



SHYAM METALICS AND ENERGY LIMITED

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS**  
**AND INFORMATION FOR DISCLOSURE TO THE**  
**STOCK EXCHANGE**

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## **Policy for Determination of Materiality of events and information for Disclosure to the Stock Exchange**

Name of Policy	Policy for Determination of Materiality of events and information for Disclosure to the Stock Exchange
Last Amended on	27 July, 2023
Current Revision Date	28 January, 2025
Authority approving the Policy	Board of Directors

### **Scope and Purpose**

The Securities and Exchange Board of India, on 2 September, 2015, has come out with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations). By virtue of the said Regulations, **Shyam Metalics and Energy limited** (the “Company”) recognizes the need to frame a policy to determine the material events by testing the materiality as required under Regulation 30 of the Listing Regulations, as amended from time to time, for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchanges (where the Company’s equity shares are listed, herein after called “**the Exchange**”).

The purpose of this Policy is to ensure fair disclosure of material information to the public and to make sure that the disclosure is prompt, correct, relevant and not misleading and that all market participants have simultaneous access to any share price sensitive information. This document describes the Company’s general guidelines for disclosing information to company’s stakeholders and other media and defines the responsibilities especially in matters relating to information disclosure and investor relations. This Policy for Determination of Materiality (the ‘**Policy**’) has been adopted by the Board of Directors of the Company at its Meeting held on 18 February, 2021 and had been modified by the Board of Directors at its Meeting held on 27 July, 2023, upon amendment in the SEBI LODR Regulations.

Thereafter, SEBI vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12 December, 2024, introduced new proviso after Regulation 30 sub regulation (6) clause (i) for disclosure of events or information to the stock exchanges(s) which are material in terms of the provisions of this regulation.

### **1. Applicability**

This Policy shall be applicable to all events in the Company, as and when they come under the criteria enumerated in the Policy and is intended to identify material events and information and upon occurrence of which the Company shall make disclosure to the Stock Exchange(s) where the securities of the Company are listed.

### **2. Definitions**

**2.1 “Board”** shall mean the Board of Directors of the Company;

**2.2 “Company”** shall mean Shyam Metalics and Energy Limited;

**2.3 “Compliance Officer”** shall mean the Company Secretary of the Company;

**2.4 “Key Managerial Personnel / KMP”** means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.-

- a. Chief Executive Officer (CEO)/Managing Director (MD)/Manager;
- b. Whole-time Director (WTD);
- c. Chief Financial Officer (CFO);
- d. Company Secretary (CS);
- 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 of Directors.

**2.5 “Mainstream Media” shall include print or electronic mode of the following:**

- i) Newspapers registered with the Registrar of Newspapers for India;
- ii) News channels permitted by Ministry of Information and Broadcasting under Government of India;
- iii) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guide lines and Digital Media Ethics Code) Rules, 2021; and
- iv) Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;

**2.6 “Market Sensitive Information”** shall mean information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company’s sector.

**2.7 “Officer”** means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 and shall include Promoters of the Company.

**2.8 “SEBI LODR Regulations”** shall mean SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended from time to time.

### **3. Policy**

A. Unless otherwise decided by the Board, the Chairman and /or Managing Director of the Company shall be authorized for the purpose of determining materiality of an event or information and the Company Secretary is authorised for making disclosures to the Stock Exchange(s) for any event/information as per Regulation 30(5) of the SEBI LODR Regulations.

The contact details of the KMPs so designated have been disclosed to the Stock Exchange and are also placed on the Company’s website.

B. Events/Information upon occurrence as specified in Para A of Schedule III of the SEBI LODR Regulations, as amended from time to time, shall be considered as Material Information.

C. Further, disclosure of Events/Information as specified in Para B of Part A of Schedule III and Part B, C & D of Schedule III of the SEBI LODR Regulations, as amended from time to time, shall be considered as Material Information under the circumstances as mentioned in Point D below:

- D. The Company shall consider the following criteria for determination of materiality of events/ information:
- i. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
  - ii. 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
  - iii. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    - 2 (two) percent of turnover, as per the last audited consolidated financial statements of the Company;
    - 2 (two) percent 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;
    - 5 (five) percent of the average of absolute value of profit or loss after tax, as per the last 3(three) audited consolidated financial statements of the Company.
  - iv. In case where the criteria specified in sub-clauses i, ii and iii 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.

This Policy for determination of materiality shall assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorised Key Managerial Personnel, for determining the materiality of the said event or information and for making necessary disclosures to the Stock Exchange(s).

#### **4. Interpretation**

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, regulation or standard.

#### **5. Disclosure**

The authorized persons shall observe the following for proper and timely disclosure to the Stock Exchange of any material events/ information as defined hereon:

- 5.1 For determining materiality of any event/transaction, reference is to be made to this Policy and the SEBI LODR Regulations. The Company shall first disclose to the Stock Exchange(s) all events or information which are material.
- 5.2 Disclosure with respect to events for which timelines have been specified in Part A of Schedule III of SEBI LODR Regulations shall be made within such timelines.
- 5.3 All other events other than those mentioned in 5.2 above shall be disclosed to the stock exchanges(s) 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:

Provided that 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.

Provided that in case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

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

- 5.4 The Company shall, with respect to disclosures made earlier in this regulation, make further disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations
- 5.5 All the disclosures made to the Stock Exchange(s) under this Policy shall also be disclosed on the Website of the Company and the same shall be hosted for a minimum period of 5 (five) years and thereafter as per the archival policy of the Company.
- 5.6 The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company.
- 5.7 The Company shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information.
- 5.8 The Company may on its initiative also, confirm or deny any reported event or information to Stock Exchange(s).

Provided that the top 100 listed entities and thereafter the top 250 listed entities, with effect from the date specified by the Board, shall confirm, deny or clarify, upon the material price movement as may be specified by the stock exchanges, any reported event or information in the mainstream media which is not general in nature and which indicates that rumour of an impending specific event or information is circulating

amongst the investing public, as soon as reasonably possible but in any case not later than twenty four hours from the trigger of material price movement:

Provided further that if the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

Provided further that when the Company confirms within twenty four hours from the trigger of material price movement, any reported event or information on which pricing norms provided under Chapter V or Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or pricing norms provided under Regulation 8 or Regulation 9 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or pricing norms provided under Regulation 19 or Regulation 22B of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 or any other pricing norms specified by the Board or the stock exchanges are applicable, then the effect on the price of the equity shares of the Company due to the material price movement and confirmation of the reported event or information may be excluded for calculation of the price for that transaction as per the framework as may be specified by the Board.

- 5.9 The promoter, director, key managerial personnel or senior management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company in order to ensure compliance with the requirements under sub - regulation 11 of this regulation and the Company shall disseminate the response received from such individual(s) promptly to the stock exchanges.
- 5.10 In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.
- 5.11 In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the SEBI LODR Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

## **6. Authority to make alterations**

The Board is authorized to make such alterations to this Policy as considered appropriate, subject to the condition that such alterations shall not be inconsistent with the provisions of the Regulations for the time being in force