

POLYCAB

POLYCAB INDIA LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

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POLYCAB INDIA LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

1. BACKGROUND

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) which came into effect on December 1, 2015 and ,which has been amended from time to time., requires Polycab India Limited (the “**Company**”) to frame a Policy for determination of materiality for disclosure of events or information (“**Policy**”) to [BSE Limited] and [National Stock Exchange of India Limited] (the “**Stock Exchanges**”), based on the criteria specified in the Listing Regulations. The Policy is also required to be disclosed on the website of the Company.

The Company shall be required to adhere to the reporting/ disclosure requirements, which shall arise out of the provisions of the Listing Regulations. Under the Listing Regulations, every listed Company has to make disclosures in two scenarios, namely, mandatory disclosures in respect of items as outlined in Part A of Schedule III of the above Regulations and disclosures upon application of guidelines for materiality as per list provided in Part B of the above Schedule.. The mandatory disclosures have to be made without application of the guidelines for materiality; while in the later circumstance, the Company to make disclosure of events based on application of the guidelines for materiality, as specified in the Listing Regulations.

The events/information that would be disclosed as presently prescribed by Securities and Exchange Board of India vide master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“**Master Circular**”)

The Board of Directors of the Company, at its meeting dated September 20, 2018 had adopted the Policy on determination of materiality of events or information, in supersession of all the previous policies of the Company in this regard, which warrants disclosure to investors and has been framed in compliance with the requirements of the Listing Regulations.

Further, the Board of Directors has amended this Policy, in order to incorporate the changes brought into by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“**SEBI Amendment Regulations**”).

2. SCOPE OF THE POLICY

The Policy will be applicable to all the events which fall under the criteria as disclosed under the section relating to “Disclosure of events or information to Stock Exchanges”. This Policy shall be read along with the Company’s Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (fair disclosure code) framed in adherence to the principles for fair disclosure as outlined in the Listing Regulations.

3. DEFINITIONS

The words and expressions used but not defined herein shall have the same meaning as assigned to those words and expressions under the SEBI Listing Regulations. If any words and expressions is/are not defined in the Listing Regulations such words and expressions shall have the same meaning as assigned to those words and expressions under the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956 or any other applicable laws or regulations, as the case may be.

“**Relevant Employees**” shall encompass the Senior Managerial Personnel and Business / Functional Heads of the Company and shall include employees of the Company who deal with or

comes into possession of potential material event or information in the course of the performance of their duties.

“Mainstream Media” shall cover specific news sources as specified in Industry Standards note on verification of market rumours recognised by SEBI Circular dated May 21, 2024, and issued by Industry Standards Forum (“ISF”), under Regulations 30(11) of Listing Regulations, as amended from time to time.

‘Material Price Movement’(‘MPM’) shall be calculated as per the framework issued by the stock exchanges / SEBI from time to time.

‘Look back period’/‘Review Period’ for tracking of rumours shall be deemed to be 48 (forty-eight) hours prior to or post the occurrence of event of disclosure.

For the sake of clarity,

- i. the review period for tracking of rumours shall be 48 hours prior to the trigger of Material Price Movement.
- ii. upon the time the company becomes aware of such event/information of rumour corresponding MPM to be tracked for next 48 hours.

“Normal trading hours” shall mean time period for which the recognized stock exchanges are open for trading for all investors.

4. KEY MANAGERIAL PERSONNEL AUTHORIZED TO DETERMINE MATERIALITY

The Managing Director, Executive Director, and/or Chief Financial Officer, failing them the Company Secretary & Compliance officer will be the authorized Key Managerial Personnel [**“KMP(s) / Authorized Officer(s)”**] to determine the materiality of an event or information and for the purpose of advising on the disclosure to the stock exchanges through the Company’s Authorized Official designated under the Company’s code of fair disclosure.

Any decision taken by them jointly or severally shall be valid and binding on the Company. Their contact details shall be disclosed to the stock exchange and also be placed on the Company’s website.

However, wherever required, and considering any specific/ significant circumstances including business exigency/ calamities which may arise, either simultaneously or subsequently, approval of the Board / Executive Committee or Chairperson of the Board may be taken for disclosing any such event or information.

