

Policy on Determination of Materiality of Events and Information

Introduction:

Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (the Regulations) requires every listed company to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges.

Purpose:

The purpose of this Policy is to determine materiality of events or information of the Company, guarantee of its fair disclosure to the public and to make sure that the disclosure is prompt, correct, relevant and not misleading, and that all market participants have simultaneous access to any share price sensitive information.

Criteria for Materiality:

- I. The listed entity shall consider the following criteria for determination of materiality of events/ information:
 - The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - 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 or
 - The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 1. two percent of turnover, as per the last audited consolidated financial statements of the listed entity,
 2. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative,
 3. 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 listed entity

- In case where the criteria specified in sub clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023

- II. The listed entity shall frame a policy for determination of materiality, based on criteria specified in this sub regulation, duly approved by its board of directors, which shall be disclosed on its website.

Provided that such a policy for determination of materiality shall not dilute any requirement specified under the provisions of these regulations

Provided further that such a policy for determination of materiality shall assist the relevant employees of the listed entity in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, in terms of sub regulation (5), for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

Policy

The Regulations further provide that the Board of Directors of the Company shall authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosure to the stock exchanges based on this policy.

An event or information falling under Para A Part A of Schedule III of the Regulations, shall be disclosed without any application of the guidelines for materiality as specified in Regulation 30(4).

An event or information falling under Para B Part A of Schedule III of the Regulations is considered to be material on the basis of quantity, if it is likely to affect the total income or net worth of the Company by 10%, as per the consolidated audited financial statement of the previous year.

In cases where the materiality of event or information cannot be determined on the basis of 3 quantitative thresholds given above, Key Managerial Personnel authorised by the Board of Directors shall determine the materiality of the event or information, in consultation with the Managing Director and / or the Executive Director of the Company.

Key Managerial Personnel authorised by the Board of Directors shall ensure that updated disclosure with respect to the material event is made to the stock exchanges on a regular basis till such time the event is resolved / closed, with relevant explanation. The event or information disclosed to the stock exchanges under this Policy shall also be placed on the website of the Company.

This Policy also applies to the event or information with respect to subsidiaries which are material for the Company. The subsidiaries which are material for the Company will have same meaning as applicable to material subsidiaries as defined under the Regulations.