

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

Introduction

Regulation 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ((hereinafter referred to as “the Regulations”) requires every listed entity to frame a policy for determination of materiality of events or information that requires appropriate disclosure to the stock exchange(s).

Accordingly, the Policy for determination of Materiality of events or information (hereinafter referred to as “the policy”) for SML ISUZU LIMITED (hereinafter referred to as “the Company”) is hereby framed, setting forth the elementary aspects regarding disclosure practice to be followed by the Company.

Designated Authority for evaluating Events/ Information as ‘material’

The Regulations provide that the Board of Directors of the Company shall authorize one or more Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosure to the stock exchanges under the Regulations.

Managing Director & CEO and Chief Financial Officer (CFO), jointly or severally, shall take a view on materiality of an event or information qualifying for disclosure under clause 30 of the Regulations, decide the appropriate time at which such disclosure is to be filed with Stock Exchange(s) and details that may be filed in the best interest of present and potential investors.

Managing Director & CEO and Company Secretary are severally authorised for making disclosures of such material events or information, to the Stock Exchange(s).

The contact details of the above KMPs shall also be disclosed to the stock exchange(s) as well as on the website of the Company.

Criteria for Determining Materiality

While determining whether an event or information is material, the designated authority shall consider the criteria given in sub-regulation (4) of Regulation 30 of the SEBI Regulations, enumerated herein below:-

- (a) the omission of an event or information, 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, whose value or the expected impact in terms of value, exceeds the lower of the following:

1. two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
2. 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;
3. 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

(d) In case where the criteria specified in sub-clauses (a), (b) and (c) are not applicable, an event / information may be treated as being material if in the opinion of the Designated Authority, the event or information is considered material.

Disclosures

Information / events shall be disclosed by the Company to the Stock Exchange(s) as specified in the Regulations and Circulars / Guidance Note(s) issued thereto.

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation 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

Disclosure on Website

All material events or information, as disclosed to the Stock Exchange(s) under the Regulations, shall also be disclosed on the website of the Company www.smlisuzu.com and such disclosures shall be hosted on the website for a minimum period of five years and thereafter as per the Archival Policy of the Company.

Amendments / Modification of the Policy

In case of any subsequent changes in the provisions of Acts / Regulations, which makes any of the provisions in the Policy inconsistent with the Act or Regulations, the provisions of the Acts / Regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

This Policy is effective from 11th February, 2021 and amended Policy shall be effective from 4th August 2023 and shall be placed on the website of the Company.