

Policy for Determination of Materiality for Disclosure of Events or Information

Effective Date: 01-04-2024

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1. INTRODUCTION

Regulation 30(4)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'the Listing Regulations'**) requires listed companies to frame a Policy for determination of Materiality for disclosure of events or information, based on criteria specified, to BSE Limited and National Stock Exchange of India Limited (the **"Stock Exchanges"**). The Policy is also required to be disclosed on the website of the Company. The events / information that would be disclosed would be as presently prescribed by the Listing Regulations and as would be amended from time to time.

2. OBJECTIVE

The purpose of this Policy is to determine materiality of events and Information and to ensure that the Company makes disclosure of events / transaction/ information specified in Part A of Schedule III of the Listing Regulations to the Stock Exchanges as well as on the Company's website.

3. DEFINITIONS

'Board' means the Board of Directors of the Company.

'Company' means Indus Fila Limited.

'Director' means a person as defined in Section 2(34) of the Companies Act, 2013.

'Industry Standard' shall mean "Industry Standards Note on Regulation 30 of LODR Regulations" specified by SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated February 25, 2025,

'Key Managerial Personnel' means key managerial personnel as defined under the Companies Act, 2013 and includes:

- a. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole - time Director;
- b. Company Secretary;
- c. Chief Financial Officer and
- d. Such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board.

'Policy' means Policy on Determination of Materiality for disclosure of events or information.

4. MATERIAL EVENTS/INFORMATION

Regulation 30 of the Listing Regulations specifies following as Material Events:

- a. All information / events as specified in Para A of Part A of Schedule III of the Listing Regulations

as may be amended from time to time are deemed to be material events and shall be disclosed as prescribed under the Regulations on occurrence of such events;

- b. The information / events specified in Para B of Part A of Schedule III of the Listing Regulations as may be amended from time to time will be disclosed based on application of guidelines for Materiality specified in this Policy;
- c. 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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities;
- d. Any event or information as may be specified by the Securities and Exchange Board of India ('SEBI') from time to time;
- e. Any event/information as specified by the Board of Directors of the Company from time to time.

5. GUIDELINES FOR MATERIALITY ASSESSMENT

Materiality must be determined on a case-to-case basis depending on the material facts and the circumstances pertaining to the information or event and would be determined based on the qualitative judgement to be exercised by the Authorized Persons.

6. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

The Listing Regulations lay down the following criteria for determining the materiality of event or 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;
- c) The omission of an event or information, whole 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 listed entity, 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;
- d) In case where the criteria specified in sub-clauses (a), (b), and (c) is not applicable, any event/information, which in the opinion of the Board of Directors of Company is material.

All the above disclosures will be hosted on the website of the Company for a minimum period of five years and thereafter archived in accordance with the Company's policy for preservation and archival of documents as disclosed on the website.

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

Note:

Interpretation of “value or the expected impact in terms of value” shall be done as per paragraph 2 of Industry Standards enclosed

Interpretation of “last audited consolidated financial statements” shall be done as per paragraph 3 of Industry Standards enclosed

Interpretation of “significant market reaction” shall be done as per paragraph 4 of Industry Standards enclosed

Appropriate parameter (profit / net-worth / turnover) as per Annexure to the Industry Standards shall be considered for determination of materiality of events (read with paragraphs 7, 8, 9, 16 and 17 of Industry Standards)

7. AUTHORIZED PERSONS

Majority of the Key Managerial Personnel shall be the Authorized Persons (the “**Authorized Persons**”) to determine the materiality of events or information.

Company Secretary is authorized to make intimation/s to the Stock Exchanges in compliance with the Regulations and the Circular/Notification issued in connection thereto. In the absence of the Company Secretary, for any reasons, Chief Financial Officer shall be the responsible person to disseminate intimation/s to the Stock Exchanges. In the absence of both Company Secretary and Chief Financial Officer, for any reasons, Chief Executive Officer shall be the responsible person authorized to disseminate information to the Stock Exchanges.

8. DISCLOSURE

Any event or information falling under Regulation 30 of the Listing Regulations shall be informed to the Authorized Persons promptly upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the Stock Exchanges and on the Company’s website.

Any other event, even if not covered under the Listing Regulations, but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorized Persons.

The Authorized Persons will ascertain the materiality of events or information considering their nature and relevant impact in terms of discontinuity of market information and significant market reaction in case of omission.

The Authorized Person shall first disclose to the Stock Exchanges of all events, as specified in Part A of Schedule III of the Listing Regulations, or information 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 not emanating from the Company;
- (iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from the Company;

Provided that the disclosure with respect to events from which timelines have been specified in Part A of Schedule III shall be made within such timelines. Provided further, that in case the disclosure is made after the timelines specified under this Policy, the Authorized Person shall, along with such disclosure provide explanation for the delay.

The Authorized Persons shall, with respect to disclosures referred to in these Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the Company shall to make adequate disclosures in regard thereof.

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

All disclosures made under this Policy shall be hosted on the Company's website for a minimum period of five years from the date of disclosure.

The Company shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information or may also, on its own initiative, confirm or deny any reported event or information to by Stock Exchanges.

9. GUIDANCE ON TIMING OF AN EVENT OR INFORMATION

The Company may be confronted with the question as to when an event/information can be said to have occurred. In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion,

negotiation or approval required viz. in case of natural calamities, disruptions etc., and the answer to the above question would depend upon the timing when the Company became aware of the event/information. In the former, the events/information can be said to have occurred upon receipt of approval of Board of Directors.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. In the latter, 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 Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties. Here, the term 'Officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the Company.

10. CONFLICT

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, Regulations, Notifications or circular issued by SEBI time to time, the law, Regulations, Notification or circular will take precedence over this Policy.

11. REVIEW & AMENDMENT

This Policy will be reviewed on a periodical basis as mandated by applicable law for the time being in force and/ or whenever need arises.

12. COMMUNICATION AND DISSEMINATION OF THE POLICY

This Policy after being duly approved by the Board of Directors shall be notified and communicated to all employees / functional head of respective departments of the Company. The new employees shall be informed about the Policy by the human resource and administration departments. For all the employees and Directors, whether existing or new, a copy of this Policy shall be posted on the website of the Company.

13. NON-ADHERENCE

Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty in accordance with the SEBI Act, 1992 and the rules and regulations issued by SEBI hereunder.