The above Authorized Officer(s) are also empowered to seek appropriate counsel or guidance as and when deemed necessary.

The Authorized Officer(s) shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any event/information

5. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

The following are the criteria/ guidelines for determination of materiality of events/ information:

- I.** All events/information stated in Para A of Part A of Schedule III to the Listing Regulations (as listed in Annexure I to this Policy) pertaining to itself or its subsidiary(ies), are deemed to be material.

II. Quantitative Criteria

In respect of events / information stated in Table A, the Authorized Officer(s) 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 in public domain; 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; or
- c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. 2 (two) percent of turnover, as per the last annual audited consolidated financial statements of the Company ;
 - ii. 2 (two) percent of net worth, as per the last annual audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - iii. 5 (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) above 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.

III. Qualitative Criteria:

In addition to above quantitative criteria the following Qualitative factors shall also be considered for determination of materiality of event/ information:

- a. Any event/ information which directly or indirectly may materially affect the reputation of the Company; or
- b. Any event/ information, which if not disclosed promptly may lead to creation of false market in the securities of the Company; or
- c. Whether the event/ information is in the normal course of business or not; or
- d. Whether the event/ information represents a significant shift in strategy; or
- e. Any other factor which is pertinent in the opinion of Authorized Officer(s) of the Company.

IV. TABLE A

Following parameters along with SEBI LODR Regulations along with SEBI Master Circular for determination of materiality to be applied for the Company and its subsidiaries:

| Event or information related to | Events / Information enlisted in | Parameters to be applied for determining materiality |
|--|---|---|
| Polycab India Limited | Para A of Schedule III (Annexure I) | Deemed material* |
| Polycab India Limited | Para B of Schedule III (Annexure II) | Factors prescribed in Clause II. |
| Polycab India Limited | Items other than Para A & Para B | Factors prescribed in Clause II c and d and Clause III. |
| Subsidiary of Polycab India Limited | Para A of Schedule III (Annexure I) | Factors prescribed in Clause II and Clause III. |
| Subsidiary of Polycab India Limited | Para B of Schedule III (Annexure II) | Factors prescribed in Clause II c. |

V. The Company shall also disclose all such events/information with respect to subsidiaries, if any, which are considered material for the Company.

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

- VII.** The Company may on its own initiative also, confirm or deny any reported event/information to stock exchange(s).
- VIII.** The above policy has been approved by the Board of Directors at their meeting held on July 18, 2023 and shall be in supersession of earlier policies on the subject.

5. VERIFICATION OF MARKET RUMOURS

- (a) With effect from December 1, 2024, the Company shall be required to confirm, deny or clarify, upon Material Price Movement, any reported event or information in the Mainstream Media which is not general in nature, and which indicates a rumour of an impending specific event or information. The confirmation, denial or clarification would be made to the Stock Exchanges as soon as reasonably possible, however, not later than twenty-four hours from the Material Price Movement. Directors, key managerial personnel and senior managerial personnel of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company / Company Secretary / Compliance Officer / Charman & Managing Director / Executive Director in order to ensure compliance with the requirements of verification of market rumours and the Company shall disseminate the response received from such individual(s) promptly to the Stock Exchanges. In case there are no rumours as envisaged above, the Company need not clarify to the Stock Exchanges. For the purpose of confirmation, denial or clarification of any reported event or information in the mainstream media, the company shall consider the look back period /review period for disclosure of such event/information.
- (b) The Company, upon becoming one amongst the top 100 listed companies based on market capitalisation as on December 31, shall within prescribed timeframe, track the following International Media:
- A. Wall Street Journal and Financial Times for United States of America;
 - B. Business Times (local newspaper) and Financial Times for Singapore; and
 - C. Financial Times for United Kingdom.

In addition to the above, the Board of Directors shall identify foreign jurisdictions, if any, where the company has material business operations, based on the following parameters:

- i. 10% or more of the consolidated revenue as per the latest audited financial statement;
- or
- ii. material foreign subsidiary of the Company

The Board of Directors shall approve a list of English business/ financial news sources from such jurisdictions.

