

# **AMINES & PLASTICIZERS LIMITED**



## **POLICY ON DETERMINING MATERIALITY OF EVENTS (MATERIALITY POLICY)**

*Last amended on February 13, 2025*

## POLICY ON DETERMINING MATERIALITY OF EVENTS

### 1. INTRODUCTION

The policy is formulated in accordance with the Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) laid down by SEBI.

The Board of Directors (the “Board”) of Amines & Plasticizers Limited (the “Company”/ “APL”) has adopted this Policy and procedures thereto with regard to Materiality of Events/Information to be disclosed to Stock Exchange(s) where Company’s securities are listed.

### 2. REQUIREMENT

Regulation 30(4)(ii) of the Listing Regulations requires the listed companies to frame a Policy on determining the materiality of Events, duly approved by its Board of Directors. The Board of Directors of “Amines & Plasticizers Limited” has accordingly approved this Policy.

### 3. OBJECTIVE

The Listing Regulations deals with the disclosure of material events by the listed entity and has provided the events that need to be disclosed broadly in two categories.

- The events that have to be necessarily disclosed without applying any test of materiality are indicated in Para A of Part A of Schedule III of the Listing Regulations
- Para B of Part A of Schedule III indicates the events that should be disclosed by the entity, if considered material.

The objective of the Policy is to identify the events which fall under the Listing Regulations and make appropriate and timely disclosures to the Stock Exchanges wherein the specified securities of the Company are listed so as to enable the shareholders to take informed decision.

### 4. DEFINITIONS

For the purpose of this Policy, the following terms shall have the meanings assigned to them hereunder:

- a) “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b) “**Specified Securities**” means equity shares and other securities listed with the Stock Exchange(s);
- c) “**Company**” means Amines & Plasticizers Limited
- d) “**Director**” means a member of the Board;
- e) “**Compliance Officer**” means a Qualified Company Secretary appointed as Compliance Officer of the Company under Regulation 6 of Listing Regulations;
- f) “**Key Managerial Personnel or KMP**” in relation to a Company, means:
  - a) the Chief Executive Officer (CEO) or the Managing Director or the Manager as defined under the Act;
  - b) the Company Secretary;
  - c) the Whole-time Director;
  - d) the Chief Financial Officer (CFO);

- e) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board.
- f) Such other officer as may be prescribed
- g) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis;
- h) "**Stock Exchange(s)**" means BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where securities of the Company are listed.

## 5. INTERPRETATION

- a. Words and expressions used and not defined in this Policy but defined in the Act, the Listing Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules and regulations made thereunder shall have the meanings respectively assigned to them therein.
- b. Words importing the plural include where the context admits or requires, the singular, and vice-versa.
- c. Words importing the person shall, where the context requires, include corporate bodies and companies as well as individuals.

## 6. PRINCIPLES OF DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

The Company Shall:

- a. Refrain from misrepresentation and ensure that the information provided to recognised stock exchange(s) and to investors is not misleading.
- b. Provide adequate and timely information to recognised stock exchange(s) and to investors.
- c. Ensure that disseminations made under provisions of these regulations and circulars made thereunder, are adequate, accurate, explicit, timely and presented in a simple language.
- d. Ensure that channels for disseminating information shall provide for equal, timely and cost efficient access to relevant information by investors.
- e. Abide by all the provisions of the applicable laws including the securities laws and also such other guidelines as may be issued from time to time by the Board and the recognised stock exchange(s) in this regard and as may be applicable.
- f. Make the specified disclosures and follow its obligations in letter and spirit taking into consideration the interest of all stakeholders.
- g. Ensure that Filings, reports, statements, documents and information which are event based or are filed periodically shall contain relevant information.
- h. Ensure that Periodic filings, reports, statements, documents and information reports shall contain information that shall enable investors to track the performance of the Company over regular intervals of time and shall provide sufficient information to enable investors to assess the current status of the Company.
- i. Ensure that Price Sensitive Information shall be handled on a 'need to know' basis. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information

will not give rise to a conflict of interest or appearance of misuse of the information.

