



# **DCM NOUVELLE LIMITED**

**CIN: L17309DL2016PLC307204**

**Regd Off: 407, Vikrant Tower, 04, Rajendra place,**

**New Delhi-110008**

## **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS**

## 1. PREFACE

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Regulations**"), a Company is required to disclose events or information which, in the opinion of the Board of Directors of the company, are material.

The Regulations classifies disclosure of such events, into following categories:

- (i) Events which are deemed to be material events and must be disclosed without application of the "materiality criteria". These events as specified by SEBI are mentioned in **Annexure A** to this policy.
- (ii) Events which need to be disclosed based on the application of the "materiality criteria". These events as specified by SEBI are mentioned in **Annexure B** to this policy.
- (iii) Other events as specified by SEBI are mentioned in **Annexure C** to this policy.

Regulation 30(4)(ii) of the Regulations requires that a Company shall have a "**Policy for Determination of Materiality**" based on the criteria mentioned in the Regulations, duly approved by the Board of Directors.

In compliance of above, this Policy for Determination of Materiality of Events (hereinafter referred to as "**the Policy**" or "**this Policy**") is framed by the Board of Directors of **DCM Nouvelle Limited** ("**Company**").

## 2. AUTHORITY

The Board of Directors of **DCM Nouvelle Limited** (the Company) has constituted a Disclosure Committee (hereinafter referred to as "**the Committee**"), comprising of Chief Financial Officer, and Company Secretary as Members. Further, the Managing Director shall be permanent invitee of the Committee.

The members of the Committee shall have power to invite MD and CFO of material subsidiary, and/or any other officer of the Company and/or its material subsidiary to aid the Committee to ascertain the materiality of any event or information.

## 3. DECISION MAKING OF THE DISCLOSURE COMMITTEE

The Disclosure Committee members and the permanent invitees may meet physically or may interact through e-mails or virtual meetings or any other digital communication as the member of the Committee may deem fit.

#### **4. ROLES AND RESPONSIBILITIES**

The Roles and Responsibilities of the Committee shall include the following:

1. To ensure compliance with the disclosure requirements under Regulation 30 of the Regulations and such other Circulars as may be specified by SEBI in this regard from time to time;
2. To take a view on the materiality of an event or on the price sensitivity of an event that qualifies for disclosure under Regulation 30 of the Regulations;
3. To determine the appropriate time at which the disclosures are to be made to the stock exchanges which shall be in adherence to the requirements of Regulation 30 of the Regulations;
4. To review and finalize the details to be disclosed. The contents of the disclosure shall be in line with the Regulations and SEBI Circulars issued in this regard, and as may be amended from time to time. Provided that any confidential information which if disclosed is likely to put at risk, the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the Stock Exchanges;
5. To arrange for trainings, awareness sessions and to provide necessary assistance to employees in identifying any potential material event or information and reporting the same to the Committee.
6. To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in any Annexures and determine the materiality, appropriate time and contents of disclosure for such matter;
7. To review the information in respect of the above specified events on periodical basis, as may be necessary and inform the stock exchanges if there is a change in information after it has been disclosed to stock exchanges (including withdrawal / cancellation of event).
8. To determine materiality thresholds of events/ information mentioned in Regulation 2(n) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which is likely to materially affect the price of the securities (constituting UPSI).
9. To suggest amendment(s) to the Policy as may be required from time to time in compliance with law and/or as the circumstances may demand.

## **5. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:**

In terms of the Regulation, materiality has to be determined on a case to case basis depending on the specific facts and circumstances relating to the event/ information. A particular event/information would be considered as material in nature if it satisfies either of the criteria proposed below: -

- (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) 2% of turnover, as per the last audited consolidated financial statements of the listed entity;
  - (ii) 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) 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 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.

For such events/information (mentioned in Annexure B), the Board has prescribed indicative guidelines for determining materiality of an event or information, and which can be considered by the Disclosure Committee for the purpose of disclosure of such events/information to the Stock Exchanges, without diluting the same in any manner. The Committee may, from time to time, modify or amend existing indicative guidelines or specify new guidelines to ascertain materiality of events/ information in this regard.

## **6. TIMELINE FOR DISCLOSURE**

The events/information shall be disclosed to the Stock Exchanges as soon as reasonably possible but 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 Company;
  - iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

## **7. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES**

The Company shall also disclose all events/information to Stock Exchanges, as mentioned in aforesaid with respect to its material subsidiaries.

## **8. WEBSITE UPDATION**

This policy shall be disclosed on the website of the Company and all the events or information disclosed to the Stock Exchanges under Regulation 30 of the Regulations shall be hosted on the website of the Company.

## **9. AUTHORITY TO COMPLIANCE OFFICER FOR DISCLOSURE TO STOCK EXCHANGES**

The Compliance officer of the Company, and in the case of his absence due to any reason, the Chief Financial Officer of the Company, shall be authorized for making disclosure to the Stock Exchanges. The contact details of Compliance officer shall be also disclosed to the stock exchange(s) and as well as on the website of the Company.

## **10. SCOPE AND LIMITATION**

In the event of any conflict between the provisions of the Policy and the Regulations / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Regulations / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

## **11. AMENDMENTS TO THE POLICY**

The Board is authorized to amend this Policy as may be required from time to time, subject to applicable laws and inform the Board of Directors the summary of the changes made in policy at the subsequent meeting of the Board of Directors.

