

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS & DISCLOSURE THEREOF

Adopted by the Board on 09/11/2015 & applicable w.e.f. 01/12/2015

1. INTRODUCTION & OBJECTIVE:

Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015 states about disclosure requirements by a listed entity. Every listed entity is required to make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material.

Events specified in Para 'A' of Part 'A' of Schedule III (**Annexure I**) are deemed to be material events and listed entity shall make disclosure of such events. **The listed entity shall make disclosure of events specified in Para 'B' of Part 'A' of Schedule III, based on application of the guidelines for materiality, as specified in sub- regulation (4) of regulation 30.**

Regulation 30 (4) of the Listing Regulations requires the Company to frame a policy for determination of materiality of events or information for disclosure, based on the criteria specified therein.

This policy is intended to provide:

- Guidelines and criteria for relevant employees of the Company to identify any potential material event or information and reporting the same to the authorized key managerial personnel, for determining materiality of the said event or information and making necessary disclosure to the relevant stock exchange, as required under Regulation 30 of Listing Regulations, guideline for determination of materiality based on criteria specified in listing regulations.
- Timelines for disclosing material events

2. DEFINITIONS: Any words used in this Policy shall have the same meaning as prescribed to it in SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015 or the Companies Act, 2013 or Rules made thereunder, or SEBI Act, Rules and Regulations made thereunder.

- **Authorised key managerial personnel :** Authorised key managerial personnel shall mean the Key Managerial Personnel as authorised by the Board of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under Listing Regulations and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website. Company Secretary, Chief Financial Officer, Chief Regulatory Officer, Chief Risk Officer and Managing Director & CEO are identified as the authorised key managerial personnel under this policy
- **Board:** means Board of Directors of the Company

3. EVENTS OR INFORMATION TO BE DISCLOSED

1. The events or information specified in Para A of Part A of Schedule III of the Listing Regulations will be disclosed without the application of any materiality thresholds, as these are “deemed” to be material events. In respect of orders from authority, any order passed by adjudication or enforcement proceedings would be disclosed.
2. The events or information specified in Para B of Part A of Schedule III of the Listing Regulations will be disclosed based on the application of the guidelines for materiality, as specified in Regulation 30(4) of the Listing Regulations,
3. In addition to the above, Paras C and D of Part A of Schedule III of the Listing Regulations mandate disclosure of the following:
 - a. major developments that are likely to affect business,
 - b. any change in accounting policies that may have a significant impact on the accounts of the Company.
 - c. 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; and
 - d. any other disclosures as may be specified by SEBI from time to time.
4. Any information/ events with respect to the subsidiary of the Company which are material for the Company, shall also be disclosed to the relevant stock exchange.
5. In case where an event occurs or information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof. It is clarified that as regards any event / information, only such impact which is direct and perceivable, and not remote, shall be considered.
6. In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, 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.

4. EVENTS/INFORMATION NOT COVERED BY POLICY:

This Policy does not apply to events:

- a. consisting of information that has been publicly disclosed, widely disseminated and readily available to the public and that the public has had sufficient time to process and absorb;

- b. consisting of non-material information;
- c. made to or by those who owe the Company a duty of trust or confidence or otherwise expressly agree in writing to maintain the information in confidence;
- d. to employees of the Company (even if they are also stockholders of the Company).

5. PRINCIPLE FOR DETERMINATION OF MATERIALITY: Reg30(4)(i)

The listed entity shall consider the following criteria for determination of materiality of events/information:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event / information is considered material.

Generally, an event/Information shall be considered as “material” if a reasonable investor would likely consider it important in deciding whether to buy, hold or sell a security. Both positive and negative events/information may be material, and information that something is likely to happen or even just that it may happen can be material.

