

Morganite Crucible (India) Limited
Morgan Advanced Materials
Molten Metal Systems
B-11, M.I.D.C., Waluj,
Aurangabad 431 136,
Maharashtra, (India)

November 09, 2023

To,

Department of Corporate Filing
Bombay Stock Exchange,
Floor -25, P J Towers, Dalal Street,
Mumbai - 400 001

Sub: Outcome of the Board Meeting for the quarter ended September 30, 2023

Ref: Regulation 30 & 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

In connection with above, please note the outcome of the meeting of Board of Directors of the Company held on November 09, 2023 commenced at 11:40 am (IST) and concluded at 1:30 pm (IST) –

- a) Approved Unaudited Financial Results for the second quarter and half year ended September 30, 2023 were considered, reviewed and approved by the Board of Directors of the Company.
- b) Approval of Declaration of Interim Dividend for the Financial Year 2023-24, based on profitability and available surplus of the Company, the Board of Directors is pleased to declare interim dividend of Rs.28/- per equity share to those members whose name appear in the Register of Member as on November 24, 2023.
- c) Adoption of Materiality policy in accordance with recent amendments in regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015.
- d) Appointment of Ms. Pooja Jindal as Company Secretary and Compliance Officer (Key Managerial Personnel) of Company with effective from November 20, 2023 approved by Board of Directors of the Company



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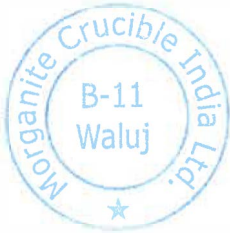
Kindly take on the record above compliances and acknowledge.

For Morganite Crucible (India) Limited



Nitin Sonawane
(Director)
DIN: 09701207

Place: Aurangabad, (India)



Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Sr No	Particulars	Details
1	Name	Ms. Pooja Jindal
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Due to resignation of previous Company Secretary and Compliance officer
3	Date of appointment/cessation (as applicable) Term of appointment	Appointment w.e.f. November,20, 2023
4	Brief Profile (in case of appointment)	Ms. Pooja Jindal is an Associate member of the Institute of Company Secretaries of India and a Law Graduate. she has about 4 years of experience in dealing with Secretarial Compliances of Companies

For Morganite Crucible (India) Limited



Nitin Sonawane
(Director)
DIN: 09701207



Place: Aurangabad, (India)



Morganite Crucible (India) Limited
CIN Number - L26920MH1986PLC038607

Registered Office: B-11, MIDC Industrial Area, Waluj, Aurangabad 431 136
 Website : www.morganmms.com | Contact Details : +91 240 6652502, 6652520, 6652523
Statement of financial results for the quarter and half year ended 30 September 2023

(₹ In lakhs)

Particulars	Quarter ended			Half Year Ended		Year ended
	September 30, 2023	June 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022	March 31, 2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1. Revenue from operations	4,535.13	4,268.64	3,885.19	8,803.77	7,912.05	15,458.91
2. Other income	111.68	114.74	22.58	226.42	137.65	483.13
3. Total income (1+2)	4,646.81	4,383.38	3,907.77	9,030.19	8,049.70	15,942.04
4. Expenses						
(a) Cost of materials consumed	1,423.53	1,836.54	1,785.52	3,260.07	3,656.21	6,904.13
(b) Purchases of stock-in-trade	47.97	9.43	18.04	57.40	31.33	32.02
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	440.49	(289.26)	(101.09)	151.23	-93.30	(27.91)
(d) Employee benefits expense	397.19	441.41	384.42	838.60	747.45	1,609.91
(e) Finance cost	4.40	-	-	4.40	-	-
(f) Depreciation and amortization expense	220.63	204.17	193.92	424.80	370.85	775.37
(g) Other expenses	941.22	1,119.84	1,106.94	2,061.06	2,227.22	4,416.37
Total expenses	3,475.43	3,322.13	3,387.75	6,797.56	6,939.76	13,709.89
5. Profit/(Loss) before tax (3 - 4)	1,171.38	1,061.25	520.02	2,232.63	1,109.94	2,232.15
6. Exceptional Items	-	-	-	-	-	-
7. Profit after exceptional items and before tax (5 - 6)	1,171.38	1,061.25	520.02	2,232.63	1,109.94	2,232.15
8. Tax expense						
- Current tax (Refer note 4)	339.03	278.95	134.65	617.98	281.20	610.37
- Deferred tax	0.92	1.91	(5.38)	2.83	5.10	9.83
Total Tax Expense	339.95	280.86	129.27	620.81	286.30	620.20
9. Profit/(Loss) for the period/year (7-8)	831.43	780.39	390.75	1,611.82	823.64	1,611.95
10. Other comprehensive gain/(loss) for the period/year - Items that will not be reclassified subsequently to profit or loss (net of tax)	(0.72)	6.31	(3.95)	5.59	10.47	3.99
11. Total comprehensive income/(loss) for the period/year (9-10)	830.71	786.70	386.80	1,617.41	834.11	1,615.94
12. Paid-up equity share capital (Face value per share ₹ 5)	280.00	280.00	280.00	280.00	280.00	280.00
13. Other equity excluding revaluation reserves as per balance sheet						12,415.40
14. Earnings Per Share (EPS) (₹)						
(a) Basic EPS	14.85	13.94	6.98	28.78	14.71	28.78
(b) Diluted EPS	14.85	13.94	6.98	28.78	14.71	28.78

