Manipal Health Enterprises Limited

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION FOR DISCLOSURE

DEFINITIONS AND INTERPRETATION

1. Definitions

"**Archival Policy**" shall mean the policy adopted by the Company as required under Regulation 30(8) of the SEBI Listing Regulations;

"**Authorised Person(s)**" shall mean the Key Managerial Personnel (*as defined hereinafter*) of the Company;

"**Board**" shall mean the board of directors of the Company;

"**Chief Financial Officer**" shall mean the person heading, and discharging the finance function of the Company as disclosed by it to the Stock Exchange(s) in its filing under the SEBI Listing Regulations;

"**Company**" shall mean Manipal Health Enterprises Limited;

"**Companies Act**" shall mean the Companies Act, 2013 including any statutory modification or re-enactment thereof;

"**Industry Standards**" means industry standards on Regulation 30 of Listing Regulations as notified by SEBI vide its circular dated February 25, 2025 as amended from time to time.

"**Key Managerial Personnel**" or "**KMP**" pursuant to Section 2(51) of the Companies Act shall include the following persons:

i. the chief executive officer or the managing director or the manager;
ii. the company secretary;
iii. the whole-time directors;
iv. the Chief Financial Officer;
v. such other officers not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
vi. such other officer as may be prescribed by applicable laws;

"**Officer**" includes any director, manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board or any one or more of the directors is or are accustomed to act;

"**Policy**" shall mean this Policy on Determination of Materiality of Events or Information for Disclosures, as amended from time to time;

"**Policy on Preservation of Documents**" shall mean the policy adopted by the Company as required under Regulation 9 of the SEBI Listing Regulations;

"**SEBI Listing Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

"**Stock Exchange(s)**" shall mean the National Stock Exchange of India Limited and BSE Limited;

"**Subsidiary**" means a subsidiary as defined under Section 2(87) of the Companies Act.

2. Interpretation

All other words and expressions used but not defined in this Policy, but defined in the Securities and Exchange Board of India Act, 1992, Companies Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 (collectively, the "**Acts**") and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be. In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.

INTRODUCTION

3. Background

The Company is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner.

Pursuant to Regulation 30, read with Schedule III of the SEBI Listing Regulations, the Board has adopted this Policy on Determination of Materiality of Events or Information for Disclosures. The events/information that would be required to be disclosed would be as prescribed by the SEBI Listing Regulations, read with Section V-A of the 'Master Circular for Compliance with the Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by Listed Entities' dated November 11, 2024, bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155 issued by the Securities and Exchange Board of India ("**Master Circular**") and such other circulars, guidance notes, etc. as may be issued from time to time and Industry Standards.

4. Scope

This Policy applies to such events or information which are deemed to be material or sensitive as specified hereinafter, and upon occurrence of which the Company shall make such disclosure(s) to the Stock Exchange(s). 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 framed in adherence to the principles for fair disclosure as outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

5. Objectives

The objectives of this Policy are as follows:

a. To ensure that the Company complies with the disclosure obligations of a listed company laid down under the SEBI Listing Regulations, various securities laws and any other applicable laws (in India and overseas).

b. To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information, so identified as material.

c. To ensure that to the best of the knowledge of the management, the corporate documents and public statements are accurate and do not contain any misrepresentation.

d. To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.

e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company and ensure uniformity in the Company's approach to disclosures and reduce the risk of selective disclosures.

DETERMINATION OF MATERIAL EVENTS AND INFORMATION

6. Categories of Information

6.1. Disclosure of information deemed to be material

Certain information or events are "deemed" to be material under the SEBI Listing Regulations and such information shall be disclosed to the Stock Exchange(s) without application of any materiality thresholds. The events listed under Paragraph A of Part A of Schedule III to the SEBI Listing Regulations shall be deemed to be material and shall be disclosed to the Stock Exchange(s) within the timeframe which has been specified under the SEBI Listing Regulations. A list of these events and information are annexed hereto as **Annexure 1**.

6.2. Disclosure of other information based on application of materiality criteria

Events listed under Paragraph B of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed to the Stock Exchange(s) within the timelines as specified under the SEBI Listing Regulations, if those listed events are material as per the criteria for determination of materiality. An indicative list of these events and information are annexed hereto as **Annexure 2**.

An information or event should be regarded as "material" if:

- the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or

- the omission of such event or information is likely to result in a significant market reaction if the said omission came to light at a later date; or

- the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

  (a) two percent of turnover, as per the last audited consolidated financial statements of the Company;

  (b) 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;

  (c) 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;

In case where the criteria specified above are not applicable, any event or information may be treated as being material if, in the opinion of the Board, such event or information is considered material.

For the removal of doubts, this Policy does not dilute any requirement of the SEBI Listing Regulations.

Any continuing event or information which becomes material pursuant to notification of the amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.]

6.3. In addition, for events and information as specified under Paragraph C of Part A of Schedule III of the SEBI Listing Regulations, the Company shall make disclosures within the timeframe prescribed by the SEBI Listing Regulations. This includes, any 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 Company which may be necessary to enable the holders of securities of the Company to appraise their position and to avoid the establishment of a false market in such securities.

6.4. The Authorised Person(s) shall, with respect to the disclosures made under the Policy, make disclosures updating material developments on a regular basis or as may be required, till such time the event is resolved/closed, with relevant explanations. The contents of the disclosure shall be as per guidance issued under the Master Circular, including such amendments as may be issued from time to time. The Authorised Person(s), on behalf of the Company, may on their initiative as well, confirm or deny any reported event or information to Stock Exchange(s).