6. TIMELINES FOR DISCLOSURE OF MATERIAL EVENT OR INFORMATION

1. An event or information, required to be disclosed in terms of this policy, or in terms of Regulation 30 of the Listing Regulations, shall be disclosed, as soon as reasonably possible and in any case not later than the following:
- i. 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;¹ or
 - ii. 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity; or
 - iii. 24 (twenty-four) hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity.

Provided further that in case of board meetings being held for more than one day, the financial

¹ In terms of the SEBI Circular dated December 12, 2024, if the meeting of the board of directors closes after normal trading hours but more than three hours before the beginning of the next normal trading hours, then the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

results shall be disclosed within thirty minutes or three hours, as applicable, from closure of the meeting for the day on which it has been considered.

Without prejudice to the above, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations, shall be made within such timelines.

Provided further that in case the disclosure is made after the timelines specified above of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

Provided that if there is a claim against a Company under any litigation or dispute, other than tax litigation or dispute and if 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 Company.

2. The Company shall disclose to the stock exchange(s) material updates on the events/ information disclosed under this Policy till such time that the event is resolved/ closed, with relevant explanations.

Without prejudice to the generality of provisions of this policy, the Company may make disclosures of any event / information as specified by the Board from time to time.

7. TIMELINES FOR DISCLOSURE OF MATERIAL EVENT OR INFORMATION

The relevant employees of the Company shall be under an obligation, to disclose to the Authorized Officer(s), any event or information, for which they have knowledge, and which may be deemed to be material in terms of this policy as soon as they are in know of aware of it.

The Authorized officer(s) shall, in turn determine the materiality of such event or information, according to provisions of this Policy and SEBI Listing Regulations, make necessary disclosures to the Stock Exchange, if required.

8. MECHANISM TO BE ADOPTED FOR IDENTIFYING AND REPORTING POTENTIAL MATERIAL EVENT/INFORMATION BY RELEVANT EMPLOYEES

- i. During the course of performance of one's role, the relevant employee/(s) shall be responsible for identifying pertinent events/information as mentioned in Annexure I & II which has potential to be classified as material events/information as per the policy.

Explanation: For the purpose of determination of material events / information, the value or expected impact in terms of value for each event or transaction shall be compared with the quantitative threshold as mentioned in Clause II C specified in this policy.

- ii. Upon identification of potential material events/information, the relevant employee shall promptly report the details of such potential material events/information in the format as mentioned in Annexure III to the Authorized Officer(s).

Mode of Communication: The aforesaid details can be submitted to the authorized Officer(s) by the relevant employee using written communication methods such as emails, internal memos, or any other appropriate means.

The details so submitted shall be authentic and comprehensive to enable the Authorised Officer(s) to make informed decision / take appropriate actions. The relevant employees should exercise necessary diligence to ensure confidentiality of the details being submitted/so

submitted to the Authorised Officer(s).

The relevant employees may approach the Authorised Officer(s) for seeking guidance /clarity to ensure effective implementation of this policy.

The Company Secretary of the Company may conduct periodic trainings/sensitization programmes and/or release FAQs, referendum, framework to further assist relevant employees for effective implementation of this policy.

9. DISCLOSURE OF CERTAIN AGREEMENTS TO WHICH LISTED ENTITY IS NOT A PARTY

All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of Company, who are parties to the *Specified Agreements*, shall inform the Company about the agreement to which Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements, and the Company shall in turn disclose all such agreements to the Stock Exchanges and on its website.

Specified Agreements:

Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company 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 Company or impose any restriction or create any liability upon the Company, including any rescission, amendment or alteration of such agreements, whether or not the Company is a party to such agreements:

Provided that such agreements entered into by Company in the normal course of business shall not be included in above definition, unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company.

10. DISCLOSURES ON WEBSITE

The Company shall disclose on its website all such events or information which has been disseminated to the Stock Exchanges under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of 2 (two) years and thereafter as per the archival process followed by the Company.

11. AMENDMENTS TO THE POLICY

Any subsequent amendment / modification in the SEBI Listing Regulations or any other governing Act / Rules / regulations or re-enactment or circulars, Clarifications, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall stand amended to that extent from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

Annexure I
Material events/ information to be mandatorily disclosed to the stock exchange(s)

Following is the List of events/information as specified under Para A of Part A of Schedule III of the Listing Regulations:

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 ~~two~~ 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-

- a. 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
- b. 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.