6. KEY MANAGERIAL PERSONALS AUTHORIZED TO ACT FOR THE COMPANY:

The Company’s Key Managerial Personals authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation and to speak on behalf of the Company (including responding to inquiries from Market Participants, the investment community or the media) in accordance with this Policy (“Authorized Spokespersons”) shall include:

- Whole Time Director
- Company Secretary

7. DETERMINATION OF MATERIALITY:

- (i) The Authorized persons shall monitor and consider developments within the Company that may require public disclosure in accordance with the Listing regulations.
- (ii) Events specified in Annexure 1 shall be disclosed without considering their materiality.
- (iii) Events which are required to be disclosed upon application of the guidelines for materiality shall be disclosed after determination of materiality by authorized persons.
- (iv) In situations where the determination of materiality is not clear, the authorized persons shall discuss the matter with other directors as required to make an appropriate determination. However, if the doubt still exists, information should be considered material.

8. WITHOUT PREJUDICE TO GENERALITY OF ANY PARA OF THIS POLICY, BOARD MAY SPECIFY FOR DISCLOSURES OF ANY EVENT/INFORMATION FROM TIME TO TIME.

9. PROCEDURE & TIMING FOR DISCLOSURE TO STOCK EXCHANGES:

1. If any of the activity (existing/proposed etc.) leads to occurrence of any event(s) as mentioned above, under para (III), then in such case the head of the concerned department handling such activity should identify such potential material event or information and report the same to the authorised key managerial personnel for determining materiality of the said event or information and making necessary disclosure to the relevant stock exchange
2. Once the potential event is reported and it is ascertained that the same has to be disclosed to the Stock Exchange under this policy, then the same will be disclosed as soon as reasonably possible and in any case not later than the following:
 - a. **thirty minutes** from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken: Provided that in case, the meeting of the board of directors closes after normal trading hours on the date of the meeting 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: Provided further that in case, the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed by the Company within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered. Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.
 - 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.
 - d. Quarterly basis-following material events or information shall be disclosed on a quarterly basis in the format specified for the Integrated Filing (Governance) i.e. Corporate Governance report:
 - Acquisition of shares or voting rights by listed entities in an unlisted company, aggregating to 5 % or any subsequent change in holding exceeding 2 % in terms of the provisions of Para A (1) of Part A of Schedule III of LODR.
 - Imposition of fine or penalty which are lower than the monetary thresholds specified under Para A (20) of Part A of Schedule III of LODR.
 - Updates on ongoing tax litigations or disputes in terms of the provisions of Para B (8) of Part A of Schedule III of LODR.
 - e. Seventy-two hours in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of paragraph B of Part A of Schedule III, whose all the relevant information 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 listed entity.

- f. the disclosure with respect to events for which timelines have been specified in Part A of Schedule III of Listing Regulations and SEBI circular shall be made within such timelines.
- g. In case the disclosure is made after the timelines specified, the Company shall, along with such disclosure provide the explanation for the delay.
- 3. With respect to disclosures referred to, the Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- 4. The Company shall disclose on its website all such events or information which has been disclosed to the relevant stock exchange under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and, thereafter, as per the archival policy of the Company.

10. UPDATION ON WEBSITE: The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

11. REVIEW AND AMENDMENT OF THE POLICY

The Board shall review the Policy from time to time based on the changing needs and make suitable modifications as may be necessary. The Board can also amend the Policy from time to time in accordance with the requirements of, and to ensure compliance with, the provisions of the SEBI (LODR) Regulations, 2015.

In case any amendments(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendments, clarifications, circulars etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective dates as laid down under such amendments clarifications and circulars.

Further amended, reviewed and adopted by the Board post consideration of the recent amendments in the Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015 at the meeting held on 08/08/2025

ANNEXURE I

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

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 (1) - For the purpose of this sub-paragraph, the word '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 listed entity holds shares or voting rights aggregating to twenty 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said company; or
 - (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:

“Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.”

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 listed Entity shall disclose to the Exchange(s), the outcome of meetings of the board of directors , held to consider the following:

- a) dividends 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 including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertibles Bonds, qualified institutions placement, debt issue, preferential issue or any other method.
- 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 listed entity 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 listed entity), 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.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.

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.

Explanation 3 – Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to 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.

