



Version No.	Approved By	Approved On	Effective Date
01	Board of Directors	August 04, 2025	August 04, 2025



POLICY ON DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

(Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. PURPOSE

This policy is framed in compliance with and is being hosted on the website of the Company in accordance with the requirements of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time.

The objective of this policy is to:

- a) determine the materiality and disclosure of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations;
- b) ensure that the Company complies with the disclosure obligations under the Listing Regulations;
- c) provide shareholders, investors and the market with timely, direct and equal access to material information issued by the Company;
- d) promote investor confidence in the integrity of the Company and its securities.

2. INTERPRETATION

Any terms used but not defined herein shall have the same meaning ascribed to it in the Listing Regulations.

If due to any reason any provision(s) / clause(s) of this Policy is rendered unlawful or unenforceable, then the Policy shall be read as excluding that clause(s) / provision(s).

3. DISCLOSURE REQUIREMENTS UNDER THE SEBI LISTING REGULATIONS

Regulation 30 of Listing Regulations, 2015 and Schedule III of the SEBI Listing Regulations, has categorized material events and information that will have a bearing on the performance / operations of the Company. The disclosures of events and information which the Company shall make to the stock exchange(s) as broadly categorized under the SEBI Listing Regulations are as under:

- a. Events listed in Clause A of Part A of Schedule III of the SEBI Listing Regulations shall be deemed material and disclosed to stock exchanges without any application of the guidelines for materiality i.e., these are mandatorily to be disclosed irrespective of the extent of happening of event.



- b. Events that have been provided in Clause B of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed to stock exchanges upon application of the guidelines for materiality to be determined by the authorized key managerial personnel on the basis of criteria as mentioned in Regulation 30(4) of the SEBI Listing Regulations.
- c. Event / information specified in Clause C and D of Part A of Schedule III of the SEBI Listing Regulations are required to be disclosed based on the Company's assessment in accordance with the SEBI Listing Regulations.
- d. Any event / information which in the opinion of the Board of Directors of the Company, is material.
- e. Event / information with respect to subsidiaries of the Company which are material for the Company.

The Company shall ensure prompt disclosure of all material events / information and Unpublished Price Sensitive Information ("UPSI") (that are intended to be made public or are required to be made public as per statutory regulations) to the stock exchanges where the securities of the Company are listed as soon as possible but not later than the following:

- a) (30) 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; however, in case the meeting of the Board of Directors closes after normal trading hours of that day but more than 3 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 3 hours from the closure of the Board Meeting
- b) (12) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c) (24) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

Provided that in case the disclosure is made after the timelines specified under this Policy or the Listing Regulations, the Company shall, along with such disclosure provide the explanation for the delay.

The Company shall, with respect to disclosures referred to in Regulation 30 of the Listing Regulation or in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.



The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the Listing Regulations, 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. AUTHORITY TO DETERMINE MATERIALITY AND ESTABLISHMENT OF DISCLOSURE COMMITTEE

For the purpose of determination of materiality, the Disclosure Committee consisting of the Managing Director, Chief Financial Officer and the Company Secretary of the Company, as constituted by the Board, is authorized to determine materiality of events or information that qualifies for disclosures to the Stock exchanges pursuant to this Policy or as per Regulation 30 of the Listing Regulations.

The Managing Director, Chief Financial Officer and the Company Secretary are severally authorized to submit disclosures, as considered by the Disclosure Committee, to the stock exchanges.

The employees of the Company shall be informed the requirements under this Policy, including, an indicative list of information/events that may be considered ‘material’ and quantitative thresholds in absolute terms to determine materiality, so as to assist them in identifying potential material events or information, based on the criteria defined under the Policy, and reporting the same to the aforesaid officials of the Company for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

5. GUIDELINE FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

The following criteria shall be considered by the Disclosure Committee for determination of material events or information on case to case basis depending on specific facts and circumstances relating to respective information/event(s). In terms of Regulation 30 (4)(ii), the Company shall follow the following criteria specified in sub-regulation 30(4)(i) for determination of the materiality:

Where the omission of an event/information:

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



- c) 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 Company;
 - 2) 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;
 - 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 Company.
- 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 Company, the event or information is considered material. Where the above specified criteria is not applicable, the Disclosure Committee shall determine materiality of events or information.

6. SPECIFIED EVENTS OR INFORMATION

The Member(s) of Disclosure Committee shall, *inter alia*, disclose to the stock exchanges the events or information as may be specified in Part A of Schedule III of SEBI Listing Regulations, as amended from time to time.

7. REPORTING OF MATERIAL EVENTS OR INFORMATION

The Company (through the members of Disclosure Committee, who are severally authorized to make disclosure) will disclose to the stock exchange(s) all events or information that are material in terms of the provisions of SEBI Listing Regulations read with relevant circulars including Master circular issued from time to time, (including any amendments / modifications thereof) as soon as reasonably possible and in any case not later than the time line provided under the SEBI Listing Regulations and the circulars / master circulars issued from time to time in this regard.

In case the disclosure is made after the timeline specified under the SEBI Listing Regulations and Circular, the Company shall, along with the delayed disclosure provide the explanation for the delay.

The Disclosure Committee may identify employees of the Company who shall report to the Head/ In-charge of Department or any member(s) of the Disclosure Committee immediately upon occurrence of such events or information for determining its materiality and timely disclosure to the stock exchanges.



The Company shall disclose the intimations made to the stock exchanges under Regulation 30 of the SEBI Listing Regulations on its website, 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, as disclosed on its website.

8. DISCLOSURE OF THIS POLICY

The Policy shall be disclosed on the website of the Company

9. MISCELLANEOUS

In case of any amendments to the SEBI Listing Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the amended regulation shall prevail over this Policy.

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

Further, the scope of this Policy shall include any additional scope as may be extended in terms of any amendment(s) to the provisions of the Listing Regulations.

The Policy shall be subject to annual review / amendments as may be deemed necessary and in accordance with regulatory amendments from time to time.

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