



SHARDA MOTOR INDUSTRIES LIMITED

Policy on determination of materiality of event(s)/information

[In terms of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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Approved by the Board of Directors	Sd/- Kishan N. Parikh Chairperson on the Board





SHARDA MOTOR INDUSTRIES LIMITED

1. PREAMBLE:

The Securities and Exchange Board of India issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the '**Listing Regulations**') on 2nd September' 2015 with an aim to consolidate and streamline the provisions of existing Listing Agreement with Stock Exchanges thereby ensuring better enforceability.

Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to investors. It is in this context that the Policy on Determination of Materiality for Disclosures ("Policy") is being framed and implemented.

2. PURPOSE:

The objective of this policy is: -

- i. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the SEBI Listing Regulations, various Securities Laws and any other legislations, as applicable.
- ii. To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
- iii. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- iv. To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.
- v. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- vi. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.



3. DEFINITIONS:

- (a) **“Board”** means Board of Directors of Sharda Motor Industries Limited.
- (b) **“CA 2013” or “The Act”** means the Companies Act 2013 as amended from time to time.
- (c) **“Compliance Officer”** for this Policy means the company secretary of the Company and/or any other key managerial personnel who is authorized by the Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under the Regulations.
- (d) **“Key Managerial Personnel” or “KMP”** means Chief Executive Officer and Managing Director, Chief Operating Officer and Executive Director, Chief Financial Officer, Company Secretary and Compliance Officer of the Company.
- (e) **“Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 2nd September 2015 and effective from 1st December 2015.
- (f) **“Subsidiary”** means a subsidiary as defined under Section 2(87) of the Companies Act, 2013;

4. CLASSIFICATION OF MATERIAL EVENTS/INFORMATION:

4.1 DEEMED TO BE MATERIAL INFORMATION:

Events specified in Para A of Part A of Schedule III are deemed to be material events. The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

- i. 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;
- ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

4.2 EVENTS/INFORMATION ON WHICH GUIDELINES FOR MATERIALITY WILL APPLY

The events specified in Para B of Part A of Schedule III shall be disclosed upon application of the guidelines for materiality.



4.3 Provided that the Company shall, with respect to disclosures referred to in Listing Regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

4.4 In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

5. GUIDELINES FOR ASSESSING MATERIALITY

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information. However, notwithstanding anything contained in the Policy, an event and/or information shall be considered to be material if:

- (a) the omission of such event and/or information, is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of such event and/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 two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - ii 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;
 - iii five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;]
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the Company, the event or information is considered material.



6. PERSONS RESPONSIBLE FOR DISCLOSURE

The Board of Directors of the Company have authorised the KMP as defined under clause 3(d) of the Policy to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The KMPs are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

The KMPs shall have the following powers and responsibilities for determining the material events or information:

- i. 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.
- ii. To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
- iii. 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.
- iv. To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
- v. To disclose all events or information with respect to the subsidiaries which are material for the Company.

7. DISSEMINATION ON WEBSITE

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

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company in terms of this Policy and Listing Regulations as amended from time to time.

As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company.



8. AMENDMENTS TO THE POLICY:

The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Board reserves the right to or amend this Policy from time to time based on changing requirements as prescribed by SEBI/Stock Exchange(s).

EFFECTIVE DATE

The policy shall come into effect from December 1, 2015 and the amended Policy, shall be effective from August 10, 2023 i.e, on and from date of approval by the Board of Directors.

If case of any inconsistency between this Policy and the Indian regulations, the requirements of the Indian regulations shall prevail.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities including SEBI, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

