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**PONDY OXIDES AND CHEMICALS
LIMITED**

**POLICY ON DISCLOSURE OF MATERIAL
EVENTS AND INFORMATION**

1.0 INTRODUCTION

The Board of Directors (the “**Board**”) of Pondy Oxides and Chemicals Limited (the “**Company**”) has adopted this policy for determination of materiality of information or event for facilitating prompt disclosure of material price sensitive information to the stock exchange(s) (the “**Policy**”).

This Policy has been prepared in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and shall be **effective from 1st December, 2015**.

2.0 OBJECTIVE

The Company has to ensure prompt disclosure of material price sensitive information/ event to the stock exchange(s), where the securities of the Company are listed, so that present and potential investors are able to take informed decision relating to their investment in the Company and to avoid creation of false market in the securities of the Company. This Policy shall act as a guidance for determining materiality of such price sensitive information.

3.0 DEFINITIONS

The capitalized terms used in this Policy shall have the meaning ascribed to such terms in the Companies Act, 2013, rules made thereunder and the Listing Regulations (collectively, the ‘**Statutory Provisions**’), as the case may be.

4.0 GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS/ INFORMATION

The following factors shall be considered for determining materiality of any event/information:

- The omission of an event/ information which might result in discontinuity or alteration of information which is already in public domain; or
- The omission of event/ information which might result in significant market reaction, if the said omission come to light at a later date; or
- the impact of event/ information as a percentage of Company’s annual turnover, fixed assets and total assets; or
- whether the event/ information is in the ordinary course of business; or
- whether the event/ information represents a significant shift in strategy and is an exit from, or entry into, a significant line of business; or
- Any other event / information which is material in the opinion of Board of Directors of the Company.

5.0 DISCLOSURE OF EVENTS / INFORMATION

Disclosure to the stock exchanges

Events/ information specified in **Annexure I** of this Policy are deemed to be material events and the Company shall make disclosure of such events or information to the stock exchange(s), without application of guidelines for materiality as mentioned in clause 4 of this Policy, as soon as reasonably possible but not later than twenty four (24) hours from the occurrence of such event or information.

Provided further that in case the disclosure is made after twenty four (24) hours of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

The Company shall make disclosure of events/ information as specified in **Annexure II** of this Policy, if considered material after application of guidelines for determining materiality as given under Clause 4 of this Policy.

Apart from the events/information given under Annexure I and Annexure II of this Policy, any other material 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, shall also be disclosed to the stock exchange(s).

The Company shall disclose to the stock exchange(s) material updates on the events/ information disclosed under this Policy till such time the event is resolved/ closed, with relevant explanations.

The Company shall also disclose all events/ information with respect to its subsidiaries, if any which are material for the Company, by applying the guidelines of materiality as given in clause 4 of this Policy.

Without prejudice to the generality of provisions of this Policy, the Company may make disclosures of event/information as specified by the Board from time to time.

Disclosure on Company's website

All the events/information disclosed to the stock exchange(s) shall be uploaded on the Company's website for a minimum period of 5 years and thereafter as per archival policy (refer Company's Policy for Archival of Documents).

6.0 AUTHORITY

The Managing Director of the Company is authorised for determining materiality of event/information as specified in Annexure II of this Policy.

The Chief Financial Officer and the Company Secretary of the Company are severally authorised for disclosing such material events/information to the stock exchange(s).

7.0 REVIEW AND AMENDMENT

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the Statutory Provisions and remains effective.

This Policy shall be reviewed periodically and may be amended by the Managing Director of the Company, as may be deemed necessary.

8.0 INTERPRETATION

In case of any conflict between the provisions of this Policy and of Statutory Provisions, the Statutory Provisions shall prevail over this Policy. Any subsequent amendment/ modification in the Statutory Provisions shall automatically apply to this Policy.

In case of any clarification required with respect to this Policy, kindly contact the Company Secretary of the Company.

This Policy shall be disclosed on the website of the Company i.e. www.pocl.co.in

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Annexure I

Material events/ information to be mandatorily disclosed to the stock exchange(s)

Pursuant to the Clause 5 of this policy, the Events which are specified in Para A of Part A of Schedule III of SEBI (LODR) 2015, as amended, are deemed to be material events and such events shall be mandatorily intimated to Stock Exchange as per the timelines specified therein

Annexure II

List of events/ information to be disclosed to the stock exchange(s) if considered material.

Pursuant to the Clause 4 of this policy, the information shall be communicated to Stock Exchange based on the application of the guidelines on materiality for the list of Events which are specified in Para B of Part A of Schedule III of SEBI (LODR) 2015, as amended as per the timelines specified therein.

Further, the Chairman of the Board may decide an event to be considered as material at a Board Meeting and shall accordingly disclose the same to the Stock Exchange(s).
