



## **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION**

### **DEVYANI INTERNATIONAL LIMITED**

*(as originally approved by the Board of Directors at their meeting held on March 17, 2021, first modified on August 3, 2022 and then modified by the Board of Directors in its meeting held on August 4, 2023)*

#### **1. Purpose:**

This Policy for Determination of Materiality of Events/ Information of Devyani International Limited ("**Policy**") has been made pursuant to Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The purpose of the Policy is to enable Devyani International Limited to determine the materiality of event/ information that requires disclosure to the Stock Exchanges and also assists the relevant employees of Devyani International Limited to identify any potential material event/ information and reporting the same to the Authorized Persons, as defined hereinafter.

#### **2. Applicability:**

This Policy shall be applicable to Devyani International Limited.

#### **3. Definitions:**

- a) "Company" shall mean Devyani International Limited.
- b) "Compliance Officer" shall mean the Company Secretary of the Company.
- c) "CFO" shall mean Chief Financial Officer of the Company.
- d) "Mainstream media" means Mainstream media as defined under Regulations 2(1)(ra) of the Regulations.
- e) "Regulations" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with applicable circulars issued thereunder.
- f) "Stock Exchanges" shall mean the stock exchanges on which the securities of the Company are listed.

Words and terms used in this Policy and not defined herein, but defined in the Regulations, the Company's Code of Conduct for Prohibition of Insider Trading, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013, shall have the meanings, respectively assigned to them in such code, act or legislation or any statutory amendments, modifications or re-enactment thereto, as the case may be.

**4. Material event/ information:**

- (i) Events/ information listed under Para A of Part A of Schedule III to the Regulations shall be considered as deemed material and shall be disclosed to the Stock Exchanges, without any application of the guidelines for materiality, within the prescribed timelines and in the manner as required by the Regulations.
- (ii) Events/ information listed under Para B of Part A of Schedule III to the Regulations shall be considered as material if they meet the criteria and materiality thresholds prescribed under Regulation 30(4)(i) of the Regulations and the same shall be disclosed to the Stock Exchanges, within the prescribed timelines and in the manner as required by the Regulations.

Without prejudice to the above and subject to the applicability of Regulation 30(11) of the Regulations, the Company shall confirm, deny or clarify any reported event/ information in the Mainstream media which is not general in nature and which indicates that rumours of an impending specific material event/ information in terms of the provisions of the Regulations are circulating amongst the investing public.

**5. Authority to determine and make disclosures of event/ information:**

The CFO and the Compliance Officer ("**Authorised Persons**") shall, jointly, determine whether any disclosure needs be made to the Stock Exchanges under the Regulations in relation to any event/ information, based on assessment of value or expected impact in terms of value of such event/ information against the thresholds of materiality under Regulation 30(4)(i) of the Regulations. Upon determination, the Compliance Officer shall ensure that the disclosure(s) are submitted with the Stock Exchanges and uploaded on the Company's website.

**6. Identification of relevant employees and obligation related to disclosure:**

- (i) The Authorised Persons shall identify the relevant employees, who shall determine potential event/ information specified in Para A and Para B of Part A of Schedule III to the Regulations pertaining to their functional roles, from time to time.
- (ii) Any such event/ information shall be forthwith informed by the relevant employees to the Authorised Persons with adequate supporting data/ information, to facilitate a prompt and appropriate disclosure to the Stock Exchanges.

**7. Discretion to make disclosure relating to event/ information where materiality test is not satisfied:**

Where the Authorised Persons are satisfied that although a particular event/ information does not meet the test of materiality as above, disclosure of information in relation thereto will ensure that investors are better informed with regard to the Company or non-disclosure of such information will distort the market for the Company's securities, such information may be disclosed to the Stock Exchanges under the Regulations.

**8. Publication of the Policy:**

This Policy, upon its adoption by the Board of Directors of the Company, along with below contact details of the Authorised Persons shall be uploaded on the Company's website and any updates hereto shall be promptly reflected on the Company's website.

<b>S. No.</b>	<b>Particulars</b>	<b>Contact Information</b>
1	Chief Financial Officer (CFO)	Devyani International Limited Plot no. 18, Sector - 35, Near Hero Honda Chowk, Gurugram - 122 001 (Haryana) Ph. No. 0124- 4566300
2	Compliance Officer	Devyani International Limited Plot no. 18, Sector - 35, Near Hero Honda Chowk, Gurugram - 122 001 (Haryana) Ph. No. 0124- 4566300

**9. Review / Amendment:**

The Board of Directors can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

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