



**MUTHOOT MICROFIN LIMITED**

**POLICY ON DISCLOSURE OF MATERIAL  
EVENTS/INFORMATION**

# **POLICY ON DISCLOSURE OF MATERIAL EVENTS/INFORMATION**

**(Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

## **PREFACE**

The policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended from time to time, (SEBI LODR Regulations), with respect to disclosure of Material events.

Regulation 30 of the SEBI LODR Regulations requires the Company to frame a policy for determination of materiality for disclosure of events or information to the stock exchanges, based on criteria specified in the Listing Regulations and duly approved by the board of directors. The Listing Regulations further specify certain events or information which need to be disclosed by the Company based on application of guidelines for materiality.

Hence, in compliance with Regulation 30(4)(ii) of the SEBI LODR Regulations, the board of directors of the Company (“Board”) has adopted this policy for determination of materiality of events / information to be disclosed to the stock exchanges (“Policy”).

## **OBJECTIVE AND SCOPE**

Pursuant to Regulation 30 of the Listing Regulations the Board of Directors of the Company has adopted the Policy for Reporting and Determination of Material Events, considering the events indicated in Part A of Schedule III of the SEBI LODR Regulations to be disclosed to the Stock Exchanges as per the time span hitherto defined.

The policy is intended to define Company’s policy on disclosure of events/information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in the Company on making decisions and undertaking regarding its responsibility about making public such events/information which may materially affect the performance of the Company and thereby the share prices of the Company.

The main object of this policy is the systematic identification, categorization, review, disclosure and updation of website the details of information/events which are considered material or not but which may have a bearing on the performance of the Company and which may materially affect the share prices of the Company.

## **DEFINITIONS**

“**Companies Act**” means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

“**Company**” means Muthoot Microfin Limited.

“**Board of Directors or Board**” means the Board of Directors of Muthoot Microfin Limited, as constituted from time to time.

“**SEBI LODR Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,as amended from time to time.

“**Policy**” means Policy on Disclosure of Material Events/Information.

“**Material Events**” means events specified in Regulation 30 and Schedule III to the Listing Regulations and any other events which has potential to impact the Market price of the securities of the Company.

“**Key Managerial Personnel**” (KMP) of the Company includes the Managing Director, Chief Executive Officer, Chief Finance Officer and Company Secretary.

All other words and expressions used that are not defined in this Policy, but defined in the SEBI Act, 1992, SEBI LODR Regulations, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

### **CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION**

Materiality of an event or information shall be determined on a case-to-case basis depending on the specific facts and circumstances relating to the event or information.

Notwithstanding the above, the materiality criteria shall be subject to the following:

- 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;
- 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.
- 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 Board of Directors of listed entity, the event/information is considered material.

### **DISCLOSURE OF EVENTS OR INFORMATION**

Events or information that are deemed to be material and are to be disclosed without any application of the guidelines for materiality are specified in Para A of Part – A of Schedule III of SEBI LODR Regulations.

Events or information that are to be disclosed based on materiality principle are specified in Para B of Part-A of Schedule III of Listing Regulations.

Events or information that are available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it.

Events or information that are required to be disclosed by the Company in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, unless disclosure of such communication is prohibited by such authority.

Any other event or information 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. will be material event or information as per Para C of Part-A of Schedule III of Listing Regulations.

Any other information/events which is exclusively known to the Company which may be necessary to enable the security holders of the Company to appraise its position and to avoid the establishment of a false market in such securities as per Para C of Part-A of Schedule III of Listing Regulations.

In addition to the aforementioned events/information, the Company/or its authorized representatives as specified in this policy may make disclosures as specified by the Board from time to time.

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:

- a. 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;
- b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within Company;
- c. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

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

Provided further that incase the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

The Company shall, with respect to disclosures referred in this policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall also provide specific and adequate reply to all queries or communication raised by stock exchange(s) or any other regulatory, statutory, enforcement or judicial authority, with respect to any events or information.

#### **AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION**

The Key Managerial Personnel (KMPs) of the Company consisting of the Managing Director, Chief Executive Officer, Chief Financial Officer and Company Secretary are hereby jointly and severally authorised to determine the materiality of an event or information and make disclosures to stock exchange(s) under the SEBI LODR Regulations.

Obligations of Internal Stakeholders and KMPs for Disclosure:

- a. Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations shall be forthwith informed to the KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.

- b. The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines.
- c. On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

#### **WEBSITE UPDATION / UPDATES TO STOCK EXCHANGE(S)**

This Company shall disclose the Policy on its website.

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be disclosed on the website of the Company for a minimum period of 5 (five) years and thereafter archived as per the policy for Preservation of Documents which includes Archival Policy also, of the Company.

The Compliance Officer of the Company, with respect to the disclosure of any material event / information already made to the stock exchange(s), shall make disclosures updating material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations to the Board of Directors and to the stock exchange(s). Such updates shall also be disclosed on the website of the Company.

The Compliance Officer shall provide specific and adequate reply to all the queries raised by the stock exchange(s) with respect to any event or information.

#### **CONFIDENTIALITY**

Persons involved in the process of making disclosure(s) of material event(s) or information to the Stock Exchanges or those who are required to handle disclosure(s) under this Policy, shall ensure that confidentiality of such event(s) or information is maintained and such persons comply with the provisions of laws, rules, regulations, etc., as applicable, including the SEBI (Prohibition of Insider Trading) Regulations, 2015

#### **APPROVAL AND REVIEW OF THE POLICY**

This policy is approved by the Board of Directors of the Company at its meeting held on January 29, 2024.

The Board of Directors shall have the right to review any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. However, in case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.