ID: mail@nagadhunserigroup.com</p> | <p>Name: Ms. Chitra Thakwani Designation: Company Secretary & Compliance Officer Address: “Dhunseri House”, 4A, Woodburn Park, 3rd Floor, Kolkata-700020 Email ID: mail@nagadhunserigroup.com</p> |
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Any change in the list of authorised KMP’s will be made with the approval of the Board.

The authorised KMP’s will meet when an event happens for which disclosure as given in the policy is required and take immediate steps to make adequate disclosures to the stock exchanges along with reasons for delay if any.

A memorandum of compliance of such disclosure will be placed at each Board meeting giving the requisite details.