

Fairchem Organics Limited

Policy on Criteria for determining Materiality of events / information and its disclosures

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1. SCOPE & PURPOSE:

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, requires the company to frame a policy for determination of materiality of events / information by testing the materiality for the purpose of proper, sufficient and timely disclosure of the same to the stock exchanges and also require the Company to disclose the same on the Company's website.

2. APPLICABILITY

This Policy shall be applicable to the Company with effect from 1st December, 2015.

3. DEFINITIONS

A) **'Acquisition'** shall mean

Acquiring control, whether directly or indirectly; or acquiring or agreeing to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that:

- (i) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company; or
- (ii) there has been a change in holding and such change exceeds two per cent of the total shareholding or voting rights in the said company; or
- (iii) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

B) **'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; or
- (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. two percent 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;
 - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;".

In respect to the above, it is clarified that 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 following illustration is provided in this regard for clarity:

Table I: Illustration for calculation of average of absolute value of profit or loss after tax

Amount in (Rs. Crores)	Profit/loss after tax	Absolute value of profit/loss after tax	Average of absolute value of profit/loss after tax for the 3 years
FY 2020-21	(20)	20	(20 + 50 + 20)/3 = 30
FY 2021-22	50	50	
FY 2022-23	(20)	20	

- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.
- C) **‘Compliance Officer’** shall mean the Company Secretary of the Company.
- D) **‘Company’** means Fairchem Organics Limited.
- E) **‘Default’** shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable, subject to the following:
- i. In case of revolving facilities like cash credit, an entity would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.
 - ii. Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.
- F) **‘Fraud’** shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- G) **‘Key Managerial Personnel’** means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- H) **‘Mainstream Media’** shall include print or electronic mode of the following:
- i. Newspapers registered with the Registrar of Newspapers for India;
 - ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;
 - iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and

- iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India
- I) **‘Material Subsidiary’** means subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- J) **‘Policy’** means Policy for determination of materiality of event / information and Disclosure thereof.
- K) **‘Promoter’ and ‘Promoter Group’** shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub-regulation (1) of regulation 2 of the [Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018].
- L) **‘Sale or disposal of Subsidiary’ and ‘Sale of stake in Associate Company’** shall include
- (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or
 - (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.
- M) **‘SEBI LODR’** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- N) **‘Social Media Intermediaries’** shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021
- O) **‘Subsidiary’** means a subsidiary as defined under sub-section(87) of section 2 of the Companies Act, 2013;

4. KEY PRINCIPLES IN DETERMINING MATERIALITY AND TIMELINE FOR DISCLOSURES:

The Company shall make disclosures of any events or information which in the opinion of the Board of Directors, is material.

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this policy/SEBI LODR Regulations, 2015 as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

- (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

The timeline for disclosure of events specified in Part A of Schedule III of the LODR Regulations shall be as per clarity provided in SEBI's circular dated July 13, 2023 which is as follows :

Para / sub-para	Events	Timeline for disclosure
A.	Events which shall be disclosed without any application of the guidelines for materiality as specified in Clause 3 (b) of the Policy or as enumerated in sub-regulation (4) of regulation (30), as amended from time to time:	
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in the associate company of the Company or any other restructuring.	Within 12 Hours *
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.	Within 12 Hours *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 Hours
4.	Outcome of Meetings of the Board of Directors in respect of the followings: 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;	Timeline as specified in sub-para 4 of Para A of Schedule III That is within 30 minutes of the closure of the meeting of the Board of Directors

	<p>h) financial results; i) decision on voluntary delisting by the listed entity from stock exchange(s):</p> <p>[Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.]</p>	
5.	<p>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(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.</p>	<p>Within 12 Hours * (For agreements where the Company is a party);</p> <p>Within 24 Hours (For agreements where the Company is not a party).</p>
5A.	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:</p> <p>Provided that such agreements entered into by the Company in the normal course of business shall not be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of LODR regulations. The above agreement(s) shall include the agreements as mentioned in the Regulation 30A of the SEBI (LODR) Regulations, 2015 as amended from time to time.</p>	<p>Within 12 Hours * (For agreements where the Company is a party);</p> <p>Within 24 hours (For agreements where the Company is not a party).</p>
6.	<p>Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.</p>	<p>Within 24 Hours</p>
7.	<p>Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.</p>	<p>Within 12 Hours * (except in case resignation);</p>