6.5. The Authorised Person(s) shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any event/information.

6.6. Further, pursuant to Regulation 30A of the SEBI Listing Regulations, all the shareholders, promoters, promoter group entities, related parties, directors, Key Managerial Personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements specified in Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations, shall inform the Company about the agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

7. Person(s) Responsible for Disclosure

7.1. The Board of the Company has authorised the Key Managerial Personnel (Authorised Person(s)) to determine the materiality of an event or information and to make appropriate disclosure on a timely basis.

7.2. The Key Managerial Personnel shall, jointly and severally, be the authority to determine the materiality of any information, classify it as a material information, decide the appropriate time at which disclosure is to be filed with the Stock Exchange(s) and details that may be filed in the best interest of present and potential investors.

7.3. The Authorised Person(s) shall, jointly and severally, have the following powers and

responsibilities for determining the material events or information:

a. To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.

b. To determine the appropriate time at which the disclosures are to be made to the Stock Exchange(s) based on an assessment of actual time of occurrence of an event or information.

c. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.

d. To consider such other events or information that may require disclosure to be made to the Stock Exchange(s) which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.

e. To disclose all events or information with respect to the Subsidiaries which are material for the Company.

8. Obligations of Internal Stakeholders and Authorised Person(s) for Disclosure

8.1. Any event or information, including the information forming part of Annexure 1 and Annexure 2 to the Policy shall be forthwith informed to the Authorised Person(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the Stock Exchange(s).

8.2. The Authorised Person(s), jointly and severally, will then ascertain the materiality of such event(s) or information based on the above guidelines.

8.3. On completion of the assessment, the Authorised Person(s) shall, if required, make appropriate disclosure(s) to the Stock Exchange(s).

9. Timing of Disclosure of Material Events or Information

Disclosures as required to be made under this Policy shall be disclosed by the Company to the Stock Exchange(s) as soon as reasonably possible and in line with the timelines prescribed under Regulation 30(6) of Listing Regulations and applicable laws. For this purpose, the events or information, such as natural calamities, disruption, etc., can be said to have occurred when the Company becomes aware of such events or information, or as soon as any of the Officers have, or ought to have reasonably come into possession of the information in the course of the performance of their duties.

Other events/information can be said to have occurred upon (i) receipt of approval of the Board (e.g. in case of further issue of capital by rights issuance) or (ii) receipt of approval of both Board and shareholders. Where the events are price sensitive in nature, (e.g. declaration of dividends), the said events will be deemed to have occurred and are required to be disclosed on approval of the Board, pending shareholders' approval.

In case of in-principle approval or approval to explore given by the Board (which is not final approval), the same shall not require disclosure under Regulation 30 of the SEBI Listing Regulations.

10. Uploading of the Disclosures made to Stock Exchange(s) on the Website of the Company

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under this Policy and such disclosure shall remain hosted on the website of the Company for a minimum period of five years with such web-link provided in the Annual Report and thereafter, the same shall be treated as per the Archival Policy and Policy on Preservation of Documents of the Company, as applicable.

11. Amendment and Review

Subject to applicable laws, the Board may amend, suspend or rescind this policy at any time. Any issues pertaining to the Policy shall be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and any applicable laws, such applicable law in force, shall prevail over this Policy.

12. Compliance

The Company Secretary and Compliance Officer of the Company shall be responsible for supervision of the Policy.

Any queries regarding this Policy may be referred to the Company Secretary and Compliance Officer as defined above, who is in charge of administering, enforcing and updating this Policy.

13. Effective Date

The Policy will be applicable to the Company with effect from the date of approval of Red Herring Prospectus by the Board.

ANNEXURE 1 | LIST OF EVENTS TO BE DISCLOSED UNDER THE SEBI LISTING REGULATIONS

The following events should be disclosed immediately on occurrence. This is an inclusive list and shall act only as a guidance document.

Events or information that are to be disclosed <u>WITHOUT</u> any application of Materiality Guidelines listed in the Policy

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 Company, sale of stake in associate company of the Company 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 Company 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 Company; 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 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 proposed to be undertaken including by way of issue of securities (excluding security deposits, 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 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, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:

Provided that such agreements entered into by the Company 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 Company 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 the Company shall or shall not act in a particular manner.

6. Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, 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 Company.

   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 Company.

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 Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company 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 Company, within seven days from the date of resignation, the following disclosures shall be made to the Stock Exchanges by the Company:

   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 are no other material reasons other than those provided.

iii. The confirmation as provided by the independent director above shall also be disclosed by the Company 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 Company within seven days from the date that such resignation comes into effect.

(7D) In case the Managing Director or Chief Executive Officer of the Company 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. (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 Company for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning 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/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 the 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 the Company:

(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 Company 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 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 Company.

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of these regulations and is not already made available in the public domain by the Company.

    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 Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, 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 Company, 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 Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, 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 Company, 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:

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 Company under section 131 of the Companies Act, 2013.

ANNEXURE 2 | INDICATIVE LIST OF EVENTS OR INFORMATION THAT ARE TO BE DISCLOSED BASED ON MATERIALITY GUIDELINES LISTED IN THIS POLICY

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

2. Any of the following events pertaining to the Company:

   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.

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.

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 Company.

9. Frauds or defaults by employees of the Company which has or may have an impact on the Company.

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.

    Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

    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.

Without prejudice to any of the above, the Company may make disclosures of event/information as specified by the Board or Securities and Exchange Board of India from time to time.

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