

NHC FOODS LTD

(Government Recognised Star Export House)

An ISO 22000:2005 Certified Company
CIN : L15122GJ1992PLC076277



Policy for Disclosure of Events or Information (With Effect from 01st December, 2015)

1. Preface

The Board of Directors (the "Board") of NHC Foods Limited (the "Company") has adopted the following policy (the "Policy") and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). This policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

2. Purpose of the Policy

The purpose of the Policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events/information specified in Para A and Para B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges

3. Definitions

"Audit Committee" means Audit Committee constituted by the Board of Directors of the Company, from time to time, under the provisions of the Companies Act, 2013

"Board of Directors or Board" means the Board of Directors of NHC Foods Limited, as constituted from time to time

"Company" means NHC Foods Limited

"Independent Director" means 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 to the Companies Act, 2013 and the Listing Regulations

"Policy" means Policy on Disclosure of Material Events

"Material Events" are those that are specified in Para A of Part A of Schedule III of the Listing Regulations.

“Other Events” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III to the Listing Regulations.

“Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

“Key Managerial Personnel” (KMP) means Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013

4. Disclosure of events or information not later than 24 hours from the occurrence of such events or information

(A) The following events/information specified in Para A of Part A of Schedule III to the Listing Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality

(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.

Explanation: 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 Company 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
- (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: the Company 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, benefits to subscribe to;
 - (g) Short particulars of any other alteration of capital including calls;
 - (h) Financial results;
 - (i) Decision on voluntary delisting by the Company from Stock Exchange(s)
- (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 Company, 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)