POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS AND INFORMATION

1. Preamble

1.1. The Board of Directors (the "**Board**") of S. D. International Limited (the "**Company**") have approved the policy for the determination of materiality of events and information (the "**Policy**").

1.2. This Policy is framed in accordance with the requirements of clause (ii) of sub-regulation (4) of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") as amended from time to time.

2. Objectives and Purpose

2.1. This Policy is being adopted by the Board to determine the materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.

2.2. The key objectives of this Policy are:

(a) to ensure that the Company complies with the applicable provisions of the SEBI Listing Regulations, circulars and guidelines issued by the Securities and Exchange Board of India vis-à-vis materiality of events and information;

(b) to provide a governance framework for the determination and disclosure of material events and information;

(c) to facilitate prompt and transparent disclosure of material events and information to the stock exchanges;

(d) to protect the confidentiality of Material / Price sensitive information within the context of Company's disclosure obligations; and

(e) to ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

3. Definitions

3.1. Except where the context otherwise requires, the following capitalized words and expressions shall have the meaning as specified hereunder:

(a) "**Act**" shall mean the Companies Act, 2013 and the rules frames thereunder, including any modifications, clarifications, circulars or re-enactment thereof;

(b) "**Board**" shall have the meaning ascribed to it in paragraph 1.1;

(c) "**Company**" shall have the meaning ascribed to it in paragraph 1.1;

(d) "**KMP**" shall mean key managerial personnel of the Company as defined in sub- section (51) of Section 2 of the Act;

(e) “**Mainstream Media**” shall have the same meaning ascribed under the SEBI Listing Regulations read along with related SEBI circulars, notifications, guidance note and Industry Standard Note (‘**ISN**’) issued by Industry Standards Forums (‘**ISF**’), as amended from time to time;

(f) “**Material Events**” or “**Material Information**” shall mean such events specified in paragraph B of Part A of Schedule III of the SEBI Listing Regulations, based on the applications of the guidelines for materiality as per Regulation 30(4) of the SEBI Listing Regulations;

(g) “**Policy**” shall have the meaning ascribed to it in paragraph 1.1; and

3.2. Further, the words and expressions used in this Policy and not defined herein but defined in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 or the Act and the rules and regulations made thereunder, as may be amended from time to time, and shall have meaning respectively assigned to them therein.

4. Scope of the Policy

4.1. This Policy shall be applicable throughout the Company. The information covered by this Policy shall include information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

4.2. Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.

4.3. Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

5. Authority to determine Material Events and Material Information

5.1. The Board has authorised the KMP to determine the materiality of an event or information and to make appropriate disclosure to the stock exchanges as also on the Company’s website on a timely basis. The KMPs shall also be empowered to:

(a) seek appropriate counsel or guidance as and when necessary, from other internal or external stakeholders as they may deem fit; and

(b) call for information from all its internal stakeholders including its subsidiaries and its promoters.

6. Role and responsibilities of the KMPs

6.1. The KMPs shall have the following responsibilities for determining the Material Events orMaterial Information:

(a) to put in place an adequate mechanism for collecting relevant information and events on a real-time basis, to the extent possible, to enable appropriate disclosures under this Policy. The mechanism should include the responsibility of all internal stakeholders to report all events and information to the KMP;

(b) to review and assess an event or information that may qualify as 'material' and may require disclosure to the stock exchanges, on the basis of facts and circumstances prevailing at a given point in time;

(c) to determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information;

(d) to disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations; and

(e) 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 SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for event or information.

7. Guidelines for assessing materiality

7.1. Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

7.2. The following criteria will be applicable for determining materiality of an event or information:

(a) The omission of an event or information which is likely to:

(i) result in a discontinuity or alteration of an event or information already available publicly; or

(ii) result in significant market reaction if the said omission came to light at a later date;

(b) The omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:

(i) two percent of turnover, as per the last audited consolidated financial statements of the Company; or

(ii) two percent of net worth, except in case of the arithmetic value of the net worth is negative, as per the last audited consolidated financial statements of the Company; or

(iii) 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 Company.

Accordingly, any transactions exceeding the lower of (i), (ii) or (iii) above, with an annual impact in value, will be considered for the above purposes.

(c) In the opinion of the Board, the event/information ought to be disclosed.

