



KREBS BIOCHEMICALS & INDUSTRIES LIMITED

POLICY ON DISCLOSURE OF MATERIAL EVENTS/ INFORMATION

1. Legal Framework:

This policy for Determination of Materiality of Events or Information (“the Policy”) is aimed at providing guidelines to the management of Krebs Biochemicals & Industries Limited (“the Company”), to determine the materiality of events or information, which could affect the investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchanges.

The Policy has been formulated in accordance with the current guidelines laid down under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

2. Objective:

The Objective of this policy is to serve as guiding charter to the management to ensure timely and adequate disclosure of events or information are made to the investor community by the Company under the Listing Regulations, to enable them to take well – informed investment decisions with regard to the securities of the Company.

3. Definitions:

All the words and expressions used in this policy shall have meaning respectively assigned to them under the SEBI (Listing Obligations and Disclosure Requirements) 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 there under, as amended from time to time.

4. Applicability:

Information relating to material events and which is price sensitive in nature, shall be promptly disseminated to the Stock Exchanges. For this purpose, material event means any information which relates to the Company and which, if published is likely to materially affect the price of shares of the Company.

- i. The Company shall make disclosures of events specified in Annexure-1 (Events Specified in Para A of Part A of Schedule III of the Listing Regulations and as may be amended from time to time), without applying any test of materiality to the Stock Exchanges within specified timelines.



- ii. The Company shall make disclosures of events specified in Annexure -2 (Events specified in Para B of Part A of Schedule III of the Listing Regulations and as may be amended from time to time), based on application of the guidelines for materiality as specified in the policy.
- iii. Any other information/ event viz. Major development that is likely to affect business eg. Emergence of new technologies, expiry of patents, any change in accounting policy that may have significant impact in 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.
- iv. The Company shall make disclosures of any events or information which, in the opinion of the Board, is material. In case where an event occurs or information is available with the company, which has not been indicated in Annexure 1 and 2, but which may have material effect on it, the Company would make adequate disclosures in regard thereof.
- v. Any event/ information which shall have financial impact on the Company shall be disclosed by the Company after due discussions and analysis by the Management based on the financials of the Company.

5. Criteria for determining materiality of events / information:

Materiality will be determined on a case to case basis depending upon the facts and circumstances pertaining to the event, transaction, and / or information. The Managing Director shall frame his opinion on a case to case basis, based on specific facts and circumstances relating to materiality of the event, transaction or information.

The events or information specified in Para B of Part A of Schedule III of the Regulations, shall be disclosed based on the disclosure process described in the policy.

The Managing Director may consider the below guidelines for determining materiality of event, transaction or information. The event, transaction or information shall be considered as material if it meets any of the following criteria:

- 1) The omission of an event, transaction or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- 2) The event or information is in any manner unpublished price sensitive information; or
- 3) The omission of an event, transaction or information is likely to result in significant market reaction if the said omission came to light at a later date;



- 4) The consideration involved in the transaction as a percentage of the consolidated turnover, net worth or profit, as per last audited financial statements;
 - 5) The transaction is not in the ordinary course of business;
 - 6) The transaction represents a significant shift from the company's strategy;
 - 7) Whether there would any direct or indirect impact on the reputation of the Company;
- or
- 8) Whether non-disclosure can lead to creation of false market in the securities of the Company; or
 - 9) Whether there would be a significant impact on the operations or performance of the Company.
- 7) Any other event, transaction or information, which is treated as being material in the opinion of the Board of Directors of the company.

Provided that any confidential information which if disclosed is likely to put at risk the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the stock exchanges.

6) Disclosures of events and information:

Event and Information specified in Part A of Schedule II of the Listing Regulations and as may be amended from time to time) shall be disclosed to the Stock Exchanges by the Company as soon as reasonably possible and not later than 24 hours (Twenty four hours) from the occurrence of the event.

In case of the disclosure is made after 24 hours of occurrence of such event or information, the Company shall along with the disclosures provide an explanation for delay of the same.

In some cases there may be ambiguity as to when an event, transaction, or information can be said to have occurred. In certain cases, it would depend upon the stage of discussion, negotiation or approval. The event, transaction or information can be said to have occurred upon receipt of approval of Board of Directors and/or Shareholders or actual signing of the agreement after receiving the above said approvals.

In cases where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the listed entity became aware of the event, transaction, or information.

The event, transaction, or information can be said to have occurred when the Company becomes aware of the event, transaction, or information, or as soon as, the Managing Director of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.