The Committee may suggest amendment(s) to the Policy as may be required from time to time in compliance with law and/or as the circumstances may demand.

*Note: The policy has been approved by the Board of Directors of the Company on May 15, 2019, and Further reviewed and amended on July 21, 2023.*

## ANNEXURE A

### DEEMED MATERIAL EVENTS

Sl. No.	EVENT
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 Company, sale of stake in associate company of the Company or any other restructuring.
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	Outcome of the Board Meeting for the following:  i. Dividends and/or cash bonuses recommended or declared or decision to pass any dividend and the date on which dividend shall be paid/ dispatched; ii. Any cancellation of dividends with reasons thereof; iii. Decision on buy back of securities; iv. Decision with respect to fund raising proposed to be undertaken;  v. Increase in capital by way of issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; vi. 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 shares or securities or any other rights, privileges or benefits to subscribe to; vii. Short particulars of any other alterations of capital including calls; viii. Financial results, 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; and ix. Decision on voluntarily delisting by the Company from Stock Exchanges.
4	New Rating(s) or Revision in Rating(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 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.
6	Agreements, not in the normal course of business, 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,

Sl. No.	EVENT
	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.
7	Fraud or defaults by Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad.
8	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc. senior management, Auditor and Compliance Officer.
9	In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
10	In case of resignation of an independent director of the Company, disclosure with details to be submitted as per the Regulations.
11	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 Company.
12	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).
13	Appointment or discontinuation of share transfer agent.
14	Resolution plan/Restructuring in relation to loans/borrowings from banks/financial Institutions
15	One-time settlement with a bank.
16	winding-up petition filed by any party /creditors.
17	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.
18	Proceedings of Annual and extraordinary general meetings of the Company.
19	Amendments to memorandum and articles of association of Company, in brief.
20	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) and

Sl. No.	EVENT
	presentations made by the Company to analysts or institutional investors
21	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).
22	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <ol style="list-style-type: none"> <li>i. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;</li> <li>ii. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;</li> <li>iii. Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;</li> <li>iv. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;</li> <li>v. 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;</li> <li>vi. Appointment/ Replacement of the Resolution Professional;</li> <li>vii. Prior or post-facto intimation of the meetings of Committee of Creditors;</li> <li>viii. 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;</li> <li>ix. Number of resolution plans received by Resolution Professional;</li> <li>x. Filing of resolution plan with the Tribunal;</li> <li>xi. Approval of resolution plan by the Tribunal or rejection, if applicable;</li> <li>xii. 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: <ol style="list-style-type: none"> <li>(a) Pre and Post net-worth of the Company;</li> <li>(b) Details of assets of the Company post CIRP;</li> <li>(c) Details of securities continuing to be imposed on the Companies' assets;</li> <li>(d) Other material liabilities imposed on the Company;</li> <li>(e) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;</li> <li>(f) Details of funds infused in the Company, creditors paid-off;</li> <li>(g) Additional liability on the incoming investors due to the transaction, source of such funding etc.;</li> <li>(h) Impact on the investor – revised P/E, RONW ratios etc.;</li> <li>(i) Names of the new promoters, key managerial persons(s), 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</li> </ol> </li> </ol>



Sl. No.	EVENT
	<p>control;</p> <p>(j) Brief description of business strategy.</p> <p>xiii. Any other material information not involving commercial secrets;</p> <p>xiv. Proposed steps to be taken by the incoming investor/acquirer for achieving the Minimum Public Shareholding (“MPS”);</p> <p>xv. Quarterly disclosure of the status of achieving the MPS; and</p> <p>xvi. The details as to the delisting plans, if any approved in the resolution plan.</p>
23	Initiation of forensic audit, (by whatever name called)
24	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of Regulation 30 of SEBI Listing regulations and is not already made available in the public domain by the Company.
25	<p>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.</p> <p>i. search or seizure; or</p> <p>ii. re-opening of accounts under section 130 of the Companies Act, 2013; or</p> <p>iii. investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the details pertaining to the actions(s) initiated, taken or orders passed.</p>
26	<p>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:</p> <p>(i) suspension;</p> <p>(ii) imposition of fine or penalty;</p> <p>(iii) settlement of proceedings;</p> <p>(iv) debarment;</p> <p>(v) disqualification;</p> <p>(vi) closure of operations;</p> <p>(vii) sanctions imposed;</p> <p>(viii) warning or caution; or</p> <p>(ix) any other similar action(s) by whatever name called; along with the details pertaining to the actions(s) initiated, taken or orders passed.</p>
27	Voluntary revision of financial statements or the report of the board of directors of the Company under Section 131 of the Companies Act, 2013.
28	Any other information inserted in Part A of Schedule III of the Regulations.
29	Any other information as the Board may deem fit to report.

## ANNEXURE B

### EVENTS WHICH NEED TO BE DISCLOSED BASED ON THE APPLICATION OF THE MATERIALITY CRITERIA

Sl. No.	EVENT
1.	Commencement or any 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: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) 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 the normal course of business
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
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.
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company.
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 Scheme
11.	Giving of guarantees or indemnity or becoming a surety, by whatever named called for any third party
12.	Granting, withdrawal, surrender, 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

## ANNEXURE C

### OTHER EVENTS AS SPECIFIED BY SEBI

Sl. No.	EVENT
1.	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

The policy has been approved by the Board of Directors of the Company on May 15, 2019, and Further reviewed and amended on July 21, 2023.