



SHALIMAR PAINTS LIMITED

POLICY ON DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

[This version of the Policy on Disclosure of Material Events or Information is applicable with effect from August 11, 2023]

POLICY ON DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

(Under Regulation 30 of SEBI Listing Regulations, 2015)

1. PREAMBLE

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”) mandates that every Listed Entity shall frame a policy for determination of materiality of any event or information based on criteria specified in the SEBI Listing Regulations.

Accordingly, the Board of Directors (“Board”) of Shalimar Paints Limited (“the Company”) has framed and adopted this “Policy on Disclosure of Material Events or Information” in accordance with the current guidelines laid down under Regulation 30 and Schedule III of the SEBI Listing Regulations with respect to disclosure of material events and information.

2. OBJECTIVE

The objective of the Policy is to determine the event(s) or information(s) which, in the opinion of the Board of the Company, are considered material and need to be disclosed to the Stock Exchanges within the prescribed time limits, thereby ensuring timely and balanced disclosure of all material matters concerning the Company.

This Policy provides guidelines to the Board of the Company and the Key Managerial Personnel(s) as authorized by the Board of Directors to determine, identify and categorize events and information (which may materially affect the performance of the company and, thereby, the share prices of the Company) as material and make necessary disclosures to the Stock Exchange(s) and on the website of the Company.

3. DEFINITIONS

“**Act**” means the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof.

“**Applicable Law**” means any law, rules, regulations, circulars, guidelines or standards on the basis of which the materiality of events or information may be determined.

“**Board**” in relation to the Company, means the collective body of the Directors of the Company.

“**Company**” means Shalimar Paints Limited.

“**Event(s)**” means as specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations as amended from time to time, and those events which the Board of Directors or the duly authorized Key Managerial Personnel(s) deem it to be material considering the size and nature of business and with the potential to materially impact the share price of the Company.

“**Information or Price Sensitive Information**” means any information which relates directly or indirectly to the Company and/or any of its subsidiaries in or outside India, and which, if published, is likely to materially affect the price of shares of the Company.

“Key Managerial Personnel” of the Company means the Managing Director or Chief Executive Officer or Whole Time Director or Manager, Chief Financial Officer and the Company Secretary and any other personnel appointed by the Company under Section 2(51) of the Act.

“Listing Agreement” shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to SEBI Listing Regulations.

“SEBI Listing Regulations” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

“Materiality” has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/event(s).

“Material Subsidiary” shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the SEBI Listing Regulations.

“Material” or **“Materiality”** includes those events and information which may materially affect the performance of the Company or the share price of the Company.

“Policy” means this Policy on Disclosure of Materiality of Events or Information, as may be amended from time to time.

“Schedule” means Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Stock Exchanges” means and includes the Exchanges where the Equity Shares or other securities of the Company are listed.

“Subsidiary(ies)” means a company(ies) in which the Company controls the composition of the Board or exercises or controls more than one half of the total share capital either at its own or together with one or more of its subsidiary companies.

“Turnover” shall have the meaning assigned to it under Section 2(91) of the Act.

4. INTERPRETATION

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

5. DISCLOSURE OF INFORMATION RELATING TO EVENTS DEEMED TO BE MATERIAL

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III to the SEBI Listing 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 SEBI Listing Regulations. The details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (“SEBI Disclosure Circular”).

6. DETERMINATION OF MATERIALITY FOR OTHER EVENTS

Events specified under Para B of Part A of Schedule III of the SEBI Listing Regulations (as applicable from time to time) ("Para B Events") shall be considered as material if they meet the requirement / criteria listed 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:
 - 1) 2% (two per cent) of turnover, as per the last audited consolidated financial statements of the Company;
 - 2) 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;
 - 3) 5% (five per cent) of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.
- d) In case where the criteria specified in sub-clauses (a), (b) and (c) above is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.

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.

7. AUTHORIZATION FOR DISCLOSURE

The Board will authorize one or more Key Managerial Personnel for the purpose of determining Materiality of an event or information and for the purpose of making disclosures to the Stock Exchanges.

The Key Managerial Personnel, authorized for the purpose, will be responsible for administering this Policy, determining the materiality of events or information in relation to the Company and monitoring compliance by the Company with disclosure obligations applicable to it.

8. DISCRETION TO MAKE DISCLOSURES WHERE MATERIALITY TEST IS NOT SATISFIED

Where the Key Managerial Personnel are satisfied that although a particular event does not meet the test of materiality as above, disclosure of information in relation thereto will ensure that investors are better informed with regard to the Company or non-disclosure of such information will distort the market for the Company's securities, such information may be disclosed to the Stock Exchanges under the SEBI Listing Regulations.

9. POLICY REVIEW

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.

10. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and of SEBI Listing Regulations / Statutory Provisions, the SEBI Listing Regulations / Statutory Provisions shall prevail over this Policy. In case of any subsequent amendments in the SEBI Listing Regulations / Statutory Provisions, the Policy shall stand automatically amended.

11. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company i.e. www.shalimarpaints.com and address of such web link thereto shall be provided in the Annual Report of the Company.