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Part 2: Statement of assets and liabilities

Particulars	(₹ In lakhs)	
	As At 30-Sep-23	As At 31-Mar-23
	(Unaudited)	(Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	5,067.54	5,168.43
Capital work-in-progress	164.65	139.89
Right to use asset	155.67	10.68
Goodwill	137.81	137.81
Other intangible assets	16.97	22.26
Financial assets		
a) Other financial assets	55.53	46.62
Deferred tax asset (net)	85.48	88.32
Income tax assets (net)	232.01	437.12
Other non-current assets	25.36	25.11
Total Non-current assets (A)	5,941.02	6,076.23
Current assets		
Inventories	2,043.77	2,340.40
Financial assets		
a) Trade receivables	2,300.61	2,706.76
b) Cash and cash equivalents	6,161.96	4,514.17
c) Other balances with banks	51.52	52.94
d) Loans	1.83	10.82
e) Other financial assets	25.93	7.96
Other current assets	502.41	400.66
Non current assets held for sale	-	-
Total Current assets (B)	11,088.03	10,033.71
Total assets (A+B)	17,029.05	16,109.94
Equity and liabilities		
Equity		
Equity share capital	280.00	280.00
Other equity	13,416.55	12,415.40
Total equity (C)	13,696.55	12,695.40
Non-current liabilities		
i. Lease Liability	119.26	-
Total Non-current liabilities (D)	119.26	-
Current liabilities		
Financial liabilities		
a) Trade payables		
(i) dues of micro enterprises and small enterprises	330.40	258.36
(ii) dues of creditors other than micro enterprises and small enterprises	2,235.91	2,500.67
b) Other financial liabilities	102.65	122.59
c) Lease Liability	29.04	-
Other current liabilities	155.40	188.10
Provisions	359.84	337.29
Income tax liabilities (net)	-	7.53
Total Current liabilities (E)	3,213.24	3,414.54
Total liabilities (F)	3,332.50	3,414.54
Total - equity and liabilities (C+F)	17,029.05	16,109.94

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Statement of financial results for the quarter and half year ended 30 September 2023

Part 3: Cashflow statement

(₹ In lakhs)

