



POLICY FOR DETERMINATION OF
MATERIALITY OF EVENTS AND INFORMATION

❖ **OBJECTIVE:**

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

❖ **EFFECTIVE DATE:**

This Policy is effective from December 1, 2015.

❖ **DEFINITION:**

“**Act**” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

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

“**Key Managerial Personnel**” means key managerial personnel as defined in section 2 (51) of the Companies Act, 2013.

“**Listing Agreement**” shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015.

“**Material Events**” or “**Material Information**” means any event / information which relates to the Company and which, if published is likely to materially affect the price of shares of the Company.

“**Policy**” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

“**Regulations**” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

"Schedule" means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

❖ **GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:**

- A. Events or information specified in Para A of Part A of Schedule III shall be deemed to be material.
- B. In respect of events or information specified in Para B of Part A of Schedule III, any of the following criteria shall be applied for determination of materiality:-
- a. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
 - 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. In case where the criteria specified in sub-clauses (i) and (ii) are 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/information is considered material;
 - d. Any event / information which if not disclosed promptly may lead to creation of false market in the securities of the Company;
 - e. The impact of event / information as a percentage of the Company's annual turnover, fixed assets and total assets; and
 - f. Whether the event / information represent a significant shift in the strategy and is an exit from, or entry into the segment line of business.
- C. Any other information/event viz. major development that is likely to affect business and any other information which is exclusively known to the Company 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.

D. Without prejudice to the generality of Para (a), (b) and (c) above, the Company may make disclosures of event / information as specified by SEBI from time to time.

❖ **DISCLOSURES OF EVENTS OR INFORMATION:**

1) Events specified in **Annexure A** are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:

- a) inform the stock exchanges in which the securities of the Company are listed;
- b) upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the company shall along with such disclosure(s) provide an explanation for delay.

- 2) The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality.
- 3) The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.
- 4) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- 5) In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

❖ **AUTHORITY TO KEY MANAGERIAL PERSONNEL:**

Managing Director, Whole-Time Directors and Chief Financial Officer of the Company shall severally have authority for the purpose of determining Materiality of any event or information.

The Company Secretary of the company has been authorized to make disclosures of the same to the stock exchange(s) on the timely basis.

❖ **AMENDMENTS:**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the 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.

❖ **SCOPE AND LIMITATION:**

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 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.

❖ **DISSEMINATION OF POLICY:**

This policy shall be approved by the Board and thereafter it has to be published on the website of the company.