

HeidelbergCement India Limited

Policy for Determination of Materiality of Events/Information

1. Background

The Company believes in principles of fair disclosure and transparency and recognises that timely disclosure of relevant information to the investors is important to protect their interest. Regulation 30 read with Para B of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulations”) require every listed company to frame a policy for determination of materiality of events/information (the “Policy”) which shall be duly approved by its Board of Directors. Accordingly this Policy has been framed for determination of materiality of events/information in order to enable the Company to classify, categorize and promptly disclose to the stock exchanges material events/information, in accordance with the Regulations.

2. Definitions

- (i). “Company” means HeidelbergCement India Limited.
- (ii). “Policy” means Policy for determination of materiality of events/information to be disclosed to the stock exchanges.
- (iii). “Authorized Persons” means CEO & Managing Director, Wholetime Director, Chief Financial Officer and Company Secretary of the Company.
- (iv). “Material Events/Information” means events/information determined as material based on application of the criteria specified under Regulation 30(4) of the Regulations, which states as under:
 - (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - (b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
 - (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors, the event / information is considered material.

3. Policy Statement

(a) This Policy applies only to the events specified in Para B of Part A of Schedule III of the Regulations.

(b) Any two of the Authorised Persons may jointly determine the materiality of an event/information, wherever applicable classify it as a material event/information and decide the appropriate time at which disclosure is to be made to the stock exchanges. The Authorised Persons shall be severally authorised to make requisite disclosures to the stock Exchanges. Such events shall be disclosed as soon as reasonably possible and not later than twenty-four hours from the occurrence of the event/information and in case such disclosure is made after twenty-four hours, the Company shall explain such delay.

The list of material events/information specified under Para B of Part A of Schedule III of the Regulations is annexed for ready reference.

(c) The Authorised Persons shall form their opinion regarding the materiality of an event/information on a case-to-case basis taking into account the factors such as the nature of the information or event, specific facts and circumstances etc. While determining the materiality of an event/information, the Authorised Persons shall also consider:

- Whether the omission of such event or information, is likely to result in discontinuity or alteration of an event or information already available publicly; or
- Whether the omission of such event or information is likely to result in significant market reaction if the said omission came to light at a later date.

4. Amendment

The Board of Directors may amend or modify this Policy, in whole or in part, at any time without assigning any reason whatsoever. However, in case any amendments are made by SEBI from time to time in the Regulations, the Company Secretary shall incorporate the same in this Policy with the approval of the CEO&MD.

Annexure

List of material events/information specified under Para B of Part A of Schedule III of the Regulations

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or 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) (as a borrower) 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 listed entity 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 listed entity
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.