

## **SHREEOSWAL SEEDS AND CHEMICALS LIMITED**

CIN: L01111MP2017PLC044596

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

*(Under Regulation 30(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 read with Schedule III of the said regulation)*

## ***Policy for Determination of Materiality for “SHREEOSWAL SEEDS AND CHEMICALS LIMITED”***

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### **1. PREAMBLE:**

The Policy is framed in accordance with the requirements of the Regulation 30(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations) 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 and SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (“**LODR Amendments**”) read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185, dated December 31, 2024 (“**SEBI Disclosure Circular**”).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality. 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. 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.

### **2. OBJECTIVE OF THE POLICY:**

The Policy shall have following objectives:

- To have a uniform Disclosure Policy;
- To follow best Corporate Governance practices with respect to disclosures;
- To ensure timely, adequate and accurate disclosure of information on an ongoing basis.
- Guidelines and criteria for relevant employees of the Company to identify any potential material event or information and reporting the same to the authorized key managerial personnel, for determining materiality of the said event or information and making necessary disclosure to the relevant stock exchange, as required under Regulation 30 of Listing Regulations.

### **3. DEFINITIONS:**

- I. **Act:** the Companies Act, 2013

- II. **"Agreement"** shall include shareholder agreement, joint venture agreement, family settlement agreement to the extent the same impacts the management and control of the Company and agreement, treaty or contract with media companies, which are binding and not in normal course of business and revision, amendment and termination thereof.
- III. **Board of Directors:** Board of Directors of SHREEOSWAL SEEDS AND CHEMICALS LIMITED
- IV. **The Company:** SHREEOSWAL SEEDS AND CHEMICALS LIMITED
- V. **LODR Regulation:** SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 as amended from time to time.
- VI. **Compliance Officer:** The Officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.
- VII. **SEBI:** The Securities Exchange Board of India
- VIII. **Rules:** Rules made under the Companies Act, 2013.
- VIII. **Regulation:** Regulation made under the SEBI Act.
- IX. **Material Event:** Reasonably be expected to affect a company's stock price.
- X. **"Mainstream Media"** shall have the same meaning prescribed to such term under the Listing Regulations read with related SEBI Circulars, Notifications, Guidance Note, and Industry Standards as prescribed by SEBI from time to time.
- XI. **"Rumour"** means a piece of news or information that many people are talking about but that is possibly not true.
- X. **NSE:** Stock Exchange, where the equity shares of the Company are listed.
- XI. **Disclosure:** means methods as per this Disclosure Policy.
- XII. **Price Sensitive Information:** meaning referred to in the Company's Code of Conduct to Regulate, Monitor and Reporting of Trades by Insiders read with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

#### **4. 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 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.

#### **5. EVENTS WHICH ARE DEPEND ON APPLICATION OF GUIDELINES; THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS:**

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

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

**Quantitative criteria** would be calculated based on audited consolidated 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 consolidated financial statements of the Company; or
- b) 2% (two per cent) 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)); or
- c) 5% (five percent) of average of absolute value of consolidated profit or loss after tax, as per the last 3 (three) audited consolidated 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.

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

7.1 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 7(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 7(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.

**8. The following events shall deemed to be material events and shall be disclosed by the listed entity to the stock exchanges as soon as reasonably possible and not later than twenty four hours from the occurrence of the event:**

(a) receipt of request for re-classification by the listed entity from the promoter(s) seeking re-classification;

(b) outcome of the board meeting considering such request which would include the views of the board on the request;

(c) submission of application [seeking no-objection or approval of the recognized stock exchanges for re-classification of status as public by the listed entity to the stock exchanges;

(d) decision of the stock exchanges on such application as communicated to the listed entity;

(e) approval of shareholders on the request of the promoters seeking reclassification as public within the timelines specified in sub-regulation (3) of regulation 44.

**9. ANY OTHER INFORMATION/EVENT WHICH IS TO BE DISCLOSED BY THE COMPANY:**

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.

Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time

**10. 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:**

The following KMPs is authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange: -

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

Details of above KMPs shall be also disclosed to the stock exchange as well as on the Company's website.

**11. DISCLOSURES ON COMPANY'S WEBSITE AND DISCLOSURES PRESERVATION PERIOD.**

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;

Provided that in case, the meeting of the board of directors closes after normal trading hours on the date of the meeting but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Provided further that in case, the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed by the Company within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

- 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.

- iv. following material events or information shall be disclosed on a quarterly basis in the format specified for the Integrated Filing (Governance) i.e. Corporate Governance report:
- Acquisition of shares or voting rights by listed entities in an unlisted company, aggregating to 5 % or any subsequent change in holding exceeding 2 % in terms of the provisions of Para A (1) of Part A of Schedule III of LODR.
  - Imposition of fine or penalty which are lower than the monetary thresholds specified under Para A (20) of Part A of Schedule III of LODR.
  - Updates on ongoing tax litigations or disputes in terms of the provisions of Para B (8) of Part A of Schedule III of LODR.
- v. in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of paragraph B of Part A of Schedule III, whose all the relevant information is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.
- 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.

The Company shall also disclose on its website all such events or information which has been disclosed to stock exchange under this policy, and such disclosures shall be hosted on the website of the company for a minimum period of five years and thereafter as per the Documents Preservation Policy of the Company, as disclosed on its website.

The Company shall also make disclosure of events/information as may be specified by the Securities and Exchange Board of India from time to time.

## **12. DISCLOSURES**

All material events or information after its proper assessment and evaluation, need to be reported to the Stock Exchanges by any of the Authorized Persons in the Committee in the manner prescribed under Regulation 30 and the circulars/master circulars issued by SEBI from time to time.

The Company shall also disclose to the stock exchanges, events and information relating to the subsidiaries which are material for the Company by applying the criteria under regulation 30.

All the disclosures made to the Stock Exchange under this Policy shall also be disclosed on the website of the Company and the same shall be hosted for a minimum period of five years.

The contact details of the Committee of Authorised Persons shall be disclosed to the Stock Exchanges and also be placed on the website of the Company.

### **13. AMENDMENTS**

The Board 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.

### **14. 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 LODR Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to sever from the Policy and the rest of the Policy shall remain in force.

This Policy, including definition and other provisions of the Policy shall stand amended because of any regulatory amendments, clarifications etc. in the applicable laws, rules and regulations. In case of any amendment(s), clarification(s), circular(s), notification(s), etc., issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions of this Policy.

### **15. REVIEW OF THE POLICY:**

The Board of directors of the company shall review the policy from time to time. The authorized person shall provide regular assurance to board of directors on the effectiveness of the Policy.

*Note: The above said policy was reviewed and amended by the Board of directors at their meeting held on 14<sup>th</sup> February, 2025 and shall become applicable w.e.f. 14<sup>th</sup> February, 2025.*

For SHREEOSWAL SEEDS AND CHEMICALS LIMITED

Dilip Patidar  
Company Secretary and Compliance officer