Particulars	Year ended	
	30-Sep-23	31-Mar-23
	(Audited)	(Audited)
A) Cash flow from operating activities		
Profit before tax	2,232.63	2,232.15
Adjustments for :		
Interest income	(39.73)	(9.41)
(Gain)/ Loss on account of foreign currency transactions and translation	47.74	5.52
Depreciation and amortization expense	424.80	775.37
Gain on sale of property, plant and equipment	(3.21)	(8.03)
Provision for doubtful receivables	1.45	(9.94)
	431.05	753.51
Changes in working capital :		
Inventories	296.63	(69.51)
Trade receivables	381.95	426.93
Loans, other financial assets and other assets	(127.88)	452.20
Trade payables, other financial liabilities ,other liabilities and provisions	(63.13)	177.51
Cash generated from operating activities	3,151.25	3,972.79
Income taxes paid (net)	(420.40)	(792.09)
Net cash flows generated from operating activities (A)	2,730.85	3,180.70
B) Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets (including movement in capital work in progress and capital advances)	(511.16)	(1,076.21)
Proceeds from sale of property, plant and equipment	25.74	19.63
Bank balances not considered as Cash and cash equivalents	-	14.20
Interest received	38.92	3.15
Net cash generated from / (used in) investing activities (B)	(446.49)	(1,039.23)
C) Cash flows from financing activities		
Payment of dividend (including Dividend Distribution Tax thereon)	(614.58)	(1,186.16)
Net cash (used in) financing activities (C)	(614.58)	(1,186.16)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	1,669.78	955.32
Effect of exchange differences on cash and cash equivalents held in foreign currency	(22.00)	(8.54)
Cash and cash equivalents at the beginning of the year	4,514.17	3,567.39
Cash and cash equivalents at the end of the year	6,161.96	4,514.17
Components of cash and cash equivalents		
Cash and cash equivalents comprises of:		
Cash on hand	-	0.13
Bank balances		
- in current accounts	3,593.85	2,341.91
- Export Earner's Foreign Currency account	953.87	559.41
- in deposits accounts (with original maturity of 3 months or less)	1,614.24	1,612.72
Total cash and cash equivalents at the end of the year	6,161.96	4,514.17
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and bank balances	6,213.48	4,567.11
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements:		
(i) In earmarked accounts (Refer Note (i) below)		
- Unpaid dividend accounts	51.02	52.44
- Other earmarked accounts (CSR)	0.50	0.50
Bank balances not considered as Cash and cash equivalents	51.52	52.94
Total cash and cash equivalents at the end of the year	6,161.96	4,514.17
Note:		
(i) These earmarked account balances with banks can be utilised only for the specific identified purposes.		

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MORGANITE CRUCIBLE (INDIA) LIMITED

POLICY ON DETERMINING MATERIALITY FOR DISCLOSURES

Morganite Crucible (India) Limited
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Molten Metal Systems
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Aurangabad - 431 136,
Maharashtra, (India)

I. Introduction and Background :

Morganite Crucible (India) Limited ('the Company') is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. The Company's securities are listed on BSE Limited (BSE) and must comply with the continuous disclosure obligations imposed by the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations") amended from time to time. Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure of all the events or information in two scenarios namely Disclosure With Application of Materiality ('DWAM') and Disclosures Without Application of Materiality ('DIWAM') ensuring timely and adequate disclosures of material transactions to the Stock Exchange and investors in a uniform manner. .

II. Definition:

- a. 'Relevant Employees' shall mean and include -
- Senior Management Personnel/ Functional Heads of the Company as may be decided by the Board;
 - Such persons as may be identified by the CEO & Managing Director and the Chief Financial Officer, from time to time.
 - Employees of the Company who deals with or comes into possession of Potential Material Information/ event in the course of performance of his/her duties.
- b. 'Authorised Key Managerial Personnel'
- Pursuant to Regulation 30(5) of Listing Regulations, the Board of Directors of the Company have authorised the Chief Executive Officer & Managing Director, the Chief Financial Officer and the Company Secretary as the 'Authorised KMP'.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the SEBI Listing Regulations, and if not defined therein, then as per the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 and/or the rules and regulations made thereunder, or any other Act and/or applicable laws or any statutory modification or re-enactment thereto, as the case may be.

III. Objective of the Policy:

To follow Corporate Governance practices with respect to disclosures and have a uniform Disclosure Policy to, to ensure timely, adequate, and accurate disclosure of information on an ongoing basis. The requirements under SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 were also considered while drafting this policy. The current Policy mechanisms regulate:

- a) To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the SEBI Listing Regulations, various Securities Laws and any other legislations, as applicable.
- b) To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
- c) To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d) To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.
- e) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f) To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

IV. Mechanism to be adopted for Identifying and reporting potential material information or event by relevant employees:

The materiality of the event or information will be decided in consultation with Relevant Employees.

An Operating Committee, comprising:

- i. Managing Director
- ii. Chief Financial Officer and
- iii. General Counsel & Company Secretary

shall be the authority to determine the materiality of any information, classify it as material information, and decide the appropriate time at which disclosure is to be filed with the stock exchanges and details that may be filed.

Any decision taken by them jointly or severally shall be valid and binding on the Company. However, wherever required, and considering any specific/significant circumstances including business exigency/calamities which may arise, either simultaneously or subsequently, approval of the Board/Executive Committee or Managing Director of the Company may be taken for disclosing any such material information/event.

The above Authorized Persons are also empowered to seek appropriate counsel or guidance as and when deemed necessary. Further, they shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any information/event.