- j. Events or information shall be disclosed on the basis of their materiality. Any event or information is said to be material if the significance of an omission or misstatement of information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would have been changed or influenced by the omission or misstatement.

## 7. CATEGORIES OF DISCLOSURE OF EVENTS/INFORMATION AS PER REGULATION 30 OF THE LISTING REGULATIONS

The Events/Information that are required to be disclosed by the Company may be divided in the following categories:

- i. Events to be disclosed without the application of the guidelines for determining materiality, as specified in Para A of Part A Schedule III of the Listing Regulations. The same have been enclosed as **Appendix - I**.
- ii. Tentative list of events to be disclosed upon application of the guidelines for determining materiality, as specified in Para B of Part A of Schedule III of the Listing Regulations. The same have been enclosed as **Appendix - II**.

## 8. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

The Company 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; [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:
  - 1. 2% of turnover, as per the last audited consolidated financial statements of the listed entity;
  - 2. 2% of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
  - 3. 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;

In respect to the criteria (c) 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. Example is given as under:

(Amount in Rs. crore)	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	

The quantitative criteria shall be restated at every year and shall be updated in **Appendix III** from time to time.

- 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.

#### **9. TIMELINE OR DISCLOSURE OF EVENTS GIVEN IN PART A OF SCHEDULE III OF LISTING REGULATIONS (PROVIDED IN APPENDIX I)**

Regulation 30(6) of the LODR Regulations specifies that the listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the LODR Regulations 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; however in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity 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 within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.
- 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.

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity 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.

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

**Further, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the LODR Regulations shall be made within such timelines.**

## 10. GUIDANCE ON WHEN AN EVENT / INFORMATION CAN BE SAID TO HAVE OCCURRED FOR DISCLOSURES UNDER REGULATION 30 OF THE LISTING REGULATIONS

The Company may be confronted with the question as to when an event/information can be said to have occurred for making disclosures under regulation 30 read with Schedule III of the LODR Regulations.

- a) In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval (Former Case) and in other instances, where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the listed entity became aware of the event/information. (Latter Case)
- b) In the former, the events/information can be said to have occurred upon receipt of approval of 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.

In case in-principle approval or approval to explore (which is not final approval) is given by the Board of Directors, the same shall not require disclosure under regulation 30 of the LODR Regulations.

- c) In the latter, the events/information can be said to have occurred when a Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

- ~~d) Notwithstanding the above, listed entities shall confirm, deny or clarify any reported event or information in the mainstream media in terms of regulation 30(11) of the LODR Regulations. (At present Clause (d) is not applicable to the Company)~~

## 11. PERSONS AUTHORISED FOR DETERMINING THE MATERIALITY UNDER PARA B OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS

In terms of provisions of Regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), the contact details of Key Managerial Personnel ("KMP") who have been authorised by the Board of Directors of the Company for the purpose of determining materiality of an event or information and for making disclosures to stock exchanges under Regulation 30 of SEBI (LODR), 2015 is provided in **Appendix IV**.

## **12. PROCEDURE FOR DISCLOSURE**

- i. In order to ensure that the Company complies with the disclosure obligations under Regulations 30 of the Listing Regulations, an internal system to determine the materiality of an event or information shall be made and all functional heads shall be appraised on the said policy.
- ii. Under the system, All Functional Heads who are responsible for relevant areas of the Company's operations must report immediately to the Chairman & Managing Director/Executive Director and shall also simultaneously update to the Company Secretary and Chief Finance Officer about occurrence of any event or information which in his/her opinion may require disclosure.
- iii. On receipt of communication of such event or information, the matter will be reviewed and assessed in regard to its accuracy and materiality of such event or information in terms of this policy. Where the Company is not certain about materiality of event/information, it may refer the matter for the external legal advice expeditiously.
- iv. The decision about materiality shall be taken with the concurrence of the Chairman & Managing Director, in absence of him with Executive Director.