		Within 24 Hours (in case of resignation)
7A.	In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor.	Timeline as specified in sub-para 7A of Para A of Schedule III that is as soon as possible but not later than 24 Hours of receipt of resignation along with such reasons from the auditors
7B.	Resignation of independent director including reasons for resignation.	Timeline as specified in sub-para 7B of Para A of Schedule III that is within 7 (seven) days from the date of resignation
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director (other than Independent Director)	Timeline as specified in sub-para 7C of Para A of Schedule III that is within 7 (seven) days from the date such resignation comes into effect.
7D.	In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).	Within 12 Hours *
8.	Appointment or discontinuation of share transfer agent.	Within 12 Hours *
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 Hours
10.	One time settlement with a bank.	Within 24 Hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
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.	Within 12 Hours *
13.	Proceedings of annual and extraordinary general meetings of the Company.	Within 12 Hours *
14.	Amendments to Memorandum and Articles of Association of the Company, in brief.	Within 12 Hours *

15. a	Schedule of analysts or institutional investors meet and presentations made by the Company to analysts or institutional investors.	Timeline as specified in sub-para 15 of Para A of Schedule III that is at least 2 (two) working days in advance (excluding the date of the intimation and the date of the meet)
15. b	Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means simultaneously with submission to the recognized stock exchange(s)	<p>The presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;</p> <p>The transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:</p>
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 Hours
17.	<p>Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:</p> <p>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</p> <p>b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.</p>	<p>Within 12 Hours * (If initiated by the Company);</p> <p>Within 24 hours (If initiated by external agency).</p>
18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior	Within 24 Hours

	management of the company, in relation to any event or information which is material for the company in terms of regulation 30 of these regulations and is not already made available in the public domain by the company.	
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the company, in respect of the following: a) search or seizure; or b) re-opening of accounts under section 130 of the Companies Act, 2013; or c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 Hours
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the company, in respect of the following: a) suspension; b) Imposition of fine or penalty; c) settlement of proceedings; d) debarment; e) disqualification; f) closure of operations; g) sanctions imposed; h) warning or caution; or i) any other similar action(s) by whatever name called	Within 24 Hours
21.	Voluntary revision of financial statements or the report of the board of directors of the company under section 131 of the Companies Act, 2013.	Within 12 Hours *

Para / sub-para	Events	Timeline for disclosure
B.	Events which shall be disclosed upon application of the guidelines for materiality as referred in Clause 3 (b) of the Policy or as enumerated in sub-regulation (4) of regulation (30) of SEBI (LODR) Regulations, 2015, as amended from time to time	
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 Hours *
2.	Any of the following events pertaining to the company: i. (arrangements for strategic, technical, manufacturing, or marketing tie-up; or ii. adoption of new line(s) of business; or	Within 12 Hours *

	iii. closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	
3.	Capacity addition or product launch.	Within 12 Hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 Hours
5.	Agreements (viz. loan agreement(s) 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.	Within 12 Hours * (for agreements where the Company is a party); Within 24 Hours (for agreements where the Company is not a party).
6.	Disruption of operations of any one or more units or division of the company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	Within 24 Hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the company.	Within 24 Hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the company.	Within 24 Hours
9.	Frauds or defaults by employees of the company which has or may have an impact on the company.	Within 24 Hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 Hours *
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 Hours *
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 Hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 Hours *
C.	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 company to appraise its position and to avoid the establishment of a false market in such securities.	Within 24 Hours
D.	Without prejudice to the generality of para (A), (B) and (C) above, the company may make disclosures of event/information as specified by the SEBI from time to time.	Timeline as specified by the SEBI from time to time.

- * **Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above

5. AUTHORIZATION FOR DETERMINING MATERIALITY

The Board of Directors of the Company has authorized (i) Chairman & Managing Director of the Company and (ii) Company Secretary and Chief Financial Officer (CFO) to determine severally materiality of event or information that has taken place, for the purpose of making adequate disclosure to the Stock Exchange.

The contact details of Chairman, Company Secretary and CFO to be disclosed to the Stock Exchanges and be posted on the Company's website.

6. DISSEMINATION OF POLICY

The Policy shall be hosted on website of the Company viz; www.fairchem.in

7. POLICY REVIEW

The Policy shall be subject to review of the Board and Chairman, Company Secretary and CFO are severally authorized to amend it suitably as may be deemed necessary in accordance with any regulatory requirements/ amendments.