Explanation (4) - For the purpose of this sub-paragraph, “unit” would mean ‘Subsidiary or Joint Venture’ ‘division’ would mean operating segment as per Ind-AS.

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).

Explanation: For the purpose of this events/information, the details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the listed entity or to any fixed deposit programme or to any scheme or proposal of the listed entity involving mobilization of funds whether in India or abroad.

The above requirement to disclose rating shall also be applicable to the following:

- a) Revision in rating even if it was not requested for by the listed entity or the request was later withdrawn by the listed entity.
 - b) Revision in rating outlook even without revision in rating score.
 - c) ESG ratings by registered ESG Rating Providers
4. Outcome of Meetings of the board of directors: The Company 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 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 Convertible 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 Company 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 Company), 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(1): 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.

Explanation(2) - For the purpose of this sub-paragraph, Normal course of Business” shall mean all those transactions, events, and activities that satisfy the below attributes:

- i. The value of transaction or set of transactions that exceeds 10% of gross turnover as determined on the basis of audited the latest audited consolidated financial of the Company;
- ii. Transactions that are in consonance with current business operations of the Company;
- iii. The transactions are conducted on a frequent or recurring basis as a part of regular operations;

- iv. The terms of the transactions are comparable to those that would be applicable to transactions or activities with other independent parties such that these transactions are conducted at arm's length

Note(1): Giving guarantees, security, letter of credit or any other thing, by whatever name called, to any entity other than wholly owned subsidiary/Subsidiary/associate company would not be considered as a normal course of Business.

Note(2): Entering into any non-compete arrangement which could disallow the listed entity to perform any business, would not be considered as normal course of business.

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:

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:

- a) The letter of resignation along with detailed reasons for the resignation as given by the said director

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

- c) 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 a and b 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 Company.
 13. Proceedings of Annual and extraordinary general meetings of the Company.
 14. Amendments to memorandum and articles of association of Company, in brief.
 15. (i) Schedule of Analyst or institutional investor 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.

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. Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.
 17. Initiation of Forensic audit.
 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.

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 matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity.

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, quantifiable 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, quantifiable 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.”

Note: Tax litigations or disputes, including demand notices, penalties, etc., shall be disclosed under sub-para 8 of Para B based on application of criteria for materiality.

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.

Annexure II

Following is the List of events / information to be disclosed to the stock exchange(s) based on Materiality guidelines:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

Explanation- For the purpose of this sub-paragraph, "unit" would mean independent manufacturing facility set up for new business ; "division" would mean operating segment as defined under Ind-As.

2. Any of the following events pertaining to the listed entity:
 - a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - b) adoption of new line(s) of business; or
 - c) closure of operation of any unit, division or subsidiary (in entirety or in 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.

Explanation(1) : For orders and contracts referred above "Normal course of Business" shall mean all those transactions that satisfy the below attributes:

- i. The value of transaction or set of transactions that exceeds 10% of gross turnover as determined on the basis of audited the latest audited consolidated financial of the Company;
 - ii. Transactions that are in consonance with current business operations of the Company;
 - iii. The transactions are conducted on a frequent or recurring basis as a part of regular operations;
 - iv. The terms of the transactions are comparable to those that would be applicable to transactions or activities with other independent parties such that these transactions are conducted at arm's length.
5. Agreements (viz. loan agreement(s) 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.

Explanation(1) : For orders and contracts referred above "Normal course of Business" shall mean all those transactions that satisfy the below attributes:

- i. The value of transaction or set of transactions that exceeds 10% of gross turnover as determined on the basis of audited the latest audited consolidated financial of the Company;
- ii. Transactions that are in consonance with current business operations of the Company;
- iii. The transactions are conducted on a frequent or recurring basis as a part of regular operations;
- iv. The terms of the transactions are comparable to those that would be applicable to transactions or activities with other independent parties such that these transactions are conducted at arm's length.

Note: Giving guarantees, security, letter of credit or any other thing, by whatever name called, to any entity other than wholly owned subsidiary/Subsidiary/associate company would not be considered as a normal course of Business.

Based on ISF

6. Disruption of operations of any one or more units or division of the Company 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 Company.
8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.