The Relevant Employees shall have the following powers and responsibilities for determining material events or information within the Company:

- a. To review and assess the materiality of an event that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at that point in time. The disclosure shall be finalised in consultation with the Operating Committee of the Company. For this purpose, the relevant details of the event or information shall be sent to the Operating Committee promptly or as soon as practicable to enable its disclosure to the stock exchanges within the stipulated timelines.
- b. To make required disclosures within the stipulated time of actual occurrence of an event or information, after ascertaining facts.
- c. To disclose material developments on a regular basis, till such time the event or transaction is resolved/closed, with relevant explanations.
- d. To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
- e. Any decision taken by Operating committee shall be valid and binding on the Company and contact details of such Authorised KMP shall be disclosed to the stock exchange and also be placed on the Company's website.

V. Deemed material events or information:

Events or information specified in Para A of Part A of Schedule III of the Listing Regulations are required to be disclosed irrespective of application of any quantitative or qualitative materiality thresholds as these are "deemed" to be material. The applicable events (also referred to as "deemed disclosures") are given in *Annexure - 1*.

VI. Guidelines for materiality assessment:

The events or information specified in Para B of Part A of Schedule III of the Listing Regulations, which will be disclosed based on application of materiality criteria, are given in *Annexure - 2*.

- a. Materiality must be determined on a case to case basis depending on the material facts and the circumstances pertaining to the information or event and would be determined based on the qualitative judgment to be exercised by the Authorised KMP.

- The following criteria will be applicable for determination of materiality of event or information:
 - The omission of an event or information which is likely to result in a discontinuity or alteration of an event or information already available publicly; or
 - The omission of an event or information which is likely to result in significant market reaction if the said omission came to light at a later date;
 - The omission of an event or information which is likely to result in significant risk to the reputation of the Company.
 - 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.
- In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed though not required to be statutorily intimated.
- The quantitative criteria as indicated in *Annexure-2*, shall apply to events specified in Para B of Part A of Schedule III of the Listing Regulations only and shall be used as a yardstick or reference for determining materiality and arriving at the overall decision on the event to be reported by the Company Secretary.
Only such impact which is direct, reasonably perceivable and not remote, quantifiable and having a short term horizon of 1-2 years, shall be considered.
- Notwithstanding anything stated in *Annexure - 2*, the Authorized KMP may apply qualitative criteria for deeming an event/information to be material or not in cases where aforementioned quantitative criteria cannot be ascertained/applied reasonably.

VII. Disclosure Requirements:

Any event or information falling under Regulation 30 of Listing Regulations (*as per Annexures 1 and 2*) shall be informed to the Authorised KMP promptly upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchange.

The Company shall disclose all events or information which are material in accordance with the Policy as soon as reasonably possible and in any case not later than the following:

- a. 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;
- b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- c. 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 disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

In case the disclosure is made after the timelines specified above of the occurrence of such event/information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorised KMP.

The Authorised KMP will ascertain the materiality of events or information considering their nature and relevant impact in terms of discontinuity of market information and significant market reaction in case of omission. The respective departments shall assist the Authorised KMP in this assessment.

After evaluation, the Authorised KMP shall issue a suitable disclosure to the Stock Exchanges in consultation with the Managing Director/Executive Director/Manager and in his absence, Chief Financial Officer, pursuant to Regulation 30 of the Listing Regulations.

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.

VIII. Amendment and Modification:

This policy would be subject to amendment in accordance with changes in the provisions of the Listing Regulations or any other regulations which makes any of the Clauses/provisions in the Policy inconsistent with the Regulations. Any such regulatory amendment, not being consistent with this policy, shall prevail by the notified provisions hereunder.

The Board of Directors of the Company reserves the right to alter, modify or amend any provisions of this policy.

IX. Disclosure on website:

As required under the SEBI Listing Regulations, the Policy will be disclosed on the website of the Company.

Further, the Company shall disclose on its website all such events or information which have been disclosed to the stock exchange(s) under these Listing Regulations and such disclosure shall be hosted on the website of the Company as per the archival policy of the Company.

Any change in the content of its website shall be updated within two working days from the date of such change in content.

Annexure-1

Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation (30)

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.

Explanation (1) - For the purpose of this sub-para, the word 'acquisition' shall mean-

- (i) Acquiring control, whether directly or indirectly; or,
- (ii) Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company, or
 - (c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of Regulation 30.

Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-

- (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or
- (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3) - For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.

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. New Rating(s) or Revision in Rating(s).

Explanation: The above requirement to disclose rating shall also be applicable to the following:

- a) Revision in rating even if it was not requested for by the listed entity or the request was later withdrawn by the listed entity.
- b) Revision in rating outlook even without revision in rating score.
- c) ESG ratings by registered ESG Rating Providers.