## **13. CONTINUOUS DISCLOSURES**

The Company shall, with respect to disclosures of material events or information referred to in this policy, make disclosures updating material developments on a regular basis as per procedure for disclosure, till such time the event is resolved/closed, with relevant explanations.

## **14. POLICY REVIEW**

Any change in the Policy shall be approved by the Board of Directors of the Company. Subject to the applicability of the Listing Regulations, the Board of Directors shall have the right to withdraw and / or amend any part of this Policy.

## **15. DISCLOSURES ON COMPANY'S WEBSITE**

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, 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 as disclosed on its website.

## **16. AMENDMENTS TO THE POLICY**

Any or all provisions of this policy would be subject to the revision/amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(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 hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

## Appendix I

### A. Events which shall be disclosed **without any** application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

Following events which are stated under Para A of Part A of Schedule III of Listing Regulations are deemed to be material without the application of test of materiality and would be required to be disclosed by the Company upon their occurrence:

- 1) Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.

Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-

- i. acquiring control, whether directly or indirectly; or
- ii. acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –
  - a) the listed entity holds shares or voting rights aggregating to twenty per cent (20%) 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-paragraph and such change exceeds five per cent (5%) of the total shareholding or voting rights in the said company; or
  - c) 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.

Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.

Explanation (2) - For the purpose of this sub-paragraph, “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.

Explanation (3)- For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.



- 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) New Rating(s) or Revision in Rating(s);
- 4) Outcome of the Meetings of the Board of Directors: The listed entity shall disclose to the Exchange(s) the outcome of meetings of the board of directors held to consider the following:
  - a) dividends 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 including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;
  - 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.
- (5A) Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity 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 listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.

- 6) Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

- i. ‘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.
- ii. ‘Default’ shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- 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.

Explanation 2- 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.

Explanation 3 – Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity.

- 7) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.) [senior management,] 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 independent director 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. The letter of resignation along with detailed reasons for the resignation as given by the said director.
  - (ia) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
- ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is 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 disclosures as specified in sub-clause (i) and (ii)] above.

(7C) In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key

managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.

(7D) In case the Managing Director or Chief Executive Officer of the listed entity 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).

- 8) Appointment or discontinuation of share transfer agent.
  - 9) Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
    - i. Decision to initiate resolution of loans/borrowings;
    - ii. Signing of Inter-Creditors Agreement (ICA) by lenders;
    - iii. Finalization of Resolution Plan;
    - iv. Implementation of Resolution Plan;
    - v. Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders
  - 10) One time settlement with a bank.
  - 11) 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 the Annual and Extra Ordinary General Meeting.
  - 14) Amendments to memorandum and articles of association of listed entity, in brief.
  - 15) (a) (i) Schedule of analysts or institutional investors meet (at least two working days in advance (excluding the date of the intimation and the date of the meet)
    - (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.
- Explanation [I]: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.
- Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity.
- (b) Audio or video recordings, if any, and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:
- i. The audio 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;
  - ii. the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls
  - iii. the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.
- 16) The following events in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code:

- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
  - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - f) Appointment/ Replacement of the Resolution Professional;
  - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
  - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - i) Number of resolution plans received by Resolution Professional;
  - j) Filing of resolution plan with the Tribunal;
  - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
  - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
    - i. Pre and Post net-worth of the company;
    - ii. Details of assets of the company post CIRP;
    - iii. Details of securities continuing to be imposed on the companies' assets;
    - iv. Other material liabilities imposed on the company;
    - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
    - vi. Details of funds infused in the company, creditors paid-off;
    - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;
    - viii. Impact on the investor – revised P/E, RONW ratios etc.;
    - ix. Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
    - x. Brief description of business strategy.
  - m) Any other material information not involving commercial secrets.
  - n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
  - o) Quarterly disclosure of the status of achieving the MPS;  
The details as to the delisting plans, if any approved in the resolution plan.
- 17) 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 listed entities:

- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
- b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.

Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity.

- 18) Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

- 19) Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, 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; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
  - (i) name of the authority;
  - (ii) nature and details of the action(s) taken, initiated or order(s) passed;
  - (iii) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
  - (iv) details of the violation(s)/contravention(s) committed or alleged to be committed;
  - (v) impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

- 20) Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, 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;  
along with the following details pertaining to the actions(s) taken or orders passed:
  - i. name of the authority;
  - ii. nature and details of the action(s) taken or order(s) passed;
  - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
  - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
  - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

- i. disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.
  - ii. disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.
- 21) Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

## Appendix II

### **B. The events specified in Para B of Part A of the Schedule III of the Listing Regulations, are listed below:**

1. Commencement or postponement in the date of commencement of commercial production or commercial operations of any unit/ division.
  2. Any of the following events pertaining to the listed entity:
    - a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
    - b) adoption of new line(s) of business; or
    - c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal)
  3. Capacity addition or product launch.
  4. Awarding, bagging / receiving, amendment or termination of awarded / bagged orders/ contracts not in normal course of business.
  5. Agreements (viz., loan agreement or any other agreement(s) which are binding and not in normal course of business) and revision (s) or amendments or termination (s) or thereof.
  6. Disruption of operations or any one or more units or divisions due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
  7. Effects arising out of change in the regulatory framework applicable to the listed entity
  8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity
  9. Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.
  10. Options to purchase securities including any ESOP/ ESPS
  11. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.
  12. Granting withdrawal, surrender or cancellation or suspension of key licenses or regulatory approvals.
  13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
- 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 listed entity 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.
- D.** Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

## Appendix III

The criteria for determination of materiality of events / information is specified in regulation 30(4) of the LODR Regulations. One of the criteria is that 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 (2%) of turnover, as per the last audited consolidated financial statements of the listed entity;
- ii. two percent (2%) of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
- iii. five percent (5%) of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;

Therefore:

### CRITERIA A:

Particulars	FY	Rs. in Lakhs	2% of the same (Rs. In Lakhs.)
Consolidated Turnover	2023-2024	64,701.46	1,294.02

### CRITERIA B:

Particulars	FY	Rs. in Lakhs	2% of the same (Rs. In Lakhs.)
Consolidated Net Worth	2023-2024	22,009.97	440.19

### CRITERIA C:

Particulars	FY	Rs. in Lakh.	Average PAT of three years (Rs. In Lakhs.)	5% of the same (Rs. In Lakhs.)
Average Consolidated PAT (Net Comprehensive Income) for last three years	2021-22	2,385.74	2,885.26	144.26
	2022-23	2,287.21		
	2023-24	3,982.83		

Lowest of the same is Rs. 144.26 Lakhs. Hence any event as per Schedule III Part B which is over and above Rs. 144.26 Lakhs shall be deemed to be material for application of materiality for disclosure and required to be disclosed.



## Appendix IV

### Persons authorised for Determining the Materiality under Para B of Part A of Schedule III of the Listing Regulations

Sr. No.	Name of KMP	Designation	Contact Details
1.	Mr. Hemant Kumar Ruia	Chairman & Managing Director	+91 022 6221 1041 <a href="mailto:hruia@amines.com">hruia@amines.com</a>
2.	Mr. Yashvardhan Ruia	Executive Director	+91 022 6221 1041 <a href="mailto:yruia@amines.com">yruia@amines.com</a>
2.	Mr. Pramod Sharma	Chief Finance Officer	+91 022 6221 1041 <a href="mailto:pramodsharma@amines.com">pramodsharma@amines.com</a>
3.	Mr. Omkar Mhamunkar	Company Secretary & Compliance Officer	+91 022-6221 1004 <a href="mailto:cs@amines.com">cs@amines.com</a>