

Objective

The event / information covered by this Policy shall include “information related to the Company’s business, operations or performance which has a significant impact on securities investment decisions” (hereinafter referred to as “material event / information”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

Guidelines for Assessing Materiality**A. Qualitative criteria**

To determine whether an event or information is material, the following qualitative criteria shall be used:

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

B. Quantitative criteria

To determine whether an event or information is material, the following quantitative criteria shall be used:

- (a) The events or information as stated in Annexure II of this Policy, other than those stated in (b) and (c) below, shall be considered as material if the value involved or the impact exceeds 10% of the gross turnover or 15% of the net worth (lower threshold shall be taken as a trigger) of the Company.
- (b) The event or information pertaining to loan agreements (as a borrower) or any other agreements which are binding and not in normal course of business (including any revisions or amendments or terminations thereof) shall be considered as material if the value involved or the impact exceeds 20% of the net worth of the Company.

The thresholds in (a) and (b) above shall be determined on the basis of audited consolidated financial statements of the Company’s last audited financial year.

The quantitative criteria shall be used as a yardstick or reference for determining materiality and arriving at the overall decision on the event to be reported.

The transactions between the Company and its subsidiaries shall not be deemed to be material.

- (c) The information on any customer contracts or any deal wins or contracts involving any business strategy or otherwise, shall be disclosed at the discretion of the Managing Director/Executive Director/Chief Executive Officer (CEO) and/or the Chief Financial Officer (CFO), as and when they deem fit.

4. Authority for determining materiality and dissemination of the Information hereunder

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The following Key Managerial Personnel(s) are authorised to determine whether an event or information is material and for the purpose of making appropriate disclosure on a timely basis to Stock Exchange(s).

a) **Determination of Materiality of Event:** The Managing Director/Executive Director/Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) are severally authorized to determine materiality of an event/information under this Policy.

b) **Making disclosures to stock exchange(s):** The Company Secretary of the Company is authorized to disseminate information and disclosure of Material Events/Information to the Stock Exchange(s).

5. Amendment(s)

Any change(s) in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors 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 in this respect shall be final and binding.

Annexure I

DISCLOSURES OF EVENTS OR INFORMATION WHICH ARE DEEMED TO BE MATERIAL

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
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. Revision in Rating(s).
4. Outcome of Meetings of the board of directors:
 - 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. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - e. 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;
 - f. short particulars of any other alterations of capital, including calls;
 - g. financial results;
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control)
6. Fraud/defaults by promoter or key managerial personnel or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and 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.

14. Amendments to memorandum and articles of association of listed entity, in brief.

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Annexure II

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY

1. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
2. 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.
3. Disruption of operations of the entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
4. Effect(s) arising out of change in the regulatory framework applicable to the entity
5. Litigation(s) / dispute(s) / regulatory action(s) with impact.
6. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of entity.