



Indo Thai Securities Limited

Regd. Off. : Capital Tower, 2nd Floor, Plot Nos. 169A-171

PU-4, Scheme No.-54, Indore (M.P.) – 452010

CIN: L67120MP1995PLC008959

Tel. :0731-4255800; E-mail: indothaigroup@indothai.co.in

“Policy for Determination of Materiality”

[Under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015”]

1. LEGAL FRAMEWORK & PREAMBLE

The objective of this Policy is to serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed decisions with regard to the Company.

In terms of Regulation 30 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), every listed entity shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material.

Regulation 30 (4) (ii) of SEBI LODR Regulations requires framing of a policy for determination of materiality, based on criteria as laid in the Regulations, duly approved by its board of directors, which is disclosed on its website.

This Policy shall be applicable to all the material events and information to be reported to the Stock Exchanges and shall be effective from the date of approval of the Board of Directors of the Company w.e.f. August 05th, 2023.

2. DEFINITIONS

- a. **“Board”** means the Board of the Directors of the Company;
- b. **“Key Managerial Personnel”** means the personnel as defined under Section 2(51) of the Companies Act, 2013, as amended from time to time;
- c. **“Material Event(s)”** means those event/s specified in
 - (i) Events specified in Para A of Part A of Schedule III of the Regulations (as amended from time to time), being deemed material events, which the Company shall compulsorily disclose and specified in clause 3 herein;
 - (ii) Events specified in Para B of Part A of Schedule III, based on application of the Guidelines/Criteria for Materiality as specified in Clause 4 herein;

- d. **'Ordinary course of business' or "normal course of business"** refers to all activities that are necessary, normal and incidental to the business of the Company and if the objects of the Company permit such activity shall be deemed to be in the ordinary of course of business. These may also be common practices, historical practices and customs of commercial transactions with a pattern of frequency.
- e. **"Policy"** means this Policy for Determination of Materiality of Events or Information

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

3. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS

The Company shall disclose all such events pertaining to itself or its subsidiary(ies), which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time, including any amendments) without any application of the guidelines for materiality as specified in sub- regulation (2) of Regulation 30 of the Listing Regulations.

4. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events pertaining to itself or its subsidiary(ies), which are specified in Para B of Part A of the Listing Regulations (as applicable from time to time, including any amendments) subject to application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of the Listing Regulations.

5. GUIDANCE ON WHEN AN EVENT/INFORMATION HAS OCCURRED

An event/information can be said to have occurred

- a. in case of any discussions, negotiations or approval it would depend upon the stage of discussion, negotiation or approval.
- b. in other instances, where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc, it would depend upon the timing when the Company became aware of the event/information.

In the former (a) above, the events/information can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

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 (b) above, the events/information can be said to have occurred when a listed entity becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

6. COMPETENT AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENT/INFORMATION OR MATERIAL DEVELOPMENT

As required under the Regulation 30 (5) of the SEBI LODR Regulations, any two of the following persons are hereby authorized by Board of Directors for the purpose of determining materiality of an event or information:

- Managing Director cum CEO,
- Chairman cum Whole Time Director,
- Whole Time Director

7. PERSONS RESPONSIBLE FOR DISCLOSURE

The following persons are hereby severally authorized by Board of Directors for the purpose of making disclosures to Stock Exchange(s) ("Authorized Person(s)"):

- Managing Director & CEO
- Whole Time Directors
- Chief Financial Officer
- Company Secretary

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 his/her own 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 or any other Director before disclosing the information to the Stock Exchange(s).

8. CONTENTS OF COMMUNICATION

The Communication to stock exchanges and public dissemination may contain the minimum details that need to be provided as stipulated by Regulations from time to time. In case, the Company is unable to disclose any specific details for any reason as stipulated by Regulations, it can make the disclosure without such specific details provided an appropriate reasoning for the same forms part of the disclosure.

While care should be exercised in making adequate and appropriate disclosures, it should also be ensured that the disclosure does not result in establishing a false market for the Company's securities.

9. PROCEDURE FOR DISCLOSURE:

The person responsible for disclosure in consultation with shall prepare a draft. The draft should contain information as may be required under SEBI LODR Regulations and circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 (Annex-1) issued by SEBI and modified from time to time or any other statute as may be necessary to enable investors to make well-informed investment decisions.

After approval of the competent authority, disclosure shall be made by the Company Secretary or Chief Investor Relation Officer nominated as per Code of Corporate Fair Disclosure Practices for Prevention of Insider Trading.

10. TIME OF DISCLOSURE

Regulation 30(6) of the LODR Regulations specifies that the listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the LODR Regulations 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 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.

11. MANNER OF DISCLOSURE:

Any information to be disseminated is required to be given to Stock Exchange(s) and sent vide e-mail/ fax or posted on the electronic platform as specified by the stock exchanges. The Company shall also disclose on its website all such events or information which has been disclosed to stock exchange(s) under this Policy and, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Company's Archival Policy, as disclosed on its website.

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act or statutory enactments, rules 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.

12. AMENDMENTS

The Chairman & Managing Director may, subject to the applicable laws, amend any provision(s) or substitute any of the provision(s) with 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.

* * *