

DUNCAN ENGINEERING LIMITED

POLICY ON DETERMINATION AND DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

1. Introduction

The Board of Directors (the “Board”) of Duncan Engineering Limited (the “Company”) vide circular resolution dated 14.12.2015, has approved the Policy on Determination and Disclosure of Material Events or Information. It is amended and approved by the Board on 28.07.2023. This amended Policy will be effective from 14.07.2023.

This policy can be modified/amended/alterd by the Board of Directors of the Company except in case of any statutory modification/amendment/alteration of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”), which shall be deemed to be implemented in the Policy immediately on such notification for modification/ amendment/alteration etc. coming into effect.

2. Purpose

This Policy on Determination and disclosure of material events or information lays down the criteria with regard to the determination of materiality of events or information which are required to be disclosed to the Stock Exchange(s) in terms of the requirements of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

The objective of the Policy is,

- a. To assist the Relevant Employees and Relevant Persons in identifying any potential material event or information and reporting the same to the Managing Director, Chief Financial Officer or the Company Secretary of the Company, who have been authorized by the Board of Directors of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) where the securities of the Company are listed (“Stock Exchanges”) (collectively referred to as the “Authorised KMP”).

For the purpose of this Policy, “Relevant Employees” shall include:

- i. Key Managerial Personnel (as defined under the Companies Act, 2013) of the Company;

- ii. Senior management personnel i.e., the officers and personnel of the Company who are members of its core management team (excluding the Board), and shall also comprise of all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including chief executive officer/manager, in case they are not part of the Board) and shall specifically include company secretary and chief financial officer of the Company;
- iii. Such other persons as may be determined as Relevant Employee by the Authorized KMP or the Board of Directors.

For the purpose of this Policy, “Relevant Persons” shall include:

- i. Promoters (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) of the Company; and
 - ii. Directors of the Company.
- b. To assist and guide the Authorised KMPs in determining materiality of the events or information and for making necessary disclosures to the Stock Exchanges, as per Regulation 30 of the Listing Regulations.

3. Criteria for determination of materiality of events / information

The Company shall determine an event or information specified in Para B of Part A of Schedule III of the Listing Regulations to be material if:

- a. the omission of such event or information, is likely to result in discontinuity or alteration of event or information already available publicly; or
- b. the omission of such 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:
 - i. 2% (two percent) of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. 2% (two percent) of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;

- iii. 5% (five percent) of the average of absolute value of profit or loss after tax, as per the last 3 (three) audited consolidated financial statements of the Company.

The Company Secretary of the Company shall, upon completion of audit of the Company's financial statements for each financial year, intimate the Relevant Employees, Relevant Persons and the Authorised KMPs, of the aforesaid values for each financial year.

- d. Where the criteria specified above in sub-clauses 3.a, 3.b and 3.c is not applicable, an event or information may be treated as being material, if in the opinion of the Board of the Company or the Authorised KMPs, the event or information is considered material.

Provided that any continuing event or information which becomes material pursuant to notification of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("LODR 2023 Amendment"), shall be disclosed by the Company within 30 (thirty) days from the date of coming into effect of the LODR 2023 Amendment i.e., on or before 14.08.2023.

- e. The Board of the Company has authorized the Authorised KMPs for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) under Regulation 30 and the contact details of such personnel shall be also disclosed to the Stock Exchange(s) and as well as on the Company's website.

4. Disclosure of event or information

- a. The events or information specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material and shall be disclosed by the Company to the Stock Exchanges, without the application of any materiality thresholds specified in this Policy.
- b. The events or information specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed to the Stock Exchanges based on application of the materiality criteria, as laid out in Clause 3 of this Policy.
- c. Any other event or information viz. major development that is likely to affect the business of the Company significantly, in the opinion of the Board of the Company, shall be disclosed to the Stock Exchanges, such as,
 - i. emergence of new technologies;

- ii. expiry of patents;
 - iii. any change of accounting policies that may have a significant impact on the accounts of the company and brief details thereof; and
 - iv. 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.
- d. The Company may make disclosures of event/information as specified by SEBI from time to time.
- e. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on the Company as determined by the Board of the Company or Authorized KMPs in accordance with Clause 3.d of this Policy, the Company is required to make adequate disclosures in regard thereof.
- f. In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the Listing Regulations, 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.
- g. The Company shall make disclosures, updating material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.
- h. All events or information which have been disclosed to the Stock Exchanges in accordance with this Policy, shall be disclosed on the website of the Company.

5. Authority to determine materiality of an event.

The Managing Director (MD), Mr. Akshat Goenka and/or Chief Financial Officer (CFO) are the authorized persons for the purpose of determining materiality of an event or information.

6. Disclosure to Stock Exchange

- a. The Company Secretary is authorised for making disclosures of such material event or information to the stock exchange.

- b. The Company shall first disclose to the Stock Exchange(s) all events or information which are material in terms of the provisions of this Policy and Regulation 30 of the Listing Regulations, as soon as reasonably possible and in any case not later than the following:
 - i. 30 (thirty) minutes from the closure of the Board meeting in which the decision pertaining to the event or information has been taken;
 - ii. 12 (twelve) hours from the occurrence of event or information, where the event or information is emanating from within the Company;
 - iii. 24 (twenty-four) hours from the occurrence of event or information, where the event or information is not emanating from within the Company.
- c. Other disclosures with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.
- d. In case the disclosure is made after the timelines specified under Regulation 30, the Company shall, along with such disclosure provide the explanation for the delay.

7. Change/modification

The MD is authorised to make appropriate changes to the above policy as they may deem expedient taking into account the law for the time being in force. The policy is subject review from time to time.

8. Dissemination

The policy shall be hosted on the website of the Company. The list of disclosures under Schedule III of the Listing Regulations, as amended from time to time is available on the website of the Company and SEBI.

For and on behalf of the Board of Directors
of Duncan Engineering Limited

SD/-
Akshat Goenka
Managing Director
DIN: 07131982

Date: 28.07.2023