



# **POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION**

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| <b>Approved by:</b>                | <b>Board of Director</b>             |
| <b>Effective date:</b>             | <b>17<sup>th</sup> October 2015</b>  |
| <b>1<sup>st</sup> revision on:</b> | <b>5<sup>th</sup> February 2018</b>  |
| <b>2<sup>nd</sup> revision on:</b> | <b>9<sup>th</sup> August 2023</b>    |
| <b>3<sup>rd</sup> revision</b>     | <b>13<sup>th</sup> November 2024</b> |



## **1. INTRODUCTION**

1.1. As per the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is required to frame a policy for Determining the Materiality of Events and Information that needs to be disclosed to the Stock Exchanges and shall be displayed on the Company's website.

1.2. The objectives of this Policy are:

- a. To evaluate and fix the criteria for the determination of materiality of any event/information in relation to the Company to ensure adequate, timely and accurate dissemination of such events/information to the Stock Exchanges and do not contain any misrepresentation.
- b. Ensure consistency in its disclosure practices, increase awareness, and minimize the risk of selective disclosures
- c. Protecting the confidentiality of material and price-sensitive information while adhering to its disclosure obligations.

All other words and expressions used but not defined in this Policy, but defined in the Companies Act, 2013 (The Act), the Rules made thereunder and the Listing Regulations, shall have the same meaning as respectively assigned to them in such Act or Rules and the Listing Regulations or any statutory modifications or re-enactments thereto.

## **2. EVENTS/INFORMATION AND ITS DISCLOSURES**

2.1. Events/information listed out in Para A of Part A of Schedule III of Regulation 30 of the Listing Regulations are deemed to be material without applying materiality criteria

2.2. Events and information set out in Para B of Part A of Schedule III of Regulation 30 of the Listing Regulations after applying materiality criteria or which in the opinion of the Board of Directors of the Company is material.

2.3. Any other events or information required to be disclosed in accordance with the regulatory requirements.

The Company shall disclose the above events/information to the Stock Exchanges and on the website of the Company within the prescribed time as mentioned in Listing Regulations.



### **3. FACTORS TO BE CONSIDERED FOR DETERMINING MATERIALITY OF OTHER EVENTS/INFORMATION**

Events/information listed out in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed after applying the guidelines for materiality referred sub-regulation (4) of (30) of the Listing Regulations and reproduced below and the threshold criteria laid down in Clause 4 below:

- (a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- (b) The omission of an event or information is likely to result in a significant market reaction on Company's securities if the said omission came to light at a later date;

### **4. MATERIALITY THRESHOLD CRITERIA FOR PARA B ITEMS OF PART A OF SCHEDULE III OF REGULATION 30 OF THE LISTING REGULATIONS.**

4.1. Criteria for determination of materiality of events/information referred to in Clause 3 i.e. 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;
- (ii) 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) 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;

4.2. In the case where the criteria specified in is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the Company, the event or information is considered material.

4.3. In no case shall the definition of materiality dilute any requirement specified under the provisions of the Listing Regulations.

### **5. TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS OR INFORMATION**

5.1. The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the Listing Regulations as soon as reasonably possible as per timelines specified under Listing Regulations.



5.2. The Company shall, with respect to disclosures referred to in the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

5.3. All the events/information considered material after applying the above criteria shall be disclosed to Stock Exchanges and on the website of the company as prescribed in the Listing Regulations.

## **6. PERSONS AUTHORISED TO DETERMINE MATERIALITY**

6.1. The Board of Directors of the Company from time to time shall authorize the Managing Director and the Key Managerial Personnel (other than Managing Director) to determine the Materiality of any event or information for the purpose of making a disclosure to the Stock Exchanges.

6.2 Further, the senior management personnel and such other persons, as determined by the Managing Director shall be relevant employees for the purpose of this policy, to identify potential events or information pertaining to their functional roles.

## **7. OBLIGATIONS OF INTERNAL STAKEHOLDERS AND KMPs FOR DISCLOSURE**

7.1. Any event or information deemed material or likely to affect the market price of the Company's securities must be promptly reported by the relevant Senior Management Personnel or such other person defined in clause 6.2 above to the KMP(s) upon occurrence, along with sufficient supporting data or information, to enable timely and appropriate disclosure to the stock exchanges.

7.2. The KMP(s) will subsequently determine the materiality of the event(s) or information as defined in this policy.

7.3. Upon completing the assessment, the KMP(s) shall, if necessary, make the appropriate disclosure(s) to the stock exchanges.

## **8. DISSEMINATION**

This policy shall be posted on the website of the Company and the address of such web link thereto shall be provided in the Annual Report of the Company.



## **9. REVIEW AND AMENDMENT**

The Board may monitor, review, and amend the Policy from time to time.

In case of any subsequent amendment / modification in the Listing Regulations, Act and/or other applicable laws which may be inconsistent with any of the provisions of this policy than such provision(s) of the policy will automatically stands modified/ amended to that extent.

This policy has been amended, approved and adopted by the Board of Directors at their meeting held on 13<sup>th</sup> November 2024.

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