



# **POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS AND INFORMATION**

Version 1

Approved by Board of Directors on 30<sup>th</sup> June, 2025

## **1. INTRODUCTION:**

- 1.1. The Board of Directors (the “**Board**”) of Mann Fleet Partners Limited (the “**Company**”) have approved the policy for the determination of materiality of events and information (the “**Policy**”).
- 1.2. This Policy is framed in accordance with the requirements of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) as amended from time to time. This Policy has been formulated in accordance with clause (ii) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations.

## **2. EFFECTIVE DATE:**

This Policy will come into effect from the date of its adoption by the Board.

## **3. OBJECTIVES AND PURPOSE:**

- 3.1. This Policy is being adopted by the Board to determine the materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.
- 3.2. The key objectives of this Policy are:
  - (a) To ensure that the Company complies with the applicable provisions of the Listing Regulations, circulars and guidelines issued by the Securities and Exchange Board of India vis-à-vis materiality of events and information;
  - (b) To provide a governance framework for the determination and disclosure of material events and information;
  - (c) To facilitate prompt and transparent disclosure of material events and information to the stock exchanges;
  - (d) To protect the confidentiality of Material / Price sensitive information within the context of the Company’s disclosure obligations; and
  - (e) To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.

## **4. DEFINITIONS:**

- 4.1. Except where the context otherwise requires, the following capitalized words and expressions shall have the meaning as specified hereunder:

- (a) “**Act**” shall mean the Companies Act, 2013 and the rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof;
- (b) “**Board**” shall have the meaning ascribed to it in paragraph 1.1;
- (c) “**Company**” shall have the meaning ascribed to it in paragraph 1.1;
- (d) “**KMP**” shall mean key managerial personnel of the Company as defined in clause (51) of Section 2 of the Act;
- (e) “**Listing Regulations**” shall have the meaning ascribed to it in paragraph 1.2;
- (f) “**Mainstream Media**” shall have the same meaning ascribed under the Listing Regulations, read along with related SEBI circulars, notifications, guidance note and Industry Standard Note (‘**ISN**’) issued by Industry Standards Forums (‘**ISF**’), as amended from time to time;
- (g) “**Material Events**” or “**Material Information**” shall mean such events specified in paragraph B of Part A of Schedule III of the Listing Regulations, based on the applications of the guidelines for materiality as per Regulation 30(4) of the Listing Regulations;
- (h) “**Material Information**” shall have the meaning ascribed to it in paragraph 5.1;
- (i) “**Policy**” shall have the meaning ascribed to it in paragraph 1.1; and
- (j) “**Schedule**” shall mean Schedule III of the Listing Regulations.

4.2. Further, the words and expressions used in this Policy and not defined herein but defined in the Listing Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Act and the rules and regulations made thereunder, as may be amended from time to time, and shall have meaning respectively assigned to them therein.

## 5. SCOPE OF THE POLICY:

- 5.1. This Policy shall be applicable throughout the Company. The information covered by this Policy shall include information related to the Company's business, operations, or performance that has a significant effect on securities investment decisions (“**Material Information**”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.
- 5.2. Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on the application of materiality criteria.

5.3. Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

**6. AUTHORITY TO DETERMINE MATERIAL EVENTS:**

6.1. The Board has authorised the KMP as defined under Clause 4.1(d) of the Policy to determine the materiality of an event or information and to make appropriate disclosures to the stock exchanges as well as on the Company's website on a timely basis. The KMPs shall also be empowered to:

- (a) seek appropriate counsel or guidance as and when necessary, from other internal or external stakeholders as they may deem fit; and
- (b) call for information from all its internal stakeholders, including its subsidiaries and its promoters.

**7. ROLE AND RESPONSIBILITIES OF THE KMPs:**

7.1. The KMPs shall have the following responsibilities for determining the material events or information:

- (a) to put in place an adequate mechanism for collecting relevant information and events on a real-time basis, to the extent possible, to enable appropriate disclosures under this Policy. The mechanism should include the responsibility of all internal stakeholders to report all events and information to the KMP;
- (b) to review and assess an event or information that may qualify as 'material' and may require disclosure to the stock exchanges, on the basis of facts and circumstances prevailing at a given point in time;
- (c) to determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of the actual time of occurrence of an event or information;
- (d) to disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations; and
- (e) to consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for the event or information.