4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) 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;
 - b) Any cancellation of dividend with reasons thereof;
 - c) The decision on buyback of securities;
 - d) The decision with respect to fund raising proposed to be undertaken;
 - e) Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f) 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;
 - g) Short particulars of any other alterations of capital, including calls;
 - h) Financial results;
 - i) Decision on voluntary delisting by the listed entity from stock exchange(s).
[Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.]
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- 5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements: Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation : For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.
6. Fraud/defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

(i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

(ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation

1. In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

2. Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.

7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.

7B. Cessation in office of independent Director by removal/resignation/ retirement or cessation by any other means including reasons for such cessation: In case of cessation of an independent director of the listed entity, within seven days from the date of cessation, the following disclosures shall be made to the stock exchanges by the listed entities:

i. Detailed reasons for the cessation along with resignation letter/letter of removal along with resolution passed by the Board/in case of death (death certificate).

i.a. Names of listed entities in which the cessing director holds directorships, indicating the category of directorship and membership of board committees, if any ;

ii. The independent director shall, along with the detailed reasons, also provide confirmation that there is no other material reasons other than those provided.

iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause above.

7C. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management,

Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.

- 7D. In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
8. Appointment or discontinuation of share transfer agent.
 9. Resolution plan/Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 10. (i) Decision to initiate resolution of loans/borrowings;
 11. (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 12. (iii) Finalization of Resolution Plan;
 13. (iv) Implementation of Resolution Plan;
 14. (v) Salient features, not involving commercial secrets, of the resolution/ restructuring
 15. plan as decided by lenders.
 16. One time settlement with a bank.
 17. Winding-up petition filed by any party / creditors.
 18. 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 listed entity.
 19. Proceedings of Annual and extraordinary general meetings of the listed entity.
 20. Amendments to memorandum and articles of association of listed entity, in brief.
 21. (a) Schedule of Analyst or institutional investor meet. [at least two working days in advance (excluding the date of the intimation and the date of the meet)] and presentations made by the listed entity to analysts or institutional investors.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

- (i) The presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:
22. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
- a. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c. Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
 - d. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;

- e. List of Creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulation, 2016;
 - f. Appointment/Replacement of the Resolution Professional;
 - g. Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h. Brief particulars of invitation of resolution plans under section 25(2)(h) of the Insolvency Code in the Form specified under regulation 36 A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulation, 2016;
 - i. Number of resolution plans received by Resolution Professional;
 - j. Filing of resolution plan with the Tribunal;
 - k. Approval of Resolution Plan by the Tribunal or rejection, if applicable;
 - l. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - i. Pre and post Network of the Company;
 - ii. Details of assets of the company post CIRP;
 - iii. Details of securities continuing to be imposed on the Companies assets;
 - iv. Other material liabilities imposed on the company;
 - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - vi. Details of funds infused in the company, creditors paid off;
 - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - viii. Impact on the Investors – revised P/E, RONW ratios etc.;
 - ix. Names of the new promoters, Key Managerial Promoters, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
 - x. Brief description of business strategy.
 - m. Any other material information not involving commercial secrets;
 - n. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
 - o. Quarterly disclosure of the status of achieving the MPS;
 - p. The details as to be the delisting plans, if any approved in the resolution plan.
23. Initiation of Forensic audit: In case of initiation of forensic audit (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:
- a. The fact of initiation of forensic audit along with name of entity initiating the audit and reasons for the same, if available;
 - b. Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.
24. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.
- Explanation** – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

25. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:
- (a) search or seizure; or
 - (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
 - (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
26. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:
- (a) suspension;
 - (b) imposition of fine or penalty;
 - (c) settlement of proceedings;
 - (d) debarment;
 - (e) disqualification;
 - (f) closure of operations;
 - (g) sanctions imposed;
 - (h) warning or caution; or
 - (i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
27. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

Annexure-2

Events which shall be disclosed upon application of the guidelines for Materiality referred sub-regulation (4) of Regulation 30

Following is the list of events / information to be disclosed to the stock exchange(s) based on Materiality guidelines:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the listed entity:
 - a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - b) adoption of new line(s) of business; or
 - c) closure of operation of any unit, division or subsidiary (in entirety or in 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) 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company
9. Frauds or defaults by employees of the listed entity which has or may have an impact on the Company.
10. Options to purchase securities including any ESOP/ ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety by whatever named called for any third party.

12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.”