



POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION



Effective Date: 12.05.2025
Date of approval by the Board: 12.05.2025
Version: 02

1. INTRODUCTION:

This Policy is framed in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with Schedule III thereto, the SEBI Master Circulars, and the Industry Standards on Regulation 30 issued in consultation with SEBI, as amended from time to time.

The Policy aims to ensure that Man Industries (India) Limited ("the Company") makes timely, accurate, adequate and consistent disclosures of material events and information to the stock exchanges and complies with its continuous disclosure obligations in a transparent and fair manner.

2. OBJECTIVE:

The objective of this Policy is to:

- establish a clear and robust framework for determining materiality of events and information;
- ensure consistency and uniformity in identification and disclosure of material events;
- comply with applicable laws, regulations, circulars and industry standards governing continuous disclosures; and
- promote transparency, accountability and equal access to material information for all stakeholders.

3. DEFINITIONS:

Unless the context otherwise requires, all terms used in this Policy but not defined herein shall have the meanings respectively assigned to them under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, and the rules, regulations, circulars and clarifications issued thereunder, as amended from time to time.

4. CRITERIA FOR DETERMINING MATERIALITY:

The Company shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material.

Materiality of events or information shall be determined based on **quantitative criteria** and **qualitative criteria**, as set out below.

A. Quantitative Criteria

An event or information shall be considered material if the value or expected impact thereof exceeds the **lower of the following thresholds**, based on the last audited consolidated financial statements of the Company:

- 2% of the annual consolidated turnover; or
- 2% of the annual consolidated net worth; or
- 5% of the average of the absolute value of profit or loss after tax of the last three audited consolidated financial years.

Each of the above thresholds shall be assessed independently, and only the relevant parameter(s) shall be applied to the concerned event or information in accordance with the Industry Standards and Annexure A thereto.

B. Qualitative Criteria

An event or information shall also be considered material, irrespective of the quantitative thresholds, if:

- its omission is likely to result in discontinuity or significant alteration of publicly available information;
- its omission is likely to result in a significant market reaction;
- it may materially affect the reputation, operations, financial performance or long-term strategy of the Company; or
- it is otherwise considered material based on facts and circumstances.

5. CLASSIFICATION OF EVENTS AND INFORMATION:

Events and information for the purpose of this Policy shall be classified strictly in accordance with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable SEBI circulars and industry standards issued thereunder, as follows:

a. Deemed Material Events

Events and information specified under **Schedule III – Part A, Paragraph A** of the SEBI LODR Regulations, which are deemed to be material and shall be disclosed mandatorily without application of materiality thresholds and within the timelines prescribed under the SEBI LODR Regulations.

b. Events Subject to Application of Materiality

Events and information specified under **Schedule III – Part A, Paragraph B** of the SEBI LODR Regulations, which shall be disclosed upon determination of materiality in accordance with the criteria and guidelines set out in this Policy.

For the avoidance of doubt, any modification, substitution or addition to Schedule III of the SEBI LODR Regulations or relevant SEBI circulars shall be deemed to be automatically applicable to this Policy.

Notwithstanding anything contained in Pt 4. or 5., where the Board of Directors considers that an event or information is contingent, uncertain, or at a preliminary stage, and disclosure may be premature or misleading, the Company may defer such disclosure, and such disclosure shall be made upon crystallisation / finalisation / completion of the event.

6. AUTHORISED PERSONNEL FOR DETERMINATION AND DISCLOSURE:

The Chairman **and/or** Managing Director **and/or** the Chief Financial Officer **and/or** Company Secretary of the Company, acting severally, are designated as the authorised Key Managerial Personnel for the purpose of:

- determining materiality of events and information under this Policy;
- approving disclosures to the Stock Exchanges;
- seeking inputs or opinions from internal teams or external professionals, as considered necessary; and
- ensuring timely, accurate and complete disclosures in compliance with applicable regulations.

The authorised KMP(s) shall maintain appropriate records evidencing the basis of materiality determination and disclosure decisions

7. TIMELINES FOR DISCLOSURE:

Disclosures shall be made as soon as reasonably possible and within the timelines prescribed under the SEBI LODR Regulations, as amended from time to time, including the following:

- a. **Within 30 minutes of the conclusion of the meeting of the Board of Directors**, in respect of decisions taken at such meeting;

Provided, if a Board meeting ends after normal trading hours but at least three hours before the next trading day begins, the listed entity must disclose the decision within three hours of the meeting's closure.

For Board meetings held over multiple days, financial results must be disclosed within 30 minutes or three hours (as applicable) from the closure of the meeting on the day they are considered.

- b. **Within 12 hours from the occurrence of the event** or from the time an officer of the Company becomes aware of the event or information, whichever is earlier, in respect of events specified in Schedule III – Part A, Paragraph A, which are deemed to be material and do not emanate from a Board meeting;

- c. **Within 24 hours from the occurrence of the event** or from the time an officer of the Company becomes aware of the event or information, whichever is earlier, in respect of all other material events or information.

Any delay in disclosure due to force majeure, or where a prima facie assessment is required, shall be adequately explained in the disclosure to the Stock Exchanges.

8. INTERNAL PROCEDURE AND MONITORING:

- Functional heads, business units and subsidiaries shall promptly inform the authorised KMP(s) of any event or information that may be material under this Policy.
- Periodic training and awareness sessions shall be conducted to sensitise employees and officers about disclosure obligations.

9. DISCLOSURE OBLIGATIONS UNDER INDUSTRY NOTE AND REGULATORY GUIDANCE:

The Company shall ensure compliance with the disclosure requirements prescribed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III thereto, the SEBI Master Circulars, the Industry Standards issued in consultation with SEBI, and such other circulars, clarifications or regulatory guidance as may be issued by SEBI or the Stock Exchanges from time to time.

Any amendment, modification, clarification or addition to the above regulatory framework shall be deemed to be automatically applicable to this Policy, without the requirement of any further amendment.

10. INTERPRETATION AND LIMITATION:

In case of any ambiguity or doubt regarding interpretation of this Policy, the matter shall be referred to the Board of Directors, whose decision shall be final and binding, subject to applicable laws and regulations.

11. AMENDMENTS AND REVIEW:

This Policy shall be reviewed periodically by the Board of Directors and amended as may be required to reflect changes in law, regulations or industry standards. Any material amendments shall be disclosed to the Stock Exchanges and hosted on the Company's website.