## **8. GUIDELINES FOR ASSESSING MATERIALITY:**

- 8.1. Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.
- 8.2. The following criteria will be applicable for determining materiality of an event or information:
  - (a) The omission of an event or information which is likely to:
    - (i) result in a discontinuity or alteration of an event or information already available publicly; or
    - (ii) result in significant market reaction if the said omission came to light at a later date;
  - (b) 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 Company; or
    - (ii) two percent of net worth, except in the case of the arithmetic value of the net worth is negative, as per the last audited consolidated financial statements of the Company; or
    - (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 Company.

Accordingly, any transactions exceeding the lower of (i), (ii) or (iii) above, with an annual impact in value, will be considered for the above purposes.

- (c) In the opinion of the Board, the event/information ought to be disclosed.

## **9. TIMELINE FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION:**

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

In case the board meeting closes after normal trading hours (i.e, time period for which the recognized stock exchanges are open for trading for all investors) of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Further in case the Board Meeting 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.

- b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the 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.

Further, if all the relevant information, in respect of claims which are made against the Company 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 Company 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 Company.

Provided further, disclosure 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. The Company shall be guided by the timelines outlined under the relevant SEBI circulars as may be notified from time to time.

In case the disclosure is made after the timelines specified under Regulation 30 of Listing Regulations read with this Policy, the Company shall, along with such disclosures provide explanation for delay.

The Company shall make disclosures updating the material developments pertaining to material events on a regular basis, till such time the event is resolved/closed, and to be disclosed to the stock exchanges with relevant explanations.

#### **10. GUIDELINES FOR RUMOUR VERIFICATION:**

- 10.1. The Company shall confirm, deny or clarify, upon material price movement in the scrip of the Company (as per the framework issued by the SEBI/ Stock Exchanges as amended from time to time), any reported event/ information in the mainstream media which is not general in nature and which indicates that rumour of an impending specific event/ information is circulating amongst the investing public and also provide the current stage of such event or information.
- 10.2. Such disclosure will be made within the timelines prescribed under the Listing Regulations, circulars/ notifications issued by SEBI/ Stock Exchanges in this regard and in accordance with the ISN on verification of market rumours issued by ISF, under Regulation 30(11) of the Listing Regulations, as amended from time to time.

## **11. GUIDELINES FOR COMMUNICATION:**

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the Listing Regulations, 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. GUIDANCE ON TIMING OF AN EVENT OR INFORMATION:**

- 12.1. The Company may be confronted with the question as to when an event/information can be said to have occurred. The same would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required, viz. in case of natural calamities, disruptions, or other related circumstances the answer to the above question would depend upon the timing when the Company became aware of the event/information.
- 12.2. In the event that the occurrence of the event/information is dependent on the stage of discussion, negotiation or approval, the event/information can be said to have occurred upon receipt of approval of the Board.
- 12.3. In the event that the occurrence of the event/information is due to any natural calamity, disruption or other related circumstances, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

## **13. OBLIGATIONS OF INTERNAL STAKEHOLDERS AND KMPs FOR DISCLOSURE:**

- 13.1. 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.
- 13.2. The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines. On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

## **14. GENERAL:**

Notwithstanding anything contained in this Policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

**15. PRIVACY:**

It shall be the responsibility of the Board to:

- (a) determine how privacy laws shall apply to the Company's documents from and with respect to employees and other constituencies;
- (b) establish reasonable procedures for compliance with such privacy laws; and
- (c) allow for their audit and review on a regular basis.

**16. AMENDMENT:**

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend 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 shall be final and binding.

**17. INTERPRETATION:**

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

**18. CONFLICT OF POLICY:**

In the event of any conflict between this Policy and the provisions contained in the applicable laws, the provisions of applicable laws shall prevail.