7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

7B. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

i. The letter of resignation along with detailed reasons for the resignation as given by the said director.

ia. Names of listed entities in which the resigning director holds directorships, indicating

the category of directorship and membership of board committees, if any.

ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.

iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.

7C. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.

7D. In case the Managing Director or Chief executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

8. Appointment or discontinuation of share transfer agent.

9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial Institutions including the following details:

- (i) Decision to initiate resolution of loans/borrowings;
- (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
- (iii) Finalization of Resolution Plan;
- (iv) Implementation of Resolution Plan;
- (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.

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 listed entity.

13. Proceedings of Annual and extraordinary general meeting of the listed entity.

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

15. a. (i) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) ;
(ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.

Explanation I: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity.

(b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:

(i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever

is earlier;

(ii) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;

(iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls."

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;

b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;

c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;

d) Public announcement made pursuant to order passed by the Tribunal under Section 13 of Insolvency Code;

e) List of creditors as required to be displayed by the corporate debtor under Regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

f) Appointment/ Replacement of the Resolution Professional;

g) Prior or post-facto Intimation of the meetings of Committee of Creditors;

h) Brief particulars of Invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

i) Number of Resolution plans received by Resolution Professional.

j) Filing of resolution plan with the Tribunal;

k) Approval of resolution plan by the Tribunal or rejection, if applicable;

l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:

(i) Pre and Post net-worth of the company;

(ii) Details of assets of the company post CIRP;

(iii) Details of securities continuing to be imposed on the companies' assets;

(iv) Other material liabilities imposed on the company;

(v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;

- (vi) Details of funds infused in the company, creditors paid-off;
- (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
- (viii) Impact on the investor – revised P/E, RONW ratios etc.;
- (ix) Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
- (x) Brief description of business strategy.

- m) Any other material information not involving commercial secrets.
- n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- o) Quarterly disclosure of the status of achieving the MPS;
- p) The details as to the delisting plans, if any approved in the resolution plan.

17. Initiation of Forensic audit: In case of Initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:

- a) The fact of Initiation of forensic audit along-with name of entity Initiating the audit and reasons for the same, if available;
- b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.

Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of maker's such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar maker's that would not require any revision to the financial statements disclosed by the listed entity.

18. 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.



19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

- (a) search or seizure; or
- (b) re-opening of accounts under Section 130 of the Companies Act, 2013; or
- (c) Investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:

- i. name of the authority;
- ii. nature and details of the action(s) taken, initiated or order(s) passed;
- iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
- v. impact on financial, operation or other activities of the listed entity, quantizable in monetary terms to the extent possible.

20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

- (a) suspension;
- (b) imposition of fine or penalty;
- (c) settlement of proceedings;
- (d) debarment;
- (e) disqualification;
- (f) closure of operations;
- (g) Sanctions imposed;
- (h) warning or caution; or

(i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s), taken or orders passed:

- i. name of the authority;
- ii. nature and details of the action(s) taken, or order(s) passed;
- iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
- v. impact on financial, operation or other activities of the listed entity, quantizable in monetary terms to the extent possible.

Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the Action(s) taken or orders passed as mentioned in the sub- paragraph:

- (i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or



enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty-four hours.

(ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.”

21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

EVENTS, WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY referred sub regulation (4) of regulation (30)

- 1) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- 2) 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).
- 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 listed entity 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 listed entity
- 8) Litigation(s) / dispute(s) / regulatory action(s) with impact.
- 9) Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity. Options to purchase securities including any ESOP/ESPS Scheme.
- 10) 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) 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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.



ANNEXURE III

GUIDANCE ON THE CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

1. The criteria for determination of materiality of events / information is specified in regulation 30(4) of the LODR Regulations. One of the criteria is that 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 listed entity;
- ii. 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;
- 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 listed entity;

2. In respect to the above, it is clarified that the average of absolute value of profit or loss is required to be considered by disregarding the sign positive or negative that denotes such value as the said value / figure is required only for determining the threshold for materiality of the event and not for commercial consideration.