



**POLICY ON DETERMINATION AND  
DISCLOSURE OF MATERIALITY OF EVENTS  
AND INFORMATION AND WEB ARCHIVAL  
POLICY**

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## 1. Introduction

- 1.1 Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Archival Policy.
- 1.2 Accordingly, CJ Darcl Logistics Limited ('CJD' or the 'Company') herein sets out a Policy for determination of materiality of events and information and disclosure thereof and Web Archival Policy (hereinafter referred to the 'Policy').

## 2. Scope and Exclusions

This Policy is applicable to CJ Darcl Logistics Limited.

## 3. Policy

- 3.1 Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, the Company shall consider the criteria(s) mentioned 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) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
    - (2) two percent 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;
    - (3) five percent 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;
  - d. If in the opinion of the Board of Directors, the event / information is considered material.

An illustrative list of events / information which shall be disclosed to the stock exchanges on application of guidelines of materiality given above is attached as **Annexure I**.

The events / information which shall be disclosed **without application of materiality guidelines** is same as referred in **Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** (as amended from time to time).

#### **4. Guidance on occurrence of event / availability of information**

- 4.1 The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.
- 4.2 In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
- 4.3 In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

#### **5. Implementation**

- 5.1 To give effect to the requirements under the Regulations, the Board has authorized the Team comprising of the Chief Financial Officer, the Company Secretary, the Joint Company Secretary of the Company to determine jointly the materiality of an event / information and disclose the same to the stock exchanges.
- 5.2 In cases where the materiality of an event / information cannot be determined on the basis given above, the said team may consult the Chairman & Managing Director / Executive Directors of the Company, as the case may be, before disclosing the event / information to the stock exchanges.

#### **6. Disclosure**

- 6.1 Disclosure of events enumerated in item number 4 of **Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** relating to "Outcome of meetings of the Board of Directors" shall be made within 30 minutes of the closure of the Board Meeting at which such events were considered or discussed. The intimation of outcome of meeting of the Board of Director shall also contain the time of commencement and conclusion of the Meeting.
  - 6.1.1 All other events mentioned in Annexure 1 and Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be disclosed 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;
- (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:

The Company shall explain to the Stock Exchanges any delay in such disclosure beyond the specified timelines of the occurrence of the event or information.

- 6.1.2 The disclosure of events/information of price sensitive nature (such as decision on declaration of dividend) shall be made on receipt of approval of the event by the Board of Directors pending the shareholder's approval.
- 6.2 The Company shall ensure that the updated disclosure with respect to the material event / information is made to the stock exchanges on a regular basis till such time the event / information is resolved / closed, with relevant explanation.
- 6.3 The Company shall also disclose all such events or information with respect to subsidiaries which are material for the company.

## **7. Website Disclosures and Archival**

- 7.1 The event / information disclosed to the stock exchanges under this Policy shall also be placed on the website of the Company for a minimum period of five years or for such other period, if the period prescribed shall be more than five years by the aforesaid Regulations and /or the Securities Laws as defined in the aforesaid Regulations.
- 7.2 After completion of the minimum period of five years or such other period as prescribed by the Regulations and/or Securities Laws the events or information shall be archived by the Company for a further period of two years. Thereafter such events or information may cease to be displayed on the website of the Company.

The Company shall also make disclosure of events / information as may be specified by the Securities and Exchange Board of India from time to time.

## Annexure I

1. Commencement or any postponement in the date of commencement of 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 line(s) of business, closure of operations of any unit/division (entirety or piecemeal).
3. 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.
4. 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.
5. Effect(s) arising out of change in the regulatory framework applicable to the Company.
6. Litigation(s) / dispute(s) / regulatory action(s) with impact.
7. Frauds/ defaults, etc. by directors (other than key managerial personnel) or employees of the Company.
8. Options to purchase securities including any ESOP / ESPS Scheme.
9. Giving of guarantees or indemnity or becoming a surety for any third party.
10. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
11. Any other information / event viz. major development that is likely to affect the 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 securities holders of the Company to appraise its position and to avoid the establishment of a false market in the securities of the Company.
12. Occurrence of any event or availability of information which is not specified

pursuant to the Regulation 30 of the Listing Regulations, but which may have material effect on the Company.

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