



kaveri seed company limited

POLICY ON DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

1. TITLE

This Policy on Disclosure of Material Events/Information shall be called Kaveri Seed Company Limited – Policy on Disclosure of Material Events/Information.

2. STATUTORY MANDATE

This Policy is framed, in accordance with the requirement of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and is in force with effect from 1st December, 2015.

3. POLICY OBJECTIVE AND SCOPE

To determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges as per the time span hitherto defined.

The purpose of this policy is to present a high level policy statement for Kaveri Seed Company Limited (KSCL) regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

The policy is intended to define KSCL’s policy on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in KSCL in making decisions and undertaking regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.

The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation of website the details of information / events which are considered material or not but which may have a bearing on the performance of the Company and which may materially affect the share prices of the company.

4. DEFINITIONS

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI (LODR) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

“Audit Committee or Committee” means Audit Committee constituted by the Board of Directors of the Company, from time to time under provisions of SEBI (LODR) Regulations, 2015 and/or the Companies Act, 2013.

“Board of Directors or Board” means the Board of Directors of Kaveri Seed Company Limited, as constituted from time to time.

“Company” means Kaveri Seed Company Limited incorporated under the Companies Act, 1956.

“Independent Director” means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

“Policy” means Policy on Disclosure of Material Events/Information.

“Material Events” are those that are specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI (LODR) Regulations, 2015.

“Other Events” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III of Regulation 30 of the SEBI (LODR) Regulations, 2015.

“Key Managerial Personnel” (KMP) of the Company includes Chairman and Managing Director, Whole-time Directors, Chief Operating Officer, Chief Financial Officer and Company Secretary.

5. POLICY

i. Either based on the recommendation of the Audit Committee of Directors or suo moto the Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category specified in Para A of Part A of Schedule III and Para B of Part A of Schedule III, based on application of the guidelines for materiality, as specified in Regulation 30 of SEBI (LODR) Regulations, 2015.

ii. The Management shall disclose as per the provisions of Regulation 30(13), 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.

iii. The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchanges.

6. CRITERIA FOR DISCLOSURE OF EVENTS / INFORMATION

i. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly.

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:

(a) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;

(b) 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

(c) 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.

iv. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

7. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The Key Managerial Personnel (KMPs) consisting of the Chairman and Managing Director / Whole-time Director, Chief Operating Officer, Chief Financial Officer and the Company Secretary are hereby jointly and/or severally authorised to determine whether the event / information is material or not and in turn about its time line for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

8. WEBSITE UPDATION / UPDATES TO STOCK EXCHANGES

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

The Compliance Officer, of the Company, shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges

including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

9. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

10. AUTHORISATION TO KMPs TO SUO MOTO ACCEPT / DENY REPORTED EVENT OR INFORMATION

The Key Managerial Personnel (KMPs) consisting of the Chairman and Managing Director, Whole-time Directors, Chief Operating Officer, Chief Financial Officer and the Company Secretary are hereby jointly and/or severally authorized to suo moto accept / deny any report event or information, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means. They are further authorized to respond to the rumors amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

11. COMPLIANCE OFFICER

The Compliance Officer for the Purpose of complying with the provisions of SEBI (LODR) Regulations, 2015 shall be the Company Secretary of the Company.

12. POLICY REVIEW

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

(Amended on August 14, 2023)

Pursuant to Regulation 30(5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 the contact details of the persons authorized for determining the materiality of any event or information:

| S.No. | Name | Designation | Contact No. | Email Id |
|--------------|----------------------|--------------------|--------------------|------------------------|
| 1. | Sri G.V. Bhaskar Rao | Managing Director | 040-49192345 | gvbhaskarrao@gmail.com |
| 2. | Sri C. Mithun Chand | Wholetime Director | 040-49192344 | mithun@kaveriseeds.in |
| 3. | Sri C. Vamsheedhar | Wholetime Director | 040-49192355 | vamshi@kaveriseeds.in |
| 4. | Smt. V. Sreelatha | Company Secretary | 040-27842398 | cs@kaveriseeds.in |