

Policy on Determination of Materiality for Disclosure of Events or Information

1. Objective of the Policy:

As per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), a listed entity is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, on the basis of the criteria specified in sub-regulation (4) of Regulation 30, so as to ensure that such events or information is adequately disseminated in compliance with the applicable provisions of the Regulations and also to provide the basis for determination of such materiality.

2. Events Deemed to be Material:

All Events enumerated in Para A of Part A of Schedule III to the SEBI Listing Regulations, as amended from time to time, are deemed to be material events as per sub-regulation (2) of regulation 30 and the Company shall make disclosure of such events or information relating to such events to the Stock Exchange as per the provisions of the Regulations.

3. Guidelines for Determining Materiality of Events or Information:

The Company shall make disclosure of all events as specified in Para B of Part A of Schedule III to the SEBI Listing Regulations, as amended from time to time, based on application of guidelines for determining Materiality as per following criteria.

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

- 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 significant market reaction if the said omission came to light at a later date;
- c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - 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;
 - 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; and
- d) 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.

4. General Events:

Any other event/information viz. major development that is likely to affect business in terms of the provisions of Para C of Part A of Schedule III to the SEBI Listing Regulations 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.

5. Events pertaining to subsidiaries:

All events or information with respect to its subsidiaries which are material for the Company shall be considered for disclosure to stock exchanges.

6. Authority for Making Disclosures of Events or Information:

To give effect to the requirements under the Listing Regulations, the Board has authorised the Chief Financial Officer and the Company Secretary, who shall, in consultation with Whole-Time Directors of the Company, determine the materiality of an event / information and disclose the same to the stock exchanges.

7. Timelines for disclosure:

The Company shall first disclose to the stock exchange(s) all events or information, which are material in terms of this policy and provisions of Listing Regulations as soon as reasonably possible and in any case not later than the following:

- a) thirty minutes or three hours as may be applicable from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- b) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the company.

Further in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting. Further in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

In case the disclosure is made after the timelines specified above, the Company shall along with such disclosure provide an explanation for the delay.

8. Amendments of the Policy:

Any subsequent amendment/modification in the Listing Regulations or any other governing Act / Rules / regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and / or amended to that extent, even if not incorporated in this Policy. The same shall be placed before the Board of Directors at the subsequent meeting.

9. Dissemination of Policy:

This Policy shall be hosted on the website of the Company.