7. Continuous Disclosures:

The Company shall, with respect to disclosures referred to in Listing Regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.

8. Disclosure Process :

Any event, transaction, or information purported to be reportable under Regulation 30 of the Listing Regulations shall be informed to the Managing Director, on an immediate basis with supporting data / information to facilitate a prompt and appropriate disclosure.

The Managing Director shall be responsible and authorised for ascertaining the materiality of events considering its nature and its disclosure after taking into consideration the various provisions of the Regulations and this policy.

After evaluation, the Company Secretary or in his/her absence any authorized official of the Company, shall make disclosure to the Stock Exchanges.

The company shall use the electronic facilities provided by the Stock Exchanges for dissemination of the information and may subsequently disclose the same via other media, including the press release, website, etc.

Statutory timeframes for disclosure shall be adhered to. Delay, if any, should be sufficiently explained along with the disclosure. Regular updates, where relevant, shall be made with relevant explanations.

9. Conflict with other policies:

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 this policy until such time as this policy is changed to conform to the said law, rule, regulation or standard.

10. Amendments:

The Board of Directors reserves the right to amend or modify this policy whole or in part, as may be required to comply with any further amendment(s)/ Modification(s) in the listing regulations and/or other applicable laws.



11. Website of the Company:

This Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to the stock exchange(s) under the Listing Regulations and further that such disclosure shall be made available on the website of the Company for a period of at least five years thereafter.

12. Authorization of Key Managerial Personnel:

The Board of Directors has authorized:

Mr. Avinash Ravi, Managing Director, to determine the materiality of events/information

Company Secretary, to disclose such information to the Stock Exchanges.

Any clarifications on the policy or disclosures made by the company can be referred to :

Company Secretary
Krebs Biochemicals & Industries Limited
Plot No.34, 8-2-577/B, 3rd Floor, Maas Heights,
Road No.8, Banjara Hills, Hyderabad- 500034.
Email: com_sec@krebsbiochem.com



Annexure- 1

The following shall be the events, as specified in Para A of Part A of Schedule III of the Listing Regulations 2015 and as may be amended from time to time, upon occurrence of which the Company shall make disclosures to the Stock Exchanges.

Schedule III, Para A of Part A	Provision
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the company or any other restructuring
2.	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3.	Revision in Rating(s)
4.	Outcome of Meetings of the Board of Directors, within 30 minutes of the closure of the meeting, held to consider : 1. Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched 2. Any cancellation of dividend with reasons thereof 3. The decision on buyback of securities 4. The decision with respect to fund raising proposed to be undertaken 5. Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched 6. Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to 7. Short particulars of any other alterations of capital, including calls 8. Financial results 9. Decision on voluntary delisting by the company from stock exchange(s)
5.	Agreements which are binding and not in normal course of business, revisions or amendments and terminations thereof (viz. shareholder agreements, joint venture agreements, family settlement agreements, contracts with media companies)
6.	Fraud/defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter - At the time of unearthing of fraud or occurrence of the default / arrest -Subsequently intimate the stock exchange(s) further details regarding fraud/default/arrest
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer
8.	Appointment or discontinuation of share transfer agent.
9.	Corporate debt restructuring
10	One time settlement with a bank
11.	Reference to BIFR and winding-up petition filed by any party / creditors
12.	Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media



	by the company
13.	Proceedings of Annual and extraordinary general meetings of the company.
14.	Amendments to memorandum and articles of association of listed entity, in brief
15.	Schedule of Analyst or institutional investor meet and presentations on financial results made by the company to analysts or institutional investors



The following shall be the events, as specified in Para B of Part A of Schedule III of the Listing Regulations 2015 and as may be amended from time to time, upon occurrence of which the Company shall make disclosures to the Stock Exchanges, based on application of the guidelines for materiality.

Schedule III, Para B of Part A	Provision
1.	Commencement or any postponement in the date of commencement of commercial production or commercial 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 lines of business or closure of operations of any unit/division (entirety or piecemeal)
3.	Capacity addition or product launch.
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business
5.	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
6.	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.
7.	Effect(s) arising out of change in the regulatory framework applicable to the company
8.	Litigation(s) / dispute(s) / regulatory action(s) with impact
9.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of company
10.	Options to purchase securities including any ESOP/ESPS Scheme
11.	Giving of guarantees or indemnity or becoming a surety for any third party
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals