



INDSIL HYDRO POWER AND MANGANESE LIMITED

CIN: L27101TZ1990PLC002849

POLICY FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION FOR DISCLOSURE TO STOCK EXCHANGES

1. Introduction:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), requires every listed company to formulate a policy for determination of materiality of events or information for disclosure to the stock exchanges.

This Policy will be applicable to **INDSIL HYDRO POWER AND MANGANESE LIMITED** (hereinafter referred to as “the Company”), being a listed company, in terms of Regulation 30 of the Listing Regulations

2. Scope and Objective of the Policy:

The scope of this Policy shall be in accordance with Regulation 30 read with Schedule III of the Listing Regulations. The Policy is framed with an objective to assist the employees in systematic identification, categorization and review of any event or information, which are considered material, and which may have a significant impact on the performance of the Company and result in significant market reaction, and reporting the such potential material event or information to the authorized Key Managerial Personnel of the Company for determining the materiality of the said event or information for the purpose of disclosure to the stock exchange(s), where the Company’s shares are listed.

3. Definition:

All the words and expressions used in this Policy shall have the same meaning respectively assigned to them under the Listing Regulations, Notifications, Circulars, Clarifications and Guidelines issued thereunder from time to time by the Securities and Exchange Board of India (“SEBI”) / Stock Exchange(s), for the time being in force.

Words and expressions used herein and not defined in the Listing Regulations shall have the meanings respectively assigned to them under the Companies Act, 2013 and the Rules made thereunder Circulars, Notifications made / issued thereunder, as amended from time to time, for the time being in force.

4. Test of Materiality:

The guidelines to be used by the Company to determine whether an event or information is material for the purpose of disclosure to the stock exchange(s) as per the requirements of Para B of Part A of Schedule III read with Regulation 30(4) of Listing Regulations is as follows:

- 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



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- 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; or
- c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - a. two percent of turnover, as per the last audited consolidated financial statements of the listed entity.
 - b. 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.
 - c. 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 Company.
- d. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.

5. Material Events specified by the Listing Regulations & Timelines for making disclosures:

Category A

The events or information specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events and the same shall be disclosed by the Company to the stock exchange(s), without applying the test of materiality as specified above.

Category B

The events or information specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed by the Company to the stock exchange(s), upon the application of Guidelines for Materiality as given under Paragraph (4) hereinabove as set out above.

Category C

Any other information/ event 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. and brief details thereof and any other information which is exclusively known to the listed entity 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.



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Category D

Without prejudice to the generality of Category (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time.

6. Disclosures of Events/Information on Subsidiaries, as applicable

The Company shall also disclose to the Stock Exchanges such events or information about its Subsidiary(ies), if any, which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

7. Timelines:

The Company shall first disclose to the Stock Exchange(s) in which the securities of the Company are listed, all events or information which are material in terms of the provisions of Listing Regulations as soon as reasonably possible and in any case not later than the following:

1. 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.

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

2. Twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company.
3. 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 if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.



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

Provided further that in case the disclosure is made after the timelines specified above, the Company shall, along with such disclosure, provide the explanation for the delay to the stock exchange(s).

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

8. Periodic updates

The Company will periodically provide updates on any of the events falling under Para 5 or Para 6 above on a regular basis till such time the event is resolved/closed.

9. Authority for determination of materiality of an event or information:

Pursuant to Regulation 30(5) of the Listing Regulations, the Board of Directors have authorised certain Key Managerial Personnel (hereinafter referred to as “Authorized Key Managerial Personnel”) to determine whether an event / information is material, based on the category of information as specified above or other than those events or information which are specifically prescribed as material under Regulation 30, and make disclosure to the Stock Exchange(s), where the shares are listed.

The contact details of Key Managerial Personnel, who are authorized under Regulation 30(5) of the Listing Regulations, have been disclosed to the Stock Exchange(s) and the same shall be placed on the website of the Company.

Employees who possess or come across any potential material event or information may communicate the same to the Authorized Key Managerial Personnel to determine whether the said information/event is a material event or not. If the said event/information is determined to be material, the Authorized Key Managerial Personnel shall disclose the required information to the Stock Exchanges in which the securities of the Company are listed.

The employees are required to maintain confidentiality of such event or information which have the potential to become a material event or information and shall refrain from disclosing the same to any other person apart from the Authorized Key Managerial Personnel of the Company.

The Authorized Key Managerial Personnel are authorized to provide specific and adequate reply to all queries raised by the Stock Exchange(s) with respect to any event / information and to accept / deny any report, incident or information, which has been publicized without any authority.



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10. Disclosure on website of the Company

The Company shall place on its website all such events or information, which has been disclosed to the Stock Exchange(s) under Regulation 30 and it shall continue to host the same for a minimum period of five years and thereafter be archived as per the archival policy of the Company.

11. Miscellaneous

As and when the sub-regulation (11) of Regulation 30 of the Listing Regulations becomes applicable to the Company, it shall confirm or deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of the provisions of Regulation 30 of Listing Regulations are circulating amongst the investing public, as soon as reasonably possible and not later than twenty-four hours from the reporting of the event or information.

Provided further that if the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

12. Amendments:

The Board of Directors shall have the authority to review and amend this policy, as may be deemed necessary to comply with any statutory amendments or modifications or re-enactment(s) thereof, for the time being in force.

In case of any amendment, clarification, circular, notification etc., issued by a competent authority, which is not consistent with the provisions laid down under this Policy, the provisions of such amendment, clarification, circular, notification, etc., shall prevail and this policy shall stand amended accordingly, without any further action, on and from the date on which such amendment, clarification, circular, notification comes into effect.

(This policy was previously adopted by the Board of Directors of the Company on December 16, 2015, and amended with immediate effect on August 7, 2023, and February 10, 2025, respectively.)