
POLICY FOR DETERMINATION OF MATERIALITY OF AN EVENT

[As approved by the Board of Directors on 5th November 2015 (Effective Date –1st December 2015 and modified on 5th February 2020]

1. Introduction

SEBI enacted the Listing Regulations which came into force from 1 December 2015. Regulation 30 of the Listing Regulations mandates the listed company to make disclosures with respect to any event or information which, in the opinion of the board of directors of the company, is material.

Regulation 30(4)(ii) of the Listing Regulations requires the board of directors of a listed company to frame a policy for determination of materiality, based on the criteria specified therein. Accordingly, the Board has formulated the policy for determination of materiality of an event with an objective of determining materiality of events ("**Policy**").

2. Objective

The objective of this Policy is to serve as a guiding charter to the management to, *inter alia*, ensure that: (a) the Company complies with its disclosure obligations as specified under the Listing Regulations; and (b) the information disclosed by the Company is timely and transparent.

3. Definitions

"**Board**" means the board of directors of the Company.

"**Committee**" shall mean committee formulated by the Company in compliance with Regulation 30(5) of the Listing Regulations and includes one or more KMPs.

"**Company**" means Sundaram-Clayton Limited

"**Listing Regulations**" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

"**Key Managerial Personnel**" or "**KMP**" shall have the same meaning as defined under Section 2(51) of the Companies Act, 2013.

"**Officer**" shall have the same meaning as defined under Section 2(59) of the Companies Act, 2013.

"**SEBI**" means the Securities and Exchange Board of India

"**Stock Exchanges**" means BSE Limited and National Stock Exchange of India Limited,

where the equity shares of the Company are listed.

“**Subsidiary**” shall have the same meaning as defined under Section 2(87) of the Companies Act, 2013.

Words and expressions used herein but not defined shall have the same meaning but defined in Listing Regulations, SEBI Act, 1992, Securities Contracts (Regulation) Act 1956 and the rules made thereunder and the Companies Act, 2013 and rules a made thereunder.

4. Events which are deemed to be material events

The events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events and the Company shall make disclosures with respect to such events within the specified time period.

5. Events which require application of guidelines of materiality

The Company shall disclose all such material events as specified in Para B of Part A of Schedule III of the Listing Regulations within the specified time period subject to the application of the guidelines of materiality as specified in this Policy.

6. Determination of Materiality

In order to determine whether a particular event/ information is material in nature or not, the Committee may consider the following criteria:

6.1. **Quantitative criteria** would be calculated based on audited consolidated financial statements of last financial year, and would mean event/ information where the value involved or the impact exceeds:

- (a) 10% (ten percent) of the total income; or
- (b) 10% (ten percent) of the profit before tax; or
- (c) 10% (ten percent) of the net worth

(higher threshold shall be taken as a trigger.)

The Committee shall be empowered to determine the application of

various threshold as aforesaid based on turnover/ profit/ net worth in most appropriate manner to signify the materiality of such event on the Company.

6.2. **Qualitative criteria** would mean an event / information:

- (a) The omission of which is likely to result in:
 - i. discontinuity or alteration of information already available publicly;
or
 - ii. significant market reaction if the said omission came to light at a later date.
- (b) Where the criteria specified above are not applicable, an event/ information may be treated as being material if in the opinion of the Board, the event/ information is considered material.

In circumstances where 'quantitative' test may not be applicable, 'qualitative, test may be applied to determine materiality.

7. Any other information/ event which is to be disclosed by the Company

The Company shall disclose major developments that are 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.

8. Disclosure of information/ event pertaining to the subsidiaries which is material

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

In case of a listed subsidiary, the Company shall only disclose the impact of such material events/ information on its operations or performance, if any, along with a reference to the link on Stock Exchanges' website where announcement made by listed subsidiary is available.

In case of an unlisted subsidiary, the Company shall make disclosures relating to the material events/ information to the Stock Exchanges.

9. Guidelines on occurrence of an event/ information

9.1. The disclosure would depend upon the timing when the Company became aware of the event / information. Certain disclosure depends upon the facts of each case, ie.:

- (a) at the stage of discussion, negotiation or approval, wherever required; and
- (b) upon occurrence of natural calamities, disruptions etc. where there is no such discussion, negotiation or approval required.

9.2. In the case of 9.1 (a), the events/ information can be said to have occurred upon receipt of approval of Board. For instance, further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e., Board and shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends, disclosure shall be made on receipt of approval of Board pending shareholder's approval.

9.3. In the case of 9.1 (b), the events/ information can be said to have occurred when the Company becomes aware of the events/ information, or as soon as, the Officers of the Company have , or ought to have reasonably come into possession of the information in the course of the performance of their duties.

9.4. At times, the preliminary information about an event is such that the Committee cannot reasonably determine whether the information is material or not and may need to wait for more information or seek expert advice or conduct investigation/ inquiry in order to determine the nature of the information. In such cases, the Committee or the Officers of the Company shall be construed to have become aware of the event/ information when the probable impact of the event/ information becomes known/ assessable to the extent of 75% (seventy five percent) of materiality threshold and not when the impact is finally and accurately assessed.

- 9.5. Events such as natural calamities or disruption can be said to have occurred when the Committee/ Board becomes aware of the event/ information.

10. Authority

- 10.1. The following KMPs are hereby severally authorized by Board for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchanges (“**Authorized Persons**”):

- (a) JMD
- (b) CEO
- (c) CFO

The materiality of events outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person should exercise its judgement while assessing the materiality of events associated with the Company. In case the relevant Authorized Person perceives any doubt regarding materiality he/ she may consult Chairman of the Company before disclosing the information to the Stock Exchanges.

- 10.2. The names of the Authorized Person shall be disclosed to the Stock Exchanges and as well as on the Company’s website.
- 10.3. Information for disclosure/ dissemination is required to be approved by the Committee or by any managing director of the Company.
- 10.4. In case of any ambiguity or inappropriateness in determining the materiality of an event or information, the decision of the Committee shall prevail.

11. Medium of disclosure/ dissemination

- 11.1. The Company shall ensure that disclosures are made to the Stock Exchanges within the specified time period.
- 11.2. The information filed by the Company with Stock Exchanges in compliance with Regulation 30 of the Listing Regulations will also be made available on the Company's website. Such disclosures shall be hosted on the Company’s website for a minimum of a period of 5 (five) years.

11.3. The Company shall, with respect to disclosures made in compliance with Regulation 30 of the Listing Regulations, specify the requisite particulars of information as prescribed by SEBI from time to time.

12. Amendments to the Policy

The Committee is authorized to amend this Policy as may be required from time to time. All such amendments will be informed to the Board and the approval of the Board will be sought to align the policy in line with the Listing Regulations.

13. Scope and limitation

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013 and/ or Listing Regulations or any other statutory enactments or rules etc., the provisions Companies Act, 2013 and/ or Listing Regulations or any other statutory enactments or rules etc. shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

This Policy shall be hosted on the Company's website.

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