

D. D. VENTURES LIMITED

CIN: L50102DL1984PLC017834

Regd. Office.: B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110064
Ph No 011 46205400, e-mail: a.bhaskar@ddmotors.net, Website: www.ddventures.in

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. OBJECTIVE

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations). The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

EFFECTIVE DATE

This Policy is effective from February 12, 2016.

2. INTRODUCTION

- (a) "Act" means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.
- (b) "Board" means the Board of Directors of D. D. Ventures Limited .
- (c) "Company" means D. D. Ventures Limited.
- (d) "Key Managerial Personnel" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- (e) "Listing Regulations" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) "Policy" means policy for determination of materiality of events or information, as amended from time to time.
- (g) "SEBI" means the Securities and Exchange Board of India.
- (h) "Rules" means the rules made under the Companies Act, 2013.
- (i) "Stock Exchange(s)" means Metropolitan Stock Exchange of India Limited, where the equity shares of the Company are listed.
- (j) "Schedule" means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company

For D D VENTURES LIMITED


Director

D. D. VENTURES LIMITED

CIN: L50102DL1984PLC017834

Regd. Office.: B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110064
Ph No 011 46205400, e-mail: a.bhaskar@ddmotors.net, Website: www.ddventures.in

3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENT OR INFORMATION

Events / information shall be considered as Material if it meets any of the following criteria:

- (a) the event or information is in any manner unpublished price sensitive information;
- (b) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- (c) 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; and
- (d) any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

4. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE

The following KMPs are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) ("Authorized Person(s)"):

- a. Mr. Rajeev Gambhir, Director
- b. Mr. Sunil Dutt Sharma, Chief Financial Officer
- c. Company Secretary of the Company

The materiality of mentioned events are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person should exercise his own judgement while assessing the materiality of events associated with the Company. In case the relevant Authorized Person perceives any doubt regarding materiality he/she may consult Chairman or Managing Director or any other director before disclosing the information to the Stock Exchange(s).

Details of above KMPs shall be also disclosed to the Stock Exchange(s) and as well as on Company's website.

5. DISCLOSURES OF EVENTS OR INFORMATION

- a) Events specified in Annexure A are deemed to be material events and the Company shall make disclosure to of such events or information as soon as reasonably possible and not later than twenty-four(24) hours from the occurrence of such event or information in the following manner:

- i) inform the stock exchanges in which the securities of the Company are listed

For D D VENTURES LIMITED

Director

D. D. VENTURES LIMITED

CIN: L50102DL1984PLC017834

Regd. Office.: B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110064
Ph No 011 46205400, e-mail: a.bhaskar@ddmotors.net, Website: www.ddventures.in

ii) upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

- b) The Company shall make disclosure of events as specified in Annexure B based on the threshold limits as specified therein. However, in case the materiality threshold indicated therein cannot be applied to a particular event/information, the Company shall disclose such event/information by applying guidelines for determining Materiality.
- c) The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- d) The Company shall disclose all events or information with respect to its Material Subsidiaries.
- e) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- f) In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

6. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

7. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company and address of such weblink thereto shall be provided in the Annual Report of the Company.

8. MODIFICATIONS/AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

For D D VENTURES LIMITED

Director

D. D. VENTURES LIMITED

CIN: L50102DL1984PLC017834

Regd. Office.: B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110064

Ph No 011 46205400, e-mail: a.bhaskar@ddmotors.net, Website: www.ddventures.in

ANNEXURE A

EVENTS WHICH SHALL BE DISCLOSED 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. - '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,

(b) there has been a change in holding from the last disclosure 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 credit 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 or benefits to subscribe to;

For D D VENTURES LIMITED

Director

D. D. VENTURES LIMITED

CIN: L50102DL1984PLC017834

Regd. Office.: B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110064
Ph No 011 46205400, e-mail: a.bhaskar@ddmotors.net, Website: www.ddventures.in

- g) short particulars of any other alterations 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), 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;
- 6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;
- 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 Company, in brief;
- 15. Schedule of Analyst or institutional investor meet and presentations on financial

For D D VENTURES LIMITED

Director

R4

D. D. VENTURES LIMITED

CIN: L50102DL1984PLC017834

Regd. Office.: B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110064
Ph No 011 46205400, e-mail: a.bhaskar@ddmotors.net, Website: www.ddventures.in

ANNEXURE B

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY REFERRED SUB-REGULATION (4) OF REGULATION (30):

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.
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;
13. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on 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.

For D D VENTURES LIMITED

Director