8. Guidelines for Rumour Verification

8.1. The Company shall confirm, deny or clarify, upon material price movement in the scrip of the Company (as per the framework issued by the Securities and Exchange Board of India ("**SEBI**")/ Stock Exchanges as amended from time to time), any reported event/ information in the Mainstream Media which is not general in nature and which indicates that rumour of an impending specific event/ information is circulating amongst the investing public and also provide the current stage of such event or information.

8.2. Such disclosure will be made within the timelines prescribed under the SEBI Listing Regulations, circulars/ notifications issued by SEBI/ Stock Exchanges in this regard and in accordance with the ISN on verification of market rumours issued by ISF, under Regulation 30(11) of the SEBI Listing Regulations, as amended from time-to-time.

9. Guidelines for Communication

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the SEBI 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.

10. Guidance on timing of an Event or Information

10.1. The Company may be confronted with the question as to when an event/information can be said to have occurred. The same would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required, viz. in case of natural calamities, disruptions, or other related circumstances the answer to the above question would depend upon the timing when the Company became aware of the event/information.

10.2. In the event that the occurrence of the event/information is dependent on the stage of discussion, negotiation or approval, the event/information can be said to have occurred upon receipt of approval of the Board.

10.3. In the event that the occurrence of the event/information is due to any natural calamity, disruption or other related circumstances, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

11. Disclosure of information relating to events deemed to be material

11.1. In relation to all events that are listed under Para A of Part A of Schedule III to the SEBI Listing Regulations, the Company shall disclose to the Stock Exchanges, the information required by the SEBI Listing Regulations in the manner required by the SEBI Listing Regulations and as prescribed by SEBI.

11.2. The events or information specified in Para A of Part A of Schedule III of the SEBI Listing Regulations will be disclosed without the application of any materiality thresholds, as soon as reasonably possible from the occurrence of such event/ information, but not later than the timelines prescribed by the SEBI under the circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (as amended from time to time), as these are “deemed” to be Material Events. Provided that in case the disclosure is made after the prescribed timeline, the Company shall, along with such disclosures, provide explanation for the delay.

11.3. Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of subparagraph 8 of paragraph B of Part A of Schedule III of the SEBI Listing Regulations, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

12. General

Notwithstanding anything contained in this Policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

13. Privacy

It shall be the responsibility of the Board to: (a) determine how privacy laws shall apply to the Company's documents from and with respect to employees and other constituencies; (b) establish reasonable procedures for compliance with such privacy laws; and (c) allow for their audit and review on a regular basis.

14. Amendment

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board shall be final and binding.

15. Interpretation

In case of any conflict or subsequent changes in the provisions of the applicable law, the applicable law would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in the SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

16. Disclosures

a) All events or information disclosed to the Stock Exchanges under Regulation 30 of the SEBI Listing Regulations shall be hosted on the website of the Company for a minimum period of 5 years.

   Audio recordings, Video recordings, if any, of post earning or quarterly calls, by whatever name called, conducted physically or through digital means, shall be hosted on the website of the Company for a minimum period of two years and thereafter as per the preservation policy of the Company.

Provided further that in case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

b) The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality as per clause 3 of the Policy.

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.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's Archival Policy .

Authority to Key Managerial Personnel:

Any event purported to be reportable under Regulation 30 of the SEBI LODR Regulations shall be informed to the Chairman/Managing Director/Chief Financial Officer & Company Secretary of the Company on an immediate basis with adequate supporting data/information to facilitate prompt and appropriate disclosure.

The Chairman, the Managing Director and the Chief Financial Officer & Company Secretary of the Company shall severally be responsible and authorised for ascertaining the materiality of events considering its nature and its disclosure after taking into consideration the various provisions of the Regulations and Policy.

17. Dissemination of Policy

This Policy will be disclosed on the Company's website at https://sdpack.in/.

18. Version History:

Version	Approved By	Approval Date	Effective Date
1st Version	Board of Directors	20/08/2026	20/08/2026

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 or restructuring), 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:

- 'Acquisition' shall mean, -

(i) acquiring control, whether directly or indirectly; or,

(ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, 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 and such change exceeds two per cent of the total shareholding or voting rights in the said company.

(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);

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;

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) (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) 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.

6. Fraud or 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.

Explanation 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;

8. Appointment or discontinuation of share transfer agent;

9. Corporate debt restructuring;
10. One-time settlement with a bank;

11. 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 at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations on financial results made by the Company to analysts or institutional investors.

16. 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

Annexure- B

Events which shall be disclosed upon application of the guidelines for materiality:

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 tieup; 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) (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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity;

9. Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity;

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

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.

*****