

## **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION**

### **1. OBJECTIVE:**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) all listed entities are required to frame a policy for determination of materiality of events or information, based on the criteria specified in the Regulations duly approved by its Board of Directors. Accordingly, the present policy is framed.

### **2. EFFECTIVE DATE:**

This policy was initially approved by the Board of Directors of Mafatlal Industries Limited (Company) on 28<sup>th</sup> October 2015 and became effective from 1<sup>st</sup> December 2015. Pursuant to the SEBI LODR Amendments in 2018, this revised Policy was modified and approved by the Board of Directors on 27<sup>th</sup> March 2019 and shall be applicable w.e.f. 1<sup>st</sup> April 2019. This Policy has been updated based on the amendments made under Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“LODR Amendments”) and the SEBI Circular 14<sup>th</sup> June and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated 13<sup>th</sup> July 2023 (“SEBI Disclosure Circular”). As the said SEBI Circular mentioned, the effective date of the policy is 15<sup>th</sup> July 23. The policy is deemed to have been effective from the date mentioned in the said circular.

### **3. DEFINITIONS:**

In this Policy, unless the context otherwise requires:

- (a) “**Act**” means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- (b) “**Board of Directors**” or “**Board**” means the Board of Directors of the Company.
- (c) “**Company**” means Mafatlal Industries Limited.
- (d) “**Key Managerial Personnel**” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- (e) “**LODR Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) “**Net Worth**” shall have the meaning assigned to it in Section 2(57) of the Act;
- (g) “**Policy**” means this policy, as amended from time to time.
- (h) “**SEBI**” means the Securities and Exchange Board of India.
- (i) “**Rules**” means the rules made under the Act.

- (j) “**Stock Exchange(s)**” means BSE Limited and where the equity shares of the Company may be listed.
- (k) “**Turnover**” shall have the meaning assigned to it in Section 2(91) of the Act.

All other words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the LODR Regulations, the Act, the SEBI Act, 1992 (“SEBI Act”) and the Securities Contracts (Regulation) Act, 1956 (“SCRA”).

#### 4. **EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS:**

The Company shall disclose all such events which are specified in **Para A of Part A of Schedule III** of the LODR Regulations (as applicable from time to time) (“Para A Events”) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the LODR Regulations. The Company shall provide all details, to the Stock Exchanges in compliance with the requirements of the SEBI Disclosure Circular, while disclosing Para A Events. The Company shall disclose all such information which are specified in **Para A of Part A of Schedule III** of the LODR Regulations (as applicable from time to time) (“Para A Events”) and applicable to the Subsidiary Company.

#### 5. **EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY:**

The Company shall disclose all such material events or information pertaining to itself or to its subsidiary(ies), specified in Para B of Part A of Schedule III of the LODR Regulations (“Para B Events”) subject to application of guidelines for materiality, as set out under the LODR Regulations.

#### **GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:**

Quantitative criteria would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

- (a) *2% (two per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or*
- (b) *2% (two per cent) of consolidated 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)); or*

*(c) 5% (five percent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company.*

In terms of the SEBI Disclosure Circular, if 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 any commercial consideration.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

**Qualitative criteria would mean an event/ 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; or
- (c) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.

**6. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION & ITS TIMELY DISCLOSURE**

The occurrence of material events/information could be either emanating from within or outside the listed entity by the Company’s own accord or for reasons not in the hands of the Company. It can be categorized as under:

<p>Depends upon the stage of discussion, negotiation or approval;</p>	<p>The events/information can be said to have occurred upon receipt of approval of the Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders. However, considering the price sensitivity involved, for certain events e.g. decision on</p>
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	declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. Approvals other than final approvals, such as in-principle approvals, exploratory approvals etc. will not require disclosure under this policy.
In case of natural calamities disrupting operations etc., it would depend upon the timing when the company became aware of the event/information.	The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties. The term 'officer' shall have the same meaning as defined under the Act and shall also include Promoter of the Company.

**7. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE:**

The following KMPs and officers of the Company are hereby authorized for the purpose of making disclosures to the Stock Exchanges within the applicable timelines:

- ✓ Managing Director
- ✓ Chief Financial Officer
- ✓ Company Secretary and Compliance Officer
- ✓ Chief Executive Officer

**8. DISCLOSURE:**

All events/information identified as material in line with the regulation and under this Policy shall be disclosed as soon as reasonably possible and, in any case, not later than the following:

For all material events/ information for which decision is taken in a Board meeting	within 30 (thirty) minutes from the closure of the board meeting
For all material events/ information emanating from within the Company	within 12 (twelve) hours from the occurrence of the event or information;

For all material events/ information relating to the Company but emanating from outside the Company.	within 24 (twenty-four) hours from the occurrence of the event or information.
<i>For all announcement or communication through mainstream media(if applicable to the Company as per LODR Regulations).</i>	<i>within 24 (twenty-four) hours from the announcement or communication.</i>
In case the disclosure is made after the stipulated timeline,	the Company shall provide an explanation for the delay along with the disclosure.
The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.	

**9. AMENDMENTS AND SCOPE AND LIMITATION:**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this Policy does not, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the LODR Regulations.

In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the LODR Regulations 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.

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This revised Policy is Approved by the Board of Directors of the Company on 09.09.2023.

This revised Policy is Approved by the Board of Directors of the Company on 27.03.2019 and valid w.e.f.1st April, 2019

Earlier approval was at the Board Meeting held on 28.10.2015