Tax litigations or disputes, including demand notices, penalties, etc., shall be disclosed based on application of criteria for materiality in the following manner:

- i. Disclosure of new tax litigations or disputes within twenty-four hours from the receipt of notice by the listed entity.
- ii. Quarterly updates on ongoing tax litigations or disputes in the format as may be specified.
- iii. Tax litigations or disputes, the outcomes of which are likely to have a high correlation, should be cumulated for determining materiality.

9. Frauds or defaults by employees of the listed entity which has or may have an impact on the Listed entity.
10. Options to purchase securities including any ESOP/ ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety by whatever named called for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.”

Explanation: For the purpose of determination of material events/ information, the value or expected impact in terms of value for each event or transaction shall be compared with the quantitative threshold specified in this policy.

Based on Industry Standards Note on Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following parameters should be applied for events or information stated in Schedule III, Part A, Para B

| Sr. No. | Para B Events | Comparable with individual threshold limit (Numerator to Denominator) |
|---------|--|--|
| 1 | Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division. | Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT |
| 2 | Any of the following events pertaining to the listed entity: | |
| | (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or | Lower of the below: a. Capital invested or to be invested for such tie-up to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT |
| | (b) adoption of new line(s) of business; or | Lower of the below: a. Capital invested or to be invested for such tie-up to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT |
| | (c) closure of operations of any unit, division or subsidiary (in entirety or in piecemeal) | Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT |
| 3 | Capacity addition or product launch. | Capacity addition: Lower of the below: a. Capital invested or to be invested to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT Product launch: Lower of the below: a. Capital invested or to be invested for product launch to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT |
| 4 | Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business | Lower of the below: a. Expected capital expenditure to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT |

| Sr. No. | Para B Events | Comparable with individual threshold limit (Numerator to Denominator) |
|----------------|--|---|
| 5 | Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) | Lower of the below, as may be applicable: a. Expected impact on balance sheet (increase in liability in terms of amount of loan) to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT |
| 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. | Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT |
| 7 | Effect(s) arising out of change in the regulatory framework applicable to the listed entity. | Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT |
| 8 | Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity | Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT |
| 9 | Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity | Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT |
| 10 | Options to purchase securities including any ESOP/ESPS Scheme | Lower of the below: a. Expected increase in capital to 2% of consolidated net worth; or b. Expected impact on profit/ loss to 5% of average PAT |
| 11 | Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party | Lower of the below: a. Expected impact on balance sheet (increase in liability in terms of amount of guarantee, indemnity, surety, etc.) to 2% of consolidated net worth; or b. Expected impact on profit/ loss in case the guarantee / indemnity / surety is invoked to 5% PAT. |
| 12 | Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals. | Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT |
| 13 | Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority | Threshold to be linked with Para A(20) - imposition of penalty. |

Notes:

1. The above comparison of numerator to denominator for each event shall be applied basis on the assessment available with the Company, whether internal or external including any press release, transaction documents, insurance, board presentation, management review, etc., for determining such expected impact on turnover, capital expenditure, profits, etc.

2. Consolidated turnover, net worth and profit/loss shall be as per the last audited consolidated financial statements of the listed entity and the average PAT shall be average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

Annexure III

Format for Submission of Information to Compliance Officer (to be filled by the Nodal Officer/Designated Person)

| S. No. | Question | Remarks |
|--------|---|---------|
| 1. | Name of the Department | |
| 2. | Name and Designation of originator of Information | |
| 3. | Details of events/Information | |
| 4. | Analysis/working, if any. (For impact of such information on Company) | |
| 5. | Source of Information | |
| 6. | Calendar of Events/milestones (date wise) | |
| 7. | Name of Persons with whom such information is shared along with PAN/other identifier detail in absence of PAN (internal/external) | |

I, _____, hereby undertake that the aforementioned information provided by the undersigned is true and to the best of my knowledge. The information is provided in compliance with the Regulation 30 of the SEBI (Listed Obligations and disclosure requirements). The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the circumstances:

- a) Under any proceedings or pursuant to any order of courts or tribunals.
- b) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c) In compliance with applicable laws, regulations, rules, and requirements.
- d) In order to fulfil his/her duties/obligations

Name and Signature:

Place:

Date: