

**SAREGAMA INDIA LIMITED**

**POLICY ON CRITERIA FOR DETERMINING MATERIALITY  
OF EVENTS OR INFORMATION**

<b>Title</b>	<b>Materiality of Events or Information Policy of Saregama India Limited</b>
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## 1. OBJECTIVE

**Saregama India Limited** (“Company”) is required to frame a policy to determine material events/information in accordance with Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The objective of this policy is to ensure adequate, accurate, clear, and timely disclosure of such events/information to the stock exchange(s), and to assist relevant employees in identifying and reporting potential material events or information to the designated Key Managerial Personnel (as defined under sub-regulation (5)) for further assessment and disclosure, if required.

## 2. DEFINITIONS

**“Authorized Key Managerial Personnel”** shall mean Managing Director, Whole- Time Director, Chief Financial Officer and Company Secretary who are authorized, individually or jointly, for determining the materiality of event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).

**‘Act’** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

**‘Board of Directors’** or **‘Board’** means the Board of Directors of Saregama India Limited, as constituted from time to time.

**‘Company’** means Saregama India Limited.

**‘Key Managerial Personnel’** mean key managerial personnel as defined in sub- section (51) of Section 2 of the Companies Act, 2013.

**‘Relevant Employees’** shall encompass the head of the departments of the Company and one level below such Functional heads, head of departments and shall include employees of the Company who deals with or comes into possession of potential material event or information in the course of the performance of his/her duties.

**‘Material Event’** or **‘Material Information’** shall mean such event or information as set out in the Schedule III of SEBI Listing Regulations or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, ‘material’ and ‘materiality’ shall be construed accordingly.

**‘Mainstream Media’** shall include print or electronic mode of the following:

- i.) Newspapers registered with the Registrar of Newspapers for India;
- ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;
- iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
- iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.

**‘Policy’** means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

**‘SEBI Listing Regulations/Listing Regulations’** mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

**‘Schedule’** means a Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**‘Stock Exchanges’** means BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed.

**‘Senior Management’** shall have the meaning as defined under Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

### **3. TYPES OF INFORMATION**

Events or information specified in Para A of Part A of Schedule III of the SEBI Listing Regulations are required to be disclosed irrespective of application of any quantitative or qualitative materiality thresholds as these are **‘deemed’** to be material and are given as **Annexure I** to this Policy.

Events or information that are to be disclosed based on materiality principle are specified in **Annexure II** to this Policy.

#### **4. GUIDELINES FOR MATERIALITY ASSESSMENT**

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information. The following criteria will be applicable for determination of materiality of event or information:

1. All events/information stated in Para A of Part A of Schedule III to the SEBI Regulations (as listed in **Annexure I** to this Policy) are deemed material events and shall be disclosed by the Company without applying any guidelines/ criteria.
2. In respect of events/information stated in the **table A** below, the Authorized Officer 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 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. 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 listed entity;
    - ii. 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;
    - 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 listed entity.

In computing the 'expected impact in terms of value' consider the expected impact in the four ensuing quarters (including the quarter in which the event occurs if the event occurs in the first 60 days of the quarter).

- 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.

3. In addition to above quantitative criteria the following Qualitative factors shall also be considered while determination of materiality of event/ information:
- Any event/ information which directly or indirectly may materially affect the reputation of the Company; or
  - Any event/ information, which if not disclosed promptly may lead to creation of false market in the securities of the Company; or
  - Whether the event/ information is in the normal course of business or not; or
  - Whether the event/ information represents a significant shift in strategy; or
  - Any other factor which is pertinent in the opinion of the Authorized Officer of the Company.

**Table A**

<b>Event or information related to</b>	<b>Events / Information enlisted in</b>	<b>Parameters to be applied for determining materiality</b>
Saregama India Limited	Para A of Schedule III (Annexure I)	Deemed to be material events
Saregama India Limited	Para B of Schedule III (Annexure II)	Factors prescribed in Clause 4. 2.
Saregama India Limited	Items other than Para A & Para B	Factors prescribed in Clause 4.2d and Clause 4.3.
Subsidiary of Saregama India Limited	Para A of Schedule III (Annexure I)	Factors prescribed in Clause 4.2 or Clause 4.3.
Subsidiary of Saregama India Limited	Para B of Schedule III (Annexure II)	Factors prescribed in Clause 4.2.
Subsidiary of Saregama India Limited	Items other than Para A & Para B	Factors prescribed in Clause 4.2d and Clause 4.3.

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

1. During 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 2 & 3 of Point 4 specified in this policy.*

2. 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 IV** to the Authorized Officer.
3. Any other event, even if not covered under the SEBI Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorized Persons. After evaluation, the Authorized Persons shall if required issue a suitable disclosure to the Stock Exchanges.

**Mode of Communication:** The aforesaid details can be submitted to the Authorized Officers 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 Authorized Officers 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 Authorized Officers.

The Relevant Employees may approach the Authorized Officers for seeking guidance/clarity to ensure effective implementation of this policy.

The Company Secretary/ Compliance Officer 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.

## 6. AUTHORISED PERSONS

The Managing Director ('MD') and Chief Financial Officer ('CFO') of the Company shall severally have the authority to determine materiality of any event or information and make the disclosures of such material event or information to stock exchange(s)

The Company Secretary ('CS') of the Company shall have the authority of making the disclosures of such material event or information to stock exchange(s), subject to the provisions of this Policy.

The MD, CFO and CS (herein after called '**Authorized Person(s)**') are also empowered to:

- seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.
- call for information from all its internal stakeholders including from its subsidiaries.

The Authorized Person(s) shall have the following powers and responsibilities for determining the material events or information:

- 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.
- 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.
- 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.
- 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 Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such event or information.
- To disclose all events or information with respect to the subsidiaries which are material for the Company.

Any decision taken by them jointly shall be valid and binding on the Company. Their contact details shall be disclosed to the stock exchange and 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.

Further, they shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any event/information.

## 7. **DISCLOSURES**

1. The Company shall first disclose to the stock exchanges all events or information which are material in accordance with the Policy 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;

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- iii. 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 that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, 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 listed entity.

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

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

2. 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.
3. The Company shall disclose to the stock exchange(s) material updates on the events/ information disclosed under this Policy 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 of Listing Regulations, but which may have material effect on it, the company is required to make adequate disclosures in regard thereof. 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.

In case an event or information is required to be disclosed by the company in terms of the provisions of Regulation 30 of Listing Regulations, 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.

## **8. AMENDMENTS**

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.

## **9. DISSEMINATION OF POLICY**

As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the SEBI Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.

## Annexure I

### A. List of events/information as stated under Para A of Part A of Schedule III of the SEBI 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 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 listed entity; 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 the meetings of 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 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 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 listed entity 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 listed entity 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.

The timeline for such disclosure shall begin (i) once a prima facie assessment of fraud having occurred is completed, or (ii) upon the expiry of 4 weeks from the time when the company becomes aware of the alleged fraud, whichever is earlier. Further, the company shall make final disclosure once the investigation is fully concluded.

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 listed entity.

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 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 listed entities:
    - 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 is 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:
  1. Decision to initiate resolution of loans/borrowings;
  2. Signing of Inter-Creditors Agreement (ICA) by lenders;
  3. Finalization of Resolution Plan;

4. Implementation of Resolution Plan;
  5. 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 including certain specific details, such as, date of meeting and brief details of items deliberated. However, the voting results of annual and extraordinary general meetings as per the timelines provided in Regulation 44(3) of the Listing Regulations.
  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 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.  
  
(b) 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. In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:

- 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 listed entity 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 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.

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 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 order(s) 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.

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.

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**

### **B. List of events/information as stated under Para B of Part A of Schedule III of the SEBI Listing Regulations:**

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

### **Annexure III**

#### **C. List of events/information as stated under Para C of Part A of Schedule III of the SEBI Listing Regulations:**

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.

D. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

## Annexure IV

### Format for Submission of Information to Compliance Officer (to be filled by the Nodal Officer/Relevant Employee)

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:

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

\_\_\_\_\_  
Name and Signature:  
Place:  
Date: